

ORDINARY SHAREHOLDERS' MEETING OF 29 APRIL 2022

Item 3. on the Agenda - Remuneration

b) Determination of the remuneration of Board Directors pursuant to Articles 16.2 and 16.3 of the Articles of Association

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A., convened for 29 April 2022 on single call, in order to resolve, among other things, on the determination of the remuneration of the Board of Directors for the years 2022/2023/2024, the shareholders

- COMPAGNIA DI SAN PAOLO, with registered office in Corso Vittorio Emanuele II, 75, Turin, tax code 00772450011, owner of 1,188,947,304 shares, corresponding to 6.1190% of the share capital;
- FONDAZIONE CARIPOLO, with registered office in Via Manin 23, Milan, tax code 00774480156, owner of 767,029,267 shares, corresponding to 3.9476% of the share capital;
- FONDAZIONE CASSA DI RISPARMIO DI PADOVA E ROVIGO, with registered office in Piazza Duomo 15, Padua, tax code 92057140284, owner of 348,155,265 shares, corresponding to 1.7918% of the share capital;
- FONDAZIONE CASSA DI RISPARMIO DI FIRENZE, with registered office in Via Bufalini 6, Florence, tax code 00524310489, owner of 327,138,747 shares, corresponding to 1.6836% of the share capital; and
- FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA, with registered office in Via Farini 15, Bologna, tax code 00499230373, owner of 243,955,012 shares, corresponding to 1.2555% of the share capital;

as signatories of the shareholders' consultation and voting agreement referred to the Shareholders' Meeting of Intesa Sanpaolo scheduled for 29 April 2022, signed on 21 December 2021, and owners of a total of 2,875,225,595 ordinary shares of Intesa Sanpaolo, representing 14.7975% of the share capital with voting rights,

have taken note of the information provided by the Board of Directors in office in the document "Qualitative and quantitative composition of the Board of Directors"

published on 3 March 2022, also with regard to the appropriateness of considering the confirmation of the remuneration envisaged for the members of the corporate bodies, in light of the needs identified therein, and

propose

that the annual gross remuneration for the members of the Board of Directors for the 2022-2024 term of office be determined as follows, thereby confirming the emoluments proposed to and approved by the Ordinary Shareholders' Meeting of 2019, subject to the reimbursement of expenses incurred by reason of their office, pursuant to Article 16.1 of the Articles of Association:

- 120,000 euro as remuneration for each member of the Board of Directors who is not also a member of the Management Control Committee;
- 800,000 euro as additional remuneration for the post of Chairman of the Board of Directors;
- 150,000 euro as additional remuneration for the post of Deputy Chairperson of the Board of Directors;
- 260,000 euro as specific remuneration for each member of the Board of Directors who is also a member of the Management Control Committee, without payment of attendance fees for actual participation in the meetings of this Committee;
- 65,000 euro as additional remuneration for the post of Chairman of the Management Control Committee.