

*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.*

## SHAREHOLDERS' AGREEMENT REGARDING INTESA SANPAOLO S.p.A.

Essential information pursuant to Article 122 of Legislative Decree 24 February 1998 no. 58 and Article 130 of Consob Regulation no. 11971 of 14 May 1999

Pursuant to Article 122 of Legislative Decree 24 February 1998 no. 58 as subsequently amended and integrated (“**Consolidated Law on Finance**”) and Article 130 of Consob Regulation no. 11971/1999 as subsequently amended (the “**Consob Regulation**”), notice is hereby given that on 21 December 2021, Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna (hereafter jointly the “**Parties**”) entered into a shareholders’ agreement pursuant to Article 122, paragraphs 1 and 5 lett. a) of the Consolidated Law on Finance regarding prior consultation, submission, and vote at the shareholders’ meeting of Intesa Sanpaolo S.p.A. expected to be held by the end of April 2022 (or on a different date which might be set or to which it might be postponed), of a joint list for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the financial years 2022/2023/2024, the determination of the number of directors within the maximum limit set forth in the Articles of Association and the proposal concerning related remuneration, as well as the proposal and appointment as Chairman and Deputy Chairman of, respectively, the first and the second candidate shown on the joint list (“the Shareholders’ Agreement”).

### 1. Type of agreement

Agreements included in the shareholders’ agreement are relevant pursuant to Article 122, paragraphs 1 and 5 lett. a) of the Consolidated Law on Finance.

### 2. Financial instruments involved in the Shareholders’ Agreement

The Shareholders’ Agreement involves a total of **2,875,225,595** ordinary shares of Intesa Sanpaolo S.p.A. Registered Office Piazza San Carlo, 156 Torino, share capital 10,084,445,147.92 Euro divided into 19,430,463,305 ordinary shares traded on the *Mercato Telematico Azionario* organised and managed by Borsa Italiana S.p.A., Registration number on the Torino Company Register and Fiscal Code 00799960158, parent company of Intesa Sanpaolo banking group included in the National Register in accordance with Article 64 of legislative decree 385/93 (hereafter also the “**Issuer**”), held by the Parties and representing **14.7975%** of the share capital.

### 3. Parties adhering to the agreement

The Parties own ordinary shares of Intesa Sanpaolo S.p.A. as indicated in the following table:

<i>Parties</i>	<i>Conferred voting rights</i>	<i>% of share capital</i>	<i>% of conferred voting rights</i>
Compagnia di San Paolo	1,188,947,304	6.1190%	41.35%
Fondazione Cariplo	767,029,267	3.9476%	26.68%
Fondazione Cassa di Risparmio di Padova e Rovigo	348,155,265	1.7918%	12.11%
Fondazione Cassa di Risparmio di Firenze	327,138,747	1.6836%	11.38%
Fondazione Cassa di Risparmio in Bologna	243,955,012	1.2555%	8.48%
<b>TOTAL</b>	<b>2,875,225,595</b>	<b>14.7975%</b>	<b>100.00%</b>

None of the Parties, either jointly or severally, shall exercise the control as a result of the Agreement.

### 4. Content of the Shareholders’ Agreement

The Shareholders’ Agreement envisages the commitment to prior consultation, and if the outcome of the consultation is positive, the commitment to submitting and voting at the shareholders’ meeting expected to be held by the end of April 2022 (or on a different date which might be set or to which it might be postponed) a joint list for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the financial years 2022/2023/2024, the determination of the number of directors within the maximum limit set forth in the Articles of Association and the proposal concerning related remuneration, as well as the proposal and appointment as Chairman and Deputy Chairman of, respectively, the first and the second candidate shown on the joint list.

#### **5. Duration of the Shareholders' Agreement**

The duration is from the date the Shareholders' Agreement was entered into to the end of the above-mentioned shareholders' meeting of Intesa Sanpaolo S.p.A. summoned to appoint the Bank's Board of Directors, without prejudice for the Parties to withdraw before the beginning of the aforementioned shareholders' meeting through communication to be sent by certified email (*PEC*) (or by other mean with advice of receipt) to the remaining Parties.

#### **6. Website for publishing essential information pursuant to Article 130 of the Consob Regulation**

Relevant information for a comprehensive assessment of this Shareholders' Agreement is available on the website [www.compagniadisanpaolo.it](http://www.compagniadisanpaolo.it)

#### **7. Filing with the Company Register**

The Shareholders' Agreement was filed on 22 December 2021 with the Torino Company Register.