Negotiable Commercial Paper

(Negotiable European Commercial Paper - NEU CP)[1]

Trade name of the notes defined in article D.213-1 of the French monetary and financial code

Not guaranteed programme

INFORMATION MEMORANDUM	
Name of the programme	INTESA SANPAOLO S.p.A. , NEU CP (ID Programme 1735)
Name of the issuer	INTESA SANPAOLO S.p.A.
Type of programme	NEU CP
Writing language	English
Programme size	15 000 000 000 EUR
Guarantor(s)	Not applicable
Rating(s) of the programme	Rated by DBRS Morningstar Fitch Ratings Moody's S&P Global Ratings Europe Limited
Arranger(s)	Société Générale
Introduction advisor	None
Legal advisor	None
Issuing and paying agent(s) (IPA)	SOCIETE GENERALE
Dealer(s)	INTESA SANPAOLO S.p.A. BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK ING BANK N.V. SOCIETE GENERALE STANDARD CHARTERED BANK STANDARD CHARTERED BANK (HONG KONG) LIMITED
Date of the information memorandum (dd/mm/yyyy)	09/08/2024

Drawn up pursuant to articles L. 213-0-1 to L. 213-4-1 of the French monetary and financial code

A copy of the information memorandum is sent to:

BANQUE DE FRANCE
Direction générale de la stabilité financière et des opérations (DGSO)
Direction de la mise en œuvre de la politique monétaire (DMPM)
S2B-1134 Service des Titres de Créances Négociables (STCN)

[1]Trade name of the notes defined in article D.213-1 of the French monetary and financial code

39, rue Croix des Petits Champs
75049 PARIS CEDEX 01

Avertissement *: cette documentation financière étant rédigée dans une langue usuelle en matière financière autre que le français, l'émetteur invite l'investisseur, le cas échéant, à recourir à une traduction en français de cette documentation.*

The Banque de France invites investors to read the general terms and conditions for the use of information related to negotiable debt securities:

https://www.banque-france.fr/fr/strategie-monetaire/marches/titres-creances-negociables

Information marked « Optional » may not be provided by the issuer because French regulations do not require it

MIFID/PRIIPS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The NEU CP are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (EEA). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "EU MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the " EU Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the NEU CP or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The NEU CP are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under Financial Services and Markets Act 2000 (the " FSMA") to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the NEU CP or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

EU MIFID II Product Governance / Professional Investors and Eligible Counterparties only Target Market – Solely for the purposes of the Issuer's product approval process in respect of the NEU CP issue, the target market assessment in respect of any of the NEU CP to be issued under this Programme has led to the conclusion that: (i) the target market for the NEU CP is eligible counterparties and professional clients only, each as defined in "EU MiFID II"; and (ii) all channels for distribution of the NEU CP to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the NEU CP (a "distributor") should take into consideration the Issuer's target market assessment; however, a distributor subject to EU MiFID II is responsible for undertaking its own target market assessment in respect of the NEU CP (by either adopting or refining the Issuer's target market assessment) and determining appropriate distribution channels.

UK MIFIR Product Governance / Professional Investors and Eligible Counterparties only Target Market – Solely for the purposes of the Issuer's product approval process in respect of the NEU CP issue, the target market assessment in respect of the NEU CP to be issued under this Programme has led to the conclusion that: (i) the target market for the NEU CP is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the NEU CP to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the NEU CP (a "distributor") should take into consideration the Issuer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the NEU CP (by either adopting or refining the Issuer's target market assessment) and determining appropriate distribution channels.

1. DESCRIPTION OF THE ISSUANCE PROGRAMME		
Articles D. 213-9, 1° and D 213-11 of the French monetary and financial code and Article 6 of the Order of 30 May 2016 and subsequent amendments		
1.1	**Name of the programme**	INTESA SANPAOLO S.p.A. , NEU CP (Programme ID 1735)
1.2	**Type of programme**	NEU CP
1.3	**Name of the issuer**	INTESA SANPAOLO S.p.A.
1.4	**Type of issuer**	Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code
1.5	**Purpose of the programme**	General funding purposes.
1.6	**Programme size (maximum outstanding amount)**	15 000 000 000 EUR Fifteen Billion EUR or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.7	**Form of the notes**	The NEU CP are short-term negotiable debt securities, issued in bearer form and recorded in the books of authorised intermediaries (book entry system) in accordance with French laws and regulations.
1.8	**Yield basis**	The remuneration is unrestricted. Benchmark indice(s) : The variable/adjustable rates are indexed to the usual rates of the money markets. Compensation rules(s) : The Issuer shall only issue NEU CP with remuneration linked to usual money market indexes, such as but not restricted to Euribor, €STR or at fixed rate or with a structured remuneration. The issuer may not issue NEU CP with potentially variable principal payments. In no circumstances the NEU CP will be redeemed below par. In the case of an issue of NEU CP embedding an option ofearly redemption or repurchase, as mentioned in paragraph 1.10 below, the conditions of remuneration of such NEU CP will be set at when the said NEU CP will be initially issued and shall not be further modified, including when such an embedded option of early redemption or repurchase will be exercised. If at any time prior to or on any interest determination date, the Issuer determines, acting in good faith and in a commercially reasonable manner, that: (1) an index ceases, is materially changed or is cancelled; or (2) the relevant authorisation, registration, recognition, endorsement, equivalence, decision or approval in respect ofan index (or the administrator or sponsor of the index) as well as an application to obtain it is not obtained or is rejected, suspended or withdrawn; the Issuer will, as soon as reasonably practicable, determine or appoint a determination agent who will state a substitute rate or index, being a rate or an index that is most comparable, and will make the relevant adjustment to the NEU CP accordingly.

1.9	**Currencies of issue**	Euro or any other currency authorized by applicable laws and regulations in force in France at the time of the issue
1.10	**Maturity**	The term (maturity date) of the NEU CP shall be determined in accordance with laws and regulations applicable in France, which imply that, at the date hereof, the term of the NEU CP shall not be longer than one year (365 days or 366 days in a leap year), from the issue date. The NEU CP may be repaid before maturity in accordance with the laws and regulations applicable in France. The early repayment option, if any, shall be explicitly specified in the confirmation form of any relevant issuance of NEU CP. The NEU CP issued under the Programme may also carry one or more embedded option(s) of repurchase before the term (hold by either the Issuer or the holder, or linked to one or several events not related to either the Issuer or the holder). An option of early redemption or repurchase of NEU CP, if any, shall be explicitly specified in the confirmation form of any related issuance of NEU CP. In any case, the overall maturity of any NEU CP embedded with one or several of such clauses, shall always - all options of early redemption or repurchase included – conform to laws and regulations in force in France at the time of the issue.
1.11	**Minimum issuance amount**	200 000 EUR or any other amount above the stated value (or equivalent amount in the relevant foreign currency)
1.12	**Minimum denomination of the notes**	By virtue of regulation (Article D 213-11 of the French monetary and financial code), the legal minimum face value of the commercial paper within the framework of this program is 200 000 euros or the equivalent in the currencies selected at the time of issuance
1.13	**Status of the notes**	Senior Unsecured Information about the status of the notes : The NEUCPs will constitute direct, unsecured and unsubordinated obligations of the Issuer ranking at least pari passu with other present and future direct, unsecured and unsubordinated obligations of the Issuer, except those which may be mandatorily preferred by law.
1.14	**Governing law that applies to the programme**	French Law
1.15	**Listing of the notes/Admission to trading on a regulated market**	Yes. All, or part only, of the NEU CP issued under this Programme may be admitted to trading on Euronext Paris and/or Bourse de Luxembourg pursuant to the Regulation EU 2017/1129 of the European Parliament and the Council dated 14 June 2017 as amended (the “Prospectus Regulation”). Whether an issue of NEU CP is admitted to trading can be verified (respectively): on Euronext Paris on the website of Euronext Paris at the following address: https://www.euronext.com/en and/or on Bourse de Luxembourg on the website of Bourse de Luxembourg at the following address: https://www.luxse.co
1.16	**Settlement system**	The NEU CP will be issued in Euroclear France.
1.17	**Rating(s) of the programme**	Fitch Ratings : fitchratings.com/entity/intesa-sanpaolo-spa-80360476

		S&P Global Ratings Europe Limited : disclosure .spglobal.com/ratings/en/regulatory/instrument-d etails/debtType/COMMPAPER/entityId/300021 Moody 's : moodys.com/credit-ratings/Intesa-Sanpaolo-S pA-credit-rating-600011958/ratings/view-by-debt DBRS Morningstar : dbrsmorningstar.com/issuers/ 18264 Ratings can be reviewed at any time by the rating agencies. Investors are invited to refer to the websites of the agencies concerned for the current rating
1.18	**Guarantor**	Not applicable
1.19	**Issuing and Paying Agent(s) (IPA) - exhaustive list -**	SOCIETE GENERALE
1.20	**Arranger**	Société Générale
1.21	**Placement method**	Direct placement Dealer(s) : BNP PARIBAS CREDIT AGRICOLE CORPORATE AND INVESTMENT BANK ING BANK N.V. SOCIETE GENERALE STANDARD CHARTERED BANK STANDARD CHARTERED BANK (HONG KONG) LIMITED The Issuer may subsequently elect to replace any dealer, insure the placement himself, or appoint other dealers; an updated list of such dealers shall be disclosed to investors upon request to the Issuer
1.22	**Selling restrictions**	General selling restrictions No action has been taken in any jurisdiction by the Issuers or the Dealers that would permit a public offering of the NEU CP, or possession of distribution of the Information Memorandum or any other offering material, in any country or jurisdiction where action for that purpose is required. Each Dealer or any initial subscriber has represented and agreed (and each further Dealer appointed under the Programme will be required to further represent and agree) that it will observe all applicable laws and regulations in any jurisdiction in which it may offer, sell, or deliver the NEU CP or possess or distribute this Information Memorandum and will obtain any consent, approval or permission required by it for the purchase, offer, sale or delivery by it of the NEU CP under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or deliveries and it will not directly or indirectly offer, sell, resell, reoffer or deliver the NEU CP or distribute any document, circular, advertisement or other offering material in any country or jurisdiction except under circumstances that will result, to the best of its knowledge

and belief, in compliance with all applicable laws and regulations and none of the Issuers or any of the other Dealers shall have any responsibility therefore. None of any Dealers, any initial subscriber or any further holder of the NEU CP represents that the NEU CP may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder, or assumes any responsibility for facilitating such sale. Persons into whose hands this Information Memorandum comes are required by the Issuers and the Dealers to comply with all applicable laws and regulations in each country or jurisdiction in which they purchase, offer,sell or deliver the NEU CP or possess, distribute or publish this Information Memorandum or any other offering material relating to the NEU CP, in all cases at their own expense.

Prohibition of Sales to EEA Retail Investors :Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any NEU CP which are the subject of the offering contemplated by the Information Memorandum in relation thereto to any retail investor in the European Economic Area(EEA). For the purposes of this provision, (a) the expression“retail investor” means a person who is one (or more) of thefollowing:(i) a retail client as defined in point (11) ofArticle 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive(EU) 2016/97 (as amended, the “Insurance Mediation Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; (b) the expression an offer includes the communication in any form and by any means of sufficient information on the terms of the offer and the NEU CP to be offered so as to enable an investor to decide to purchase or subscribe the NEU CP.

France

Each Dealer has represented, warranted and undertaken and each further Dealer appointed under the Programme will be required to represent, warrant and
undertake, that it has not offered or sold, and will not offer or sell, directly or indirectly, any NEU CP to the public in the Republic of France and it has not distributed or caused to be distributed and will not distribute or cause to be distributed to the public in France, the Information Memorandum or any other offering material relating to the NEU CP and such offers, sales and distributions have been and will be made in France only to (a) persons providing investment services relating to portfolio management for the account of third parties, (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers), and/or (b) qualified investors (investisseurs qualifiés) acting for their own account, and as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French Code monétaire et financier.

Republic of Italy

The offering of the NEU CP has not been registered pursuant to Italian securities legislation and, accordingly , each of the Dealers has represented and
agreed and each further Dealer appointed under the Programme will be required to represent and agree that it will not offer, sell or deliver the NEU CP or distribute copies of this InformationMemorandum or of any other document relating to the NEUCP be distributed in the Republic of Italy, except: (a) to qualified investors (investitori qualificati) as

defined pursuant to Article 2 of Regulation (EU) No. 1129 of 14 June 2017(the “Prospectus Regulation”) and any applicable provision Italian laws and regulations; or (b) in othercircumstances which are exempted from the rules on public offerings pursuant to Article 1 of the Prospectus Regulation, and in accordance with any applicable Italian laws and regulations.In addition, each of the Dealers has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that any offer, sale or delivery of the NEU CP or distribution of copies of this Information Memorandum or any other documentrelating to the NEU CP in the Republic of Italy under (a) or (b) above must:(i) be made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with Legislative Decree No. 58 of February 1998, as amended,CONSOB Regulation No. 20307 of 15 February 2018 (as amended from time to time) and Legislative Decree No.
385of 1 September 1993, as amended (the “Italian Banking Act”); and(ii) comply with any other applicable laws and regulations or requirement imposed by CONSOB, the Bank of Italy (including, the reporting requirements, where applicable, pursuant to Article 129 of the Banking Act and the implementing guidelines of the Bank of Italy, as amended from time to time) and/or any other Italian authority

The United Kingdom
Prohibition of sales to UK Retail Investors: Each Dealer has represented and agreed,and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any NEU CP which are the subject of the offering contemplated by the Information Memorandum in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:(a) the expression “retail investor” means a person who is one (or more) of the following:(i) a retail client, as defined in point (8) of article 2 of Regulation (EU) No 2017/656 as it forms partof UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or(ii) a customer within the
meaning of the provisions of the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in
point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the EUWA.(b) the expression an offer includes the communication in any form and by any means of sufficient information on the terms of the offer and the NEU CP to be offered so as to enable an investor to decide to purchase or subscribe for the NEU CP.

Other regulatory restrictions
Each Dealer has represented and agreed (and each further Dealer appointed under the Programme will be required to further represent and agree)that:(a) in relation to any NEU CP which has a maturity of less than one year, (i) it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business and (ii) it has not offered or sold and will not offer or sell the NEU CP other
than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or as agent) for the purposes of their businesses or who it isreasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue

		of the NEU CP wouldotherwise constitute a contravention of Section 19 of theFSMA by the relevant Issuer;(b) it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of the NEU CP in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and(c) it has complied and will comply with all applicable provisions of the FSMA withrespect to anything done by it in relation to such any NEU CP in, from or otherwise involving the United Kingdom. United States of America The NEU CP have not been and will not be registered under the United States Securities Actof 1933, as amended (the "Securities Act"), and the NEU CP may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (other than a distributor) and except in transactions exempt from the registration requirements of the Securities Act. Each Dealer has represented and agreed that it has offered and sold, and will offer and sell, NEU CP only outside the United States to non-U.S. persons in accordance with Rule 903 of Regulation S under the Securities Act ("Regulation S"). Accordingly,each Dealer has represented and agreed (and each further Dealer appointed under the Programme will be required to further represent and agree) that neither it, nor its affiliates nor any person acting on its or their behalf has engaged or will engage in any directed selling efforts in the United States with respect to the NEU CP, and that it and they have complied and will comply with the offering restrictions requirements of Regulation S. Each Dealer has also agreed that, at or prior to confirmation of sale of NEU CP, it will have sent to each distributor, dealer or person receiving a selling commission, fee or other remuneration that purchases NEU CP from it a confirmation or notice to substantially the following effect:"The Securities covered hereby have not been registered under the United States Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons. Terms used above have the meanings given to them by Regulation S under the Securities Act."Terms used in this paragraph have the meanings given to them by Regulation S.
1.23	**Taxation**	The Issuer is not bound to indemnify any holder of the NEU CP in case of taxes which are payable under French law or any other foreign law in respect of the principal of, or the interest on, the NEU CP, except for any stamp or registration taxes payable by the Issuer under French law. Holders of the NEU CP and beneficial interests therein must be resident for tax purposes in a country which the Italian government identifies as allowing for a satisfactory exchange of information with Italy (the “White List States”) as listed in the Italian Ministerial Decree dated September 4, 1996, as amended from time to time, or, as from the tax year in which the Ministerial Decree to be issued under Article 11, paragraph 4, let. c) of Legislative Decree No. 239 of April 1, 1996 is effective, in a country therein included.
1.24	**Involvement of national authorities**	Banque de France
1.25	**Contact(s)**	Tel:+39.02.8540.9358 Tel:+39.335.7722217 fundinglegalsupport@intesasanpaolo.com

1.26	**Additional information on the programme**	Optional
1.27	**Language of the information memorandum which prevails**	English

2 DESCRIPTION OF THE ISSUER		
Article D. 213-9, 2° of the French monetary and financial code and Article 7 of the Order of 30 May 2016 and subsequent amendments		
2.1	**Legal name**	INTESA SANPAOLO S.p.A.
2.2	**Legal form/status, governing law of the issuer and competent courts**	Legal form/status : Joint stock company under Italian law Governing law of the issuer : Monetary financial Institution // Credit institution, investment firm and CDC under the conditions set out in art. L 213-3.1 of the French Monetary and Financial Code Competent courts : Italy
2.3	**Date of incorporation**	10/10/1925
2.4	**Registered office or equivalent (legal address) and main administrative office**	Registered office : Piazza San Carlo, 156 10121 TURIN ITALY
2.5	**Registration number, place of registration and LEI**	Registration number : 00799960158 LEI : 2W8N8UU78PMDQKZENC08
2.6	**Issuer's mission summary**	The purpose of Intesa Sanpaolo S.p.A. is the deposit-taking and the carrying-out of all forms of lending activities, both directly and through its subsidiaries. Intesa Sanpaolo S.p.A. may, in compliance with laws and regulations applicable from time to time and subject to being granted the required authorisations, directly and through its subsidiaries, provide all banking and financial services, including the establishment and management of open-end and close-end pension schemes, as well as carry out any other transactions that are instrumental for, or related to, the achievement of its corporate purpose.
2.7	**Brief description of current activities**	The description of current activities appear on:page 29 to 32 of the 2023 Annual Report of Intesa Sanpaolo S.p.A.;page 33 to 36 of the 2023 Annual Report of Intesa Sanpaolo S.p.A.;page 36 to 46 of the 2023 Annual Report of Intesa Sanpaolo S.p.A; Brief description of current activities The Intesa Sanpaolo Group is one of the top banking groups in Europe with a significant ESG commitment, a world-class position in Social Impact and strong focus on climate. The Intesa Sanpaolo Group is the leading banking group in Italy, with 13.6 million customers and over 3,300 branches. The Intesa Sanpaolo Group is the leading provider of financial products and services to both households and enterprises in Italy. The Group has a strategic international presence, with over 900 branches and 7.2 million customers. It is among the top players in several countries in Central Eastern Europe and in the Middle East and North Africa, through its local subsidiary banks: the Intesa Sanpaolo Group ranks first in Serbia, second in Croatia and Slovakia, fourth in Albania and Slovenia, sixth in Bosnia and Herzegovina and Egypt,

		seventh in Moldova and eighth in Hungary. The Group operates through six divisions: • Banca dei Territori Division: focus on the market and centrality of the territory for stronger relations with individuals, small and medium-sized enterprises and non- profit entities. The division includes the activities in industrial credit, leasing and factoring as well as the digital bank Isybank (which also operates in istant banking through Mooney, the partnership with the ENEL Group). • IMI Corporate & Investment Banking Division: a global partner which, taking a medium-long term view, supports corporates, financial institutions and public administration, both nationally and internationally. Its main activities include capital markets and investment banking. The division is present in 25 countries where it facilitates the cross-border activities of its customers through a specialist network made up of branches, representative offices, and subsidiary banks focused on corporate banking. • International Subsidiary Banks Division: includes the following commercial banking subsidiaries: Intesa Sanpaolo Bank Albania in Albania, Intesa Sanpaolo Banka Bosna I Hercegovina in Bosnia and Herzegovina, Privredna Banka Zagreb in Croatia, the Prague branch of VUB Banka in the Czech Republic, Bank of Alexandria in Egypt, Eximbank in Moldova, CIB Bank in Hungary, Intesa Sanpaolo BankRomania in Romania, Banca Intesa Beograd in Serbia,VUB Banka in Slovakia, Intesa Sanpaolo Bank in Slovenia and Pravex Bank in Ukraine. • Private Banking Division: serves the customer segment consisting of Private clients and High Net Worth Individuals with the offering of products and services tailored for this segment. The division includes Fideuram - Intesa Sanpaolo Private Banking, with 6,696 private bankers. • Asset Management Division: asset management solutions targeted at the Intesa Sanpaolo Group's customers, commercial networks outside the Group, and the institutional clientele. The division includes Eurizon, with 311 billion euro of assets under management. • Insurance Division: insurance and pension products tailored for the Intesa Sanpaolo Group's clients. The division holds direct deposits of 173 billion euro and includes Intesa Sanpaolo Vita – wich controls Intesa Sanpaolo Assicura, Intesa Sanpaolo RBM Salute, Intesa Sanpaolo Insurance Agency and InSalute Servizi – and Fideuram Vita In the first quarter of 2024, the Wealth Management Divisions structure was established, to which the Private Banking division, the Asset Management division and the Insurance division report, providing a single unit overseeing the wealth management activities, with the aim of accelerating growth and increasing the integration of product factories.
2.8	**Capital**	10 368 870 930,08 EUR Decomposition of the capital : 18,282,798,989 ordinary shares without nominal value at the date of sign of the Information Memorandum
2.8.1	**Amount of capital subscribed and fully paid**	10 368 870 930,08 EUR
2.8.2	**Amount of capital subscribed and not fully paid**	0 EUR
2.9	**List of main shareholders**	References to the relevant pages of the annual report or reference document : https://group.intesasanpaolo.com/en/governance/shareholder-base

		Shareholders : Fondazione Compagnia di San Paolo (6.50 %) Fondazione Cariplo (5.26 %)
2.10	**Regulated markets on which the shares or debt securities of the issuer are listed**	Regulated markets on which the shares are listed : The shares of Intesa Sanpaolo S.p.A. are listed on the Italian Stock Exchange. https://www.borsaitaliana.it/borsa/azioni/scheda/IT0000072618.html?lang=it
2.11	**Composition of governing bodies and supervisory bodies**	References to the relevant pages of the annual report where the composition of governing bodies and supervisory bodies is provided : The description of Board of Directors can be found on page 11 of the 2023 Annual Report of Intesa Sanpaolo S.p.A Gian Maria Gros-Pietro, Chair Paolo Andrea Colombo, Deputy Chair Carlo Messina , Managing Director and Chief Executive Officer Franco Ceruti , Director Paola Tagliavini, Director Liana Logiurato, Director Luciano Nebbia, Director Bruno Picca, Director Livia Pomodoro, Director Maria Alessandra Stefanelli, Director Bruno Maria Parigi, Director Daniele Zamboni, Director Maria Mazzarella, Director Anna Gatti, Director Fabrizio Mosca, Director Maria Teresa Motta, Director Maria Cristina Zoppo, Director Alberto Maria Pisani, Chair of the Management Control Committee Roberto Franchini, Director
2.12	**Accounting method for consolidated**	Accounting method for consolidated accounts :

	accounts (or failing that, for the annual accounts)	IFRS
2.13	**Accounting year**	Starting on 01/01 ending on 31/12
2.13.1	**Date of the last general annual meeting of shareholders (or equivalent thereof) which has ruled on the last financial year accounts**	24/04/2024
2.14	**Fiscal year**	Starting on 01/01 ending on 31/12
2.15	**Auditors of the issuer, who have audited the issuer's annual accounts**	
2.15.1	**Auditors**	Holder(s) : EY S.p.A. Via Meravigli, 12 20123 Milan
2.15.2	**Auditors report on the accuracy of the accounting and financial information**	The Auditor's opinions appear on: Page 621 to 628 of the 2022 Annual Report of Intesa Sanpaolo Group. Page 921 to 931 of the 2022 Annual Report of the Parent Company Page 623 to 630 of the 2023 Annual Report of Intesa Sanpaolo Group. Page 909 to 919 of the 2023 Annual Report of the Parent Company
2.16	**Other equivalent programmes of the issuer**	Intesa Sanpaolo S.p.A. acts as an issuer or guarantor for the following short-term paper programmes: Euro 30,000,000,000 Guaranteed Euro Commercial Paper and Certificate of Deposit and Commercial Paper (Cambiali Finanziarie) Programme (Intesa Sanpaolo Bank Ireland plc and Intesa Sanpaolo Bank Luxembourg Sa as Issuer in respect of Euro-Commercial Paper and Certificate of Deposit and Intesa Sanpaolo S.p.A. as Issuer in respect of Cambiali Finanziarie and, in respect of Euro-Commercial Paper and Certificate of Deposit issued by Intesa Sanpaolo Bank Ireland p.l.c. and Intesa Sanpaolo Bank Luxembourg S.A, as Guarantor). US Dollars 40,000,000,000 US Commercial Paper Programme (Intesa Funding LLC as Issuer, unconditionally guaranteed by Intesa Sanpaolo S.p.A.). Hong Kong Dollars 5,000,000,000 Certificate of Deposit Programme (Intesa Sanpaolo S.p.A. acting through its Hong Kong Branch as Issuer)
2.17	**Rating of the issuer**	Fitch Ratings : fitchratings.com/entity/intesa-sanpaolo-spa-80360476 #securities-and-obligations Moody's : moodys.c om/credit-ratings/Intesa-Sanpaolo-SpA-credit-rat ing-600011958/ratings/view-by-debt S&P Global Ratings Europe Limited : disclosure.spglobal.com /ratings/en/regulatory/org-details/sectorCode/FI

		/entityId/300021 DBRS Morningstar : dbrsmornin gstar.com/issuers/18264
2.18	**Additional information on the issuer**	Additional information about the Issuer can be obtained on the Issuer's website: www.group.intesasanpaolo.com

3. CERTIFICATION OF INFORMATION

Articles D. 213-5 et D. 213-9, 4°of the French monetary and financial code and subsequent amendments

Certification of information of the issuer INTESA SANPAOLO S.p.A.		
3.1	**Person(s) responsible for the information memorandum concerning the programme of INTESA SANPAOLO S.p.A. , NEU CP for the issuer**	**Mr Fabio Francesco Ferrari, Head of Debt Origination, Intesa Sanpaolo S.p.A.**
3.2	**Declaration of the person(s) responsible for the information memorandum concerning the programme of INTESA SANPAOLO S.p.A. , NEU CP for the issuer**	To the best of my knowledge, the information provided by the issuer in the financial documentation, including the French summary (if relevant) is accurate, precise and does not contain any omissions likely to affect its scope or any false or misleading information
3.3	**Date (DD/MM/YYYY), place of signature, signature**	09/08/2024

4. INFORMATION CONCERNING THE ISSUER'S REQUEST OF THE STEP LABEL

An application for a STEP label for this Programme will be made to the STEP Secretariat [in relation to the Notes eligible under the STEP Market Convention]. Information as to whether the STEP label has been granted for this Programme [in relation to such Notes] may be made available on the STEP market website (initially www.stepmarket.org). This website is not sponsored by the Issuer and the Issuer is not responsible for its content or availability.

Unless otherwise specified in this Information Memorandum, the expressions "STEP", "STEP Market Convention", "STEP label", "STEP Secretariat", and "STEP market website" shall have the meaning assigned to them in the Market Convention on Short-Term European Paper dated 19 October 2023 and adopted by ACI FMA and The European Money Markets Institute (as amended from time to time).

APPENDICES **Further to articles D.213-9 of the French monetary and financial code and L.232-23 of the French commercial code, financial information mentioned in Article D213-9 of the French monetary and financial code should be made available to any person upon request**		
Appendice 1	**Documents available to the shareholders annual general meeting or the equivalent²**	Annual general meeting 2024 Annual report for the financial year ended 31/12/2023 Annual general meeting 2023 Annual report for the financial year ended 31/12/2022
Appendice 2	**Annual report** **Year 2024**	https://group.intesasanpaolo.com/en/investor-relations/financial-reports/2023
Appendice 3	**Annual report** **Year 2023**	https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/bilanci-relazioni-en/2022/2022_Annual__report.pdf

Additional information on the issuer
Additional information about the Issuer can be obtained on the Issuer’s website: www.group.intesasanpaolo.com