

**Table No. 3A: Incentive plans based on financial instruments other than stock options, in favour of Managing Director and CEO and other Key Managers**

(thousands of euro)

A	B	(1)	Financial instruments awarded in previous years and not vested during the year		Financial instruments awarded during the year					Financial instruments vested during the year and not granted	Financial instruments vested during the year and granted		Financial instruments for the year	
			(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	
Surname and Name	Office	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at award date	Vesting period	Award date	Market price at award date	Number and type of financial instruments	Number and type of financial instruments	Value at vesting date	Fair value	
Messina Carlo	Managing Director and Chief Executive Officer  General Manager	Incentive 2014										30,546	70	70
		Incentive 2015	49,638	Nov. 2020								49,636	113	113
		Incentive 2016	187,902	May 2020 – May 2022								125,268	287	287
		Incentive 2017	670,884	May 2020 – May 2023										
		Incentive 2018	766,795	May 2021 – May 2024										
		Incentive 2019			(*)	1,964	May 2020 – May 2025	(*)	(*)					
Key Managers (**) (Remuneration awarded by Intesa Sanpaolo)		Incentive 2014										29.710	68	68
		Incentive 2015	71,271	Nov. 2020								161.777	370	370
		Incentive 2016	439,108	May 2020 – May 2022								499,286	1,144	1,144
		Incentive 2017	1,665,246	May 2020 – May 2023										
		Incentive 2018	2,705,562	May 2021 – May 2024										
		Incentive 2019			(*)	8,020	May 2020 – May 2025	(*)	(*)					

A	B	Financial instruments awarded in previous years and not vested during the year			Financial instruments awarded during the year					Financial instruments vested during the year and not granted	Financial instruments vested during the year and granted		Financial instruments for the year		
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)		
Surname and Name	Office	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at award date	Vesting period	Award date	Market price at award date	Number and type of financial instruments	Number and type of financial instruments	Value at vesting date	Fair value		
Key Managers (**) (Remuneration awarded by subsidiaries)		Incentive 2014										13,279	30	30	
		Incentive 2015	37,055	Nov. 2020								37,055	85	85	
		Incentive 2016	81,958	May 2020 – May 2022									54,637	125	125
		Incentive 2017	156,818 14,330.08 <sup>1</sup>	May 2020 – May 2023											
		Incentive 2018	98,114 20,499.62 <sup>1</sup>	May 2021 – May 2024											
		Incentive 2019				(*)	915 <sup>2</sup>	May 2020 – May 2025	(*)	(*)					313 <sup>3</sup>

(\*) The information related to the shares that will be granted as an incentive with respect to the 2019 Incentive System based on financial instruments will be available following the resolutions of the Ordinary Shareholders' Meeting called on 27 April 2020.

(\*\*) Remuneration refers to 19 Key Managers.

<sup>1</sup> Assigned as UCITS units (instead of Intesa Sanpaolo shares) to the Head of the Asset Management, as Chief Executive Officer of the Eurizon Capital Group, as required by the industry-sector regulations (Joint Bank of Italy – Consob Regulation after confirmed by the Regulation implementing articles 4-undecies and 6, paragraph 1, letter b) and c-bis), of Bank of Italy Consolidated Law on Finance).

<sup>2</sup> Of which 661 thousand euro assigned as UCITS units (instead of Intesa Sanpaolo shares) to the Head of the Asset Management, as Chief Executive Officer of the Eurizon Capital Group, as required by the industry-sector regulations (Joint Bank of Italy – Consob Regulation after confirmed by the Regulation implementing articles 4-undecies and 6, paragraph 1, letter b) and c-bis), of Bank of Italy Consolidated Law on Finance).

<sup>3</sup> Of which 220 thousand euro assigned as UCITS units (instead of Intesa Sanpaolo shares) to the Head of the Asset Management, as Chief Executive Officer of the Eurizon Capital Group, as required by the industry-sector regulations (Joint Bank of Italy – Consob Regulation after confirmed by the Regulation implementing articles 4-undecies and 6, paragraph 1, letter b) and c-bis), of Bank of Italy Consolidated Law on Finance).

Note: this information refers to the remuneration assigned by Intesa Sanpaolo or, where indicated, by subsidiaries; the granting of variable remuneration by associates is not envisaged.