

EXTRACT OF THE SUPPLEMENT TO THE NOTICE OF CALL OF THE SHAREHOLDERS' MEETING (pursuant to Article 125-bis, paragraph 1, of Legislative Decree 58/1998)

Reference is made to the **Shareholders' Meeting** of Intesa Sanpaolo S.p.A., which was convened, on **single call**, by a notice published on 17 February 2020 on the website group.intesasnanpaolo.com ("Governance" / "Shareholders' Meeting"), to be held at the New Headquarters in Torino, Corso Inghilterra no. 3, at **10:00 a.m. on 27 April 2020**.

In compliance with **Article 106, paragraph 4, of Decree Law no. 18 dated 17 March 2020** introducing measures in respect of the **Covid-19 epidemiologic emergency**, it is highlighted that **participation in, and voting at, the Shareholders' Meeting shall only be allowed through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998, as per the indications provided in the supplement to the aforementioned notice, published on 25 March 2020 on the website group.intesasnanpaolo.com ("Governance" / "Shareholders' Meeting").**

Following the Board of Directors' additions to the items on the agenda, as communicated in the supplement to the notice of call, the Shareholders' Meeting, in ordinary and extraordinary session, is called to make resolutions on the items below.

Agenda:

Ordinary part

1. 2019 financial statements:
 - a) Approval of the Parent Company's 2019 financial statements
 - b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve;
2. 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
 - b) Replacement of a Board Director member of the Management Control Committee following resignation, pursuant to Article 15.3 of the Articles of Association;
3. Remuneration:
 - a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2020
 - b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in financial year 2019
 - 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)
 - d) Approval of the 2019 and 2020 Annual Incentive Plans based on financial instruments;
4. Own shares:
 - a) Authorisation to purchase and dispose of own shares to serve Incentive Plans
 - 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.

Extraordinary part

1. 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 (*offerta pubblica di scambio preventiva*) 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.

Information on the share capital as well as on methods and terms applicable to:

- participating and casting votes in the Shareholders' Meeting **only through the Appointed Representative Computershare S.p.A.**,
- communication of ownership of voting rights with record date on 16 April 2020,
- exercising the right to add items to the agenda, the right to submit new proposals for resolution and the right to ask questions on the items on the agenda,
- the availability of the reports concerning the items on the agenda and the documentation relating to the Shareholders' Meeting,

is set forth in the supplement to the notice of call previously mentioned, available on the website group.intesasnanpaolo.com ("Governance" / "Shareholders' Meeting").

This extract is published in the daily newspapers "Il Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

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