

SUMMARY REPORT OF VOTES (article 125-quater, paragraph 2, Consolidated Law on Finance - TUF)

Shareholders' Meeting 28 April 2021 - Ordinary part			
	Number of shares	% of ordinary shares in attendance to the meeting	% of share capital
Item 1 on the agenda: 2020 financial statements			
a) Approval of the Parent Company's 2020 financial statements			
Votes in favour	11,129,579,880	99.63871	57.27902
Votes against	0	0.00000	0.00000
Abstentions	40,356,025	0.36129	0.20770
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,169,935,905	100.00000	57.48672 (1)
b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve			
Votes in favour	11,155,943,088	99.87473	57.41470
Votes against	13,462,276	0.12052	0.06929
Abstentions	530,541	0.00475	0.00273
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,169,935,905	100.00000	57.48672 (2)
Item 2 on the agenda: Remuneration			
a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2021			
Votes in favour	10,251,650,732	91.77925	52.76071
Votes against	896,529,773	8.02630	4.61404
Abstentions	21,720,400	0.19445	0.11179
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,169,900,905	100.00000	57.48654 (3)
b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in financial year 2020			
Votes in favour	10,477,918,470	93.74632	53.92521
Votes against	509,922,456	4.56230	2.62434
Abstentions	189,044,115	1.69138	0.97293
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,176,885,041	100.00000	57.52248 (4)
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			
Votes in favour	11,131,149,456	99.59080	57.28710
Votes against	44,971,920	0.40237	0.23145
Abstentions	763,665	0.00683	0.00393
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,176,885,041	100.00000	57.52248 (5)
d) Approval of the 2021 Annual Incentive Plan based on financial instruments			
Votes in favour	11,045,044,504	98.82042	56.84396
Votes against	130,598,063	1.16846	0.67213
Abstentions	1,242,474	0.01112	0.00639
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,176,885,041	100.00000	57.52248 (6)
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			
Votes in favour	7,255,991,512	64.91962	37.34338
Votes against	3,543,776,708	31.70630	18.23825
Abstentions	377,116,821	3.37408	1.94085
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,176,885,041	100.00000	57.52248 (7)
f) Directors' and Officers' Liability Insurance. Related and consequent resolutions			
Votes in favour	10,935,575,372	97.84099	56.28057
Votes against	235,038,146	2.10290	1.20963
Abstentions	6,271,523	0.05611	0.03228
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,176,885,041	100.00000	57.52248 (8)

Shareholders' Meeting 28 April 2021 - Ordinary part			
	Number of shares	% of ordinary shares in attendance to the meeting	% of share capital
Item 3 on the agenda: Own shares			
a) Authorisation to purchase and dispose of own shares to serve Incentive Plans			
Votes in favour	10,738,308,702	96.07574	55.26533
Votes against	437,840,522	3.91736	2.25336
Abstentions	770,817	0.00690	0.00397
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,176,920,041	100.00000	57.52266
b) Authorisation to purchase and dispose of own shares for trading purposes			
Votes in favour	10,874,357,028	97.29297	55.96551
Votes against	296,224,333	2.65032	1.52453
Abstentions	6,338,556	0.05671	0.03262
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,176,919,917	100.00000	57.52266 (9)
Shareholders' Meeting 28 April 2021 - Extraordinary part			
	Number of shares	% of ordinary shares in attendance to the meeting	% of share capital
Item 1 on the agenda: 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)			
Votes in favour	11,157,074,478	99.82450	57.42053
Votes against	18,150,371	0.16240	0.09340
Abstentions	1,464,192	0.01310	0.00754
Shares in relation to which the vote has not been cast	0	0.00000	0.00000
Total	11,176,689,041	100.00000	57.52147 (10)

Notes:

Pursuant to art. 135-undecies of TUF were not counted for the calculation of the majority and share capital required to pass the resolution:

- (1) Item 1.a on the agenda no 6,984,136 shares, equal to 0.06249% of the shares in attendance to the meeting
- (2) Item 1.b on the agenda no 6,984,136 shares, equal to 0.06249% of the shares in attendance to the meeting
- (3) Item 2.a on the agenda no 7,019,136 shares, equal to 0.06280% of the shares in attendance to the meeting
- (4) Item 2.b on the agenda no 35,000 shares, equal to 0.00031% of the shares in attendance to the meeting
- (5) Item 2.c on the agenda no 35,000 shares, equal to 0.00031% of the shares in attendance to the meeting
- (6) Item 2.d on the agenda no 35,000 shares, equal to 0.00031% of the shares in attendance to the meeting
- (7) Item 2.e on the agenda no 35,000 shares, equal to 0.00031% of the shares in attendance to the meeting
- (8) Item 2.f on the agenda no 35,000 shares, equal to 0.00031% of the shares in attendance to the meeting
- (9) Item 3.b on the agenda no 124 shares, equal to 0.00000% of the shares in attendance to the meeting
- (10) Item 1 on the agenda no 231,000 shares, equal to 0.00207% of the shares in attendance to the meeting