INTESA SANPAOLO

Shareholder's Guide

August 2026

This Guide is aimed at providing the Bank’s shareholders with useful support, highlighting the rights connected with the shares held and encouraging a more active relationship with the Company.

This Guide is merely for information and not a substitute for consulting the Intesa Sanpaolo Group's official documents.

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1. The Intesa Sanpaolo Group

The Intesa Sanpaolo Group is one of the top banking groups in Europe, has a well-diversified and resilient business model, holds a world-class position in social Impact, supports clients in the sustainable transition, is committed to decarbonisation and promotes culture and innovation.

The Intesa Sanpaolo Group is the leading banking group in Italy, with approximately 13.9 million customers and over 2,600 branches, and is the country's leading provider of financial products and services to both households and enterprises. This includes banking intermediation (a market share of 17% in customer loans and 20% in customer deposits), asset management (21%), factoring (21%) and pension funds (24%).

The Group has a strategic international presence, with over 900 branches and approximately 7.5 million customers. It is among the top players in several countries in Central Eastern Europe and in the Middle East and North Africa, through its local subsidiary banks: the Intesa Sanpaolo Group ranks first in Serbia, second in Croatia and Slovakia, third in Slovenia, fourth in Albania, sixth in Bosnia and Herzegovina, seventh in Moldova and Hungary and eighth in Egypt.

As at 30 June 2026, the Intesa Sanpaolo Group had total assets of 992,669 million euro, customer loans of 437,125 million euro, direct deposits from banking business of 612,345 million euro and direct deposits from insurance business of 187,436 million euro.

The Group operates through six divisions:

- The Banca dei Territori Division: focus on the market and centrality of the territory for stronger relations with individuals, small and medium-sized enterprises and non-profit entities. The division includes the activities in industrial credit, leasing and factoring, as well as the digital bank Isybank (which also operates in instant banking through Mooney, the partnership with the ENEL Group).
- The IMI Corporate & Investment Banking Division: a global partner which, taking a medium-long term view, supports corporates, financial institutions and public administration, both nationally and internationally. Its main activities include capital markets & investment banking. The division is present in 23 countries where it facilitates the cross-border activities of its customers through a specialist network made up of branches, representative offices, and subsidiary banks focused on corporate banking.
- The International Banks Division: includes the following commercial banking subsidiaries: Intesa Sanpaolo Bank Albania in Albania, Intesa Sanpaolo Banka Bosna i Hercegovina in Bosnia and Herzegovina, Privredna Banka Zagreb in Croatia, the Prague branch of VUB Banka in the Czech Republic, Bank of Alexandria in Egypt, Eximbank in Moldova, CIB Bank in Hungary, Intesa Sanpaolo Bank Romania in Romania, Banca Intesa Beograd in Serbia, VUB Banka in Slovakia, Intesa Sanpaolo Bank in Slovenia and Pravex Bank in Ukraine.
- The Private Banking Division: serves the customer segment consisting of Private clients and High Net Worth Individuals with the offering of products and services tailored for this segment. The division includes Fideuram - Intesa Sanpaolo Private Banking with 7,107 private bankers.
- The Asset Management Division: asset management solutions targeted at the Group's customers, commercial networks outside the Group, and the institutional clientele. The division includes Eurizon, with 365 billion euro of assets under management.
- The Insurance Division: insurance and pension products tailored for the Group's clients. The division holds direct deposits of 187 billion euro and includes Intesa Sanpaolo Assicurazioni - which controls Intesa Sanpaolo Protezione, Intesa Sanpaolo Insurance Agency and InSalute Servizi - and Fideuram Vita.

2. What it means to be an Intesa Sanpaolo shareholder

Intesa Sanpaolo's share capital is 10,529,394,196.28, divided into 17,682,460,955 ordinary shares without nominal value.

On purchasing Intesa Sanpaolo shares, as for shares in any other listed company, a stake of the bank's share capital is acquired and the holder becomes a shareholder, or partner. As a partner, a shareholder participates in the development of the bank's activities and therefore also in the related risks. The share investment risk is equal to the value of the shares purchased. A share investment yield is not guaranteed, but rather depends on the economic results achieved by the bank each year.

Holders of ordinary shares have the following rights:

1) Right to participate and vote in Shareholders' Meetings
On any important occasion in the life of the company, such as, among others, approval of financial statements, appointment of members of the Board of Directors and the Management Control Committee, amendment of the Articles of Association or share capital increases, Shareholders are summoned to a Meeting where they can express their opinion by voting. Each ordinary share confers the right to cast one vote.

2) Right to receive dividends
Shareholders may participate in profits achieved by the Bank during the financial year (which closes on 31 December each year). The Ordinary Shareholders' Meeting is in charge of resolving the allocation to the shareholders of part of the net income recorded in the financial statements, in the form of a dividend, after deduction of the portion to allocate to the legal reserve and the unavailable portion pursuant to law. The Board of Directors may resolve on the distribution of interim dividends, in the form and manner provided for in the applicable law.

3) Pre-emptive rights
When a new issue of Intesa Sanpaolo shares is arranged, shareholders are given a pre-pre-emptive right to subscribe. This right can be sold on the market.

4) Right to receive disclosures
The Bank's results are disclosed on a quarterly basis in accordance with the following calendar:
February – the previous year's results,
May – the results for the 1st quarter of the current year,
July – the results for the 1st half of the current year,
November – the results for the 3rd quarter of the current year.
Intesa Sanpaolo makes public the annual calendar of corporate events on the website group.intesasanpaolo.com. The calendar also shows the dates of the Board of Directors' meetings called to approve interim statements, half-yearly and annual reports.
In addition, whenever information is considered useful to shareholders and/or concerns the exercise of any rights and/or could influence the share price, official disclosure is immediately arranged via a press release disseminated with the main press agencies and, at the same time, publication on the website. For those who may be interested, an e-mail or SMS service has been set up to notify the publication of any new press release on the Intesa Sanpaolo website. This service can be activated from the tools of the website.

5) Other non-economic rights
Shareholders have other non-economic rights that can be exercised individually or jointly with other shareholders.
Individually-exercised rights include:
- the right to examine the shareholders' register and register of Shareholders' Meeting attendance and resolutions, with the option of requesting abstracts, upon request also on electronic medium at their own expenses;
- the right to ask questions on items on the agenda of the Shareholders' Meeting also before the Meeting;
- the right to submit proposed resolutions in the Shareholders' Meeting;
- the right of withdrawal pursuant to law and the Articles of Association.

Jointly-exercised rights include:
- the right to request a Shareholders' Meeting convocation (except for those items to be resolved on by the Meeting upon proposal of the Board of Directors pursuant to law), by a number of shareholders representing at least one twentieth of the share capital;
- the right to integrate the Shareholders' Meeting agenda (except for those items to be resolved on by the Meeting upon proposal of the Board of Directors pursuant to law), and to submit proposed resolutions on the items already on the agenda, by a number of shareholders representing at least one fortieth of the share capital;

- the right to file lists of candidates for election to the Board of Directors and the Management Control Committee, by a number of shareholders representing at least 0.5% of the share capital represented by ordinary shares;
- the right to challenge adopted Shareholders' Meeting resolutions that do not comply with the law or the Articles of Association, by a number of absent, dissenting or abstaining shareholders representing one thousandth of the share capital;
- the right to challenge resolutions of the Board of Directors where such resolutions are damaging to shareholder rights, by a number of shareholders representing one thousandth of the share capital.

3. Buying and selling Intesa Sanpaolo shares

Intesa Sanpaolo ordinary shares are listed on the Italian Stock Exchange.

To buy Intesa Sanpaolo shares it is sufficient to be a deposit and current account holder with an authorised intermediary (a bank or a SIM - an investment firm), or buy through online trading and pass the purchase order to the intermediary for the number of shares required, also indicating the price at which the transaction should be completed if appropriate. Buy and sell orders, compatible in terms of price and quantity, are automatically matched within the online system and completed automatically. The intermediary at this stage issues the 'order completed' notification.

Shares listed on the stock exchange are 'dematerialised' securities, i.e. no actual printed share certificate is received, but rather only the intermediary's confirmation that the purchase has been made by 'uploading' of the shares to the shareholder's deposit account.

To sell Intesa Sanpaolo shares it is sufficient to issue an order to the intermediary to sell all or part of the shares held on the electronic market, specifying a sell price if appropriate. When the sell order matches a buy order, the order is completed and the party issuing the order is notified.

Any orders not processed during one trading day, unless otherwise indicated at the time of the order, lose their validity and need to be re-issued. If instead the order clearly states that it is valid ‘until the specified date’, it is automatically transferred to the next trading day and so on until the date specified in the order.

The performance of Intesa Sanpaolo shares can be monitored by following the share prices published:
- in leading Italian daily newspapers;
- on the Bank’s website (group.intesasanpaolo.com);
- on the Borsa Italiana website (http://www.borsaitaliana.it);
- on leading financial websites.

4. The Shareholders' Meeting: right to participate and vote

The Shareholders' Meeting, confirmed as duly called and constituted, represents all Shareholders, and resolutions passed in accordance with the law and the Articles of Association are binding on all Shareholders, irrespective of their attendance or agreement.

The Shareholders' Meeting is called by the Board of Directors through a notice published on the Intesa Sanpaolo website and, in extract form, in at least one leading Italian daily newspaper (as common practice, in "Il Sole 24 Ore" and some other national and international newspapers). The notice is generally disclosed by the thirtieth day before the date of the Meeting; in case of a Shareholders' Meeting called to appoint members of the Board of Directors and the Management Control Committee by means of list voting, the deadline for publication of the notice is brought forward to the fortieth day before the date of the Meeting.
The call notice must specify:
- the date, time, venue for the Shareholders' Meeting and the list of the items of the agenda;
- the description of the procedures for participation and vote in the Meeting as well as the information regarding the right to ask questions before the Meeting, the right to supplement the agenda or to submit proposed resolutions on the items already on the agenda, the procedure to exercise the vote by proxy and the forms the shareholders may use, the methods of notification of the voting proxies - also electronically;
- the procedure to confer the voting proxies to the Representative (or more Representatives) designated by the company;
- the record date, set at the end of the seventh trading day before the Meeting, which coincides with the time of asserting the right of intervention and vote, specifying that those holding shares only after this day will not have the right to participate and vote in the Meeting;
- the methods and terms to obtain the proposed resolutions, together with the reports and the documents that will be submitted to the Shareholders' Meeting;
- the methods and terms to submit lists for the appointment of members of the Board of Directors and the Management Control Committee; and
- the website of the Company providing the documents that will be submitted to the Shareholders' Meeting and the forms these can use for the voting proxies.

Those with the right to vote may attend the Shareholders' Meeting provided a notice by the authorised intermediary certifying their voting right is filed with the Company by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (or in any case by the start of the Shareholders' Meeting on each call).

The Company provides those entitled with the material prepared for the Shareholders' Meeting, also so that shareholders may vote in a well-informed manner. In general, a report on each item on the agenda is made available to the public at the company's registered office and on the Intesa Sanpaolo website at the time of publishing the call notice. Special terms apply to the publication of the annual report and the reports prepared according to the law, as specified in the notice from time to time.

The Shareholders' Meeting may be Ordinary or Extraordinary. The Ordinary and Extraordinary Shareholders' Meetings may be called for the same day.

The Shareholders' Meeting is usually held on single call. The Ordinary Shareholders' Meeting is validly constituted regardless of the proportion of the share capital represented by entitled persons in attendance and resolutions are passed by absolute majority of the capital represented at the Shareholders' Meeting without prejudice for the specific rules regarding the appointment of corporate bodies and remuneration. The Extraordinary Shareholders' Meeting is validly constituted when entitled persons representing at least one-fifth of the share capital are in attendance and resolutions are passed with the favourable vote of at least two-thirds of the capital represented at the Shareholders' Meeting.

The Board of Directors may exceptionally establish a second call for the Shareholders' Meetings and, limited to the Extraordinary Shareholders' Meeting, also a third call. This decision is disclosed in the call notice. In these cases, for the Shareholders' Meeting to be validly constituted and related resolutions validly passed, the majorities established for each of them by current laws and regulations apply, both in Ordinary and Extraordinary session.

In accordance with Article 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, converted by Law no. 27 of 24 April 2020, the effects of which were most recently extended by Law no. 26 dated 27 February 2026, participating in, and voting at, the Shareholders' Meetings of 27 April 2020, 28 April 2021, 14 October 2021, 29 April 2022, 28 April 2023, 24 April 2024, 29 April 2025 and 30 April 2026 were permitted only through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998.

The Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting must be called at least once a year:
1) to approve the financial statements and resolve upon the net income allocation;
2) to appoint, after determining the number, and remove the members of the Board of Directors, determine their remuneration and elect the Chair and one or more Deputy Chairs;
3) to appoint and remove the members of the Board of Directors who are members of the Management Control Committee, and determine their remuneration;
4) to resolve upon the responsibilities of the members of the Board of Directors;
5) to confer and revoke the mandate for the audit of the accounts and determine the relevant fees following the reasoned proposal of the Management Control Committee and, once the opinion of the Management Control Committee has been sought, revoke or amend the mandate conferred, where necessary;
6) to approve the remuneration policies relating to the members of the Board of Directors and the staff and the plans based on financial instruments, in accordance with law provisions and regulations in force; in this context, it approves the criteria for determining the compensation to be granted in the event of early termination of employment or early departure from office, including the limits on such compensation in accordance with applicable law and regulations, and it may also resolve upon a ratio of the variable component to the fixed component of individual remuneration for personnel in excess of 1:1, but not in excess of the maximum according to Supervisory laws and regulations, with the qualified majorities defined in those same laws and regulations;
7) to approve the regulations, if any, of the Shareholders' Meetings;
8) to resolve upon the other matters assigned to it by the regulations in force or by the Articles of Association;
9) to authorise the most significant transactions with related parties in the case and in accordance with regulations in force.

The Extraordinary Shareholders' Meeting

The Extraordinary Shareholders' Meeting resolves upon amendments to the Articles of Association (without prejudice to the powers of the Board of Directors to comply with laws and regulations), on appointment, revocation, substitution and powers of liquidators and on any other matter assigned to it by law.

Instructions for attending Shareholders' Meetings

The right to attend the Shareholders' Meeting is conditional upon the persons holding Intesa Sanpaolo shares at the record date (the seventh trading day prior to the Meeting) and requesting the intermediary, with which their shares are deposited, a notice certifying they are entitled to attend and exercise their voting right. The notice is sent by the intermediary to Intesa Sanpaolo electronically, based on its accounting records. The notice - valid up to and including the final call indicated in the call notice - must be received by the intermediaries of the issuer by the end of the third trading day before the date set for the Shareholders' Meeting. The Company must in any case accept any communication that may be sent after the deadline, provided this is received by the start of the Shareholders' Meeting on each call.

Material prepared in advance for items on the agenda and any other information regarding the Shareholders' Meeting and attendance by entitled persons may be obtained from Shareholders and General Meetings Management (e-mail ufficio.soci@intesasanpaolo.com).

Right to ask questions before the Shareholders' Meeting

Persons entitled to vote may ask questions on the items on the agenda also before the Shareholders' Meeting is held.

In order to exercise this right a specific certificate must be requested to the intermediary with which shares are deposited stating this legitimation or, in alternative, the notice required for participating in the Shareholders' Meeting.

The questions must be received by Intesa Sanpaolo by the end of the fifth trading day prior to the date of the Meeting on first or on single call or by the record date (the seventh trading day prior to the date of the Meeting) if the notice of call specifies that the company, before the Shareholders' Meeting, will provide an answer to the questions received, as indicated from time to time in the notice of call and in accordance with the methods herein specified.

In this last case, the answers will be given at least two days prior to the date of the Meeting including by publication in the specific section of the website.

Answers provided in writing and made available to all shareholders entitled to vote at the start of the Meeting are considered to be equivalent to answers provided in the Meeting.

The company has the right to provide a single response to questions with the same content.

With regard to the Shareholders' Meetings of 27 April 2020, 28 April 2021, 14 October 2021, 29 April 2022, 28 April 2023, 24 April 2024, 29 April 2025 and 30 April 2026, as specified in the notice of call, answers to the questions received from shareholders by the record date (the seventh trading day prior to the Meeting) were published on a specific section of the company's website prior to the deadline for sending voting instructions to the appointed representative.

Representation in the Shareholders' Meeting

The holder of a voting right may have him/herself represented at the Meeting. The voting proxy may be notified electronically by filling in the form available in the specific section of the website or via e-mail, as specified in the call notice from time to time.

Shareholders may also delegate, free of charge, the Representative(s) designated by Intesa Sanpaolo - with voting instructions for all or some of the items on the agenda - and indicated in the call notice, by the end of the second trading day before the date set for the Shareholders' Meeting; the proxy and the voting instructions may be revoked by the same term.

The proxy is conferred by signing the specific form published on the website. Only the shares for which a proxy has been conferred, also partially, will be included in the calculation to establish that the Meeting is duly constituted.

To participate in the Shareholders' Meeting, the Representative gives Intesa Sanpaolo the original proxy or, alternatively, a copy of it, also on electronic medium; in this latter case, the original proxy and the voting instructions received must be kept for one year from the end of the Shareholders' Meeting.

As regards the Shareholders' Meetings of 27 April 2020, 28 April 2021, 14 October 2021, 29 April 2022, 28 April 2023, 24 April 2024, 29 April 2025 and 30 April 2026, instructions given, respectively, in the supplement to the notice of call published on 25 March 2020 and in the notices of call published on 26 March 2021, 13 September 2021, 18 March 2022, 27 March 2023, 24 March 2024, 19 March 2025 and 30 March 2026 were applied.

Voting report and minutes of the Shareholders' Meeting

A report summarising the votes and the number of shares represented at the Meeting is made available on Intesa Sanpaolo website within five days of the date of the Meeting.

The minutes of the Shareholders' Meeting, together with the related attachments, is published on the same website within thirty days of the Meeting.

5. The dividend

The dividend represents the part of Intesa Sanpaolo profits distributed to shareholders as a return on capital invested in the Bank.

At the end of each financial year, the Board of Directors prepares the draft of the financial statements in accordance with law and proposes for the approval of the Shareholders' Meeting the payment of a determined amount as dividend per share. The Board of Directors may propose, and/or the Shareholders' Meeting may resolve, not to distribute a dividend. The Board of Directors may resolve on the distribution of interim dividends, in the form and manner provided for in the applicable law.

After approval of the Shareholders' Meeting of the proposal for payment of the dividend and after the decision of the Board of Directors to distribute interim dividends, a financial announcement is published in an Italian daily newspaper stating:
- the amount of the dividend;
- the number of the coupon related to the dividend;
- the coupon detachment date (to receive the dividend, the shares must be acquired by the end of the last trading day before the coupon detachment date);
- the record date (the day on which entries in the records count for the purpose of determining the right to receive payment of dividends);
- the payment date;
- the intermediaries authorised to make payment.

In order to receive a dividend paid by Intesa Sanpaolo it is sufficient to hold shares at the record date. The amount of the dividend will then be paid automatically to the related current account through the intermediary with which shares are deposited. The dividend is paid on the second trading day after detachment of the coupon and the first trading day after the record date.

6. Pre-emptive rights

If Intesa Sanpaolo decides to issue new shares or bonds convertible into shares, these must be offered on option to existing shareholders in proportion to the shares held, except for option rights excluded or limited under specific provisions set forth by law.
If a shareholder decides not to exercise this option, it may be sold on the market for its cash value.

7. Corporate disclosures

As a listed company, Intesa Sanpaolo is subject to disclosure obligations to the market and is committed to disclosing information correctly and promptly.

Every transaction or event that might affect the share price is disclosed to the market through a press release disseminated with the leading press agencies and published on the website group.intesasanpaolo.com.

Intesa Sanpaolo is also committed to informing the market of periodic results, particularly the annual report, inclusive of the parent company financial statements, the consolidated financial statements and the report on operations, the half-yearly report inclusive of the condensed half-yearly financial statements and the interim report on operations, and the interim statements as at 31 March and as at 30 September. These documents are available with the Company registered office at group.intesasanpaolo.com to anyone wishing to see them or to request a copy.

Furthermore, the Intesa Sanpaolo website offers, as information tools for the market, corporate documents such as the Articles of Association, the Report on Corporate Governance and Ownership Structures, the Report on remuneration policy and compensation paid, the Code of Ethics and the Consolidated Non-financial statement and another set of information useful to shareholders on issues such as:
- share performance;
- shareholder base;
- shares and dividends;
- presentations of results, the Business Plan and other significant events;
- press releases;
- the Bank's ratings from the rating agencies (S&P Global Ratings, Moody's, Fitch Ratings, Morningstar DBRS);
- notices to shareholders;
- financial calendar;
- analyst coverage;
- Investor Relations team contacts.

An e-mail or SMS service has been set up to notify the publication of any new press release on the Intesa Sanpaolo website. To activate this service, please complete the special form by entering the Alert Center from the User Area of the Intesa Sanpaolo website.

8. Taxation

Italian share dividends received by natural persons resident in Italy who hold equity investments outside their business are subject to a non-refundable 26% tax withheld at source (known in Italian as the “cedolare secca” tax).

No tax is withheld at source when dividends are received by:

- commercial partnerships based in Italy (snc, sas) and individual entrepreneurs: dividends contribute to the taxable base in the annual tax return by 40% if produced until 31 December 2007, by 49.72% if produced from 1 January 2008 to 31 December 2016 and by 58.14% if produced from 1 January 2017;
- companies (SpA, srl, Sapa, cooperatives) and commercial organisations based in Italy: 95% of dividends received do not qualify as contributing to the IRES taxable income. Therefore 5% of dividends are taxed in the annual tax return.

In relation to income whose distribution is approved from 1/1/2026, the aforementioned partial exemption from the taxable base is allowed only if the recipient holds a stake in capital of not less than 5% or with fiscal value of not less than 500,000.00 euro.

No tax is withheld at source for non-profit organisations (foundations, Onlus, etc.) based in Italy: dividends contribute to the taxable base by 50% of their amount if the organisation exclusively or principally carries out one or more non-profit activities of general interest for the pursuit of civic, solidarity and social purposes.

Income generated from 1/1/2020 being distributed to *società semplici* (simple partnerships) is received for transparency by their respective partners and the correspondent fiscal regime applies.

No tax is withheld at source on dividends received through asset management (individual portfolio management, pension funds) or from mutual investment and real-estate funds.

Dividends paid to persons not resident in Italy a withholding tax of 26%, without prejudice to any application of more favourable tax rates envisaged in international agreements to avoid dual taxation.

In order to mitigate the effects of international dual taxation, persons not resident in Italy and who are not savings shareholders have the right to a tax refund of up to one-fourth of the withholding tax they can prove was paid as non-refundable tax in another country on the same dividends, by means of a certificate from the relevant tax authority of the other country.

On dividends paid to companies and organisations resident in an EU member state or in a country in the SEE area included on the white list of countries or areas offering an effective exchange of information (Norway and Iceland), a withholding tax is applied at the rate of 1.2%, i.e. a tax treatment similar to that for Italian dividends received by IRES taxpayers (24% IRES tax on 5% of the dividend). The lower rate is applied if the eligible parties are subject to corporate tax in the country of residence and, in relation to income whose distribution is approved from 1/1/2026, subject to the recipient holding a stake in capital of not less than 5% or with fiscal value of not less than 500,000.00 euro.

The disposal of shares held by natural persons resident in Italy and by equivalent entities (non-profit organisations and non-trading companies) may generate income/loss classed as "other income" (Article 67 et seq of Italian Presidential Decree 917/86), subject to taxation under the rules of optional "declaration", "administered" or "managed" regimes envisaged in Italian Legislative Decree 461/97. In general and with different terms depending on the adopted regime, Italian Legislative Decree 461/97 calls for the application of capital gains tax at the rate of 26% and the option of offsetting capital losses against capital gains.

For persons other than those governed by Italian Legislative Decree 461/97, trading gains/losses are taxed according to their own tax regulations.

9. Delayed exercise of rights

To exercise any rights that have not yet lapsed (e.g. dividends) or to swap printed share certificates issued by companies now merged into Intesa Sanpaolo, shareholders may contact the bank at which their deposit/current account is held or directly contact Shareholders and General Meetings Management (e-mail ufficio.soci@intesasanpaolo.com).

Contacts

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