Intesa Sanpaolo S.p.A. –Shareholders' Meeting April 29th, 2022

Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98

Pursuant to article 106 of Law Decree on March 17th, 2020 no. 18, converted with amendments by Law no. 27 of April 24th, 2020, whose provisions have been extended by Law Decree December 31st, 2021 no. 228 and converted into Law no. 15 of February 25th, 2022, and as stated in the notice of call of Intesa Sanpaolo S.p.A. Ordinary and Extraordinary Shareholders' Meeting convened on April 29th, 2022, in single call, this proxy can be conferred, pursuant article 135-novies of Legislative Decree n. 58/1998, only to Computershare S.p.A., through its employee or duty entrusted staff member, acting as Appointed Representative according art. 135-undecies of Legislative Decree n. 58/1998 (TUF).

Fill in the requested information on t	PROXY FORM the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)
* mandatory information	
The undersigned *	Place of birth * Date of birth*
Tax code (or equivalent code) *	
Resident in (town/city) *	at (street / address) *
telephone no *, e-mail	
	record date) as: registered share holder - legal representative - attorney/proxy holder with authority to sub- lder - official receiver- manager- other (specify)
for no* Intesa Sa	npaolo Ordinary Shares
(3) registered in the name of	Date of birth *
Tax code	
Resident in (town/city) * at (str	reet / address) *
	At At Bank code (ABI) Branch code (CAB) At
DELEGATES/SUBDELEGATES Computershare S.p.A. t accordance with the instructions provided and	to attend and vote to the above mentioned Shareholders' meeting, with reference to the above mentioned shares, in
 S.p.A will express a non-vote and the shares represe to be carried out; the proxy/sub-delegation will be valid only if the state 	he proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare ented will in any case be considered in calculating the majority and the percentage of capital required for the resolutions ement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person ting, has been received by the Company before the start of the meeting works

STATES, under his/her own liability, as proxy holder, the compliance to the original document of the copy of the proxy form provided electronically and the identity of the proxy grantor.

DATE	Form of identification (6) (type)*	Issued by *	no. *	SIGNATURE

NOTE: It is not possible to grant this proxy form without the voting instructions form reported below. The proxy form can be downloaded from the Intesa Sanpaolo's website (group.intesasanpaolo.com "Governance"/"Shareholder Meeting") and/or can be requested by phone at nn. +39 011 0923200 - +39 011 0923227.

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VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

The undersigned (7)

DELEGATES/SUBDELEGATES the Appointed Representative to vote at the above indicated shareholders' meeting as follow (8)

	VOTING
RESOLUTIONS TO BE VOTED	INSTRUCTIONS
	F (for), C (against),
	A (abstain)

ORDINARY PART

<i>1</i> - Item 1 a) Approval of the Parent Company's 2021 financial statements	Voting instructions		tions	
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А	

2 – Item 1 b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve		Voting instructions		
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А	

3 – Item 2 a) Determination of the number of Board Directors for the financial years 2022/2023/2024	Voting instructi		tions
Section A2 – vote for proposal presented by Shareholders marked with the number 1 (10)	F	С	А
(submitters: Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze e Fondazione Cassa di Risparmio in Bologna)			

4 – Item 2 b) Appointment of Board Directors and members of the Management Control Committee for the financial years 2022/2023/2024, on the basis of the slates of candidates submitted by shareholders	Votin	ig instruc	tions
Section A – vote for (F) the list with the number to be fill in the side box or vote Against (C)/Abstention (A) to all lists (11)	N	С	А

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5 – Item 2 c) Election of the Chairman and one or more Deputy Chairpersons of the Board of Directors for the financial years 2022/2023/2024		Voting instructions		
Section A2 – vote for proposal presented by Shareholders marked with the number 2 (10)	F	С	А	
(submitters: Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze e Fondazione Cassa di Risparmio in Bologna)				

6 – Item 3 a) Remuneration policies in respect of Board Directors	Voting instructions		tions
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А

7 – Item 3 b) Determination of the remuneration of Board Directors pursuant to Articles 16.2 and 16.3 of the Articles of Association		Voting instructions		
Section A2 – vote for proposal presented by Shareholders marked with the number 3 (10)	LL.	С	А	
(submitters: Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze e Fondazione Cassa di Risparmio in Bologna)				

8 – Item 3 c) Report on remuneration policy and compensation paid: Section I - Remuneration and incentive policies of the Intesa Sanpaolo Group for 2022		g instruc	ctions
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А

9 – Item 3 d) Report on remuneration policy and compensation paid: non-binding resolution on Section II - Disclosure on compensation paid in the financial year 2021		Voting instructions	
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А

10 – Item 3 e) Approval of the 2022 Annual Incentive Plan based on financial instruments	Voting instructions			
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А	

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11 – Item 3 f) Approval of the 2022-2025 Performance Share Plan Long-term Incentive Plan reserved for the Management of the Intesa Sanpaolo Group	Voting instructions		
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А

12 – Item 3 g) Approval of the 2022-2025 LECOIP 3.0 Long-term Incentive Plan reserved for the Professionals of the Intesa Sanpaolo Group	Votin	tions		
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А	

13 – Item 4 a) Authorisation to purchase own shares for the annulment of a maximum number of 2,615,384,615 own shares	Voting instructions			
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А	

14 – Item 4 b) Authorisation to purchase and dispose of own shares to serve Incentive Plans	Voting instructions			
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А	

15– Item 4 c) Authorisation to purchase and dispose of own shares for trading purposes	Voting instructions			
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	Α	

EXTRAORDINARY PART

16 – Item 1 Annulment of own shares with no reduction of the share capital and consequent amendment to Article 5 (Share Capital) of the Articles of Association	Voting instructions			
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А	

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1	17 – Item 2 Mandate to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to approve a share capital increase without payment and with payment pursuant, respectively, to Article 2349, paragraph 1, and Article 2441, paragraph 8, of the Italian Civil Code for the purpose of implementing the 2022-2025 LECOIP 3.0 Long-term Incentive Plan based on financial instruments, referred to under item 3g) of the ordinary part, and consequent amendment to Article 5 (Share Capital) of the Articles of Association	Votin	Voting instructions F C			
s	Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А		

18 – Item 3 Mandate to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to approve a share capital increase without payment pursuant to Article 2349, paragraph 1, of the Italian Civil Code for the purpose of implementing the 2022-2025 Performance Share Plan Long-term Incentive Plan based on financial instruments, referred to under item 3f) of the ordinary part, and consequent amendment to Article 5 (Share Capital) of the Articles of Association.		Voting instructions		
Section A – vote for resolution proposed by the Board of Directors (9)	F	С	А	

Possible derivative action against Directors

ote for derivative action against Directors in case it would be proposed by shareholders pursuant art. 2393, subsection 2, of Italian civil code	F	С	Α	
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Proxy form to confer the proxy/sub delegation to Computershare S.p.A. pursuant article 135-novies of Italian Legislative Decree no. 58/98

Instructions for filling in and submitting the form

- The Proxy form must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the Voting Instructions reserved to him within 10.00 a.m. of April 29th, 2022, using one of the following methods:
 - 1) Registered Email Holders (PEC): as an attachment document (PDF format) sent to intesasanpaolo@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - Digital Signature Holders (FEA): as an attachment document with digital signature sent to <u>intesasanpaolo@pecserviziotitoli.it</u> in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders**: as an attachment document (PDF format) anticipated to <u>intesasanpaolo@pecserviziotitoli.it</u>. In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. Via Nizza 262/73 10126, Torino;
 - 4) Via FAX to the number: 011 0923202.
- 2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
- 3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
- 4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
- 5. Reference to the communication made by the intermediary and its name.
- 6. Provide details of a valid form of identification of the proxy signatory.
- 7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
- 8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
- 9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website group.intesasanpaolo.com Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and A2.

The vote is expressed by ticking the relevant box between the following: F (for), C (against) or A (abstention).

- 10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
- 11. Indicate the number of the list (as provided on the Company website) that you want to vote "for" or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists. If only one list is presented, the voting instructions will relate to that one.

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Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-novies

(Representation at the shareholders' meeting)

1. Any person with the right to vote may indicate one representative for each shareholders' meeting, without prejudice to the right to specify one or more replacements.

2. As an exception to paragraph 1, any person with the right to vote may appoint a different representative for each account, used to record financial instrument transactions, valid where the communication envisaged in Article 83-sexies has been issued.

3. As a further exception to paragraph 1, if the person indicated as owner of the shares in the communication envisaged in Article 83-sexies acts alone or through registered trustees on behalf of his or her customers, the person in question may indicate others on whose behalf he/she acts, or one or more third parties indicated by such customers, as their representative.

4. If the proxy form envisages such an option, the proxy may arrange for personal substitution by another person of his or her choice, without prejudice to compliance with Article 135-decies paragraph 3 and to the right of the person represented to indicate one or more substitutes.

5. In place of the original, the representative may deliver or transmit a copy of the proxy, also in electronic format, confirming his or her liability in compliance of the proxy form to the original and the identity of the delegating party. The representative shall retain the original of the proxy form and keep track of any voting instructions received for a period of one year from closure of the shareholders' meetings concerned.

6. The appointment may be made with a document in an electronic format with a digital signature in accordance with article 21, paragraph 2 of Italian Legislative Decree 82 of 7 March 2005. The companies specify in the Articles of Association at least one way of electronic notification of the proxy.

7. Paragraphs 1, 2, 3 and 4 shall also apply to cases of share transfer by proxy.

8. All of the above without prejudice to the provisions of Article 2372 of the Italian Civil Code. As an exception to article 2372, second paragraph of the Italian Civil Code, asset management companies, SICAVs, harmonized management companies and non-EU parties providing collective investment management services may grant representation for more than one shareholders' meeting.

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.

2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:

a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;

b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;

c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);

d) is an employee or auditor of the company or of the persons indicated in paragraph a);

e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);

f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.

3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.

4. This article shall also apply in cases of share transfer by proxy.

Law-Decree nr. 18 on March 17th, 2020

Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)

...omissis

4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or sub-delegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.

...omissis...

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Italian Civil Code - Art. 2393 (Derivative action)

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.

2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.

3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.

4. Such action may be brought within five years of the expiry of the director's term of office.

5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favour. In such an event, shareholders shall provide for the replacement of that director.

6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-*bis*.

INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation (EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;

- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address <u>dataprotection@computershare.it</u>. For the Privacy Policy and all Computershare activities, please visit our website <u>https://www.computershare.com/it/Pages/Privacy.aspx</u>.

Computershare S.p.A.