

INTRODUCTION

Intesa Sanpaolo S.p.A. (the **Company**) has appointed **Computershare S.p.A. (Computershare)**, through its employee or duly entrusted staff member, to exclusively participate acting as **Designated Representative** in compliance with Article 106, paragraph 4, of Decree Law no. 18 dated March 17th, 2020, converted by Law no. 27 dated April 24th, 2020, the effects of which were most recently extended by Law no. 26 dated February 27th, 2026, to the Ordinary and Extraordinary Shareholders’ Meeting convened on **April 30th, 2026, in single call**, in accordance with the terms and conditions stated in the Notice of call of the Meeting published on the company’s website “*group.intesasanpaolo.com*” (section “Governance”/“Shareholders meeting”).

Computershare collects proxy, pursuant article 135-undecies of CFA, or sub-proxy pursuant article 135-novies of CFA, together with the voting instructions, **to be received on April 28th, 2026**. The proxy and sub-proxy may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy or sub-proxy and voting instructions by signing and submitting this form is **free of charge**, except where transmission or postal charges apply.

Computershare, acting as Designated Representative, is not subject to any conflicts of interest as defined under Article 135-decies of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, **Computershare does not intend** to vote in a manner incompatible with the instructions received.

It is to grant this proxy form together the voting instructions here attached, also downloaded from the company’s website <https://group.intesasanpaolo.com> The proxy and voting instruction form can be simple requested by phone at +39 0110923200.

Intesa Sanpaolo S.p.A. – Ordinary and Extraordinary Shareholders’ Meeting April 30th, 2026
 Proxy and sub-proxy form and Voting instructions to **Computershare S.p.A.** as **Designated Representative**
 pursuant to articles 135-novies and 135-undecies of Legislative Decree 58/1998 and article **106 D.L.18/2020**

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned <i>*(natural person)</i>			
birthplace *	birth date *	Tax code *	
resident in (town) *	at (address) *		
telephone. no.	e-mail		
(2) entitled to the voting right at the close of business of		April 21st, 2026 (Record Date)	as: <input type="checkbox"/> registered holder
<input type="checkbox"/> legal representative - <input type="checkbox"/> pledgee - <input type="checkbox"/> taker-in - <input type="checkbox"/> beneficial interest holder - <input type="checkbox"/> official receiver - <input type="checkbox"/> manager - <input type="checkbox"/> delegate conferring sub-proxy			
(3) for no. *	Shares Intesa Sanpaolo		
(4) as resulting from communication no.*		made by (Bank) *	
registered in the account no.	at	ABI	CAB
(5) in the name of (natural person or legal entity if different from the signing person)			
birthplace *	birth date *	Tax code/LEI *	
resident in (town) *	at (address) *		

DELEGATES/SUBDELEGATES

Computershare to attend and vote at the abovementioned shareholders’ general meeting, with reference to the shares above, in accordance with the following instructions and

DECLARES that no matter of incompatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Designated Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred **(6)**
- the proxy will be validly accepted at the Meeting only on condition that the Company has received, before the start of the Meeting, a specific communication from the intermediary regarding the shares indicated in this proxy form;

STATES, in case of **sub-proxy**, under his/her own liability as proxy holder, pursuant article 135-novies, par. 4 and 5, CFA, the compliance of the list enclosed to the proxies received and the identity of the proxy grantors.

*In the event that the signatory is a **sub-proxy**, information on all proxies with voting instructions given by each proxy shall be set out in a list attached to this Proxy Form.*

DATE	ID Form (7) (type)*	Issued by *	no. *	SIGNATURE
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VOTING INSTRUCTIONS

For use of Designated Representative only (Computershare) - tick relevant boxes as per the Instructions for filling in

The undersigned **(8)**

DELEGATES/SUBDELEGATES the Designated Representative to vote at the above indicated shareholders’ meeting as follow

RESOLUTIONS TO BE VOTED (9)	VOTING INSTRUCTIONS
	F (for), C (against), A (abstain)

ORDINARY PART

0010	1 - 2025 financial statements:				
		<i>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</i>			
		Section A – vote for resolution proposed by the Board of Directors	F	C	A
0020	1 - 2025 financial statements:				
		<i>b) Approval of the Parent Company’s 2025 financial statements</i>			
		Section A – vote for resolution proposed by the Board of Directors	F	C	A
0030	1 - 2025 financial statements:				
		<i>c) Allocation of net income for the year and distribution of dividend and part of the Share premium reserve to shareholders</i>			
		Section A – vote for resolution proposed by the Board of Directors	F	C	A
0040	2 – Remuneration:				
		<i>a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2026</i>			
		Section A – vote for resolution proposed by the Board of Directors	F	C	A

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0050	2 – Remuneration: <i>b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in the financial year 2025</i>			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A
0060	2 – Remuneration: <i>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</i>			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A
0070	2 – Remuneration: <i>d) Approval of the 2026 Annual Incentive Plan based on financial instruments</i>			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A
0080	2 – Remuneration: <i>e) Approval of the 2026-2029 Performance Share Plan Long-term Incentive Plan reserved for the Management of the Intesa Sanpaolo Group</i>			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A
0090	2 – Remuneration: <i>f) Approval of the 2026-2029 LECOIP Long-term Incentive Plan reserved for the Professionals of the Intesa Sanpaolo Group</i>			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A
0100	3 – Own shares: <i>a) Authorisation to purchase own shares for annulment with no reduction of the share capital</i>			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A

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0110	3 – Own shares: <i>b) Authorisation to purchase and dispose of own shares to serve the Incentive Plans of the Intesa Sanpaolo Group</i>			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A

0120	3 – Own shares: <i>c) Authorisation to purchase and dispose of own shares for trading purposes</i>			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A

EXTRAORDINARY PART

0130	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			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A

0140	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			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A

0150	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			
	Section A – vote for resolution proposed by the Board of Directors	F	C	A

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0160	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			
	Section A – vote for resolution proposed by the Board of Directors <table border="1" style="float: right; margin-left: 20px;"> <tr> <td style="text-align: center; width: 30px;">F</td> <td style="text-align: center; width: 30px;">C</td> <td style="text-align: center; width: 30px;">A</td> </tr> </table>	F	C	A
F	C	A		

Possible derivative action			
Vote for derivative action against Directors in case it would be proposed by shareholders pursuant art. 2393, subsection 2 of Italian civil code <table border="1" style="float: right; margin-left: 20px;"> <tr> <td style="text-align: center; width: 30px;">F</td> <td style="text-align: center; width: 30px;">C</td> <td style="text-align: center; width: 30px;">A</td> </tr> </table>	F	C	A
F	C	A	

DATE

SIGNATURE

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pursuant to articles 135-novies and 135-undecies of Legislative Decree 58/1998 and article 106 D.L.18/2020

Instructions for filling in and submitting the form

1. **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 Designated Representative together with the **Voting Instructions** reserved to him within the term indicated in the Introduction (April 28th, 2026) using one of the following methods:
 - 1) **Online:** completing the online form available on the Company’s website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder; in such case, the above deadline shall be extended to 12.00 on April 29th, 2026;
 - 2) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to intesasanpaolo@pecserviziottitoli.it (Reference: Shareholders Meeting Intesa Sanpaolo 2026) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 3) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to intesasanpaolo@pecserviziottitoli.it (Reference: Shareholders Meeting Intesa Sanpaolo 2026) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 4) **Common Email address Holders:** as an attachment document (PDF format) sent to intesasanpaolo@pecserviziottitoli.it (Reference: Shareholders Meeting Intesa Sanpaolo 2026). 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 Turin, Italy.
 - 5) **Via FAX to the number:** +39 011 0923202.

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. Ensure that the number and type of shares for which the proxy is granted coincides with that certified by the intermediary in his communication to the company whose references are to be indicated in the following point (4)
4. Enter the communication made by the intermediary and its name. 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. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
6. Pursuant article 135-undecies, par. 3, CFA “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. About proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.”
7. Provide details of a valid form of identification of the proxy signatory.
8. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the Company’s website <https://group.intesasanpaolo.com>. Computershare S.p.A., as Designated 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 instruction. 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, within the term and in the cases provided. The Designated 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.

Each Agenda items, In case of approval of the proposal contained in first proposal, may not be taken into consideration alternative proposal.

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Regulatory References

Italian Legislative Decree no. 58/98 (C.F.A.)

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.

Article 135-undecies

(Designated representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person Designated as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party Designated as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135. (omissis par. 2, 3, 4 5).

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

Article 106

(Rules relating to the conduct of Company and Entities Shareholders’ meetings)

...omissis...

2. With the notice of ordinary or extraordinary general meetings, companies limited by shares, limited partnerships with a limited partnership limited by shares, limited liability companies, and cooperative and mutual insurance companies may provide, also by way of derogation from the different provisions of the articles of association, for the expression of the vote by electronic means or by correspondence and participation in the shareholders' meeting by means of telecommunications; the aforesaid companies may also provide that the shareholders' meeting be conducted, also exclusively, by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of voting rights, pursuant to and for the purposes of Articles 2370, fourth paragraph, 2479-bis, fourth paragraph, and 2538, sixth paragraph, of the Italian Civil Code without, in any case, the need for the chairman, secretary or secretary to be in the same place, where provided for provided for, the chairman, the secretary or the notary.

...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 Designated 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 Designated Representative may also be confer proxies or subdelegations 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.

5. Paragraph 4 also applies to companies admitted on a multilateral trading system and to Companies with financial instruments widely distributed among the public.

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Italian Civil Code

Article 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 favor. 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*.

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INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to 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**"), Designated Representative of the company pursuant to article 106 D.L. 18/2020, 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 Designated Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned article 106 D.L. 18/2020.

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 Designated Representative;
- **legal obligations**: to comply with the legal obligations the Designated 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 dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy> .

Computershare S.p.A.