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Oggetto : Intesa Sanpaolo: first tranche of ordinary share buyback programme for free assignment in relation to the Group's incentive plans

Testo del comunicato

Vedi allegato



PRESS RELEASE

INTESA SANPAOLO: FIRST TRANCHE OF ORDINARY SHARE BUYBACK PROGRAMME FOR FREE ASSIGNMENT IN RELATION TO THE GROUP'S INCENTIVE PLANS

Turin - Milan, 6 May 2026 – Intesa Sanpaolo announces that on 11 and 12 May 2026 it will execute a first tranche of the ordinary share buyback programme to serve the assignment, free of charge, of Intesa Sanpaolo ordinary shares in relation to the following incentive plans of the Group:

- (i) mainly, the 2025 Intesa Sanpaolo Group Incentive System, and, to a lesser extent, the incentive plans of certain subsidiaries ⁽¹⁾ (together, the “**2025 Plans**”);
- (ii) the completion of the implementation of the 2024 Intesa Sanpaolo Group Incentive Plans ⁽²⁾ (the “**2024 Plans**”);
- (iii) the 2026-2029 Long-term Incentive Plan for Financial Advisors of the Fideuram – Intesa Sanpaolo Private Banking Group Networks (the “**FA LTI Plan**”);
- (iv) on a residual basis, the potential payments agreed ahead of or upon early termination of the employment relationship (so-called Severance), if any.

The abovementioned Incentive Plans provide for the use of Intesa Sanpaolo ordinary shares in line with the Supervisory Provisions on remuneration and incentive policies and practices. Specifically, for the 2025 Plans, the 2024 Plans and for the potential Severance payments (if any), the use of shares is envisaged for Risk Takers who accrue a bonus exceeding the so-called “materiality threshold” ⁽³⁾, for the recipients of a “particularly high” ⁽⁴⁾ amount and for those who, among Middle Managers or Professionals who are not Risk Takers, accrue a bonus exceeding both the so-called “materiality threshold” ⁽⁵⁾ and 100% of the fixed remuneration; for the FA LTI Plan the use of shares is envisaged both for recipients who are identified as Risk Takers at the start of the plan, for whom the plan provides the assignment at the start of the plan of the right to accrue Intesa Sanpaolo shares provided that specific performance conditions are met; and for the remaining recipients if, at the end of the performance accrual period the bonus accrued constitutes a “particularly high” amount ⁽⁶⁾, or they are identified as Risk Takers, or they carry out an additional supervision and coordination assignment.

(1) The following incentive plans for 2025: Incentive System of the Private Banking Network belonging to the Italian Network of Intesa Sanpaolo Private Banking; Incentive System of the Relationship Managers belonging to the International commercial Networks of the Fideuram - Intesa Sanpaolo Private Banking Group (i.e. Reyl Group and Intesa Sanpaolo Wealth Management); and Incentive System of the non-employee Financial Advisors belonging to the commercial Networks of the Fideuram - Intesa Sanpaolo Private Banking Group.

(2) The incentive plans reported under point (i) referred to 2024.

(3) Specifically, in line with the Provisions, the “materiality threshold” for Risk Takers is defined as €50,000 or one-third of total remuneration (unless otherwise provided for in specific local regulations).

(4) Pursuant to the Group's Remuneration and Incentive Policies, for the three-year periods 2022-2024 and 2025-2027, variable remuneration in excess of €400,000 is considered “particularly high”.

(5) Pursuant to the Group's Remuneration and Incentive Policies for 2024 and 2025, for Middle Managers and Professionals who are not Risk Takers, the materiality threshold is generally equal to €80,000 (unless otherwise provided for by specific local regulations). Such threshold is increased to €150,000 in order to significantly reduce the potential competitive disadvantage in the attraction and the retention of the best staff members in countries other than the domestic market of the Group and in businesses in which there is a high competitive pressure on the staff (i.e. high cost of living, intense compensation dynamics, and high resignation rate) and, outside the EU, in which the regulatory framework concerning the materiality threshold is less strict (or absent).

(6) As defined in the Remuneration and Incentive Policies.

The purchase execution is in accordance with the terms approved at the Shareholders' Meeting of Intesa Sanpaolo on 30 April 2026 and already disclosed to the market.

As required by Article 113-ter of Legislative Decree 58 of 24 February 1998 (*TUF*-Consolidated Law on Finance) and Article 144-bis of Consob Resolution 11971/99 (the Issuers' Regulation), the details of the first tranche of the share buyback programme – to be executed in relation to the Parent Company's requirement only – are provided below.

The number of shares to be purchased on the market on 11 and 12 May 2026 is equal to 25,000,000, corresponding to a percentage of Intesa Sanpaolo's share capital of 0.14%. This is in compliance with the resolution passed at the Intesa Sanpaolo Shareholders' Meeting of 30 April 2026, which authorised the purchase, in one or more tranches, of Intesa Sanpaolo ordinary shares, for both the Parent Company and the companies it directly and/or indirectly controls, up to a maximum number of 42,682,732 (of which 36,380,497 shares necessary to serve the 2025 Plans and, residually, the potential Severance payments, if any, 4,518,878 for the 2024 Plans, and 1,783,357 for the FA LTI Plan) corresponding to a maximum percentage of Intesa Sanpaolo's share capital of 0.25%.

Purchases of shares to be assigned, free of charge, will be executed in compliance with provisions included in Article 2357 and following of the Italian Civil Code within the limits of distributable income and available reserves, as determined in the financial statements most recently approved. Pursuant to Article 132 of the *TUF* and Article 144-bis, paragraph 1, letter b), of the Issuers' Regulation and subsequent amendments, purchases will be 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, as for the purchase modality, transactions will be carried out 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.

In accordance with the authorisation obtained at the Shareholders' Meeting of Intesa Sanpaolo, 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 a maximum price range. This price can be determined using the following criteria:

- the minimum purchase price cannot be lower than the reference price the share recorded in the stock market session on the day prior to each single purchase transaction, less 10%;
- the maximum purchase price cannot be higher than the reference price the share recorded in the stock market session on the day prior to each single purchase transaction, plus 10%.

At any rate, the purchase price will not be higher than the higher of the price of the last independent trade and the highest current independent bid on the market.

The maximum number of shares to be purchased daily will not exceed 25% of the daily average volume of the Intesa Sanpaolo ordinary shares traded in April 2026 (52,660,509 shares), i.e. 13,165,127 shares.

Investor Relations
+39.02.87943180
investor.relations@intesasanpaolo.com

Media Relations
+39.02.87962326
international.media@intesasanpaolo.com
group.intesasanpaolo.com

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