

**NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

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 28 April 2021**, to discuss and pass resolutions on the agenda as stated below.

**In relation to the Covid-19 epidemiologic emergency 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 this notice.**

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**Agenda:**

**Ordinary part**

- 1) 2020 financial statements:
  - a) Approval of the Parent Company's 2020 financial statements
  - b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve;
- 2) Remuneration:
  - a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2021
  - b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in financial year 2020
  - c) Extension of the increase in the cap on the non-recurring to recurring remuneration in the context of the package offered to the newly recruited Financial Advisors of the Intesa Sanpaolo Group
  - d) Approval of the 2021 Annual Incentive Plan based on financial instruments
  - e) Update of the 2018-2021 POP (Performance Call Option) Long-term Incentive Plan for Top Management, Risk Takers and Key Managers. Related and consequent resolutions
  - f) Directors' and Officers' Liability Insurance. Related and consequent resolutions;
- 3) Own shares:
  - a) Authorisation to purchase and dispose of own shares to serve Incentive Plans
  - b) Authorisation to purchase and dispose of own shares for trading purposes.

**Extraordinary part**

- 1) Amendments to the following Articles of the Articles of Association: Articles 2 (Registered office), 13 (Board of Directors and Management Control Committee), 14 (Election of the Board of Directors), 17 (Meetings and resolutions of the Board of Directors), 18 (Powers of the Board of Directors), 19 (Chairman of the Board of Directors), 29 (Financial statements and net income); repeal of Title VIII of the Articles of Association (Transitory and final rules comprising Articles 34 and 35).

## **Right to participate in the Shareholders' Meeting**

Persons may participate in the Meeting - only through the Appointed Representative in accordance with the procedures indicated below - if they hold the relative voting rights at the close of the accounting day on the seventh trading day prior to the date of the Meeting (**19 April 2021** - "**record date**"), and in respect of whom the Company has received a notice of participation from the authorised intermediary.

Any persons who become holders of the Company's shares subsequent to that date shall not be entitled to participate in, or vote at, the Shareholders' Meeting.

The intermediary's notice must be received by the Company by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (*i.e.*, by 23 April 2021). Nevertheless, those entitled may still participate and cast their votes, in accordance with the procedures indicated, if the notice is received by the Company after the deadline stated above but before the start of the Meeting.

No provisions are made for voting by post or via electronic media.

## **Participation and casting of votes by proxy - Representative Appointed by the Company**

In accordance 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 the Shareholders' Meeting shall occur only through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998; the aforementioned Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of Legislative Decree 24 February 1998, no. 58, in derogation of Article 135-undecies, paragraph 4, of Legislative Decree no. 58/1998, provided that these contain voting instructions.

In order to participate in, and vote at, the Meeting, the proxy must be given, at no cost and with voting instructions on all or some of the items on the agenda, to Computershare S.p.A. as the "Appointed Representative" pursuant to Article 135-undecies of Legislative Decree no. 58/1998.

In order to grant the proxy to the Appointed Representative, the specific proxy form available on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting") must be used. Should it be necessary to obtain the proxy form in hard copy, it can be requested from Computershare S.p.A., tel. +39 01 10923200.

The proxy, with voting instructions reserved for the Appointed Representative, must be received by **26 April 2021** (second trading day prior to the date of the Shareholders' Meeting) through one of the following methods: (i) transmission of the original, addressed to Computershare S.p.A., Via Nizza 262/73 - 10126 Torino, anticipating a copy electronically reproduced to [intesasanpaolo@pecserviziotitoli.it](mailto:intesasanpaolo@pecserviziotitoli.it) by ordinary e-mail; (ii) transmission of a computerised copy thereof (PDF) to [intesasanpaolo@pecserviziotitoli.it](mailto:intesasanpaolo@pecserviziotitoli.it), provided that the proxy issuer, which may also be a legal person, uses his/her/its certified email address or, if not in possession of such certified email address, signs the PDF using an advanced electronic signature, qualified certificate or digital certificate; (iii) by fax to +39 01 10923202; (iv) using the IT platform available on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting"), managed by Computershare S.p.A., through which it is possible to fill in and send the proxy form to the Appointed Representative. It is recommended that eligible persons avail themselves of this method to grant proxy (through the IT platform),

specifying that thanks to this tool, the deadline for sending the proxy form, for the benefit of those who will use it, is extended to **12:00 on 27 April 2021**.

The proxy is valid only for proposals on which instructions to vote have been conferred. The proxy and the voting instructions may be revoked at any time, and may again be conferred with the methods and by the terms specified above (at 24:00 on 26 April 2021 and, for submission through the IT platform, at 12:00 on 27 April 2021). Other methods of Shareholders' participation in the Meeting are not permitted.

Attendance at the Meeting by the remaining parties eligible to participate (Computershare S.p.A. as the Appointed Representative, the members of Intesa Sanpaolo's Corporate Bodies and the designated Secretary), taking into account the restrictions that may arise due to health reasons, can occur also (or only) by telecommunications media using the procedures that will be communicated individually, in compliance with the applicable regulatory provisions.

### **Information on the share capital as at today's date**

Share capital subscribed and paid-in totals 10,084,445,147.92 euro, divided into 19,430,463,305 ordinary shares (each of which confers the right to vote in the ordinary and extraordinary shareholders' meetings) without nominal value. The Company holds 40,839,564 own shares.

### **Additions to the agenda and submission of new proposed resolutions**

Shareholders severally or jointly representing at least one-fortieth of the share capital may request by **6 April 2021** additions to the list of items on the agenda or submit proposed resolutions, specifying the additional items or proposals in their request.

The requests must be sent to Intesa Sanpaolo, for the attention of the Shareholders' Office by email to [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com) or by fax to +39 0110932650. The requests must be accompanied by a report setting forth the reasons for the proposed resolutions on the new items the shareholder intends to propose for discussion or the reasons for the proposed resolutions on the items already on the agenda. Requesting parties must send notices to the Company, via their intermediary, certifying their entitlement to exercise this right. If the shareholder's right to participate in the Shareholders' Meeting has been certified by intermediary's notice, it will suffice to provide the reference details of the notice or, at least, the intermediary's name, in the request.

Any additions to the agenda or the submission of proposed resolutions on the items already on the agenda shall be announced at least fifteen days prior to the date scheduled for the Shareholders' Meeting (*i.e.* **by 13 April 2021**) in the same manner regulating the publication of this notice. At the same time, the reports prepared by the shareholders requesting additions and/or the additional proposed resolutions submitted, and any comments by the Board of Directors, shall be made public in the same manner regulating the Shareholders' Meeting documentation.

Additional items are not permitted for topics which the Shareholders' Meeting addresses, by law, upon proposal by the Board of Directors, or based on a plan or report prepared by the Board, others than those pursuant to Article 125-ter, paragraph 1, of Legislative Decree no. 58/1998.

Shareholders wishing to propose additional items for inclusion on the agenda or to submit proposed resolutions on the items already on the agenda are kindly requested to contact the Shareholders' Office in good time to define all necessary operational details (email [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com), fax +39 0110932650).

Persons entitled to vote, even if representing less than one-fortieth of the share capital, may severally submit proposals in respect of resolutions and/or voting on the items on

the agenda. As the participation in the Meeting is allowed only through the Appointed Representative, these proposals must be submitted to the Shareholders' Office, through the methods described above, **by 10 April 2021**. The proposals, having verified that they concern the items on the agenda and are correct and complete with regard to applicable law, shall be published by 13 April 2021 on the website of the Company in order to enable those with voting rights to vote in an informed manner, also taking these new proposals into account, and therefore to allow the Appointed Representative to collect voting instructions, including on these same proposals.

### **Right to ask questions on the items on the agenda**

Persons entitled to vote in the Shareholders' Meeting may submit questions on the items on the agenda; said questions must be received **by 19 April 2021** ("record date") through the dedicated section of the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com), by email to [domande.assemblea@intesasanpaolo.com](mailto:domande.assemblea@intesasanpaolo.com), by fax to +39 0110932650 for the attention of the Shareholders' Office.

Requesting parties must send notices to the Company, via their intermediary, certifying their entitlement to exercise this right. If the shareholder's right to participate in the Shareholders' Meeting has been certified by intermediary's notice, it will suffice to provide the reference details or, at least, the intermediary's name in the request.

Any questions which concern the items on the agenda shall be answered in a specific section of the Company's website by 12:00 of 26 April 2021, given that the participation in the Shareholders' Meeting is only permitted through the Appointed Representative. The Company has the right to provide a single response to questions with the same content.

The Company shall not provide a response to questions received after the deadline indicated.

### **Documentation for the Shareholders' Meeting**

The reports on the items on the agenda, as well as the 2020 Annual Report - comprising the consolidated financial statements and the Parent Company's draft financial statements as at 31 December 2020 and the related documentation pursuant to Article 154-ter, paragraph 1 of Legislative Decree 58/1998 - the Reports of the Independent Auditors pursuant to Articles 14 and 16 of Legislative Decree n. 39/2010 and the Report of the Management Control Committee required under Article 153 of Legislative Decree 58/1998, are made available to the public within the terms provided, at the Company's Registered Office, on the authorised storage system (on [www.emarketstorage.com](http://www.emarketstorage.com)) and on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting"), where further information can be found.

A copy of said documentation - in electronic format - may be obtained, by request, from:

- Shareholders' Office (email [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com))
- Investor Relations (email [investor.relations@intesasanpaolo.com](mailto:investor.relations@intesasanpaolo.com))

which are available to provide any additional information (from 8:30 a.m. to 5:00 p.m.).

ADR holders are kindly requested to contact The Bank of New York Mellon toll-free at +1 888 BNY ADRS (+1 888 269 2377). International callers may contact The Bank of New York Mellon at +1 201 680 6825.

An extract of this notice is published, pursuant to Article 125-bis of Legislative Decree 58/1998, in the daily newspapers "Il Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

Pursuant to the Regulation (EU) 2016/679, the Data Controller is Intesa Sanpaolo S.p.A. Full disclosure on the processing of data in relation to the exercise of rights related to the Shareholders' Meeting is provided on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting").

Torino, 26 March 2021

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

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**Intesa Sanpaolo S.p.A.** Registered Office: Piazza S. Carlo, 156 10121 Torino Italy Secondary Registered Office: Via Monte di Pietà, 8 20121 Milano Italy Share Capital Euro 10,084,445,147.92 Torino Company Register and Fiscal Code No. 00799960158 "Intesa Sanpaolo" VAT Group representative Vat Code No. 11991500015 (IT11991500015) Included in the National Register of Banks No. 5361 ABI Code 3069.2 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund and Parent Company of the banking group "Intesa Sanpaolo" included in the National Register of Banking Groups