

Report on remuneration policy and compensation paid

Section II – Disclosure on compensation paid in financial year 2025

Addendum

Intesa Sanpaolo S.p.A. Registered Office: Piazza S. Carlo, 156 10121 Torino Secondary Registered Office: Via Monte di Pietà, 8 20121 Milano Share Capital Euro 10,368,870,930.08 Torino Company Register and Fiscal Code 00799960158 "Intesa Sanpaolo" VAT Group representative Vat Code No. 11991500015 (IT11991500015) Included in the National Register of Banks No. 5361 ABI Code 3069.2 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund and Parent Company of the banking group "Intesa Sanpaolo" included in the National Register of Banking Groups.

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

As already anticipated in the 2026 Report on Remuneration Policy and Compensation Paid – Section II: Disclosure on compensation paid in financial year 2025, the paragraph below sets out the final performance assessment of the Long-Term Incentive Performance Share Plan 2022–2025, based on the result of the relative TSR KPI as at 31 March 2026.

1. Executive Summary Performance Share Plan

The PSP, approved by the Shareholders' Meeting on 29 April 2022¹, provided for the assignment to beneficiaries of the right to accrue a certain number of Performance Shares at the expiry of the Plan, subject to the verification of the gateway conditions, the degree of achievement of performance KPIs and specific sustainability targets.

On 13 March 2026, having acquired the Remuneration Committee's opinion, the Board of Directors positively assessed the gateway conditions at Group level in each year of the Plan, the final performance results as at 31 December 2025 of the KPIs linked to the Business Plan, the provisional positioning of the relative TSR as at 27 February 2026, and the sustainability targets as at 31 December 2025.

At that meeting, the Board also decided to:

- complete the assessment of the degree to which performance KPIs have been achieved in light of the results attained with regard to the relative TSR KPI as at 31 March 2026 (as set out in the Board of Directors' Report approved by the Shareholders' Meeting on 29 April 2022) and the resulting number of rights accrued by beneficiaries; and
- publish an Addendum to the Report on remuneration policy and compensation paid by 2 April 2026 to supplement the information disclosed, providing such definitive quantitative data.

In execution of the resolution adopted by the Board of Directors, the results achieved as at 31 March 2026 are set out below.

¹ Report of the Board of Directors, Ordinary Part, Item 3 f) on the agenda "Approval of the 2022-2025 Performance Share Plan Long-term Incentive Plan reserved for the Management of the Intesa Sanpaolo Group" (web site: https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/Contenuti/RISORSE/Documenti%20PDF/en_assemblea_2022/20220323_Relazione_parte_Ordinaria_punto_3f_eng.pdf)

Performance targets and accrued rights

CEO, remaining Group Top Risk Takers (RT), other Group RTs and Managers of Business and Governance					
KPI	threshold	target*	overtarget	2025 Result	% of rights accrued
OI/RWA	5.9%	6.2%	6.8%	8.8%	45%
% rights	15%	30%	45%		
Cost/Income	49.5%	46.4%	44.9%	42.2%	31.25%
% rights	12.5%	25%	31.25%		
NPL ratio	1.65%	1.6%	1.58%	1.52%	18.75%
% rights	7.5%	15%	18.75%		

* The target levels correspond to those set in the Business Plan as at 2025

Group Top RTs, other Group RTs and Managers of the Company Control Functions				
KPI	threshold	target	2025 Result	% of rights accrued
Qualitative assessment of the robustness and overall effectiveness of the Control System over the 2022-2025 Plan period	partly in line with expectations	in line with expectations	in line with expectations	70%
% rights	35%	70%		

All of Management (including the CEO)					
KPI	threshold as at 31/3/2026	target as at 31/3/2026	overtarget as at 31/3/2026	Result as at 31/3/2026	% of rights accrued as at 31/3/2026
Relative TSR measured based on the position occupied by ISP in the Peer Group of the Business Plan	median	3rd quartile	beyond the 3rd quartile	between threshold and target	22.5%
% rights	15%	30%	45%		
% of rights accrued by Business and Governance Managers (including CEO)					100%²
% of rights accrued by Company Control Functions Managers					92.5%

Key: results above target are shown in green

² The total amount of accrued rights may not exceed 100% of those initially assigned. In other words, the only case in which achieving a performance level above the target for a single KPI allows for the allocation of a number of rights higher than the target is when the performance level achieved for another KPI is below the target.

TSR ranking as at 31/3/2026³

Rank	Peer	TSR	
1	Peer 1	402.2%	
2	Peer 2	386.0%	
3	Peer 3	290.1%	
4	Peer 4	272.9%	
5	Peer 5	245.5%	3rd quartile
6	Peer 6	219.8%	
7	Intesa Sanpaolo	173.8%	
8	Peer 7	148.5%	
9	Peer 8	127.6%	median
10	Peer 9	124.2%	
11	Peer 10	115.9%	
12	Peer 11	114.3%	
13	Peer 12	101.4%	
14	Peer 13	88.5%	
15	Peer 14	65.4%	
16	Peer 15	60.8%	
17	Peer 16	-81.9%	



The rights accrued by the **Managing Director and CEO** amount to **2,031,322**, equivalent to **100%** of the rights initially assigned.

The rights will be paid entirely in ISP shares according to the following schedule set out in the Group's 2022 Remuneration and Incentive Policies:


Pay-out # shares/000	2026	2027	2028	2029	2030	2031
ISP shares not subject to retention period	406			81	81	244
ISP shares subject to retention period		406	244	244	163	163

³ The Peer Group used by ISP includes: Barclays, BBVA, BNP Paribas, Crédit Agricole SA, Commerzbank, Credit Suisse, Deutsche Bank, HSBC, ING, Lloyds Banking Gr., Nordea, Santander, Société Générale, Std Chartered, UBS, UniCredit. Following Credit Suisse's ("CS") delisting in June 2023 and its acquisition by UBS, the Board of Directors of ISP (as per the powers provided in the Plan and specified in the Report to the Shareholders' Meeting), after the Remuneration Committee's analysis, decided to calculate CS's TSR as follows: [(UBS's Share Price at the end of the period – CS's Share Price at the beginning of the period x 22.48 + dividends paid by CS in 2022 x 22.48 + dividends paid by UBS in 2023, 2024 and 2025) / CS's Share Price at the beginning of the period x 22.48], where 22.48 is the exchange ratio established as part of the acquisition operation. It has been assessed that this amount has not changed as a result of the class action launched by some former shareholders of CS.

Sustainability targets – Composite ESG KPIs

	Factors	Weight	Threshold	Target*	Overtarget	2025 Result	2025 Result %
Environmental	New lending to the green/circular economy and green transition with a major focus on supporting Corporates/SMEs transition	40%	79.2 billion euro	88 billion euro	105.6 billion euro	104.6 billion euro	47.5%
Social	Number of employees who successfully completed re-skilling training and were employed in a job in line with their newly acquired skills, or who completed up-skilling training	40%	7,200	8,000	9,600	9,327	46.6%
Governance	% of women newly nominated in senior positions (-1 and -2 organizational levels under the CEO)	20%	45%	50%	60%	50.9%	20.4%

* The target levels correspond to those set in the Business Plan as at 2025

Total score	100%⁴
 No reduction in accrued rights	

Legend: cells in **green** highlight KPIs whose actual figures exceed 100% but are assessed at 100%

Impact on the number of rights accruing to beneficiaries of the update of the maximum number of shares to be issued in implementation of the 2022-2025 PSP

The Extraordinary Shareholders' Meeting of 30 April 2026 is called upon to approve the update of the maximum number of shares to be issued in implementation of the 2022-2025 PSP⁵, increasing it from 105,000,000 to 145,000,000 shares, in order to ensure the full implementation of the Plan, recognising all the rights accrued by the beneficiaries on the basis of the excellent performance results achieved.

This update is necessary due to the change in the price of ISP shares between the date in which the authorisation application (concerning the capital increase to service the Plan) was submitted to the Supervisory Authority and the assignment of rights to beneficiaries, which resulted in the latter being allocated a number of rights greater than the maximum number of shares originally allocated to service the Plan and which, combined with the results achieved, led to the maximum number of shares originally approved being insufficient.

If such an update were not approved, it would be necessary to make a linear reduction in the number of rights accrued based on the maximum number of shares approved by the 2022 Shareholders' Meeting as represented below.

# of rights accrued by the CEO	2,031,322
% of rights accrued by Business and Governance	100%
% of rights accrued by the Company Control Functions	92.50%
% reduction	26.48%
# of accrued rights by the CEO, reduced	1,493,362
% of accrued rights by Business and Governance, reduced	73.52%
% of accrued rights by the Company Control Functions, reduced	68.00%

⁴ The score of the ESG performance cannot exceed 100%.

⁵ In execution of the delegation of powers granted by the Extraordinary Shareholders' Meeting of 29 April 2022 to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the share capital pursuant to Article 2349, paragraph 1, of the Italian Civil Code.