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Oggetto : Intesa Sanpaolo concludes ordinary share
buyback programme for free assignment to
employees

Testo del comunicato

Vedi allegato



PRESS RELEASE

INTESA SANPAOLO CONCLUDES ORDINARY SHARE BUYBACK PROGRAMME FOR FREE ASSIGNMENT TO EMPLOYEES

Turin - Milan, 16 September 2025 – Intesa Sanpaolo communicates that on 15 September 2025 the Bank concluded the ordinary share buyback programme launched on 8 September 2025 and announced to the market in the press release dated 3 September 2025. The programme relates to plans of assignment, free of charge, of Intesa Sanpaolo ordinary shares to the employees and the Financial Advisors of the Group, in relation to: (i) mainly, the Intesa Sanpaolo Group share-based incentive plan for 2024, and, to a lesser extent, the incentive plans of certain subsidiaries - i.e. the 2024 Incentive Plan of the Private Banking Network belonging to the Italian Network of Intesa Sanpaolo Private Banking; that of the Relationship Managers belonging to the International commercial Networks of the Fideuram – Intesa Sanpaolo Private Banking Group; and that of the non-employee Financial Advisors belonging to the commercial Networks of the Fideuram – Intesa Sanpaolo Private Banking Group - (together, the “**2024 Plans**”); and, (ii) to a lesser extent, the completion of the implementation of the 2023 Intesa Sanpaolo Group Incentive Plans - i.e. the Intesa Sanpaolo Group 2023 Incentive Plan, and the 2023 Incentive Plan of the Private Banking Network belonging to the Italian Network of Intesa Sanpaolo Private Banking; that of the Relationship Managers belonging to the International commercial Networks of the Fideuram – Intesa Sanpaolo Private Banking Group; and that of the non-employee Financial Advisors belonging to the commercial Networks of the Fideuram – Intesa Sanpaolo Private Banking Group - (the “**2023 Plans**”). The above-mentioned incentive plans are reserved for Risk Takers who accrue a bonus in excess of the so-called “materiality threshold”, as well as for those who are paid a “particularly high” amount, and for those who, among Middle Managers or Professionals that are not Risk Takers, accrue a bonus exceeding both the so-called “materiality threshold” and 100% of the fixed remuneration. In addition, the programme is implemented in order to grant, when certain conditions occur, severance payments upon early termination of employment. The programme is in accordance with the terms approved at the Shareholders’ Meeting of Intesa Sanpaolo on 29 April 2025. Moreover, the Bank’s subsidiaries indicated in the aforementioned press release have concluded the programmes regarding the purchase of the Parent Company’s shares, approved by their respective corporate bodies within their remits and analogous to the programme approved at the Parent Company’s Shareholders’ Meeting.

In compliance with Article 113-ter of Legislative Decree 58 of 24 February 1998 (*TUF*-Consolidated Law on Finance), as well as Article 5 of the Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014, and Article 2 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, and subsequent amendments pursuant to Regulation (EU) 2024/2809 of the European Parliament and of the Council of 23 October 2024, the details concerning the purchases executed are provided below. Information is also given by Intesa Sanpaolo on behalf of the aforementioned subsidiaries.

In the six days during which the programme was executed (from 8 to 15 September 2025), the Intesa Sanpaolo Group purchased a total of 23,800,000 Intesa Sanpaolo ordinary shares through its IMI Corporate & Investment Banking Division (which was responsible for the programme execution). These represent 0.13% of the share capital of the Parent Company. The average purchase price was 5.4349 euro per share, for a total amount of 129,350,330.52 euro. The Parent Company purchased 16,545,236 shares at an average purchase price of 5.4347 euro per share, for an amount of 89,918,725.76 euro.

Purchase transactions were executed in compliance with provisions included in Articles 2357 and following and 2359-bis and following of the Italian Civil Code and within the limits determined in the resolutions passed by the competent corporate bodies. Pursuant to Article 132 of *TUF* and Article 144-bis, paragraph 1, letter b), of the Issuers' Regulation and subsequent amendments, purchases were executed on the regulated market Euronext Milan managed by Borsa Italiana in accordance with trading methods laid down in the market rules for these transactions.

Moreover, purchases were arranged in compliance with the conditions and the restrictions under Article 5 of the Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014, and Articles 2, 3, and 4 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, and subsequent amendments pursuant to Regulation (EU) 2024/2809 of the European Parliament and of the Council of 23 October 2024.

The number of shares purchased daily did not exceed 25% of the daily average volume of the Intesa Sanpaolo ordinary shares traded in August 2025, which was equal to 53.7 million shares, and 15% of the volume traded on the Euronext Milan on each of the days when purchases were executed - in accordance with the constraint added in the programme to the above-mentioned regulatory conditions and restrictions.

Details of share purchases are summarised in the tables below.

As the share buyback programme relating to plans of assignment, free of charge, of Intesa Sanpaolo ordinary shares to employees was completed on 15 September 2025, the purchases of own shares in execution of the buyback programme disclosed to the market on 26 May 2025 and launched on 2 June 2025 can be resumed starting from 17 September 2025.

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**Summary of purchases of Intesa Sanpaolo ordinary shares by the Intesa Sanpaolo Group
executed from 8 to 15 September 2025**

DATE	NUMBER OF SHARES PURCHASED	AVERAGE PURCHASE PRICE (€)	AMOUNT (€)
8 September 2025	2,540,000	5.3274	13,531,596.00
9 September 2025	5,112,253	5.4038	27,625,703.26
10 September 2025	5,351,048	5.4285	29,048,291.91
11 September 2025	5,416,959	5.4661	29,609,686.98
12 September 2025	3,941,274	5.4608	21,522,509.06
15 September 2025	1,438,466	5.5702	8,012,543.31
Total from 8 to 15 September 2025	23,800,000	5.4349	129,350,330.52

**Summary of purchases of Intesa Sanpaolo ordinary shares by the Intesa Sanpaolo Group
executed from 8 to 15 September 2025**

COMPANY	NUMBER OF SHARES PURCHASED	AVERAGE PURCHASE PRICE (€)	AMOUNT (€)
INTESA SANPAOLO – Parent Company	16,545,236	5.4347	89,918,725.76
INTESA SANPAOLO PRIVATE BANKING	332,038	5.4285	1,802,468.28
INTESA SANPAOLO ASSICURAZIONI	440,439	5.4285	2,390,923.11
INTESA SANPAOLO PROTEZIONE	81,924	5.4087	443,102.34
FIDEURAM	3,822,999	5.4454	20,817,758.61
FIDEURAM VITA	68,360	5.4085	369,725.06
BANCA INTESA BEOGRAD	134,550	5.4220	729,530.10
BANK OF ALEXANDRIA	32,552	5.4085	176,057.49
CIB BANK	199,119	5.4221	1,079,643.13
INTESA SANPAOLO BANK ROMANIA	93,463	5.4089	505,532.02
PRIVREDNA BANKA ZAGREB	285,624	5.4284	1,550,481.32
VUB BANKA	35,992	5.4088	194,673.53
SIREF FIDUCIARIA	29,297	5.4086	158,455.75
INTESA SANPAOLO BANK (SLOVENIA)	60,131	5.4082	325,200.47
INTESA SANPAOLO INTERNATIONAL VALUE SERVICES	15,191	5.4086	82,162.04
INTESA SANPAOLO INSURANCE AGENCY	10,850	5.4094	58,691.99
PRESTITALIA	21,701	5.4088	117,376.37
REYL & CIE	307,111	5.4285	1,667,152.06
REYL FINANCE (MEA)	144,371	5.4220	782,779.56
PBZ CARD	15,028	5.4084	81,277.44
INTESA SANPAOLO WEALTH MANAGEMENT	814,300	5.4284	4,420,346.12
INSALUTE SERVIZI	53,169	5.4085	287,564.54
INTESA SANPAOLO BANK IRELAND	126,725	5.4218	687,077.61
INTESA SANPAOLO BANK LUXEMBOURG	104,657	5.4221	567,460.72
INTESA SANPAOLO INNOVATION CENTER	10,850	5.4094	58,691.99
INTESA SANPAOLO HOLDING INTERNATIONAL	14,323	5.4090	77,473.11
Total	23,800,000	5.4349	129,350,330.52

