

EXTRACT OF THE NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to Article 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

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 the notice of call available on the website group.intesasampaolo.com ("Governance"/"Shareholders' Meeting").

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 notice of call, are fully compliant with the operating instructions issued by Consob with communication no. 3/2020 as a guarantee for all shareholders.

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.

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

- participating in, and casting votes at, the Shareholders' Meeting **only through the Designated Representative Computershare S.p.A.**,
 - communication of ownership of voting rights with record date on 21 April 2026,
 - exercising the right to add items to the agenda, the right to submit new proposals for resolution and the right to ask questions and send written statements on the items on the agenda,
 - the availability of the reports concerning the items on the agenda with the related documentation,
- is set forth in the notice of call available on the website group.intesasampaolo.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 Chair – Gian Maria Gros-Pietro