



# Green Bond Report

June 2018



# Green Bond Report 2018

## INTRODUCTION

This document is the first annual report on the use of proceeds of Intesa Sanpaolo's first Green Bond, issued on 27 June 2017, based on the Intesa Sanpaolo Green Bond Framework (hereafter: "Framework Summary"). The report covers the period from 28 June 2017 to 31 May 2018.

## INTESA SANPAOLO 2017 INAUGURAL GREEN BOND

Intesa Sanpaolo has been the first Italian bank to debut as "green" issuer. The € 500 million Senior Unsecured 2022 deal, amplified the Bank's commitment to sustainability and was born to support projects that have a positive environmental impact and promote energy efficiency.

The deal saw a significant participation of Socially Responsible Investors (SRI), hence achieving a good diversification versus conventional senior bonds. The final book collected orders for about € 2 billion approximately from 133 investors, allocated as follows:

- by jurisdiction: France (25%), UK & Ireland (23%), Germany & Austria (16%), Iberia (10%), Italy (7%), Switzerland (7%), Benelux (6%), Nordics (4%) and others (2%);
- by investor type: Fund Managers (73%), Insurance & PF (14%) and Banks (13%).

This first green issuance was supported by a Second Party Opinion by Vigeo Eiris which confirmed that Intesa Sanpaolo's 2017 Green Bond's use of proceeds is fully aligned with the eligible categories as defined in the Framework.

The opinion stated that the bond was a "Green Bond" with positive contribution to sustainable development, aligned with the Green Bond Principles.



"robust ESG performance"

### VIGEO EIRIS' OPINION

**Vigeo Eiris confirms that the Bond intended by Intesa Sanpaolo is a "Green Bond" with positive contribution to sustainable development, aligned with the Green Bond Principles.**

Vigeo Eiris reaches a reasonable level of assurance on the Bond contribution to sustainability:

- Issuer: Intesa Sanpaolo displays an overall robust ESG performance.
- Issuance: The Issuer's Green Bond framework is coherent with Intesa Sanpaolo's main strategic priorities and is considered to be robust.

On 25 May 2018, Moody's assigned **the highest Green Bond Assessment Score** to Intesa Sanpaolo inaugural Green Bond Issue: **GB1**.



GB1

Excellent

### MOODY'S ASSESSMENT

**Assessment GB1 definition (Excellent):** green bond issuer has adopted an excellent approach to manage, administer, allocate proceeds to and report on environmental projects financed with proceeds derived from green bond offerings. Prospects for achieving stated environmental objectives are excellent.

# Framework summary

## PILLAR

### USE OF PROCEEDS - ELIGIBLE LOANS CATEGORIES

- Renewable Energy:
  - Investments in production, transmission, infrastructure and associated assets, specifically for: Solar, Wind, Bio-energy / Biomass and Hydro energy generation
- Energy Efficiency:
  - New investments and ongoing maintenance in infrastructure, associated assets, technology and services that contribute towards reduced energy usage and or increased energy efficiency, such as: energy storage, energy efficiency in industrial facilities, high efficiency co-generation of heat and power, district heating, smart grids, LED lighting
  - Construction of new building developments or renovation of existing buildings (including public service, commercial, residential and recreational) which meet recognised environmental standards such as: LEED – gold, BREEAM – good/very good, HQE – very good/excellent, CASBEE – A(very good)/S(excellent) or equivalent or buildings which have reduced life cycle consumption of energy levels of at least 20% less than statute/city baseline

### PROJECT EVALUATION AND SELECTION

- Business teams will propose loans as Use of Proceeds of each Intesa Sanpaolo Green Bond
- The internal Green Bond Working Group will review and approve, as appropriate, each proposed loan based on the defined Eligible Categories listed by the Use of Proceeds
- Loans determined as eligible will be marked accordingly and added into a Green Bond Register
- The Green Bond Working Group is responsible to maintain and update the Green Bond Register described in section “Management of Proceeds” of the framework

### MANAGEMENT OF PROCEEDS

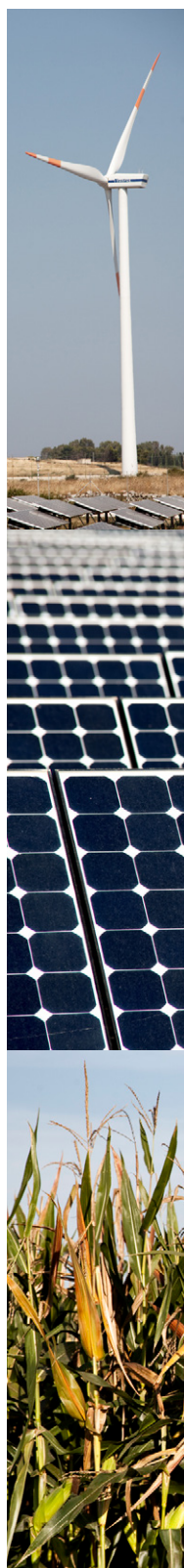
The proceeds of any Intesa Sanpaolo Green Bond will be either dedicated to green projects directly from Intesa Sanpaolo or from any one of Intesa Sanpaolo’s subsidiaries dedicated to green financing (i.e. Mediocredito, etc), which will be funded via intercompany loans. As such, the allocation from any Intesa Sanpaolo Green Bond will be made into green projects either directly or indirectly

### REPORTING

- Intesa Sanpaolo will report annually, until full allocation, on the use of proceeds via a “Green Bond Report” which will be published via [group.intesasanpaolo.com](http://group.intesasanpaolo.com)
- Intesa Sanpaolo will also report annually on the environmental benefits\* resulting from each loan disbursed from the Green Bond, until the bond maturity:
  - Output: estimates and/or assessment of major outputs disclosed at category level, annually and up to the complete allocation of bond proceeds
  - Impacts: annual estimates of ex-ante and/or ex-post impacts (where feasible) based on specific indicators developed by Intesa Sanpaolo, disclosed at category level

### VERIFICATION - EXTERNAL REVIEW

An annual verification or assurance, i.e. a third party ESG or financial audit, of the Green Bond Report including: bond proceeds allocation, the compliance of the allocated loans with the selection process and the reporting metrics



\* Methodology: metric tonnes of CO<sub>2</sub> equivalent calculated according with GHG protocol using ISPRA – (Institute for Environmental Protection and Research) national emission factors (2017 UNFCCC submission).

## Selection and allocation summary

Here below a summary of the selection process:

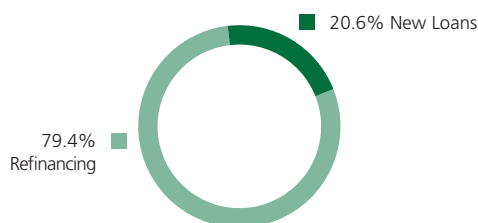
- for the inaugural Green Bond issue Intesa Sanpaolo considered only the Mediocredito Italiano Green financing as eligible for the Use of Proceeds (“Energy Portfolio”). Therefore all the proceeds allocated are 100% indirect funding;
- an internal team of qualified individuals (the “Green Bond Working Group”) was created, composed by the Treasury Department (Head of MLT Funding), CSR (Head of CSR) and the Energy Desk of Mediocredito Italiano (Coordinator of Energy Desk);
- the Green Bond Working Group evaluated, as appropriate, each loan dedicated to green financing proposed by Mediocredito Italiano, based on the defined Eligible Categories (Renewable Energy and Energy Efficiency) and created a Green Bond Register;
- **79.4%** of the proceeds of the Green Bond (€ 397 mln approx.) were allocated to refinance specific loans included in the Energy Portfolio of Mediocredito, selected according to the following specific criteria:
  - loans dedicated to green projects with no funding sources other than the proceeds of the inaugural Green Bond (i.e. financing from EIB or other supranational entities);
  - outstanding amount of loans as at 31 May 2017;
  - all performing loans;
  - loans signed from 2010;
  - loans maturing after 2022.
- **20.6%** of the proceeds of the Green Bond (€ 103 mln approx.) were allocated to New Loans (financing new green projects) which were agreed and signed in the period 28 June 2017 - 31 May 2018 and which mature after 2022. **The 20% target of new loans announced to the market at launch of the bond, as a commitment to be reached within the first 2 years from issuance, was actually achieved in the first 11 months.**

### GREEN BOND

On 27 June 2017 Intesa Sanpaolo issued its inaugural Green Bond of € 500 mln: **100% of the proceeds were allocated in the first year of the bond's life.**

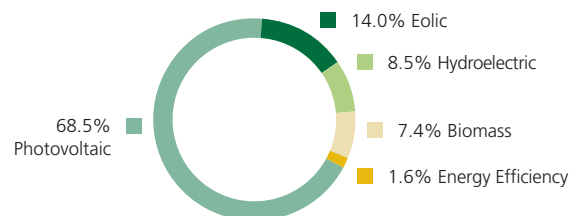
### HIGHLIGHTS

#### BOND ALLOCATION



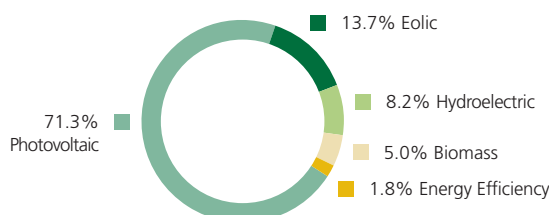
#### TOTAL LOANS

##### Allocation by Category



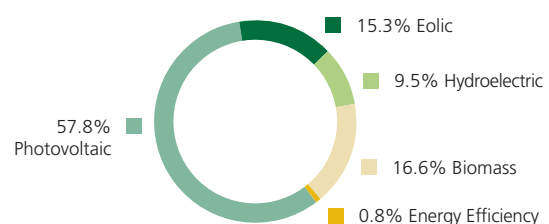
#### REFINANCING

##### Allocation by Category



#### NEW LOANS

##### Allocation by Category



# Green progress report

## USE OF PROCEEDS

### REPORTING INDICATORS AT BOND LEVEL

Annual data

# 77 loans

#### Total:

€ 500 mln invested  
 615,820 MWh of renewable energy production  
 29,297 MWh of energy savings  
 213,314 metric tons of CO<sub>2</sub> greenhouse gas emissions avoided

### REPORTING INDICATORS AT CATEGORY LEVEL

Annual data



#### Photovoltaic:

41 loans  
 € 342 mln invested  
 324,498 MWh of renewable energy production  
 108,351 metric tons of CO<sub>2</sub> greenhouse gas emissions avoided



#### Eolic:

11 loans  
 € 70 mln invested  
 160,481 MWh of renewable energy production  
 53,585 metric tons of CO<sub>2</sub> greenhouse gas emissions avoided



#### Hydroelectric:

11 loans  
 € 43 mln invested  
 66,063 MWh of renewable energy production  
 22,059 metric tons of CO<sub>2</sub> greenhouse gas emissions avoided



#### Biomass:

11 loans  
 € 37 mln invested  
 64,778 MWh of renewable energy production  
 21,630 metric tons of CO<sub>2</sub> greenhouse gas emissions avoided



#### Energy efficiency:

3 loans  
 € 8 mln invested  
 29,297 MWh of energy savings  
 7,690 metric tons of CO<sub>2</sub> greenhouse gas emissions avoided

Note: figures may not add up exactly due to rounding differences.

## REFINANCING LOANS

Past Project	Gross exposure 31/05/2017 (euro)	Number of Plants	Production capacity (MW)	Annual data	
				Production of renewable energy (MWh)	CO <sub>2</sub> emissions avoided (tCO <sub>2</sub> )*
Photovoltaic	282,944,051	133	194	285,203	95,230
Eolic	54,539,410	8	69	133,314	44,514
Hydroelectric	32,741,646	11	14	54,819	18,304
Biomass	19,846,460	7	7	51,255	17,114
Project	Gross exposure 31/05/2017 (euro)	Number of Plants	Production capacity where applicable (MW)	Energy savings (MWh)	CO <sub>2</sub> emissions avoided (tCO <sub>2</sub> )*
Energy efficiency	6,979,499	3	6	22,862	6,120

## NEW LOANS

New Project	Signed from 01/07/2017 to 31/05/2018 (euro)	Number of Plants	Production capacity (MW)	Annual data	
				Estimated production of renewable energy (MWh)	CO <sub>2</sub> emissions avoided (tCO <sub>2</sub> )*
Photovoltaic	59,560,000	16	27	39,295	13,121
Eolic	15,785,000	7	12	27,167	9,071
Hydroelectric	9,790,000	8	2	11,244	3,754
Biomass	17,050,000	4	2	13,523	4,515
New Project	Signed from 01/07/2017 to 31/05/2018 (euro)	Number of Plants	Production capacity where applicable (MW)	Estimated energy savings (MWh)	CO <sub>2</sub> emissions avoided (tCO <sub>2</sub> )*
Energy efficiency	800,000	1	1	6,435	1,569

Note: figures may not add up exactly due to rounding differences.

\* Methodology: metric tonnes of CO<sub>2</sub> equivalent calculated according with GHG protocol using ISPRA – (Institute for Environmental Protection and Research) national emission factors (2017 UNFCCC submission).



## Projects Examples

### HYDROELECTRIC PLAN PROJECT

The hydroelectric plant, with an average nominal power of 359 kWh, is located in Italy in the Municipality of Gressoney – La-Trinité (AO) and has an expected estimated annual electricity generation of 1,925 MWh. The plant was built with a total investment of € 3,088,000.

The plant collects the waters from the Enderbach creek. The central building is equipped with a turbine and an electric generator, with a nominal capacity of 1,200 l/s and a nominal electrical power of 1,131 kWh.

Signing date:  
11/01/2018



### EOLIC PLAN PROJECT

The wind farm built in Italy in the Municipality of Bisaccia (AV) has a total capacity of 10 MWh and consists of 5 wind turbines of 2 MWh each. The estimated annual electricity generation is 21,300 MWh, corresponding to 2,130 hours. The wind farm was set up and connected to the national electricity grid in May 2016.

In 2017 the wind farm generated 23,951 MWh. Thanks to this output we can esteem a CO<sub>2</sub> emission reduction into the atmosphere of up to 7,997 tons.

Signing date:  
31/08/2017



## Intesa Sanpaolo's commitment to the environment: an ongoing and consistent path



Within Intesa Sanpaolo's commitment towards sustainability, a specific focus is dedicated to climate change issues with the awareness that innovation, the development of new products and services and corporate responsibility may contribute to tackle environmental changes and the related social impacts. This understanding has led over the years to adhere to numerous international standards, amongst them the UNEP FI, the UN Global Compact and the Principles for Responsible Investment (PRI), aimed at integrating environmental and social considerations into business operations.

Intesa Sanpaolo has always considered environmental management as a fundamental part of a wider management model which embeds CSR across the entire Group. Numerous initiatives are focused on the mitigation and careful management of direct and indirect impacts on the environment.

The Group continues its commitment to reduce its environmental footprint through, for example, the development of projects aimed at promoting the efficient use of natural resources and the support of research and innovation in the area of energy efficiency.

The management of environmental direct impacts has focused on the following actions:

- the prevalent use of electricity from renewable sources (about 82% of the electricity consumed by the Group comes from renewable sources – more than 97% in Italy – and photovoltaic self-production is about 1,100 MWh);
- energy efficiency activities;
- dematerialization process.

These actions have led to an overall reduction of emissions of more than 53% from 2008 to 2017.

In 2017 Intesa Sanpaolo approved a new multi-year plan – the Climate Change Action Plan – with new long-term targets in terms of CO<sub>2</sub> emissions reduction.

Besides actions of GHG emissions reduction (i.e. mitigation), the Bank's strategy includes a set of actions to adapt to climate change (i.e. adaptation).

With regards to indirect impacts, Intesa Sanpaolo credit process considers, among others, environmental and social risks and to this extent the Group is working continuously on its internal processes in order to apply more stringent assessment criteria and more effective operating procedures. Since 2007 Intesa Sanpaolo has a particular focus on project finance in which environmental and social risks are assessed through the Equator Principles guidelines.

A total of 326 loans have been subject to screening for the Equator Principles since 2007. In 2017, 11 projects were financed for an amount of 611.5 million euro.

In addition, Intesa Sanpaolo actively supports individuals and businesses committed to reducing their environmental footprints, through the promotion of green products and services. With regards to environmental financing, in 2017, the Group disbursed 1,256 million euro of new loans to finance the green economy, corresponding to 2% of the Group total amount. Aggregate disbursements between 2010 and 2017 amounted to over 16 billion euro with a fluctuating trend affected by changing public incentive policies.

In this framework, the Green Bond issue is an important milestone in the sustainability path undertaken by Intesa Sanpaolo and a profitable example of integration between sustainability and business.

Intesa Sanpaolo's commitment towards the environment has received many awards, also with the inclusion in many sustainability indices, such as Dow Jones Sustainability and the 2017 "Climate A List" of the Carbon Disclosure Project.

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# Moody's Green Bond Assessment

**MOODY'S**  
INVESTORS SERVICE

## **Announcement: Moody's assigns Green Bond Assessment (GBA) of GB1 to Intesa Sanpaolo's senior unsecured green bond**

25 May 2018

### **Initial GBA assigned to an Intesa Sanpaolo offering**

New York, May 25, 2018 -- Moody's Investors Service has today assigned a Green Bond Assessment (GBA) of GB1 (Excellent) to Intesa Sanpaolo's (Baa1 stable) initial green bond issued in June 2017 under the bank's €70 billion euro medium-term note program. Intesa Sanpaolo's €500 million initial green bond is a senior unsecured and unsubordinated offering maturing in five years in June 2022. As articulated in the bank's green bond framework, net proceeds will be used to finance and refinance eligible loans for renewable energy and energy efficiency projects.

"Intesa Sanpaolo's maiden green bond offering represents a manifestation of the bank's larger commitment to adopting sustainability as a tenet of its business model," Analyst Matthew Kuchtyak said. "The bank's green bond working group provides rigorous oversight of project selection, management of proceeds and reporting practices, supporting the assignment of the highest GB1 assessment score."

### ASSESSMENT RATIONALE

Intesa Sanpaolo's excellent organization around its green bond offering underpins the GB1. The bank has established a very clear and detailed green bond framework, outlining its approach to use of proceeds, project evaluation and selection, management of proceeds and reporting. Intesa Sanpaolo is leveraging an already established environmental loan program to form the basis of its green bond program. A newly established green bond working group is responsible for selecting loans that meet the eligibility criteria established under the framework and reporting on the use of proceeds and environmental benefits.

The issuance of the green bond aligns with the bank's growing focus on sustainability initiatives. In its annual non-financial statement, Intesa Sanpaolo lists climate change among the most significant risks to its strategic operations. The bank adopted the Equator Principles in 2007, and its lending criteria include detail on how to implement these principles. The bank is a signatory of or committed to the UN Principles for Responsible Investment, the UN Sustainable Development Goals, the UN Global Compact, and other similar sustainability principles.

Green bond net proceeds will be fully allocated to eligible green projects, including loans to businesses for energy efficiency and renewable energy projects, consistent with the Green Bond Principles. Intesa Sanpaolo has defined eligibility criteria for these two categories, with renewable energy projects including solar, wind, bio-energy, biomass and hydro, and energy efficiency projects including energy efficiency technologies, green buildings meeting certain standards such as LEED or BREEAM, and other projects meeting energy savings criteria. In addition to defining the eligible project types, the bank also explicitly excludes certain categories such as nuclear power and large hydro projects not meeting certain sustainability criteria. The bank expects that nearly all of the proceeds will be allocated to eligible projects located in Italy by June 2018, within one year of issuing the bonds, with approximately 80% going to refinancing and 20% going to new financing.

Although Intesa Sanpaolo has not established a separate account or sub-account for the green bond proceeds, the bank has a detailed green bond register that clearly tracks the use of green bond funds. The green bond register has loan-by-loan information, including detail on the project, eligible project category and expected and actual environmental benefits. KPMG is the auditor of the green bond funds and provides an annual assurance letter for the bank's annual green bond report. Any balance of green bond proceeds not allocated to projects will be held in accordance with the bank's normal liquidity management policy. Eligible investments include liquid treasuries, cash, time deposits with banks, or other forms of available short-term and medium- to long-term funding sources that do not include greenhouse gas-intensive activities or other disputable activities such as alcohol and tobacco.

Intesa Sanpaolo is committed to strong transparency around the green bond offering and will publish annual green bond reports over the life of the bond. These reports, which will be publicly available on the bank's

website, will highlight how green bond proceeds have been allocated and what environmental benefits the financed projects are achieving. The bank receives environmental benefit data from each loan recipient, allowing it to update environmental benefits over time. The bank is planning to publish its first annual green bond report in June 2018, and a draft version shared with Moody's indicates that all anticipated content is included in the report.

Intesa Sanpaolo S.p.A. (Intesa Sanpaolo) is an Italian banking group, with total assets of €797 billion as of December 2017. In Italy, the bank has the largest national market share for loans (17.6%), deposits (18.4%), life insurance premia (19.6%), mutual funds (20.1%) and pension funds (21.9%). It has a little diversification in Central Eastern Europe (CEE, 5.3% of group's total assets); the largest subsidiary in CEE is Vseobecna Uverova Banka, a.s. in Slovakia (VUB, 1.9% of the group's total assets). Outside of CEE, Intesa Sanpaolo controls Egypt's Bank of Alexandria SAE (0.5% of the group's total assets).

Intesa Sanpaolo was formed in January 2007 following the merger of Banca Intesa S.p.A. and Sanpaolo IMI S.p.A., both of which were already large banks in the Italian market.

The group operates through the following segments: retail banking Italy (called Banca dei Territori), corporate and investment banking, international subsidiary banks, private banking, asset management, insurance and business unit managing non-core assets (called Capital Light Bank) that mostly manages its stock of problem loans.

The principal methodology used in this analysis was Green Bonds Assessment (GBA) published in March 2016. Please see the Ratings Methodologies page on [www.moodys.com](http://www.moodys.com) for a copy of this methodology.

Please see [www.moodys.com](http://www.moodys.com) for any updates on changes to the lead rating analyst and to the Moody's legal entity that has issued the rating.

This publication does not announce a credit rating action. For any credit ratings referenced in this publication, please see the ratings tab on the issuer/entity page on [www.moodys.com](http://www.moodys.com) for the most updated credit rating action information and rating history.

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# Independent auditors' report



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## Independent auditors' report on the Green Bond Report

To the board of directors of  
 Intesa Sanpaolo S.p.A.

We have been engaged to perform a limited assurance engagement on the Use of Proceeds data and on the environmental benefits data resulting from loans disbursed from the Green Bond included in the Green Bond Report - June 2018 (the "Report") of Intesa Sanpaolo S.p.A. (the "bank") prepared on the basis on the Green Bond Framework as of 12 June 2017 (the "Framework"), developed by the bank in accordance with the Green Bond Principles, 2016 (the "Principles") related to the Green Bond issued on 27 June 2017 (the "Green Bond").

### ***Responsibilities of the banks' directors for the Report***

The directors are responsible for the preparation of the Report in accordance with the Framework, developed by the bank in accordance with the Principles. In particular the directors are responsible for the preparation of the Use of Proceeds data in accordance with the eligible loans categories and of the environmental benefits data resulting from loans disbursed from the Green Bond included in the Report as described in the "Framework summary" paragraph of the Report.

The directors are also responsible for such internal control as they determine is necessary to enable the preparation of a Report that is free from material misstatement, whether due to fraud or error. It also includes identifying the content of the Report, selecting and applying policies, and making judgments and estimates that are reasonable in the circumstances.

### ***Auditors' independence and quality control***

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional





**Intesa Sanpaolo S.p.A.**  
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behaviour. Our firm applies International Standard on Quality Control 1 (ISQC (Italia) 1) and, accordingly, maintains a system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Auditors' responsibility**

Our responsibility is to express a conclusion, based on the procedures performed, about the Use of Proceeds data in accordance with the eligible loans categories and on the environmental benefits data resulting from loans disbursed from the Green Bond included in the Report as described in the "Framework summary" paragraph of the Report. We carried out our work in accordance with the criteria established by "International Standard on Assurance Engagements 3000 (Revised) - Assurance Engagements other than Audits or Reviews of Historical Financial Information" ("ISAE 3000 Revised"), issued by the International Auditing and Assurance Standards Board ("IAASB") applicable to limited assurance engagements. This standard requires that we plan and perform the engagement to obtain limited assurance about whether the Report is free from material misstatement. A limited assurance engagement is less in scope than a reasonable assurance engagement carried out in accordance with ISAE 3000 Revised, and consequently does not enable us to obtain assurance that we would become aware of all significant matters and events that might be identified in a reasonable assurance engagement.

The procedures we performed on the Report are based on our professional judgement and include inquiries, primarily of the bank's personnel responsible for the preparation of the information presented in the Report, documental analyses, recalculations and other evidence gathering procedures, as appropriate.

Specifically, we carried out the following main procedures:

- analysing the second party opinion which addresses the applicability of the eligible loans categories used in the preparation of the Use of Proceeds data in the Report;
- evaluating the design and implementation of the reporting processes and the controls regarding the Use of Proceeds data and the environmental benefits data;
- interviewing relevant staff at corporate and business level responsible for the Green Bond management and reporting;
- interviewing relevant staff at corporate and business level responsible for providing and consolidating the Use of Proceeds data and the environmental benefits data;
- evaluating internal and external documentation, based on sampling, to determine whether the Use of Proceeds data is supported by sufficient evidence in line with the eligible loans categories and the environmental benefits data resulting from loans disbursed from the Green Bond is prepared in line with the Greenhouse Gas Protocol Methodology.



**Intesa Sanpaolo S.p.A.**  
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### **Conclusion**

Based on the procedures performed, nothing has come to our attention that causes us to believe that the Use of Proceeds data and the environmental benefits data resulting from loans disbursed from the Green Bond included in the Green Bond Report - June 2018 are not prepared, in all material respects, in accordance with the "Framework summary" paragraph of the Report.

Milan, 26 June 2018

KPMG S.p.A.

A handwritten signature in black ink, appearing to read 'Domenico Fumagalli', written over a faint circular stamp.

Domenico Fumagalli  
Director