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Societa' : INTESA SANPAOLO

Utenza - referente : BINTESAN18 - Tamagnini Andrea

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Testo del comunicato

Vedi allegato



PRESS RELEASE

INTESA SANPAOLO: FILING NOTICE

Turin - Milan, 30 March 2026 – Intesa Sanpaolo communicates that, in accordance with the regulations in force, the following documents were made available today at the Company's Registered Office, as well as on the authorised storage system [eMarket STORAGE](#) and at group.intesasampaolo.com:

- the Annual Report 2025 of Intesa Sanpaolo S.p.A. - comprising the consolidated financial statements and the parent company draft financial statements as at 31 December 2025, both approved by the Board of Directors on 26 February 2026, the report on operations, the certifications pursuant to Article 154-bis of Legislative Decree no. 58/1998 - and the Independent Auditors' Reports;
- the Report on Corporate Governance and Ownership Structures pursuant to Article 123-bis of Legislative Decree no. 58/1998;
- the Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree no. 58/1998;
- the Report of the Management Control Committee pursuant to Article 153 of Legislative Decree no. 58/1998;
- the reports to shareholders on the proposals concerning the items on the agenda of the ordinary part and the extraordinary part of the Shareholders' Meeting, convened, on single call, for 30 April 2026.

The proposals concerning items on the agenda of the ordinary part of the Meeting relate to:

1) 2025 financial statements:

- a) Approval of the allocation to the Share premium reserve of the amount to be used for the payment of the one-off Levy pursuant to Article 1, paragraphs 69-71, of Law No. 199 dated 30 December 2025, and subsequent allocation of the entire amount recorded in the Profit reserve pursuant to Law No. 136 dated 9 October 2023 (so-called "2023 Reserve") to the Extraordinary reserve
- b) Approval of the Parent Company's 2025 financial statements
- c) Allocation of net income for the year and distribution of dividend and part of the Share premium reserve to shareholders;

2) Remuneration:

- a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2026
- b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in the financial year 2025
- c) Update of the limit established for the amounts that may be granted in the event of early termination of the employment relationship or early termination of office
- d) Approval of the 2026 Annual Incentive Plan based on financial instruments
- e) Approval of the 2026-2029 Performance Share Plan Long-term Incentive Plan reserved for the Management of the Intesa Sanpaolo Group
- f) Approval of the 2026-2029 LECOIP Long-term Incentive Plan reserved for the Professionals of the Intesa Sanpaolo Group;

3) 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.

The proposals concerning the items on the agenda of the extraordinary part of the Meeting relate to:

- 1) Annulment of own shares with no reduction of the share capital and consequent amendment to Article 5 (Share capital) of the Articles of Association
- 2) Determination updating the maximum number of shares to be issued in implementation of the 2022-2025 Performance Share Plan Long-term Incentive Plan based on financial instruments and the powers granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code by the Extraordinary Shareholders' Meeting of 29 April 2022, with amendment of paragraph 5.3 of Article 5 (Share capital) of the Articles of Association
- 3) Mandate to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to approve a share capital increase without payment and with payment pursuant, respectively, to Article 2349, paragraph 1, and Article 2441, paragraph 8, of the Italian Civil Code for the purpose of implementing the 2026-2029 LECOIP Long-term Incentive Plan based on financial instruments, referred to under item 2f) of the ordinary part, and consequent amendment to Article 5 (Share capital) of the Articles of Association
- 4) Mandate to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to approve a share capital increase without payment pursuant to Article 2349, paragraph 1, of the Italian Civil Code for the purpose of implementing the 2026-2029 Performance Share Plan Long-term Incentive Plan based on financial instruments, referred to under item 2e) of the ordinary part, and consequent amendment to Article 5 (Share capital) of the Articles of Association.

With reference to item 2, letters d), e) and f) of the ordinary part, Information Documents relating to incentive plans based on financial instruments, pursuant to Article 84-bis of Consob Issuers' Regulation, were made available today in the same manner as the documents above.

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