

NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

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 this notice.

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.

Right to participate in the Shareholders' Meeting

Persons may participate in the Shareholders' Meeting - only through the Appointed Representative in accordance with the procedures 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 (**15 April 2024** - "**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 Appointed 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 April 2024 by Law no. 18 dated 23 February 2024, participation in the Shareholders' Meeting shall occur only through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998; the aforementioned Appointed 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 "Appointed Representative" pursuant to Article 135-undecies of Legislative Decree no. 58/1998.

In order to grant the proxy to the Appointed 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 Appointed Representative, must be received **by 22 April 2024** (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 (PDF) 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 Appointed 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 on 23 April 2024**.

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 (22 April 2024 and, for submission through the IT platform, at 12:00 on 23 April 2024). 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 Appointed Representative, the members of Intesa Sanpaolo's Corporate Bodies and the designated Secretary and Notary), can occur also by telecommunications media using the procedures that will be communicated individually.

Information on the share capital as at today's date

Share capital subscribed and paid-in amounts to 10,368,870,930.08 euro, divided into 18,282,798,989 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 3 April 2024**, 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.

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.

The requests must be sent to Intesa Sanpaolo, for the attention of the Shareholders' Office 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. Requesting parties must send notices to the Company, via their intermediary and by the aforementioned deadline, certifying their entitlement to exercise this right.

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 9 April 2024**) 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 the Shareholders' Office 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 Appointed Representative, these proposals must be submitted to the Shareholders' Office, through the methods described above, **by 9 April 2024**. 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 11 April 2024 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 Appointed Representative to collect voting instructions, including on these same proposals.

Right to ask questions 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 15 April 2024** ("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 the Shareholders' Office, 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" (**18 April 2024**).

Any questions which concern the items on the agenda shall be answered in a specific section of the Company's website by 12:00 of 22 April 2024, given that the participation in the Shareholders' Meeting is only permitted through the Appointed 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.

Documentation for the Shareholders' Meeting

The reports on the items on the agenda, as well as the 2023 Annual Report - comprising the consolidated financial statements and the Parent Company's draft financial statements as at 31 December 2023 and the related documentation pursuant to Article 154-ter, paragraph 1 of Legislative Decree no. 58/1998 - the Reports of the Independent Auditors pursuant to Articles 14 and 16 of Legislative Decree no. 39/2010 and the Report of the Management Control Committee required under Article 153 of Legislative Decree no. 58/1998, are made available to the public within the term established on the basis of each of the items on the agenda, 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.

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

- Shareholders' Office (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, 24 March 2024

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

Intesa Sanpaolo S.p.A. Registered Office: Piazza S. Carlo, 156 10121 Torino Italy Secondary Registered Office: Via Monte di Pietà, 8 20121 Milano Italy Share Capital Euro 10,368,870,930.08 Torino Company Register and Fiscal Code No. 00799960158 "Intesa Sanpaolo" VAT Group representative Vat Code No. 11991500015 (IT11991500015) Included in the National Register of Banks No. 5361 ABI Code 3069.2 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund and Parent Company of the banking group "Intesa Sanpaolo" included in the National Register of Banking Groups