
Report of the Board of Directors Ordinary Part - Item 2 on the agenda

Remuneration:

b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in the financial year 2025

Distinguished Shareholders,

this Shareholders' Meeting is called to pass a resolution on Section II - Disclosure on compensation paid in the financial year 2025 of the Report on remuneration policy and compensation paid approved by the Board of Directors at the meeting of 13 March 2026, in line with article 123-ter of Legislative Decree No. 58/1998. It should be noted that, pursuant to the abovementioned law provision, the resolution is non-binding.

Section II - Disclosure on compensation paid in the financial year 2025 provides an adequate representation of all the items that constitute remuneration and describes the compensation paid – in compliance with and in application of the 2025 Remuneration Policies approved by the Shareholders' Meeting of 29 April 2025 – in the financial year 2025 for any reason and in any form, by Intesa Sanpaolo and by its subsidiaries or affiliates, to the members of the administration and control bodies, to the General Manager and CEO and, in aggregate form, to key managers (coinciding with Group Top Risk Takers) and remaining Risk Takers, the latter pursuant to article 450 of Regulation (EU) 2013/575, as subsequently amended and integrated – so-called CRR – and to article 20 of Commission Implementing Regulation (EU) 2024/3172 of 29 November 2024, and to Bank of Italy's Circular No. 285 of 17 December 2013.

The Report on remuneration policy and compensation paid - to which reference is made for more details - is available to the public, in accordance with the provisions of law currently in force, at the Company's registered office, in the authorised storage system (at the address www.emarketstorage.com) and on the website group.intesasanpaolo.com.

It should be noted that by 2 April an Addendum to Section II - Disclosure on compensation paid in the financial year 2025 will be made available to the public in the same manner indicated above - in order to complete the information therein provided concerning the level of achievement of the performance objectives of the 2022-2025 "Performance Share Plan" Long Term Incentive Plan, providing final quantitative data.

Distinguished Shareholders, you are therefore invited to pass a resolution on the Disclosure on compensation paid in the financial year 2025 as described in Section II of the Report on remuneration policy and compensation paid, in line with article 123-ter, par. 6, of Legislative Decree. No. 58/1998.

13 March 2026

For the Board of Directors
the Chair – Gian Maria Gros-Pietro

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