

EXTRACT OF THE NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

(pursuant to Article 125-bis, paragraph 1, of Legislative Decree 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 **28 April 2021**, to discuss and pass resolutions on the agenda as stated below.

In relation to the **Covid-19 epidemiologic emergency** and 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, as subsequently amended, participation in, and voting at, the Shareholders' Meeting shall only be allowed through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998, as per the indications provided in the specific paragraph of the notice of call available on the website group.intesasampaolo.com ("Governance" / "Shareholders' Meeting").**

Agenda:

Ordinary part

- 1) 2020 financial statements:
 - a) Approval of the Parent Company's 2020 financial statements
 - b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve;
- 2) Remuneration:
 - a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2021
 - b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in financial year 2020
 - c) Extension of the increase in the cap on the non-recurring to recurring remuneration in the context of the package offered to the newly recruited Financial Advisors of the Intesa Sanpaolo Group
 - d) Approval of the 2021 Annual Incentive Plan based on financial instruments
 - e) Update of the 2018-2021 POP (Performance Call Option) Long-term Incentive Plan for Top Management, Risk Takers and Key Managers. Related and consequent resolutions
 - f) Directors' and Officers' Liability Insurance. Related and consequent resolutions;
- 3) Own shares:
 - a) Authorisation to purchase and dispose of own shares to serve Incentive Plans
 - b) Authorisation to purchase and dispose of own shares for trading purposes.

Extraordinary part

- 1) Amendments to the following Articles of the Articles of Association: Articles 2 (Registered office), 13 (Board of Directors and Management Control Committee), 14 (Election of the Board of Directors), 17 (Meetings and resolutions of the Board of Directors), 18 (Powers of the Board of Directors), 19 (Chairman of the Board of Directors), 29 (Financial statements and net income); repeal of Title VIII of the Articles of Association (Transitory and final rules comprising Articles 34 and 35).

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

- participating and casting votes in the Shareholders' Meeting **only through the Appointed Representative Computershare S.p.A.**,
- communication of ownership of voting rights with record date on 19 April 2021,
- exercising the right to add items to the agenda, the right to submit new proposals for resolution and the right to ask questions on the items on the agenda,
- the availability of the reports concerning the items on the agenda and the documentation relating to the Shareholders' Meeting, 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 Chairman - Gian Maria Gros-Pietro