INTESA SANPAOLO

NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

The **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 **10 September 2026**, to discuss and pass resolutions on the following

Agenda:

1. Proposal to grant the Board of Directors, pursuant to Art. 2443 of the Civil Code, with the power, to be exercised by 10 September 2027, to increase the share capital of the Company, in one or more tranches and in a divisible form, without pre-emption right pursuant to Art. 2441, paragraph 4, first sentence, of the Civil Code, and with issuance of maximum no. 5.7 billion ordinary shares, with regular entitlement and with no par value, having the same characteristics as the outstanding shares, whose issuance price shall be determined by the Board of Directors pursuant to the provisions of law, to be paid up by way of contribution in kind functional to a voluntary public tender and exchange offer on all the ordinary shares of Banca Monte dei Paschi di Siena S.p.A, announced by the Company with communication pursuant to Art. 102, paragraph 1, of Legislative Decree 24 February 1998, no 58 on 8 June 2026; subsequent amendment of Art. 5 of the Company's by-laws; related and consequent resolutions.

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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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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 (**1 September 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 ("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 8 September 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 by ordinary email; (ii) transmission of a computerised copy thereof to 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 ("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 9 September 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 (8 September 2026 and, for submission through the IT platform, at 12:00 p.m. on 9 September 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 10,408,491,333.68 euro, divided into 17,479,423,619 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 18 June 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. 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 26 August 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).

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 26 August 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 28 August 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 1 September 2026** ("record date") through the dedicated section of the website group.intesasanpaolo.com, by email to 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" (**4 September 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 7 September 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 documents concerning the item on the agenda as required by applicable laws and regulations shall be made available to the public, within the term established, at the Company's Registered Office, on the authorised storage system (emarketstorage.com), and on the website group.intesasanpaolo.com ("Governance" / "Shareholders' Meeting") where further information can be found, as well as, in any event, in accordance with the formalities required by applicable law within the relevant deadlines.

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

- Shareholders and General Meetings Management (email ufficio.soci@intesasanpaolo.com)
- Investor Relations (email 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 ("Governance"/"Shareholders' Meeting").

Torino, 8 June 2026

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