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*Testo del comunicato*

Vedi allegato

## PRESS RELEASE

### INTESA SANPAOLO: SHAREHOLDERS' MEETING

*Turin - Milan, 30 April 2026* – The Shareholders' Meeting of Intesa Sanpaolo was held today. The Meeting was validly constituted, on single call, to pass resolutions as those in attendance through the Designated Representative, in accordance with Article 106, paragraph 4, of Decree Law no. 18 dated 17 March 2020 converted by Law no. 27 dated 24 April 2020, the effects of which were most recently extended by Law no. 26 dated 27 February 2026, counted 4,790 holders of voting rights attached to 11,023,509,049 ordinary shares without nominal value representing 63.30479% of the share capital. The resolutions detailed below were passed.

#### Ordinary part

1. Item 1 on the agenda: **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.** The Shareholders approved the allocation to the Share premium reserve of the amount to be used for the payment of the one-off Levy and the subsequent allocation of the entire amount recorded in the "2023 Reserve" to the Extraordinary reserve. Votes in favour were 11,014,122,241, equivalent to 99.91535% of the ordinary shares represented at the Meeting.
  - b) **Approval of the Parent Company's 2025 financial statements.** The Shareholders approved the Parent Company's 2025 financial statements with 10,917,318,715 votes in favour, equivalent to 99.03669% of the ordinary shares represented at the Meeting.
  - c) **Allocation of net income for the year and distribution of dividend and part of the Share premium reserve to shareholders.** The Shareholders, taking into account the interim dividend of 3,233,844,856.62 euro <sup>(\*)</sup> distributed in November 2025 (corresponding to 18.6 euro cents on each share), approved the cash distribution of a remaining amount of 3,308,544,026.47 euro (corresponding to 19 euro cents on each of the 17,413,389,613 ordinary shares), of which 3,012,516,403.05 euro as dividends on the Parent Company's net income (corresponding to 17.3 euro cents on each share) and 296,027,623.42 euro as assignment of reserves drawn on the Share premium reserve (corresponding to 1.7 euro cents on each share) for a total distribution – interim dividend and remaining dividend – pertaining to 2025 of 6,542,388,883.09 euro, corresponding to a payout ratio of 70% of the consolidated net income. Votes in favour were 11,013,781,981, equivalent to 99.91176% of the ordinary shares represented at the Meeting. The amount not distributed in respect of any own shares held by the Bank at the record date will be allocated to the Extraordinary reserve. The dividend distribution will take place from 20 May 2026 (with coupon presentation on 18 May 2026 and record date on 19 May 2026). The dividend yield resulting from the proposed total dividend per share is 7.5% – the ratio of 37.6 euro cents to the average reference price recorded by the Intesa Sanpaolo stock in 2025.

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(\*) Net of the portion not distributed to the 27,126,943 own shares held by the Bank at the record date, amounting to 5,045,611.40 euro.

2. Item 2 on the agenda: **Remuneration.**

- a) **Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2026.** The Shareholders approved the remuneration and incentive policies for 2026 and the procedures used to adopt and implement them, as described respectively in chapters 4 and 1 of Section I of the Report on remuneration policy and compensation paid. Votes in favour were 9,901,646,657, equivalent to 89.82300% of the ordinary shares represented at the Meeting.
- b) **Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in the financial year 2025.** The Shareholders passed a resolution agreeing on the Disclosure on compensation paid in the financial year 2025, as described in Section II of the Report on remuneration policy and compensation paid. Votes in favour were 9,552,549,641, equivalent to 86.65616% of the ordinary shares represented at the Meeting.
- 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.** The Shareholders approved the update of the maximum amount of Severance (amounts that may be granted in view of or upon early termination of the employment relationship or early termination of office), deriving from the application of the maximum limit of Severance, unchanged at 24 months of the fixed remuneration, to the current levels of fixed remuneration, determining it in the amount of 7,000,000 euro gross. Votes in favour were 10,239,663,281, equivalent to 92.88933% of the ordinary shares represented at the Meeting.
- d) **Approval of the 2026 Annual Incentive Plan based on financial instruments.** The Shareholders approved the 2026 Annual Incentive Plan, reserved for Risk Takers <sup>(1)</sup> who accrue a bonus exceeding the so-called “materiality threshold” <sup>(2)</sup>, recipients of a “particularly high” amount <sup>(3)</sup>, and those who, among Middle Managers or Professionals who are not Risk Takers, accrue a bonus exceeding both the so-called “materiality threshold” <sup>(4)</sup> and 100% of the fixed remuneration. Votes in favour were 10,858,893,060, equivalent to 98.50668% of the ordinary shares represented at the Meeting. This Plan involves the use of Intesa Sanpaolo ordinary shares <sup>(5)</sup> to be purchased on the market.
- e) **Approval of the 2026-2029 Performance Share Plan Long-term Incentive Plan reserved for the Management of the Intesa Sanpaolo Group.** The Shareholders approved the 2026-2029 Performance Share Plan Long-term Incentive Plan, based on financial instruments, reserved for the Management, including the Managing Director and CEO, the remaining Group Top Risk Takers and the other Group Risk Takers <sup>(6)</sup>, of the Italian and foreign scope. Votes in favour were 10,851,239,206, equivalent to 98.43727% of the ordinary shares represented at the Meeting.

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- (1) These shall mean the Risk Takers identified at Group level, at Sub-consolidating Group level and at Legal Entity level.
- (2) For Risk Takers, in accordance with the applicable regulation, the materiality threshold is equal to 50,000 euro or one third of the total remuneration (unless otherwise provided for by specific local regulations).
- (3) Pursuant to the Group Remuneration and Incentive Policies, for the three-year period 2025-2027, the variable remuneration exceeding 400,000 euro is considered “particularly high”.
- (4) Pursuant to the Group Remuneration and Incentive Policies 2026 for Middle Managers and Professionals who are not Risk Takers, the materiality threshold is equal to 150,000 euro (unless otherwise provided for by specific local regulations).
- (5) With the exception of the provisions in the Bank of Italy Regulation implementing Article 4-undecies and Article 6, paragraph 1, letters b) and c-bis) of the Consolidated Law on Finance for Group Risk Takers belonging to asset management companies and in the cases in which the payment in Parent Company shares conflicts with local regulations.
- (6) Including Group Risk Takers who do not hold managerial positions (if any).

- f) **Approval of the 2026-2029 LECOIP Long-term Incentive Plan reserved for the Professionals of the Intesa Sanpaolo Group.** The Shareholders approved the 2026-2029 LECOIP Long-term Incentive Plan, based on financial instruments, reserved for all employees of companies belonging to the Intesa Sanpaolo Group within the Italian scope qualified as Professionals, none of whom are identified as Group Risk Takers. The recipients of the Plan do not include the members of the Management, including the Managing Director and CEO, the remaining Group Top Risk Takers and the other Group Risk Takers within the Italian and foreign scope, who are recipients of the 2026-2029 Performance Share Plan Long-term Incentive Plan. Votes in favour were 10,868,673,509, equivalent to 98.59541% of the ordinary shares represented at the Meeting.

3. Item 3 on the agenda: **Own shares.**

- a) **Authorisation to purchase own shares for annulment with no reduction of the share capital.** The Shareholders, with 10,966,301,253 votes in favour equivalent to 99.48104% of the ordinary shares represented at the Meeting, decided:
1. to authorise the Board of Directors, pursuant to Articles 2357 and following of the Italian Civil Code and 132 of the Consolidated Law on Finance, to carry out purchase transactions, even partially and/or in tranches, of the Company's ordinary shares; the authorisation is granted for a maximum number of ordinary Intesa Sanpaolo shares corresponding to a maximum overall outlay of 2.3 billion euro, plus transaction costs, and, in any case, not exceeding 800,000,000 Intesa Sanpaolo ordinary shares, with execution by 23 October 2026;
  2. to authorise the Board of Directors to carry out purchases of Intesa Sanpaolo ordinary shares pursuant to the decision under point 1 above, in the following manner: (i) the purchases must be made at the price that will be identified from time to time in compliance with any applicable national and EU regulatory requirements, without prejudice to the fact that the purchase price may not be more than 10% below or above the reference price of the Intesa Sanpaolo share registered on the regulated market Euronext Milan managed by Borsa Italiana S.p.A. the day before the execution of each individual purchase transaction; (ii) the purchase transactions will be carried out in line with the provisions of Article 132 Consolidated Law on Finance, Article 144-bis, paragraph 1, letter b) of the Issuers' Regulation and with any other legislative and regulatory provisions (including the regulations and other rules of the European Union) applicable and in force from time to time;
  3. to authorise the Board of Directors, which may delegate this power to the Managing Director and CEO, to carry out the own shares purchase transactions and make any necessary accounting entries or postings, using the Share premium reserve, on the basis of the resolutions mentioned in points 1 and 2 above, in any case in full compliance with current legislation and the limits set out therein.
- b) **Authorisation to purchase and dispose of own shares to serve the Incentive Plans of the Intesa Sanpaolo Group.** The Shareholders approved the proposal to purchase and dispose of own shares, with 10,843,200,871 votes in favour equivalent to 98.36433% of the ordinary shares represented at the Meeting. In accordance with this authorisation:
- ordinary shares will be purchased, in one or more tranches, up to a maximum number of 42,682,732, equal to a maximum percentage of Intesa Sanpaolo's share capital of 0.25%;
  - the purchase of shares will be executed in compliance with the provisions included in Articles 2357 and following of the Italian Civil Code, within the limits of distributable income and available reserves, as per the latest approved financial statements at the time the

purchases are carried out. Pursuant to Article 144-bis, paragraph 1, lett. b), of the Issuers' Regulation, purchases will be executed in full compliance with the regulations on the equality of shareholders, the measures to prevent market abuse and the related market practices permitted by Consob. By the date the Group-level purchase programme begins – disclosure of which will be made to the market as required by the regulations – the subsidiaries will have completed the procedure for seeking the equivalent authorisation at their shareholders' meetings, or from the related competent decision-making bodies on this subject.

- in accordance with the authorisation obtained at the Shareholders' Meeting today, which is effective for up to 18 months, purchases will be executed at a price identified on a case-by-case basis, net of accessory charges, within a minimum and maximum price range. This price will be determined using the following criteria: the minimum purchase price shall not be lower than the reference price of the share recorded in the stock market session on the day prior to each single purchase transaction, decreased by 10%; the maximum purchase price shall not be higher than the reference price the share recorded in the stock market session on the day prior to each single purchase transaction, increased by 10%. In any case, the price may not be higher than the higher of the price of the last independent trade and the highest current independent bid on the market.
  - furthermore, the Shareholders authorised the disposal on the regulated market of own ordinary shares exceeding the actual needs, using the same methods provided for their purchase, and at a price no lower than the reference price the share recorded in the stock market session on the day prior to each single transaction, decreased by 10%. Alternatively, these shares may be retained for the service of any other incentive plans and/or any Severance granted.
- c) **Authorisation to purchase and dispose of own shares for trading purposes.** The Shareholders, with 10,952,676,538 votes in favour equivalent to 99.35744% of the ordinary shares represented at the Meeting, decided:
1. to authorise the Board of Directors, pursuant to and for the purposes of Article 2357 of the Italian Civil Code, as of the date of approval of this resolution, to purchase Intesa Sanpaolo shares, for the duration of 18 months, in one or more tranches, undertaking to provide for the specific reserve, for the purposes set forth in the Board's explanatory report;
  2. to authorise aforesaid purchases up to a maximum limit of 15,000,000 ordinary shares and concurrently for a maximum total value of the shares held of 45,000,000 euro, stipulating in this regard, that:
    - the purchases are made at a price, net of ordinary ancillary charges, which, in its minimum, shall not be lower than the reference price of the share recorded in the stock exchange session on the day prior to each single transaction, decreased by 5% and, in its maximum, shall not be higher than the reference price of the share recorded in the stock exchange session on the day prior to each single transaction, increased by 5%;
    - the purchases are made in such a way as to guarantee equal treatment of shareholders, pursuant to Article 132 of Legislative Decree 58 of 24 February 1998 and Article 144-bis, paragraph 1, letters b) and c) of Consob Resolution 11971/1999, as amended, on regulated markets or multilateral trading facilities, in compliance with the operating procedures set out in the regulations on the organisation and management of those markets, in accordance with Consob implemented guidelines and, in any case, with any other procedures allowed by law and regulatory provisions applicable from time to time;
  3. to authorise, pursuant to and for the purposes of Article 2357-ter of the Italian Civil Code, the disposal, in whole or in part, of the Intesa Sanpaolo shares held, in accordance with the procedures allowed by the regulations at the time in force, without time limits, at a minimum

price that shall not be lower than the reference price of the share recorded in the stock exchange session on the day prior to each single transaction, reduced by 5%, establishing in this regard that subsequent purchase and disposal transactions may be carried out, with the consequent possibility of replenishing the "plafond" indicated in point 2 above;

4. to revoke, starting from the date of approval of this resolution or, from the effective date, if subsequent, of the European Central Bank's authorisation for the purchase of own shares covered by this resolution, the previous resolution authorising the purchase of own shares, adopted by the Ordinary Shareholders' Meeting on 29 April 2025 (item 4c), without prejudice to the effects of this latter in relation to the actions carried out and/or connected and consequent.

### Extraordinary part

1. Item 1 on the agenda: **Annulment of own shares with no reduction of the share capital and consequent amendment to Article 5 (Share capital) of the Articles of Association.** The Shareholders, with 10,983,187,278 votes in favour equivalent to 99.63422% of the ordinary shares represented at the Meeting approved the proposal to annul Intesa Sanpaolo's own shares that may be purchased and held by the Company by virtue of the authorisation from the Shareholders' Meeting requested in item 3a) on the agenda of the ordinary part of today's Meeting, up to a maximum of 800,000,000 shares, without reduction of the share capital, delegating the Board of Directors – with the option of sub-delegating the Chair and the Managing Director and CEO, jointly or severally – to execute the annulment, in one or more tranches, by 23 October 2026 and to update Article 5 of the Articles of Association following the changes in the number of shares indicated in paragraph 1 and the completion of the annulment transactions.
2. Item 2 on the agenda: **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.** The Shareholders decided to determine, updating the delegated powers granted to the Board of Directors by the Extraordinary Shareholders' Meeting of 29 April 2022, the maximum number of Intesa Sanpaolo ordinary shares to be issued in implementation of the 2022-2025 Performance Share Plan Long-term Incentive Plan at no. 145,000,000 shares, supplementing the resulting methods for calculating the related capital increase, and to amend paragraph 5.3 of Article 5 of the Articles of Association, also to highlight the duration of the 2022-2025 Performance Share Plan Long-term Incentive Plan. Votes in favour were 10,958,167,809, equivalent to 99.40727% of the ordinary shares represented at the Meeting.
3. Item 3 on the agenda: **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.** The Shareholders decided to grant powers, pursuant to Article 2443 of the Italian Civil Code, to the Board of Directors of Intesa Sanpaolo (a) to increase the share capital, without payment, in one or more tranches, by 30 October 2027, pursuant to Article 2349, paragraph 1, of the Italian Civil Code, with the issue of a maximum number of 76,000,000 Intesa Sanpaolo ordinary shares, for the allocation in favour of the employees of the companies belonging to the Italian perimeter of the

Intesa Sanpaolo Group qualified as “Professionals” <sup>(7)</sup> of the Free Shares and Matching Shares provided for in the 2026-2029 LECOIP Long-term Incentive Plan approved today; and (b) to increase the share capital, with payment – in a divisible form, in one or more tranches, by 30 October 2027 – by a maximum amount (including the share premium) of 720,000,000 euro excluding option rights in favour of the employees of the companies belonging to the Italian perimeter of the Intesa Sanpaolo Group qualified as “Professionals” who are recipients of the 2026-2029 LECOIP Long-term Incentive Plan, pursuant to Article 2441, paragraph 8, of the Italian Civil Code, by issue of a maximum of 170,000,000 Intesa Sanpaolo ordinary shares, at a price incorporating a discount with respect to the market value of the Intesa Sanpaolo ordinary shares, calculated on the basis of the average of the prices observed in the 30 days prior to the issue date <sup>(8)</sup>, with the consequent amendment to the Articles of Association. Assuming the full subscription of the 2026-2029 LECOIP Long-term Incentive Plan, the share capital increase would determine a dilutive effect on Intesa Sanpaolo's ordinary share capital of 1.39%, assuming the hypothesis of issue of the maximum number of shares object of the shareholders' resolution of 246,000,000. Votes in favour were 10,882,503,461, equivalent to 98.72087% of the ordinary shares represented at the Meeting.

4. Item 4 on the agenda: **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.** The Shareholders decided to grant powers, pursuant to Article 2443 of the Italian Civil Code, to the Board of Directors of Intesa Sanpaolo to increase the share capital, without payment, in one or more tranches, by 30 April 2031, pursuant to Article 2349, paragraph 1, of the Italian Civil Code, with the issue of a maximum number of 62,000,000 Intesa Sanpaolo ordinary shares, to be assigned to the recipients of the 2026-2029 Performance Share Plan Long-term Incentive Plan, which was approved today, with the consequent amendment to the Articles of Association. The increase, without payment, would have a maximum dilutive effect on Intesa Sanpaolo's share capital of around 0.34%. Votes in favour were 10,894,625,285, equivalent to 98.83128% of the ordinary shares represented at the Meeting.

With regard to the statutory changes approved by the Shareholders' Meeting, the required authorisations have already been issued by the Supervisory Authority.

(7) None of whom is identified as a Group Risk Taker in application of the criteria set forth in the Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 (CRD), Delegated Regulation (EU) no. 923/2021, Bank of Italy Circular no. 285/2013, as subsequently amended and supplemented, as well as the criteria adopted by Intesa Sanpaolo in its Remuneration Policies in accordance with the aforementioned legislation.

(8) Upon subscription of the Plan, the employee will also receive an additional amount of Intesa Sanpaolo shares (so-called "Sell-to-Cover Shares"), deriving from the same capital increase without payment, which will be used for the purpose of covering the tax obligations accrued in relation to the assignment of the Free Shares and Matching Shares and the benefit from the discount applied for the subscription of the capital increase with payment.

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