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Societa' : INTESA SANPAOLO

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Oggetto : Intesa Sanpaolo: notice of call of Ordinary and Extraordinary Shareholders' Meeting

Testo del comunicato

Vedi allegato

PRESS RELEASE

INTESA SANPAOLO: NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Turin - Milan, 19 March 2025 – 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 29 April 2025**, 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. 15 dated 21 February 2025, 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.

The choice takes into account the experience of managing the Shareholders' Meeting since 2020, which has registered an increase in the participation rate of shareholders over the years compared to previous years.

The chosen method of conducting the Meeting in particular:

- ✓ enhances the pre-meeting dialogue process with a view to ensuring that all shareholders - even if not present at the Meeting - have transparency of information and equal access to the information necessary to make informed voting decisions, taking into account that all proposals, questions and any written statements on the items on the Agenda must be submitted in advance by shareholders before the Meeting so that the Company can publish them and make them available to the market, with a result of further and distinctive effectiveness compared to the hypotheses of interaction of only the shareholders present in physical meetings;
- ✓ therefore allows all shareholders to know the content of the questions submitted and the related answers provided by the Company, as well as any written statements and proposals submitted by shareholders on the items on the Agenda in sufficient time to be able to form their own conviction and express voting decisions in an informed manner and on the basis of a homogeneous set of information that also benefits from the pre-meeting dialogue, through the granting of the proxy or sub-proxy and the related voting instructions to the Designated Representative.

The methods of conducting the meeting, detailed in the following paragraphs, are fully compliant with the operating instructions issued by Consob with communication no. 3/2020 as a guarantee for all shareholders.

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Agenda:

Ordinary part

- 1) 2024 financial statements:
 - a) Approval of the Parent Company's 2024 financial statements
 - b) Allocation of net income for the year and distribution of dividend and part of the Share premium reserve to shareholders;
- 2) Resolutions in respect of the Board of Directors pursuant to Articles 13 and 14 of the Articles of Association:
 - a) Determination of the number of Board Directors for the financial years 2025/2026/2027
 - b) Appointment of Board Directors and members of the Management Control Committee for the financial years 2025/2026/2027, on the basis of slates of candidates submitted by shareholders
 - c) Election of the Chair and one or more Deputy Chairs of the Board of Directors for the financial years 2025/2026/2027;

3) Remuneration:

- a) Remuneration policies in respect of Board Directors
- b) Determination of the remuneration of Board Directors pursuant to Articles 16.2 and 16.3 of the Articles of Association
- c) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2025
- d) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in the financial year 2024
- e) Approval of the 2025 Annual Incentive Plan based on financial instruments;

4) 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 (**16 April 2025 - "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 31 December 2025 by Law no. 15 dated 21 February 2025, 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 at 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 25 April 2025** (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@pecserviziottoli.it by ordinary email; (ii) transmission of a computerised copy thereof to intesasanpaolo@pecserviziottoli.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 at 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 p.m. on 26 April 2025**.

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 deadline specified above (25 April 2025 and, for submission through the IT platform, at 12:00 p.m. on 26 April 2025). 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 17,803,670,501 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 29 March 2025** 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 within the aforementioned deadline, certifying their entitlement to exercise this right pursuant to Article 43 of the Consob-Bank of Italy joint Regulation dated 13 August 2018.

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 14 April 2025**) 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 14 April 2025**. 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 16 April 2025 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 and send written statements 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 16 April 2025** ("record date") through the dedicated section at 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" (**19 April 2025**).

Any questions which concern the items on the agenda shall be answered in a specific section of the Company website by 12:00 p.m. of 25 April 2025, 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.

In the same manner and within the same deadline provided for the submission of questions, those entitled to vote may send the Company **written statements** on the items on the agenda. The statements will be made available to the public, by the Company, in a specific section of the aforementioned website, within the same deadline of publication of the answers to the questions pursuant to art. 127-ter of Legislative Decree no. 58/1998.

The questions received, with the relative answers, and the written statements will be referred to in the minutes of the Shareholders' Meeting and attached to the same.

The Company will not publish on its website and will not include in the minutes of the Shareholders' Meeting any written statements that do not comply with methods, deadlines and conditions indicated above.

Resolutions in respect of the Board of Directors

The resolutions in respect of the Board of Directors set forth in item 2 on the agenda of the ordinary part will be passed in accordance with the provisions of Articles 13 and 14 of Intesa Sanpaolo's Articles of Association.

Determination of the number of Board Directors

The number of Board Directors shall be determined on the basis of the proposals submitted by entitled parties.

Appointment of Board Directors and members of the Management Control Committee

Board Directors and members of the Management Control Committee shall be appointed on the basis of slates of candidates submitted by Shareholders. While reference should be made to Article 14 of the Articles of Association, available at group.intesasanpaolo.com ("Governance"/"Company documents"), and to the document "Information on the procedure for the appointment of the Board of Directors and the Management Control Committee", available at group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting"), the following points should be noted henceforth:

- **composition of slates:** the slates of candidates shall contain a minimum of 2 and a maximum of 19 candidates, the maximum number of Directors to be elected as provided for by the Articles of Association. Each slate shall be divided into two sections and contain the names of the candidates numbered progressively (i.e. candidates must be listed from number one upwards in each section). Each slate shall indicate, separately, in the first section the candidates for the position of Board Director who are not candidates for the position of Management Control Committee member and in the second section the candidates for the position of Board Director who are also candidates for the position of Management Control Committee member.
- **right to submit slates:** Shareholders that, jointly or severally, hold at least 0.5% of the share capital have the right to submit slates. Ownership of the number of shares required to submit a slate shall be certified by a specific notice sent by the intermediary to the Company. This notice may be received by the Company after the filing of the slates, provided that it is received by 8 April 2025. Individual Shareholders, Shareholders belonging to the same group and Shareholders that are party to a shareholders' agreement regarding Intesa Sanpaolo shares shall not submit, nor those who have a right to vote shall be entitled to vote, more than one slate, including via a third party or fiduciary companies. Candidates may only feature in one slate and, within a slate, only in one section, failing which they will become ineligible.
- **methods for submitting slates:** the slates undersigned by the Shareholder or Shareholders submitting them, including by means of a proxy, must be accompanied by:
 - information on the Shareholders submitting the slates, along with an indication of the total percentage stake held by them;
 - a statement from Shareholders other than those that, jointly or severally, represent a controlling or relative majority interest, declaring that they are not linked in any way, even indirectly, as per Article 147-ter, paragraph 3, of Legislative Decree no. 58 /1998 and Article 144-quinquies of the Issuers' Regulation, to the latter; in this regard, it should be taken into account the cases set forth in Consob Communication no. 9017893/2009, specifically with respect to the absence of material relationships of affiliation, as defined in the mentioned regulations, identifiable on the basis of notifications of significant shareholdings pursuant to Article 120 of Legislative Decree no. 58/1998 or the publication of

shareholders' agreements pursuant to Article 122 of the same Decree (see the web group.intesasanpaolo.com, "Investor Relations"/"Shareholder base", and/or the website consob.it). In this regard, information is given that, as of the preparation of this notice of call, the Company has been informed, pursuant to Article 122 of Legislative Decree no. 58/1998, that a shareholders' agreement was stipulated by and between the following shareholders: Fondazione Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Firenze, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio in Bologna and Fondazione Cassa di Risparmio di Cuneo.

- a statement whereby each candidate accepts to stand for election to the Board of Directors/the Management Control Committee and declares, under his/her personal responsibility, that he/she is not subject to any causes of ineligibility and incompatibility and, in a member state of the European Union, of disqualification against him/her, and that he/she fulfils all the integrity, professional and independence requirements established for all or some of the Board Directors by law, regulations and the Articles of Association (in this regard, Shareholders should also consider the indications provided by Consob in Communication no. 8067632/2008). This statement shall be accompanied by exhaustive information on the personal and professional characteristics of the candidates and on the management, administration and supervisory positions held in other companies or entities. The above pledging to provide, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, the list of the management and supervisory positions held in other companies or entities as at the date of the Shareholders' Meeting.

In addition, each slate containing a number of candidates equal to, or greater than, three shall: (i) be composed in such a way to ensure the gender balance envisaged by current law (at least two fifths of candidates shall belong to the less-represented gender); (ii) contain a number of candidates satisfying the independence requirement set forth in Article 13.4 of the Articles of Association, equal to at least two thirds of the total candidates on the slate; (iii) contain, in the first section, at least one candidate satisfying the professionalism requirement set forth in Article 13.4, paragraph 2, letter a) of the Articles of Association and, in the second section, at least one candidate every two or fraction of two who meets the same professionalism requirement (for the present purposes, the rounding criteria pertinent to each requirement, as governed, respectively, by Articles 13.1 and 13.4, paragraph 2, letter b) of the Articles of Associations, shall apply to the portion of candidates who meet the requirements included in each slate).

A template of the letter to be used to file slates is available at group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting"), indicating the documentation that must accompany such slates, as well as the declaration of the existence or absence of any relationships of affiliation, along with the templates to be used to declare the acceptance of candidature for the position of Board Director and member of the Management Control Committee;

- **deadlines for submitting slates:** the slates of candidates accompanied by the required documentation shall be filed at least twenty five days prior to the date of the Shareholders' Meeting, i.e., by 4 April 2025, using one of the following methods: (i) filing the original at the Registered Office in Piazza San Carlo 156 10121 Torino; (ii) filing in electronic format (PDF), sent to segreteria.societaria@pec.intesasanpaolo.com, provided that the filing party, 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.

With respect to the foregoing, Shareholders are invited to take into consideration the Board of Directors' document: "Qualitative and Quantitative Composition of the Board of Directors" - drawn up in accordance with the provisions of the Bank of Italy regarding corporate governance, as set out in Circular Letter no. 285/2013 - which contains guidance and recommendations that the outgoing Board of Directors of Intesa Sanpaolo makes available to the Shareholders. The document is available at group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting").

The candidate slates shall be assigned a progressive number based on the order in which they are received.

Slates submitted which do not comply with the current provisions of regulations and the Articles of Association, or slates lacking the required documentation, shall be declared unacceptable and considered as if they were not submitted. However, any irregularities in the slates concerning single candidates shall not result in the automatic exclusion of the entire slate, but only of the candidates involved in the irregularities.

Slates, accompanied by the required documentation, shall be made available to the public at least twenty-one days prior to the date set for the Shareholders' Meeting (i.e., by 8 April 2025), at the Company's Registered Office, on the authorised storage system [eMarket STORAGE](http://emarket.storage) and at group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting").

If at the end of the term for submitting slates (i) a single slate has been filed, (ii) a single slate has been filed with candidates limited to the second section, (iii) one or more slates have been filed with candidates limited to the first section only, or (iv) the only slates submitted have been presented by Shareholders who are regarded as affiliated with one another in accordance with applicable law, the Company will promptly inform the market via a press

release sent to at least two press agencies. In this case, slates may be submitted until 7 April 2025 by Shareholders jointly or severally holding at least 0.25% of the capital, without prejudice to the other conditions and submission requirements.

In the above case, the slates, accompanied by the required documentation, shall be made available to the public in accordance with the terms and methods indicated above.

Election of the Chair and one or more Deputy Chairs of the Board of Directors

The Chair and one or more Deputy Chairs of the Board of Directors shall be elected by the Shareholders' Meeting, by relative majority pursuant to Article 14.8 of the Articles of Association, from the Board Directors appointed by the Shareholders' Meeting, on the basis of the proposals submitted by entitled parties.

Documentation for the Shareholders' Meeting

The reports on the items on the agenda and the 2024 Annual Report - comprising the consolidated financial statements and the Parent Company's draft financial statements as at 31 December 2024, as well as 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 [eMarket STORAGE](#), and at group.intesasanpaolo.com ("Governance" / "Shareholders' Meeting") where further information can be found. A copy of said documentation 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 at group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting").

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