

**Intesa Sanpaolo S.p.A. – Ordinary and extraordinary Shareholders’ Meeting April 24<sup>th</sup>, 2024**  
**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 Art.106, paragraph 4, of Decree Law no. 18 dated 17 March 2020, converted by Law no. 27 dated 24 April 2020, the effects of which were extended by Law no. 18 dated February 23<sup>rd</sup>, 2024, and as stated in the notice of call of Intesa Sanpaolo S.p.A. ordinary and extraordinary **Shareholders’ Meeting convened on April 24<sup>th</sup>, 2024**, in single call, this proxy can be conferred, pursuant article 135-novies of Legislative Decree n. 58/1998, 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. 58/1998 (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 (or equivalent code) \* .....

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

telephone no \* ....., e-mail .....

(2) entitled to exercise the voting right on **April 15<sup>th</sup>, 2024 (record date)** 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\* ..... **Intesa Sanpaolo** Ordinary Shares

(3) registered in the name of ..... Place 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 reported below. The proxy form can be downloaded from the Intesa Sanpaolo’s website ([group.intesasnpaolo.com](http://group.intesasnpaolo.com) “Governance”/“Shareholder Meeting”) and/or can be requested by phone at no. +39 011 0923200.**

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**VOTING INSTRUCTIONS**

**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 published respectively by April 9<sup>th</sup> and 11<sup>th</sup>, 2024; according to the provisions of the meeting notice, this form therefore could 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)

**DELEGATES/SUBDELEGATES** the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b> F (for), C (against), A (abstain)
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ORDINARY PART

<b>0010 – Item 1 a) Approval of the Parent Company’s 2023 financial statements</b>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

<b>0020 – Item 1 b) Allocation of net income for the year and distribution of dividend and part of the Share premium reserve to shareholders</b>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

<b>0030 – Item 2 a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2024</b>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors (9)	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

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<b>0040 – Item 2 b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in the financial year 2023</b>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A

<b>0050 – Item 2 c) Approval of the 2024 Annual Incentive Plan based on financial instruments</b>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A

<b>0060 – Item 3 a) Authorisation to purchase own shares for annulment with no reduction of the share capital</b>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A

<b>0070 – Item 3 b) Authorisation to purchase and dispose of own shares to serve the Incentive Plans of the Intesa Sanpaolo Group</b>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A

<b>0080 – Item 3 c) Authorisation to purchase and dispose of own shares for trading purposes</b>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A

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EXTRAORDINARY PART

<b>0090 – Annulment of own shares with no reduction of the share capital and consequent amendment to Article 5 (Share Capital) of the Articles of Association.</b>	<i>Voting instructions</i>		
<b>Section A</b> – vote for resolution proposed by the Board of Directors <b>(9)</b>	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to article 126-bis of TUF <b>(10)</b>	F	C	A

**Possible derivative action against Directors**

Vote for derivative action against Directors in case it would be proposed by shareholders pursuant art. 2393, subsection 2, of Italian civil code	F	C	A
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DATE

SIGNATURE

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**Instructions for filling in and submitting the form**

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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 h. 10 a.m. of April 24<sup>th</sup>, 2024**, using one of the following methods:
  - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [intesasanpaolo@pecserviziottoli.it](mailto:intesasanpaolo@pecserviziottoli.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@pecserviziottoli.it](mailto:intesasanpaolo@pecserviziottoli.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@pecserviziottoli.it](mailto:intesasanpaolo@pecserviziottoli.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](http://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. The Section A2, if there is, collects the instructions when an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors had been presented and published 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.

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### 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**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF), 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)

#### Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papyery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

#### 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.

#### Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

#### 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 forementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it).

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

Computershare S.p.A.