

## NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The **Ordinary and 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 **30 April 2026**, to discuss and pass resolutions on the agenda as stated below.

**In compliance with Article 106, paragraph 4, of Decree Law no. 18 dated 17 March 2020, converted by Law no. 27 dated 24 April 2020, the effects of which were most recently extended by Law no. 26 dated 27 February 2026, the Company decided to avail itself of the option establishing that participation in, and voting at, the Shareholders' Meeting shall only be allowed through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998 ("Designated Representative"), as per the indications provided in the specific paragraph of this notice.**

The choice takes into account the experience of managing the Shareholders' Meeting since 2020, which has registered over the years an increase in the participation rate of shareholders compared to previous years.

The chosen method of conducting the Meeting in particular:

- ✓ enhances the pre-meeting dialogue process with a view to ensuring that all shareholders - even if not present at the Meeting - have transparency of information and equal access to the information necessary to make informed voting decisions, taking into account that all proposals, questions and any written statements on the items on the Agenda must be submitted in advance by shareholders before the Meeting so that the Company can publish them and make them available to the market. As a result, shareholder participation and engagement are strengthened compared to possible interaction involving only those attending in person;
- ✓ therefore, allows all shareholders to be informed of the questions submitted and the related answers provided by the Company, as well as any written statements and proposals submitted by shareholders on the items on the Agenda in advance. This enables them to form their own opinions and make informed voting decisions based on homogeneous information that also benefits from the pre-meeting dialogue, through the granting of the proxy or sub-proxy and the related voting instructions to the Designated Representative;
- ✓ in accordance with shareholders' rights under European legislation, allows all shareholders to freely choose (i) whether to grant proxy with voting instructions directly and free of charge to the Designated Representative, or (ii) whether to delegate the exercise of voting rights to a representative of their choice, who, in turn, grants a proxy, with voting instructions, to the Designated Representative.

The methods of conducting the meeting, detailed in the following paragraphs, are fully compliant with the operating instructions issued by Consob with communication no. 3/2020 as a guarantee for all shareholders.

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## **Agenda:**

### **Ordinary part**

- 1) 2025 financial statements:
  - a) Approval of the allocation to the Share premium reserve of the amount to be used for the payment of the one-off Levy pursuant to Article 1, paragraphs 69-71, of Law No. 199 dated 30 December 2025, and subsequent allocation of the entire amount recorded in the Profit reserve pursuant to Law No. 136 dated 9 October 2023 (so-called "2023 Reserve") to the Extraordinary reserve
  - b) Approval of the Parent Company's 2025 financial statements
  - c) Allocation of net income for the year and distribution of dividend and part of the Share premium reserve to shareholders;
- 2) Remuneration:
  - a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2026
  - b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in the financial year 2025
  - c) Update of the limit established for the amounts that may be granted in the event of early termination of the employment relationship or early termination of office
  - d) Approval of the 2026 Annual Incentive Plan based on financial instruments
  - e) Approval of the 2026-2029 Performance Share Plan Long-term Incentive Plan reserved for the Management of the Intesa Sanpaolo Group
  - f) Approval of the 2026-2029 LECOIP Long-term Incentive Plan reserved for the Professionals of the Intesa Sanpaolo Group;
- 3) Own shares:
  - a) Authorisation to purchase own shares for annulment with no reduction of the share capital
  - b) Authorisation to purchase and dispose of own shares to serve the Incentive Plans of the Intesa Sanpaolo Group
  - c) Authorisation to purchase and dispose of own shares for trading purposes.

### **Extraordinary part**

- 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
- 2) Determination updating the maximum number of shares to be issued in implementation of the 2022-2025 Performance Share Plan Long-term Incentive Plan based on financial instruments and the powers granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 29 April 2022, with amendment of paragraph 5.3 of Article 5 (Share capital) of the Articles of Association
- 3) 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 2026-2029 LECOIP Long-term Incentive Plan based on financial instruments, referred to under item 2f) of the ordinary part, and consequent amendment to Article 5 (Share capital) of the Articles of Association
- 4) 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 2026-2029 Performance Share Plan Long-term Incentive Plan based on financial instruments, referred to under item 2e) of the ordinary part, and consequent amendment to Article 5 (Share capital) of the Articles of Association.

## **Right to participate in the Shareholders' Meeting**

Persons may participate in the Shareholders' Meeting - only through the Designated Representative in accordance with the methods indicated below - if they hold the relative voting rights at the close of the accounting day on the seventh trading day prior to the date of the Shareholders' Meeting (**21 April 2026 - "record date"**), and in respect of whom the Company has received a notice of participation from the authorised intermediary pursuant to Article 83-sexies of Legislative Decree no. 58/1998.

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 within the term established by the regulations in force.

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

## **Participation and casting of votes by proxy - Representative Designated by the Company**

In accordance with Article 106, paragraph 4, of Decree Law no. 18 dated 17 March 2020, converted by Law no. 27 dated 24 April 2020, the effects of which were most recently extended to 30 September 2026 by Law no. 26 dated 27 February 2026, participation in the Shareholders' Meeting shall occur only through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998; the aforementioned Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of Legislative Decree no. 58/1998, in derogation of Article 135-undecies, paragraph 4, of Legislative Decree no. 58/1998, provided that these contain voting instructions.

In order to participate in, and vote at, the Shareholders' Meeting, the proxy must be given, at no cost and with voting instructions on all or some of the items on the agenda, to Computershare S.p.A. as the "Designated Representative" pursuant to Article 135-undecies of Legislative Decree no. 58/1998.

In order to grant the proxy to the Designated Representative, the specific proxy form available on the website [group.intesasanpaolo.com](http://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.

The proxy, with voting instructions reserved for the Designated Representative, must be received **by 28 April 2026** (second trading day prior to the date of the Shareholders' Meeting) through one of the following methods: (i) transmission of the original, addressed to Computershare S.p.A., Via Nizza 262/73 - 10126 Torino, anticipating a copy electronically reproduced (PDF) to [intesasanpaolo@pecserviziotitoli.it](mailto:intesasanpaolo@pecserviziotitoli.it) by ordinary email; (ii) transmission of a computerised copy thereof to [intesasanpaolo@pecserviziotitoli.it](mailto: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; (iii) by fax to +39 0110923202; (iv) using the IT platform available on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting"), managed by Computershare S.p.A., through which it is possible to fill in and send the proxy form to the Designated Representative. It is recommended that eligible persons avail themselves of this method to grant proxy (through the IT platform), specifying that thanks to this tool, the deadline for sending the proxy form, for the benefit of those who will use it, is **extended to 12:00 p.m. on 29 April 2026**.

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, and may again be conferred, with the methods and by the deadlines specified above (28 April 2026 and, for submission through the IT platform, at 12:00 p.m. on 29 April 2026). Other methods of Shareholders' participation in the Meeting are not permitted.

Attendance at the Shareholders' Meeting by the remaining parties eligible to participate (Computershare S.p.A. as the Designated Representative, the members of Intesa Sanpaolo's Corporate Bodies and the designated Secretary and Notary), can occur also by telecommunications media using the methods that will be communicated individually.

### **Information on the share capital as at today's date**

Share capital subscribed and paid-in amounts to 10,368,870,930.08 euro, divided into 17,413,389,613 ordinary shares without nominal value.

### **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 9 April 2026** additions to the list of items on the agenda or submit proposed resolutions pursuant to Article 126-bis of Legislative Decree no. 58/1998, specifying the additional items or proposals in their request, within the limits permitted by law.

Requesting parties must send notices to the Company, via their intermediary and within the aforementioned deadline, certifying their entitlement to exercise this right pursuant to Article 43 of the Consob-Bank of Italy joint Regulation dated 13 August 2018.

The requests must be sent to Intesa Sanpaolo, for the attention of Shareholders and General Meetings Management by email to [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com). The requests must be accompanied by a report setting forth the reason for the proposed resolutions on the new items the shareholder intends to propose for discussion or the reason for the proposed resolutions on the items already on the agenda.

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

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 15 April 2026**) 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.

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 Shareholders and General Meetings Management in good time (email [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com)).

Persons entitled to vote, even if representing less than one-fortieth of the share capital, may severally submit proposals in respect of resolutions and/or voting on the items on the agenda, within the limits permitted by law. As the participation in the Shareholders' Meeting is allowed only through the Designated Representative, these proposals must be submitted - together with the notices certifying the entitlement to exercise this right pursuant to Article 43 of the Consob-Bank of Italy joint Regulation dated 13 August 2018 - to Shareholders and General Meetings Management, through the methods described above, **by 15 April 2026**. The proposals, having been verified that they concern the items on the agenda and are correct and complete with regard to applicable regulations, shall be published by 17 April 2026 on the website of the Company in order to enable those with voting rights to vote in an informed manner, also taking these new proposals into account, and therefore to allow the Designated Representative to collect voting instructions, including on these same proposals.

## **Right to ask questions and send written statements on the items on the agenda**

Persons entitled to vote at the Shareholders' Meeting may submit questions on the items on the agenda; said questions must be received **by 21 April 2026** ("record date") through the dedicated section of the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com), by email to [domande.assemblea@intesasanpaolo.com](mailto:domande.assemblea@intesasanpaolo.com) or by registered letter with delivery receipt for the attention of Shareholders and General Meetings Management, Corso Inghilterra no. 3, 10138 Torino.

Requesting parties are kindly invited to send notices to the Company, via their intermediary and by the aforementioned deadline, certifying either their entitlement to exercise this right pursuant to Article 43 of the Consob-Bank of Italy joint Regulation dated 13 August 2018, or their right to participate in the Shareholders' Meeting pursuant to Article 83-sexies of Legislative Decree no. 58/1998. In any case, entitlement to exercise voting rights shall be certified by the third day subsequent to the "record date" (**24 April 2026**).

Any questions which concern the items on the agenda shall be answered in a specific section of the Company's website by 12:00 p.m. of 27 April 2026, given that the participation in the Shareholders' Meeting is only permitted through the Designated Representative. The Company has the right to provide a single response to questions with the same content.

The Company shall not provide a response to questions that do not comply with methods, deadlines and conditions indicated above.

**In the same manner and within the same deadline** provided for the submission of questions, those entitled to vote may send the Company **written statements** on the items on the agenda. The statements will be made available to the public, by the Company, within the same deadlines and manner of publication of the answers to the questions pursuant to art. 127-ter of Legislative Decree no. 58/1998.

The questions received, with the relative answers, and the written statements will be referred to in the minutes of the Shareholders' Meeting and attached to the same.

The Company will not publish on its website and will not include in the minutes of the Shareholders' Meeting any written statements that do not comply with methods, deadlines and conditions indicated above.

## **Documentation for the Shareholders' Meeting**

The reports on the items on the agenda and the 2025 Annual Report - comprising the consolidated financial statements and the Parent Company's draft financial statements as at 31 December 2025, as well as the related documentation pursuant to Article 154-ter, paragraph 1 of Legislative Decree no. 58/1998 - the Reports of the Independent Auditors pursuant to Articles 14 and 16 of Legislative Decree no. 39/2010 and the Report of the Management Control Committee required under Article 153 of Legislative Decree no. 58/1998 are made available to the public, within the term established on the basis of each of the items on the agenda, at the Company's Registered Office, on the authorised storage system ([emarketstorage.com](http://emarketstorage.com)), and on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance" / "Shareholders' Meeting") where further information can be found.

A copy of said documentation - in electronic format - may be obtained, by request, from:

- Shareholders and General Meetings Management (email [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com))
- Investor Relations (email [investor.relations@intesasanpaolo.com](mailto:investor.relations@intesasanpaolo.com)).

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.

An extract of this notice is published, pursuant to Article 125-bis of Legislative Decree no. 58/1998, in the 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](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting").

Torino, 30 March 2026

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

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**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 10,368,870,930.08 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 "Intesa Sanpaolo" included in the National Register of Banking Groups