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Societa' : INTESA SANPAOLO

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Oggetto : Intesa Sanpaolo executed 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 EXECUTED FIRST TRANCHE OF ORDINARY SHARE BUYBACK PROGRAMME FOR FREE ASSIGNMENT IN RELATION TO THE GROUP'S INCENTIVE PLANS

Turin - Milan, 13 May 2026 – Intesa Sanpaolo communicates that on 11 and 12 May 2026 the Bank executed the 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”, for the recipients of a “particularly high” 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” 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, or they are identified as Risk Takers, or they carry out an additional supervision and coordination assignment.

The purchase execution was in accordance with the terms approved at the Shareholders' Meeting of Intesa Sanpaolo on 30 April 2026 and in relation to the Parent Company's requirement only.

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- (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.

In compliance with Article 113-ter of Legislative Decree 58 of 24 February 1998 (*TUF*-Consolidated Law on Finance), as well as Article 5 of the Regulation (EU) no. 596/2014 of the European Parliament and of the Council of 16 April 2014, and Article 2 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, the details concerning the purchases executed are provided below.

In the two days of purchase execution (11 and 12 May 2026), Intesa Sanpaolo purchased a total of 25,000,000 own ordinary shares, through its IMI Corporate & Investment Banking Division (which was responsible for the purchase execution), representing 0.14% of its share capital. The average purchase price was 5.8071 euro per share, for a total amount of 145,177,392.38 euro.

Purchase transactions were executed in compliance with provisions included in Articles 2357 and following and 2359-bis and following of the Italian Civil Code and within the limits determined in the resolutions passed by the competent corporate bodies. Pursuant to Article 132 of *TUF* and Article 144-bis, paragraph 1, letter b), of the Issuers' Regulation and subsequent amendments, purchases were 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, purchases were arranged 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.

The number of shares purchased daily did 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.

Details of share purchases are summarised in the table below.

Summary of purchases of Intesa Sanpaolo ordinary shares by the Parent Company Intesa Sanpaolo executed on 11 and 12 May 2026

DATE	NUMBER OF SHARES PURCHASED	AVERAGE PURCHASE PRICE (€)	AMOUNT (€)
11 May 2026	13,164,878	5.8444	76,940,812.98
12 May 2026	11,835,122	5.7656	68,236,579.40
Total	25,000,000	5.8071	145,177,392.38

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