

SUMMARY REPORT OF VOTES (article 125-quater, paragraph 2, Consolidated Law on Finance - TUF)

Shareholders' Meeting 27 April 2020 - Ordinary part			
	Number of shares	% of ordinary shares in attendance to the meeting	% of share capital
Item 1 on the agenda: 2019 financial statements			
a) Approval of the Parent Company's 2019 financial statements			
<i>Votes in favour</i>	9,107,861,732	99.54483	52.01601
<i>Votes against</i>	2,507,030	0.02740	0.01432
<i>Abstentions</i>	26,791,066	0.29282	0.15300
<i>Shares in relation to which the vote has not been cast</i>	12,347,585	0.13495	0.07052
Total	9,149,507,413	100.00000	52.25385
b) Allocation of net income for the year			
<i>Votes in favour</i>	9,089,271,966	99.34168	51.90984
<i>Votes against</i>	4,533,652	0.04955	0.02589
<i>Abstentions</i>	43,351,710	0.47382	0.24758
<i>Shares in relation to which the vote has not been cast</i>	12,347,585	0.13495	0.07052
Total	9,149,504,913	100.00000	52.25383 (1)
Item 2 on the agenda: Restoring Corporate Bodies to full complement			
a) Appointment of a Board Director following co-option, pursuant to Article 2386 of the Italian Civil Code and Article 15.3 of the Articles of Association			
<i>Votes in favour</i>	8,899,002,196	97.65999	50.82319
<i>Votes against</i>	141,705,211	1.55511	0.80929
<i>Abstentions</i>	16,174,278	0.17750	0.09237
<i>Shares in relation to which the vote has not been cast</i>	55,347,585	0.60740	0.31610
Total	9,112,229,270	100.00000	52.04095 (2)
b) Replacement of a Board Director member of the Management Control Committee following resignation, pursuant to Article 15.3 of the Articles of Association			
<i>Votes in favour</i>	5,967,763,934	95.72111	34.08256
<i>Votes against</i>	150,730,207	2.41767	0.86084
<i>Abstentions</i>	116,038,611	1.86122	0.66271
<i>Shares in relation to which the vote has not been cast</i>	0	0.00000	0.00000
Total	6,234,532,752	100.00000	35.60611 (3)
Item 3 on the agenda: Remuneration			
a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2020			
<i>Votes in favour</i>	8,169,004,757	89.57726	46.65409
<i>Votes against</i>	838,058,988	9.18974	4.78625
<i>Abstentions</i>	100,096,082	1.09760	0.57166
<i>Shares in relation to which the vote has not been cast</i>	12,347,585	0.13540	0.07052
Total	9,119,507,412	100.00000	52.08252 (4)
b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in financial year 2019			
<i>Votes in favour</i>	8,622,834,778	94.55373	49.24597
<i>Votes against</i>	399,812,175	4.38414	2.28337
<i>Abstentions</i>	84,512,874	0.92673	0.48266
<i>Shares in relation to which the vote has not been cast</i>	12,347,585	0.13540	0.07052
Total	9,119,507,412	100.00000	52.08252 (5)
c) Extension of the increase in the cap on the variable-to-fixed remuneration to certain categories of personnel that are part of the Corporate & Investment Banking Division of Intesa Sanpaolo and of the Network of Všeobecná Úverová Banka (VUB)			
<i>Votes in favour</i>	8,998,898,398	98.67746	51.39371
<i>Votes against</i>	92,788,720	1.01747	0.52992
<i>Abstentions</i>	15,472,709	0.16967	0.08836
<i>Shares in relation to which the vote has not been cast</i>	12,347,585	0.13540	0.07052
Total	9,119,507,412	100.00000	52.08251 (6)
d) Approval of the 2019 and 2020 Annual Incentive Plans based on financial instruments			
<i>Votes in favour</i>	8,955,196,961	98.19933	51.14412
<i>Votes against</i>	138,535,292	1.51913	0.79119
<i>Abstentions</i>	13,327,574	0.14615	0.07612
<i>Shares in relation to which the vote has not been cast</i>	12,347,585	0.13539	0.07052
Total	9,119,407,412	100.00000	52.08195 (7)

Shareholders' Meeting 27 April 2020 - Ordinary part

	Number of shares	% of ordinary shares in attendance to the meeting	% of share capital
Item 4 on the agenda: Own shares			
a) Authorisation to purchase and dispose of own shares to serve Incentive Plans			
<i>Votes in favour</i>	8,954,190,731	98.18830	51.13838
<i>Votes against</i>	139,517,387	1.52990	0.79680
<i>Abstentions</i>	13,351,710	0.14641	0.07625
<i>Shares in relation to which the vote has not been cast</i>	12,347,585	0.13539	0.07052
Total	9,119,407,413	100.00000	52.08195 (8)
b) Authorisation to purchase and dispose of own shares, for trading purposes, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree no. 58/1998			
<i>Votes in favour</i>	8,981,305,041	98.48454	51.29323
<i>Votes against</i>	107,166,014	1.17513	0.61204
<i>Abstentions</i>	18,688,773	0.20493	0.10673
<i>Shares in relation to which the vote has not been cast</i>	12,347,585	0.13540	0.07052
Total	9,119,507,413	100.00000	52.08252 (9)

Shareholders' Meeting 27 April 2020 - Extraordinary part

	Number of shares	% of ordinary shares in attendance to the meeting	% of share capital
Item 1 on the agenda: Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, with the power, to be exercised by 31 December 2020, to increase the share capital of the Company, in one or more tranches and in a divisible form, without pre-emption right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, and with issuance of maximum no. 1,945,284,755 ordinary shares, with no par value, having the same characteristics as the outstanding shares, whose issuance price shall be determined by the Board of Directors pursuant to the provisions of law, to be paid up by way of contribution in kind functional to a prior public exchange offer (<i>offerta pubblica di scambio preventiva</i>) for all the ordinary shares of Unione di Banche Italiane S.p.A.; subsequent amendment of Article 5 of the Articles of Association; related and consequent resolutions			
<i>Votes in favour</i>	8,935,308,480	98.04467	51.03054
<i>Votes against</i>	157,659,773	1.72996	0.90041
<i>Abstentions</i>	14,191,575	0.15572	0.08105
<i>Shares in relation to which the vote has not been cast</i>	6,347,585	0.06965	0.03625
Total	9,113,507,413	100.00000	52.04825 (10)

Notes:

Pursuant to art. 135-undecies of TUF were not counted for the calculation of the majority and share capital required to pass the resolution:

- (1) Item 1.b on the agenda no 2,500 shares, equal to 0.00002% of the shares in attendance to the meeting
- (2) Item 2.a on the agenda no 37,278,143 shares, equal to 0.32918% of the shares in attendance to the meeting
- (3) Item 2.b on the agenda no 2,914,974,661 shares, equal to 31.80582% of the shares in attendance to the meeting
- (4) Item 3.a on the agenda no 30,000,001 shares, equal to 0.32788% of the shares in attendance to the meeting
- (5) Item 3.b on the agenda no 30,000,001 shares, equal to 0.32788% of the shares in attendance to the meeting
- (6) Item 3.c on the agenda no 30,000,001 shares, equal to 0.32788% of the shares in attendance to the meeting
- (7) Item 3.d on the agenda no 30,100,001 shares, equal to 0.32897% of the shares in attendance to the meeting
- (8) Item 4.a on the agenda no 30,100,000 shares, equal to 0.32897% of the shares in attendance to the meeting
- (9) Item 4.b on the agenda no 30,000,000 shares, equal to 0.32788% of the shares in attendance to the meeting
- (10) Item 1 on the agenda no 36,000,000 shares, equal to 0.32810% of the shares in attendance to the meeting