

**FUND
FOR CHARITABLE, SOCIAL AND CULTURAL CONTRIBUTIONS**

REGULATIONS



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PART I

ESTABLISHMENT OF THE FUND

Article 1

The Fund

1. Under Article 29.3 of the Articles of Association of Intesa Sanpaolo S.p.A. (hereinafter also the "Bank" or "Company"), a part of profit may be distributed to charities and to support social and cultural activities through the establishment of a specific fund ("Fund for charitable, social and cultural contributions", hereinafter the "Fund").
2. The Articles of Association also establish the following:
 - the Board of Directors (hereinafter the "Board") is solely responsible for approving Guidelines on cultural initiatives of the Company and Group, with particular reference to the enhancement of historical, archaeological and artistic heritage and the management of the Fund, verifying that the planned initiatives are consistent with the declared objectives (Article 18.2.2 letter n);
 - the Chairman of the Board of Directors (hereinafter the "Chairman") - after consulting with Managing Director and in accordance with the Guidelines set by the Board - is responsible for planning and managing the cultural initiatives of the Company and Group, with particular reference to the enhancement of the historic, archaeological and artistic heritage and to the management of the Fund (Article 19.1 letter l).
3. The Fund receives funding from:
 - net profit of the Bank which is not distributed, but allocated to the Fund based on specific resolutions passed by shareholders' meetings;
 - sums, already allocated to the Fund, outstanding at the end of the reporting period of the Bank, to carry forward, without obligations/commitment on allocation;
4. In this context, the purpose of these Regulations is to govern - in a transparent way - procedures for Fund management and use, also considering the commitments undertaken by the Bank in its Code of Ethics¹¹.

Article 2

Donations

1. Donations are sums of money from the Fund, that the Bank assigns to suitably identified entities without any obligation to pay back the sums and without any form of consideration, or services to be rendered, in compliance with the principles and application criteria herein.
2. Donations may be for different amounts, and based on the amount, are classified as:
 - local donations (see Article 9), up to a maximum of €5,000;
 - central donations (see Article 10) from €5,000 to €500,000, save for the power of the Chairman to request the Board to approve allocations for higher amounts.

PART II

THE PRINCIPLES

Article 3

The goals of the Fund

1. The Bank, through the Fund, supports social and cultural initiatives concerning solidarity, social welfare and the value of people.
2. The Fund is used to support philanthropic initiatives with aims that focus on:

¹ Code of Ethics of the Intesa Sanpaolo Group (14 February 2012 version, available on the Bank's website), Principles of conduct in community relations, page 17.



- culture, excluding initiatives promoting the Group's own historic, archaeological and artistic assets;
 - education;
 - environment;
 - scientific research (in any sector of science and technology);
 - promotion of arts and crafts;
 - social sphere;
 - welfare.
3. The guiding values of entities receiving donations shall be consistent with the values in the Code of Ethics of the Intesa Sanpaolo Group, geared towards people and also towards human rights, economic and social solidarity, sustainable development, environmental conservation and support for culture.
 4. Donations may only be made to entities or organisations with procedures in place, including accounting procedures, that facilitate an assessment of the consistency of proposed objectives with actually pursued objectives, and to entities that prepare certified financial statements, and that operate in compliance with applicable laws and regulations.
 5. The Fund does not support activities of a commercial and promotional nature of the Bank and Group, including by way of example, initiatives in favour of sports Companies and Groups that carry out non-amateur activities, local entities and organisations (grass-roots organizations that promote local areas, tourist boards, civic committees, etc.), for local cultural, promotional, tourist or commercial events. To support these initiatives, specific funding has been allocated for sponsorships and advertising. Any initiatives to be sponsored may not receive donations at the same time.

Article 4

Guidelines

1. The Chairman drafts Guidelines concerning the social and cultural initiatives of the Company and Group (hereinafter "Guidelines"), to submit to the Board, for approval, based on the Principles and Application Criteria (Part II and Article 7).
2. The Guidelines are defined every 2 years.
3. To draft the Guidelines, the Chairman, after consulting with the Managing Director, consults with members of a specific Technical/Scientific Committee (hereinafter "Committee"), chaired by the Chairman, comprising the Emeritus Chairman, the Chief Governance Officer - representing the Managing Director - and four members proposed by the Chairman and selected from the Board. A symbolic fee of a total of €10,000 is paid only to external committee members.
4. The Guidelines establish the objectives, and high-level strategic priorities to pursue and define areas of intervention.
5. The Guidelines are implemented through the Culture Project Two-year Plan and the Fund Two-year Plan. These Plans, prepared by specific company department managers, are presented to the Committee for approval no later than three months from release of the Guidelines.
6. Omissis

Article 5 Omissis



Article 6 Omissis

TITLE III FUND MANAGEMENT

Article 7

Application criteria

1. Assignments and Fund donations will be made in favour of Beneficiaries that operate in the following reference areas (“Areas”):
 - Cultural, excluding initiatives promoting the Group's own historic, archaeological and artistic assets;
 - Religious and charitable;
 - Research (in any sector of science and technology);
 - Social (e.g. health, voluntary work, rights protection, solidarity) and environmental.
2. Donations will be agreed upon considering a rotation system, for a maximum of three consecutive years, to guarantee the broadest and most varied and flexible use of the Fund, and the most comprehensive and satisfactory action taken by the Bank. The rotation system will also consider repeat donations made to the same beneficiary, for one or more projects supported, in order to guarantee the broadest use of the Fund.
3. Donations are selected based on an evaluation of applications made by the Chairman’s Technical Secretariat, and using a method defined in the Operating Procedure (PART IV) in compliance with the Principles of the Regulations and the Guidelines.

Article 8

Beneficiaries

1. Donations may be given only to:
 - Officially recognised organisations which, as established by their articles of association, are non-profit and have therefore prohibited the distribution, also indirectly, of profit or operating surpluses, set up and organised according to rules governing the non-profit third sector;
 - social enterprises, established pursuant to Legislative Decree 155/2006, provided that the donation, regarding the social enterprise, is to support initiatives of a particular social or cultural standing.
2. The following are classified as beneficiaries:
 - Associations for social welfare, social promotion and volunteer organisations;



- Environmental protection organisations and associations;
 - Foundations or associations that exclusively carry out activities in the performing arts;
 - Organisations involved in study work, research and activities of a considerable cultural or artistic value;
 - Religious organisations;
 - Scientific, technological and medical research foundations and organisations;
 - Sports organisations and associations that carry out amateur activities;
 - Universities, University Institutes, Schools.
3. The following are not considered as beneficiaries:
- Entities involved in known legal disputes, in matters concerning organised crime and failure to comply with human rights, peaceful coexistence and environmental protection²²;
 - Associations and entities that are not officially recognised, recreational groups;
 - Service organisations, such as Lions Clubs, Rotary Clubs, etc.;
 - Trade union organisations and social assistance organisations and related services;
 - Political parties, political movements and their organisational units;
 - Private citizens;
 - Regions, Provinces or Municipalities, save for specific initiatives of a particular social, cultural or scientific standing.

PART IV OPERATING PROCEDURE

Article 9

Procedures for evaluating applications and granting local donations

1. Applications addressed to the Banca dei Territori Division support local community projects and initiatives.
2. Applications for local donations are made in writing and/or by email by requesting Entities and shall be based on the template attached [A]. Applications shall be sent to local units, which report to the Banca dei Territori Division, and to the Chairman's Technical Secretariat.
3. Applications for local donations, within the limits indicated in these Regulations and in compliance with the Guidelines, may be authorised by the Banca dei Territori Division. The Banca dei Territori Division, through the Regional Department, appraises applications for local donations requested by the Entities, received on the basis of its own organisational structure, also through local Banks and, based on the allocation of funding in the Guidelines and criteria indicated for Fund Areas, evaluates the applications, checks if the Entity meets the pre-requisites defined by these Regulations and, where necessary, obtains suitable documents to establish the application's eligibility and, if accepted, the Banca dei Territori Division, through the function it identifies, authorises the application and gives instructions for the donation to be granted.

Article 10

Procedures for evaluating applications and authorising central donations

1. Applications for central donations are made in writing and/or by email by the requesting Entities and shall be based on the attached template [B]. These applications are received directly by the Chairman's Technical Secretariat, and any Divisions or other Entities of the Bank and Group, that register them using a specific IT application and send them to the Chairman's Technical Secretariat.

² In this regard, the requesting Entity shall provide self-certification of good standing included in the templates [A] and [B]; in the event of false statements, the donation will be withdrawn and sums unduly received will be returned, as of Article 12 paragraph 3.



2. Omissis

Article 11

Procedures for evaluating and granting central donations

1. Omissis
2. The Chairman's Technical Secretariat:
 - appraises applications and checks the characteristics of the requesting Entity, obtaining, where necessary, suitable documents to establish eligibility to ensure acceptance of the application, with evidence of any connections to the Group;
 - carries out prior analysis of the impact of the project, based on an evaluation procedure;
 - reviews the track record [template E] of the applicant's ability to achieve results, on the basis of past results or on the basis of successful initiatives carried out by other Entities that the proposing Entity intends to repeat, presenting empirical evidence;
 - evaluates the project's compliance with the principles of the Fund, as well as consistency with the specific call for funding, if applicable;
 - with reference to the Guidelines, provides an opinion on the (full or partial) acceptance or otherwise of applications received;
 - sends opinion on applications for central donations, to the authorising Entity;
 - monitors the project outcome.
3. The Chairman's Technical Secretariat, in keeping with the Guidelines and the Two-year Plan, may arrange for specific calls for funding - in particular for the Research Area - for central donations of no more than €150,000. A specifically established technical committee will select the entity to be awarded the funding.
4. The Chairman's Technical Secretariat may receive applications for central donations also through Group Banks, along with information and documents concerning the requesting Entity (the structure of the Entity, its financial situation, status of relations with the Group, etc.), a description of the initiative and the project the requesting Entity wishes to carry out (characteristics, duration, expected results, track record of the beneficiary).

Article 12

Procedures for granting central donations

1. The Chairman's Technical Secretariat will inform applicants of central donations in writing (also by email) that their application has been accepted or declined, also forwarding instructions for relative payment, in one or more instalments to the Administration and Tax Department, in compliance with the needs of applicants and with indications provided when authorisation is given.



2. In the application acceptance notice, Beneficiaries of central donations will be requested to send the Chairman's Technical Secretariat the following, at the end of the project and no later than 12 months from the date they receive the donation:
 - the completed form, conforming to the template attached [C], indicating the performance and results of the funded project;
 - the invoice(s), if the donation is mainly for the purchase of goods or services.
3. The Chairman's Technical Secretariat may, at its own discretion, stop funding if evidence of the project outcome monitoring is not positive.
The use of central donations received for purposes other than those formally indicated in the application or in any case not conforming to the purposes of the Fund, as indicated in these Regulations and in the Guidelines in effect, will stop the benefits and consequently, sums unduly received must be returned.

PART V
FUND REPORTING

Article 13

Information concerning use of the Fund

1. Omissis
2. Omissis
3. Omissis
4. The Chairman will report on Fund management to the Shareholders' meeting convened to approve the financial statements and allocate profit for the year. In addition, detailed information on Fund use will be provided - per Beneficiary's name and received amount, on the Bank's website, and on an aggregate basis, in the Bank's and Group's Sustainability Report.

PART VI
FINAL PROVISIONS

Article 14 Omissis

Article 15 Omissis



Article 16

Personal data processing

For each application for a donation, information on the processing of personal data must be given to all interested parties whose data are processed by the Bank and specific consent by the Legal Representative of the requesting Entity must be acquired to process particular categories of personal data pursuant to art. 9 GDPR. The form containing the information and the request for consent is attached in attachment sub [D] and is available in the Fund's management platform.

Article 17 Omissis

Article 18 Omissis