

Intesa Sanpaolo S.p.A. –Shareholders’ Meeting April 28th, 2021

Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98

Pursuant to article 106 of Law Decree n.ro 18/2020, Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to Covid-19 approved and extended by paragraph 6 of Article 3 of Law Decree December 31, 2020 n. 183, converted with amendments into Law No 21 of February 26, 2021 and as stated in the notice of call of INTESA SANPAOLO S.p.A. Ordinary and Extraordinary Shareholders’ Meeting convened on April 28th, 2021, in single call, this proxy can be conferred, pursuant article. 135-novies of Legislative Decree n. 58/98, only to Computershare S.p.A., through its employee or duty entrusted staff member, acting as **Appointed Representative** according art. 135-undecies of Legislative Decree n. 58/98 (TUF).

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

* mandatory information

The undersigned *..... Place of birth *..... Date of birth*.....

Tax code *.....

Resident in (town/city) *..... at (street / address) *.....

telephone no *, e-mail

(2) entitled to exercise the voting right as: · registered share holder - · legal representative – · attorney/proxy holder with authority to sub-delegate · pledgee –

· Taker in - · beneficiary interest holder - · official receiver– · manager – · other (specify)

for no*..... of ordinary shares **Intesa Sanpaolo**

(3) registered in the name ofPlace of birth *.....Date of birth *.....

Tax code

Resident in (town/city) *..... at (street / address) *.....

(4) Registered in the securities account no..... At..... Bank code (ABI)..... Branch code (CAB).....

(5) as resulting from communication no. ... Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. to attend and vote to the above mentioned Shareholders’ meeting, with reference to the above mentioned shares, in accordance with the instructions provided and

DECLARES that he/she is aware that

- in case of subsequent amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out;
- the proxy/sub-delegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works

STATES, under his/her own liability, as proxy holder, the compliance to the original document of the copy of the proxy form provided electronically and the identity of the proxy grantor.

DATE Form of identification (6) (type)* Issued by * no. * SIGNATURE

NOTE: It is not possible to grant this proxy form without the voting instructions form to be completed online and downloaded from the company’s website. Voting instruction form can be requested by phone at no. +39 011 0923200, +39 011 0923227.

Intesa Sanpaolo S.p.A. –Shareholders’ Meeting April 28th, 2021

Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98

VOTING INSTRUCTION

WARNING

The voting instructions form may require changes to include any additional proposals for the items on the agenda or proposals submitted individually by the shareholders by April 10th, 2021, therefore, according the provisions of the meeting notice, this form will be integrated and republished on the website with the new proposals. In the event of submission of proposals that imply the issue of new voting instructions, the instructions already conferred on the only topic subject to integration lose their validity and will regain it only after issuing voting instructions also on the new proposals. However, the voting instructions on the other topics remain valid and effective.

The undersigned (7)

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS F (for), C (against), A (abstain)
--------------------------------	--

ORDINARY PART

1 - Item 1 a) - Approval of the Parent Company’s 2020 financial statements	Voting instructions		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

2 – Item 1 b) - Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve	Voting instructions		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

3 – Item 2 a) - Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2021	Voting instructions		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

Intesa Sanpaolo S.p.A. –Shareholders’ Meeting April 28th, 2021

Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98

4 – Item 2 b) - Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in financial year 2020	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

5 – Item 2 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	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

6 – Item 2 d) - Approval of the 2021 Annual Incentive Plan based on financial instruments	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

7 – Item 2 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	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

8 – Item 2 f) - Directors’ and Officers’ Liability Insurance. Related and consequent resolutions	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

9 – Item 3 a) - Authorisation to purchase and dispose of own shares to serve Incentive Plans	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

Intesa Sanpaolo S.p.A. –Shareholders’ Meeting April 28th, 2021

Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98

10 – Item 3 b) - Authorisation to purchase and dispose of own shares for trading purposes	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

EXTRAORDINARY PART

11 – Item 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).	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A

Possible derivative action against Directors

Vote for proposed derivative action pursuant art. 2393, sub. 2, of Italian civil code upon approval of the annual financial statements	F	C	A
--	---	---	---

DATE _____

SIGNATURE _____

Intesa Sanpaolo S.p.A. –Shareholders’ Meeting April 28th, 2021

Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98

Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **10.00 a.m. of April 28th, 2021**, using one of the following methods:
 - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to intesasanpaolo@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to intesasanpaolo@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders**: as an attachment document (PDF format) anticipated to intesasanpaolo@pecserviziotitoli.it. In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. Via Nizza 262/73 – 10126, Torino;
 - 4) **Via FAX to the number**: 011 0923202.
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website group.intesasanpaolo.com
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and A2.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

Intesa Sanpaolo S.p.A. –Shareholders’ Meeting April 28th, 2021

Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98

INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation (EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

1. PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;

- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

2. THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

3. DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of “treatment” pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated.

The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

4. RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it.

For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.