

EXTRACT OF THE NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING (pursuant to Article 125-bis, paragraph 1, of Legislative Decree no. 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 24 April 2024**, to discuss and pass resolutions on the agenda as stated below.

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. 18 dated 23 February 2024, 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 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.intesasnpaolo.com ("**Governance**" / "**Shareholders' Meeting**").

Agenda:

Ordinary part

- 1) 2023 financial statements:
 - a) Approval of the Parent Company's 2023 financial statements
 - b) Allocation of net income for the year and distribution of dividend and part of the Share premium reserve to shareholders;
- 2) Remuneration:
 - a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2024
 - b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in the financial year 2023
 - c) Approval of the 2024 Annual Incentive Plan based on financial instruments;
- 3) Own shares:
 - a) Authorisation to purchase own shares for annulment with no reduction of the share capital
 - b) Authorisation to purchase and dispose of own shares to serve the Incentive Plans of the Intesa Sanpaolo Group
 - c) Authorisation to purchase and dispose of own shares for trading purposes.

Extraordinary part

Annulment of own shares with no reduction of the share capital and consequent amendment to Article 5 (Share Capital) of the Articles of Association.

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

- participating in, and casting votes at, the Shareholders' Meeting **only through the Appointed Representative Computershare S.p.A.**,
- communication of ownership of voting rights with record date on 15 April 2024,
- 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 with the related documentation, is set forth in the notice of call available on the website group.intesasnpaolo.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 Chair – Gian Maria Gros-Pietro