

PRESS RELEASE

INTESA SANPAOLO: FILING NOTICE

Turin - Milan, 22 March 2019 – Intesa Sanpaolo communicates that, in accordance with the regulations in force, the following documents were made available today at the Company's Registered Office, as well as on the authorised storage system [eMarket STORAGE](#) and on the website group.intesasnpaolo.com:

- the Annual Report 2018 of Intesa Sanpaolo S.p.A. - comprising the consolidated financial statements and the Parent Company's draft financial statements as at 31 December 2018, both approved by the Board of Directors on 26 February 2019, the report on operations, the certification pursuant to Article 154-*bis* of Legislative Decree no. 58/1998 - and the Independent Auditors' Reports;
- the 2018 draft financial statements of the merged subsidiary Intesa Sanpaolo Group Services S.c.p.A.;
- the 2018 draft financial statements of the merged subsidiary Cassa di Risparmio di Pistoia e della Lucchesia S.p.A.;
- the 2018 Consolidated Non-financial Statement pursuant to Legislative Decree no. 254/2016;
- the Report on Corporate Governance and Ownership Structures pursuant to Article 123-*bis* of Legislative Decree no. 58/1998;
- the Report on Remuneration pursuant to Article 123-*ter* of Legislative Decree no. 58/1998;
- the Report of the Management Control Committee pursuant to Article 153 of Legislative Decree no. 58/1998;
- the reports to shareholders on the proposals concerning the items 1, 2, 4 and 5 on the agenda of the Ordinary Shareholders' Meeting convened, on single call, for 30 April 2019.

The reports to shareholders consist of:

1. 2018 financial statements:
 - a) Approval of the Parent Company's 2018 financial statements
 - b) Allocation of net income for the year and distribution of dividend to shareholders
 - c) Approval of the 2018 financial statements of the merged subsidiary Intesa Sanpaolo Group Services S.c.p.A.
 - d) Approval of the 2018 financial statements of the merged subsidiary Cassa di Risparmio di Pistoia e della Lucchesia S.p.A.;
2. Appointment of the independent auditors for the financial years 2021-2029 and determination of their fees;
4. Remuneration and own shares:
 - a) Remuneration policies in respect of Board Directors
 - b) Determination of the remuneration of Board Directors pursuant to Articles 16.2 - 16.3 of the Articles of Association
 - c) Remuneration and incentive policies of the Intesa Sanpaolo Group for 2019
 - d) Increase in the cap on the variable-to-fixed remuneration to certain categories of personnel belonging to Asset Management Companies (*Società di Gestione del Risparmio*) of the Intesa Sanpaolo Group
 - e) Integration to the criteria for the determination of the compensation to be granted in the event of early termination of the employment agreement or early termination of office
 - f) Approval of the 2018 Annual Incentive Plan based on financial instruments
 - g) Authorisation to purchase and dispose of own shares to service the 2018 Annual Incentive Plan;
5. Proposal for settlement of the liability action brought against the former Chairman and the former General Manager of the merged subsidiary Banca Monte Parma S.p.A..

With reference to item 4 f), the Information Document pursuant to Article 84-*bis*, paragraph 1, of Consob Issuers' Regulation relating to the Incentive Plan based on financial instruments was made available today in the same modality as the documents above.

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