

## EXTRACT OF THE NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

(pursuant to Article 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

The **Ordinary and Extraordinary Shareholders' Meeting** of Intesa Sanpaolo S.p.A. is convened, on **single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at **10:00 a.m.** on **29 April 2022**, to discuss and pass resolutions on the agenda as stated below.

In relation to the Covid-19 epidemiologic situation and in compliance with Article 106, paragraph 4, of Decree Law no. 18 dated 17 March 2020, converted by Law no. 27 dated 24 April 2020, as subsequently amended, participation in, and voting at, the Shareholders' Meeting shall only be allowed through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998, as per the indications provided in the specific paragraph of the notice of call available on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting").

### Agenda:

#### Ordinary part

- 1) 2021 financial statements:
  - a) Approval of the Parent Company's 2021 financial statements
  - b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve;
- 2) Resolutions in respect of the Board of Directors pursuant to Articles 13 and 14 of the Articles of Association:
  - a) Determination of the number of Board Directors for the financial years 2022/2023/2024
  - b) Appointment of Board Directors and members of the Management Control Committee for the financial years 2022/2023/2024, on the basis of slates of candidates submitted by shareholders
  - c) Election of the Chairman and one or more Deputy Chairpersons of the Board of Directors for the financial years 2022/2023/2024;
- 3) Remuneration:
  - a) Remuneration policies in respect of Board Directors
  - b) Determination of the remuneration of Board Directors pursuant to Articles 16.2 and 16.3 of the Articles of Association
  - c) Report on remuneration policy and compensation paid: Section I - Remuneration and incentive policies of the Intesa Sanpaolo Group for 2022
  - d) Report on remuneration policy and compensation paid: non-binding resolution on Section II - Disclosure on compensation paid in the financial year 2021
  - e) Approval of the 2022 Annual Incentive Plan based on financial instruments
  - f) Approval of the 2022-2025 Performance Share Plan Long-term Incentive Plan reserved for the Management of the Intesa Sanpaolo Group
  - g) Approval of the 2022-2025 LECOIP 3.0 Long-term Incentive Plan reserved for the Professionals of the Intesa Sanpaolo Group;
- 4) Own shares:
  - a) Authorisation to purchase own shares for the annulment of a maximum number of 2,615,384,615 own shares
  - b) Authorisation to purchase and dispose of own shares to serve Incentive Plans
  - c) Authorisation to purchase and dispose of own shares for trading purposes.

#### Extraordinary part

- 1) Annulment of own shares with no reduction of the share capital and consequent amendment to Article 5 (Share Capital) of the Articles of Association
- 2) Mandate to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to approve a share capital increase without payment and with payment pursuant, respectively, to Article 2349, paragraph 1, and Article 2441, paragraph 8, of the Italian Civil Code for the purpose of implementing the 2022-2025 LECOIP 3.0 Long-term Incentive Plan based on financial instruments, referred to under item 3g) of the ordinary part, and consequent amendment to Article 5 (Share Capital) of the Articles of Association
- 3) Mandate to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to approve a share capital increase without payment pursuant to Article 2349, paragraph 1, of the Italian Civil Code for the purpose of implementing the 2022-2025 Performance Share Plan Long-term Incentive Plan based on financial instruments, referred to under item 3f) of the ordinary part, and consequent amendment to Article 5 (Share Capital) of the Articles of Association.

Information on the share capital as well as on methods and terms applicable to:

- participating in, and casting votes at, the Shareholders' Meeting **only through the Appointed Representative Computershare S.p.A.**,
  - communication of ownership of voting rights with record date on 20 April 2022,
  - exercising the right to add items to the agenda, the right to submit new proposals for resolution and the right to ask questions on the items on the agenda,
  - appointing Board Directors and members of the Management Control Committee on the basis of slates of candidates,
  - the availability of the reports concerning the items on the agenda with the related documentation,
- is set forth in the notice of call available on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting").

This extract is published in the daily newspapers "Il Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

for the Board of Directors  
The Chairman – Gian Maria Gros-Pietro