

NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

The Extraordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened, **on single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 a.m. **on 27 April 2020**, to discuss and pass resolutions on the following

Agenda:

1. Proposal to grant the Board of Directors, pursuant to Art. 2443 of the 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 Art. 2441, paragraph 4, first sentence, of the Civil Code, and with issuance of maximum no. 1.943.823.435 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 (*offerta pubblica di scambio preventiva*) on all the ordinary shares of Unione di Banche Italiane S.p.A.; subsequent amendment of Art. 5 of the Company's by-laws; related and consequent resolutions.

Right to attend the Shareholders' Meeting

The Meeting may be attended by persons holding the relative voting rights at the close of the accounting day on the seventh trading day prior to the date of the Meeting (**16 April 2020 - "record date"**), and in respect of whom the Company has received a notice of participation from the authorised intermediary.

Any persons who become holders of the Company's shares subsequent to that date shall not be entitled to participate in, or vote at, the Shareholders' Meeting.

The intermediary's notice must be received by the Company by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (i.e., by 22 April 2020). Nevertheless, those entitled may still participate and cast their votes if the notice is received by the Company after the deadline stated above but before the start of the Meeting.

To streamline the registration and admission process, participants in the Shareholders' Meeting are kindly requested to arrive in advance of the scheduled time and bring an identification document with them.

No provisions are made for voting by post or via electronic media.

Participation and casting of votes by proxy

Persons entitled to vote in the Shareholders' Meeting may appoint a proxy to represent them, in compliance with the provisions of law, by means of a proxy. For this purpose, they may use the proxy form available on the website group.intesasanpaolo.com ("Governance" / "Shareholders' Meeting").

The proxy may be granted via an electronic document signed using a digital certificate, any other qualified certificate or advanced electronic signature pursuant to Article 20, paragraph 1-bis, of Legislative Decree no. 82/2005. Proxies may be notified to the Company through the specific section of the website or by email to notifica.delega@intesasanpaolo.com.

If the proxy holder has sent or delivered a copy of the proxy, when registering for admission to the Shareholders' Meeting he/she must, under his/her responsibility, declare that the proxy is a true copy of the original and state the identity of the proxy issuer.

Representative Appointed by the Company

The proxy for participation in this Shareholders' Meeting, with voting instructions on all or some of the items on the agenda, may be given, at no cost, to Computershare S.p.A. as the "Appointed Representative" pursuant to Article 135-undecies of Legislative Decree no. 58/1998, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., **by 23 April 2020**). The proxy is valid only for proposals on which instructions to vote have been conferred. The proxy and the voting instructions may be revoked at any time by the deadline stated above.

In order to grant the proxy to the Appointed Representative, the specific proxy form available on the website group.intesasanpaolo.com ("Governance" / "Shareholders' Meeting") must be used. Should it be necessary to obtain the proxy form in hard copy, it can be requested from Computershare S.p.A., tel. +39 0110923200, or from the Shareholders' Office.

The proxy, complete with voting instructions reserved for the Appointed Representative, must be received by the deadline of 23 April 2020 stated above, through one of the following methods: (i) transmission of the original, addressed to Computershare S.p.A., Via Nizza 262/73 - 10126 Torino; (ii) transmission of a computerised copy thereof (PDF) to intesasanpaolo@pecserviziotitoli.it, provided that the proxy issuer, which may also be a legal person, uses his/her/its certified email address or, if not in possession of such certified email address, signs the PDF using an advanced electronic signature, qualified certificate or digital certificate; or (iii) by fax to +39 0110923202.

Information on the share capital as at today's date

Subscribed and paid-in share capital is 9,085,663,010,32 euro, divided into 17,509,728,425 ordinary shares without nominal value (each ordinary share confers the right to cast one vote at ordinary and extraordinary shareholders' meetings). The Company holds 25,859,474 own shares.

Additions to the agenda and submission of new proposed resolutions

Shareholders severally or jointly representing at least one-fortieth of the share capital may request **by 27 February 2020** (ten days from publication of this notice) additions to the list of items on the agenda or submit proposed resolutions on the items already on the agenda, specifying the additional items or proposals in their request.

Parties with voting right may individually submit proposed resolutions in the Shareholders' Meeting.

The requests must be sent to Intesa Sanpaolo, for the attention of the Shareholders' Office - Corso Inghilterra no. 3, 10138 Torino - by registered letter or by email to ufficio.soci@intesasanpaolo.com or by fax to +39 0110932650. The requests must be accompanied by a report setting forth the reasons for the proposed resolutions on the new items the shareholder intends to propose for discussion or the reasons for the proposed resolutions on the items already on the agenda. Requesting parties must send notices to the Company, via their intermediary, certifying their entitlement to exercise this right. If the shareholder's right to participate in the Shareholders' Meeting has been certified by intermediary's notice, it will suffice to provide the reference details of the notice or, at least, the intermediary's name, in the request.

Any additions to the agenda or the submission of proposed resolutions on the items already on the agenda shall be announced at least fifteen days prior to the date scheduled for the Shareholders' Meeting (i.e., **by 12 April 2020**) in the same manner regulating the publication of this notice. At the same time, the reports prepared by the shareholders requesting additions

and/or the additional proposed resolutions submitted, and any comments by the Board of Directors, shall be made public in the same manner regulating the Shareholders' Meeting documentation.

Additional items are not permitted for topics which the Shareholders' Meeting addresses, by law, upon proposal by the Board of Directors, or based on a plan or report prepared by this Board, other than those pursuant to Article 125-ter, paragraph 1, of Legislative Decree no. 58/1998.

Shareholders wishing to propose additional items for inclusion on the agenda or to submit proposed resolutions on the items already on the agenda are kindly requested to contact the Shareholders' Office in good time to define all necessary operational details (tel. +39 0115556227, email ufficio.soci@intesanpaolo.com, fax +39 0110932650).

Right to ask questions on items on the agenda

Persons entitled to vote in the Shareholders' Meeting may submit questions on the items on the agenda also before the Meeting; said questions must be received **by 20 April 2020** (i.e., the fifth trading day prior to the date of the Shareholders' Meeting) through the dedicated section of the website group.intesanpaolo.com, by email to domande.assemblea@intesanpaolo.com, by fax to +39 0110932650 or by post for the attention of the Shareholders' Office, Corso Inghilterra no. 3, 10138 Torino.

Requesting parties must send notices to the Company, via their intermediary, certifying their entitlement to exercise this right. If the shareholder's right to participate in the Shareholders' Meeting has been certified by intermediary's notice, it will suffice to provide the reference details or, at least, the intermediary's name in the request.

Any questions which concern the items on the agenda shall be answered according to the methods provided for by law, at the latest during the Meeting. The Company has the right to provide a single response to questions with the same content.

Documentation for the Shareholders' Meeting

The documents concerning the items on the agenda as required by applicable laws and regulations shall be made available to the public, by the deadlines provided, at the Company's Registered Office, on the authorised storage system (on www.emarketstorage.com), on the website group.intesanpaolo.com ("Governance" / "Shareholders' Meeting") where further information can be found, as well as, in any event, in accordance with the formalities required by applicable law by the relevant deadlines.

A copy of said documentation may be obtained, by request, from:

- Shareholders' Office (tel. +39 0115556227, fax +39 0110932650, email ufficio.soci@intesanpaolo.com)
- Investor Relations (tel. +39 0287943003, fax +39 0287943123, email investor.relations@intesanpaolo.com)

which are available to provide any additional information (from 8:30 a.m. to 5:00 p.m.).

ADR holders are kindly requested to contact The Bank of New York Mellon toll-free at +1 888 BNY ADRS (+1 888 269 2377). International callers may contact The Bank of New York Mellon at +1 201 680 6825.

This notice is published on 17 February 2020 on the website group.intesanpaolo.com, pursuant to Article 125-bis of Legislative Decree no. 58/1998. An extract of this notice will also be published in the following daily newspapers: "Il Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

Pursuant to the Regulation (EU) 2016/679 the Data Controller is Intesa Sanpaolo S.p.A. Full disclosure on the processing of data in relation to the exercise of rights related to the Shareholders' Meeting is provided on the website group.intesasanpaolo.com, in the "Governance" / "Shareholders' Meeting".

Torino, 17 February 2020

for the Board of Directors
The Chairman - Gian Maria Gros-Pietro

Intesa Sanpaolo S.p.A. Registered Office: Piazza S. Carlo, 156 10121 Torino Italy Secondary Registered Office: Via Monte di Pietà, 8 20121 Milano Italy Share Capital Euro 9,085,663,010.32 Torino Company Register and Fiscal Code No. 00799960158 "Intesa Sanpaolo" VAT Group representative Vat Code No. 11991500015 (IT11991500015) Included in the National Register of Banks No. 5361 ABI Code 3069.2 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund and Parent Company of the banking group "IntesaSanpaolo" included in the National Register of Banking Groups