

Letter form for the filing of slates for the appointment of members of the Board of Directors and the Management Control Committee

INTESA SANPAOLO S.p.A.
Piazza San Carlo, 156
10121 T O R I N O

Subject: Submission of the slate of candidates for appointment as members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A., pursuant to Article 14 of the Articles of Association.

With regard to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. ("the Company"), scheduled for 29 April 2022, on single call, to resolve, among other things, on the appointment of members of the Board of Directors and, among them, the members of the Management Control Committee for the financial years 2022/2023/2024,

- given that, under the current regulations and the Articles of Association of Intesa Sanpaolo ("the Articles of Association"), individual shareholders, shareholders belonging to the same group and shareholders that are party to a shareholders' agreement regarding the Company's shares may not submit more than one slate, including through a third party or through a fiduciary company,

1) the shareholder, with registered office in (resident in), holder of no. shares, equal to% of the capital,

or:

2) the shareholders:

-, with registered office in.....
(resident in.....)

-, with registered office in.....
(resident in.....)

-, with registered office in.....
(resident in.....)

holding a total of shares, equal to% of the capital,

or:

3) the shareholder, with registered office in
(resident in), holder of no. shares, equal to% of the capital, also in the name and on behalf of the following shareholder(s):

-, with registered office in
(resident in), holder of no.shares, equal to % of the capital,

-, with registered office in
(resident in), holder of no.shares, equal to% of the capital,

-,
holding a total of shares, equal to% of the capital,

- having acknowledged all the suitability requirements established by the current regulations and the Articles of Association for members of the Board of Directors and the Management Control Committee¹;
- having acknowledged the guidelines and recommendations provided by the outgoing Board of Directors in the document “Qualitative and Quantitative Composition of the Board of Directors”, available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole;
- **proposes (propose)**, also in connection with Article 13.1 of the Articles of Association, and with reference to item 2 letter a) on the agenda of the Shareholders’ Meeting, that a number of directors be appointed to the Board²;
- **submits (submit)**, pursuant to Article 14 of the Articles of Association, and with reference to item 2, letter b), on the agenda of the Shareholders’ Meeting, the attached slate consisting of³ candidates divided into two sections, both in a progressive order⁴ indicating, in the first section, candidates for the position of Board Director who are not candidates for the position of Management Control Committee member, and, in the second section, candidates for the position of Board Director and Management Control Committee member;
- **attests (attest)** in this regard that the slate⁵:
 - ensures the balance of genders set by current regulations and Articles 13.1 and 14.1 of the Articles of Association⁶;
 - contains a number of candidates who meet the independence requirement as defined in Article 13.4 of the Articles of Association, representing at least two thirds of the total candidates on the slate, without prejudice to the fact that all candidates in the second section must meet the abovementioned independence requirement;
 - contains, in the first section, at least one candidate who meets the professionalism requirement set out in Article 13.4.2, letter a), of the Articles of Association⁷;
 - contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement;
- also **certifies (certify)** that the slate complies with the guidelines provided by the Board of Directors of Intesa Sanpaolo, in the document “Qualitative and Quantitative Composition of the Board of Directors”, available on the website group.intesasanpaolo.com, also with regard to the diversity criteria provided for in that document and giving suitable evidence of this in the attached documentation⁸;
- **proposes (propose)**, with reference to item 2 letter c) on the Shareholders’ Meeting agenda, the election, from among the candidates listed in the slate submitted, of as the Chairman of the Board of Directors and as Deputy Chairperson(s) of the Board of Directors, for the purposes of election in the manner set out in the Articles of Association⁹;

¹ This refers in particular to Article 26 of the Consolidated Law on Banking and the related implementing provisions set out in Ministerial Decree no. 169/2020, the Guidelines on the assessment of the suitability of the members of the management body and key function holders – updated by the EBA and the ESMA on 2 July 2021 – as well as the Guide to fit and proper assessments, as updated by the European Central Bank on 8 December 2021.

² The proposal relating to the number of members is possible and not mandatory.

³ The slate must contain 2 to 19 candidates, the latter being the maximum number of Board members established in the Articles of Association.

⁴ I.e. candidates must be listed from number one upwards in each section.

⁵ Certification required – pursuant to Article 14.1, letter c), of the Articles of Association – only if the slate contains a number of candidates equal to, or greater than, 3 (three). For these purposes, the rounding up criteria shall apply, in relation to each requirement, as provided in Articles 13.1 and 13.4.2, letter b), of the Articles of Association, to the portion of candidates who meet the requirements in each slate.
Slates which do not comply with the above provisions shall be considered as not submitted.

⁶ At least two fifths of the Director positions must be reserved for the less-represented gender.

⁷ Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years.

⁸ Certification required of shareholders submitting a slate containing more than half the number of candidates to be elected, in accordance with Recommendation no. 23 of the Corporate Governance Code.

⁹ See footnote 8 above.

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

- **indicates (indicate)**....., as the ideal profile for the position of Managing Director and CEO, within the slate presented, without prejudice to the full prerogatives of the Board of Directors to be appointed, by virtue of the powers established by the Articles of Association¹⁰.

* * *

In accordance with current regulations and the Articles of Association, and in support of the aforementioned slate, the original of the following documentation is attached:

- 1) proxy for the submission of the slate¹¹;
- 2) communication(s) certifying the title by of the shareholding required for the presentation of the slate¹²;
- 3) declaration certifying the existence or non existence of any relationships of affiliation pursuant to Article 144-quinquies, paragraph 1, of the Issuers' Regulation, as well as the cases provided by Consob Communication no. 9017893 of 26 February 2009, specifying, for each of those cases, if any, the grounds whereby they were not considered relevant for the existence of any affiliation relationship;
- 4) declaration – prepared in accordance with the standard made available by the Company – whereby each candidate accepts their nomination to the post of member of the Board of Directors/Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that they satisfy the suitability requirements established for all or some of the Board Members by law, regulations and Articles of Association, and, for candidates for the office of member of the Management Control Committee, the commitment to immediately cease any offices which are incompatible with the provisions of Article 13.5.4 of the Articles of Association in the event of appointment. The following documents, duly signed by each candidate, are attached to this declaration: i) comprehensive information regarding their personal and professional characteristics and the management, administration and control positions held in other companies or entities (curriculum vitae); and ii) the list of management, administration and control positions currently held in other companies or entities with an undertaking to provide any updates until acceptance of the position.

Best regards,

(Place and date)

(signature)¹³

¹⁰ Certification required of shareholders submitting a slate containing more than half the number of candidates to be elected.

¹¹ Where applicable.

¹² The communication may be filed after submission of the slate, provided it is filed at least twenty-one days prior to the Shareholders' Meeting date in the manner established by current regulations.

¹³ The legal representative or person holding regular power of attorney.