

PRESS RELEASE

INTESA SANPAOLO: FILING NOTICE

Turin - Milan, 23 March 2022 – Intesa Sanpaolo communicates that, in accordance with the regulations in force, the following documents were made available today at the Company's Registered Office, as well as on the authorised storage system [eMarket STORAGE](#) and at group.intesasnanpaolo.com:

- the Annual Report 2021 of Intesa Sanpaolo S.p.A. - comprising the consolidated financial statements and the Parent Company's draft financial statements as at 31 December 2021, both approved by the Board of Directors on 1 March 2022, the report on operations, the certification pursuant to Article 154-*bis* of Legislative Decree no. 58/1998 - and the Independent Auditors' Reports;
- the 2021 Consolidated Non-financial Statement pursuant to Legislative Decree no. 254/2016;
- the Report on Corporate Governance and Ownership Structures pursuant to Article 123-*bis* of Legislative Decree no. 58/1998;
- the Report on remuneration policy and compensation paid pursuant to Article 123-*ter* of Legislative Decree no. 58/1998;
- the reports to shareholders on the proposals concerning the items on the agenda of the ordinary part - except for those on the proposals concerning item 2, which were made available on 18 March 2022 - and the extraordinary part of the Shareholders' Meeting, convened, on single call, for 29 April 2022.

The Report of the Management Control Committee pursuant to Article 153 of Legislative Decree no. 58/1998 will be made available in the same manner, within the period of time provided by law.

The proposals concerning items 1, 3 and 4 on the agenda of the ordinary part of the Meeting relate to:

- 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;
- 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.

The proposals concerning items 1, 2 and 3 on the agenda of the extraordinary part of the Meeting relate to:

- 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.

With reference to item 3, letters e), f) and g) of the ordinary part, Information Documents relating to incentive plans based on financial instruments, pursuant to Article 84-*bis* of Consob Issuers' Regulation, were made available today in the same manner as the documents above.

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