

PRESS RELEASE

INTESA SANPAOLO: LONG-TERM INCENTIVE PLANS

Turin - Milan, 21 June 2022 – At its meeting today, the Board of Directors of Intesa Sanpaolo passed a resolution with respect to the execution of the Bank’s Long-term Incentive Plans, which are based on financial instruments. The Plans, detailed as follows, were approved at the Shareholders’ Meeting held on 29 April 2022:

- the 2022-2025 PSP (Performance Share Plan) Long-term Incentive Plan reserved for all the Group Management, including the Managing Director and CEO, the other Top Risk Takers and the remaining Risk Takers of the Group both in Italy and abroad (“**PSP**”);
- the 2022-2025 LECOIP (Leveraged Employee Co-Investment Plan) 3.0 Long-term Incentive Plan reserved for all the other employees, meaning the Professionals, of the Group in Italy (“**LECOIP 3.0**”).

Specifically, the Board decided to exercise its powers, granted by the shareholders at the aforementioned Meeting, to carry out the capital increases, for the benefit of the Group employees, functional to implementing the 2022-2025 LECOIP 3.0 Long-term Incentive Plan. The capital increases will be:

- without payment, for a maximum amount of €350,000,000 through the issue of a maximum number of 160,000,000 Intesa Sanpaolo ordinary shares;
- with payment, with the exclusion, pursuant to Article 2441, paragraph 8, of the Italian Civil Code, of the option right, for a maximum amount, net of a discount at issue, of €850,000,000, through the issue of a maximum number of 387,000,000 Intesa Sanpaolo ordinary shares and applying a maximum discount of 19.5% to the stock market price calculated as the average of the prices recorded in the 30 days prior to the issue date.

The start of the execution phase of the 2022-2025 Long-term Incentive Plans is scheduled for 30 June 2022.

On that date, following the above-mentioned resolution of the Board of Directors, Intesa Sanpaolo

- (i) with regard to the LECOIP 3.0, will execute the capital increases to serve the Plan (through the issue of the related shares);
- (ii) with regard to the PSP, will assign to the managers the number of rights which, at the end of the Plan, will accrue in Intesa Sanpaolo shares, provided that the conditions laid down in the Plan’s regulations are met and in compliance with the limits of number and countervalue as set at the above-mentioned Shareholders’ Meeting.