

Report of the Board of Directors

Ordinary Part - Item 2 on the agenda

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

Distinguished Shareholders,

this Shareholders' Meeting marks the end of the term of office of the Board of Directors which was appointed for the financial years 2022/2023/2024 by the Shareholders' Meeting on 29 April 2022.

In this regard, before appointing the Board Directors for the financial years 2025/2026/2027, the Shareholders' Meeting is called to determine the number of Directors who will compose the Board.

We remind you that, in accordance with Article 13.1 of the Articles of Association, "The Board of Directors is composed of a minimum of 15 (fifteen) and a maximum of 19 (nineteen) members, including non-Shareholders, appointed by the Shareholders' Meeting".

In respect of the foregoing, and in accordance with the provisions of the Bank of Italy regarding the corporate governance of banks, as set out in Circular Letter no. 285/2013, we hereby invite you to take into consideration the Board of Directors' document "Qualitative and Quantitative Composition of the Board of Directors", available on the website group.intesasanpaolo.com.

Therefore, the Shareholders are kindly requested to make their decisions on this item.

27 February 2025

For the Board of Directors
the Chair – Gian Maria Gros-Pietro

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