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Oggetto : Intesa Sanpaolo: long-term incentive plans

Testo del comunicato

Vedi allegato



PRESS RELEASE

INTESA SANPAOLO: LONG-TERM INCENTIVE PLANS

Turin - Milan, 2 February 2026 – The Board of Directors of Intesa Sanpaolo today decided to propose at the Shareholders' Meeting scheduled for 30 April 2026 (i) capital increases to serve two long-term incentive plans based on financial instruments of Intesa Sanpaolo S.p.A. and reserved for all Group employees, aimed at enhancing their role as key enablers in the achievement of the 2026-2029 Business Plan's objectives (the “2026-2029 LTI Plans”), as well as (ii) an update of the maximum number of shares as provided in the delegation of powers granted to the Board of Directors on 29 April 2022 by the Extraordinary Shareholders' Meeting to carry out a share capital increase without payment to serve the 2022-2025 *Performance Share Plan* long-term incentive plan based on financial instruments.

The 2026-2029 LTI Plans are the following:

- the *2026-2029 Performance Share Plan*: reserved for Risk Takers and Middle Managers, this plan provides for the assignment of Performance Shares, that is Intesa Sanpaolo ordinary shares subject to the achievement of specific performance conditions over the course of the 2026-2029 Business Plan. The newly issued shares will derive from a share capital increase without payment.
- the *2026-2029 Leveraged Employee Co-Investment Plan (2026-2029 LECOIP)*: reserved for all the other Group employees in Italy, this plan provides for (i) the assignment of newly issued ordinary shares of Intesa Sanpaolo deriving from a share capital increase without payment, and (ii) the opportunity to subscribe to an Investment Plan in a certain proportion to the number of shares received free of charge. This plan is based on newly issued Intesa Sanpaolo ordinary shares deriving from a capital increase reserved for employees, at a discounted issue price compared with market value.

As regards the *2022-2025 Performance Share Plan*, reference is hereby made to the long-term incentive plan reserved for Risk Takers and Middle Managers, aimed at supporting the achievement of the 2022-2025 Business Plan's key objectives and approved by the Shareholders' Meeting of 29 April 2022. On the same date, to serve such incentive plan, the Extraordinary Shareholders' Meeting granted the Board of Directors the powers, pursuant to Articles 2443 and 2349, paragraph 1, of the Italian Civil Code, to carry out a share capital increase without payment by issuing Intesa Sanpaolo ordinary shares, having the same characteristics as the shares outstanding and regular entitlement. The update of the number of ordinary shares as provided in the aforementioned delegation of powers granted in 2022 will be submitted at the Shareholders' Meeting of 30 April 2026.

The related documentation will be made available to the public in accordance with regulations in force within the terms provided.

The share capital increases to serve the incentive plans are subject to the authorisations being received from the competent authorities.

With reference to the *2026-2029 Performance Share Plan*, the maximum number of ordinary shares to be issued in the share capital increase without payment is equal to 62,000,000, representing around 0.34% of the share capital of Intesa Sanpaolo following the increase.

Assuming all employees subscribe to the *2026-2029 LECOIP*, the maximum number of ordinary shares to be issued in the share capital increase without payment and in the share capital increase with payment is equal to 246,000,000 (76,000,000 and 170,000,000, respectively), representing around 1.39% of the share capital of Intesa Sanpaolo following the increase.

With reference to the *2022-2025 Performance Share Plan*, the update of the maximum number of ordinary shares to be issued in the share capital increase without payment to serve the plan results in the issue of maximum 40,000,000 shares, in addition to the amount resolved by the Extraordinary Shareholders' Meeting in 2022, representing around 0.22% of the share capital of Intesa Sanpaolo following the increase.

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