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Oggetto : Intesa Sanpaolo: assignment and subscription of ordinary shares reserved for employees under the 2026-2029 LECOIP Long-term Incentive Plan

*Testo del comunicato*

Vedi allegato



## PRESS RELEASE

### **INTESA SANPAOLO: ASSIGNMENT AND SUBSCRIPTION OF ORDINARY SHARES RESERVED FOR EMPLOYEES UNDER THE 2026-2029 LECOIP LONG-TERM INCENTIVE PLAN**

*Turin - Milan, 29 June 2026* – Intesa Sanpaolo hereby communicates the number of Intesa Sanpaolo ordinary shares that have been assigned to the Group’s employees and subscribed to by the same employees, as well as the corresponding number of Certificates issued by J.P. Morgan, i.e. the financial instruments – essentially representative of the above-mentioned shares – that the Group’s employees receive under the 2026-2029 LECOIP Long-term Incentive Plan. The Plan, which is based on financial instruments, was approved at the Shareholders’ Meeting of 30 April 2026 and has already been disclosed to the market.

The 2026-2029 LECOIP Plan provides for:

- the assignment, free of charge, to employees, of new Intesa Sanpaolo ordinary shares deriving from a capital increase without payment (“Free Shares”), for an amount equivalent to the Variable Result Bonus advance for 2026;
- the assignment, free of charge, to employees, of additional new Intesa Sanpaolo ordinary shares deriving from the same capital increase without payment (“Matching Shares”) <sup>(1)</sup>; and
- the subscription by employees to new Intesa Sanpaolo ordinary shares deriving from a capital increase with payment, reserved for employees, through the issue of shares at a discounted price (“Discounted Shares”) against market value.

Certificates are reserved for Professionals employed by the Group in Italy. They reflect the terms of certain options that have Intesa Sanpaolo ordinary shares as their underlying instruments and will allow subscribers to receive, at maturity, in the absence of trigger events, an amount in cash (or in Intesa Sanpaolo ordinary shares) that is equal to the original market value of the Free Shares and the Matching Shares, plus any appreciation, compared with the original market value, related to the amount of Free Shares, Matching Shares and Discounted Shares.

Tomorrow, 30 June 2026, 14,329,700 Free Shares and 14,068,371 Matching Shares will be assigned to the Group’s employees, and 141,990,355 Discounted Shares will be subscribed to by the Group’s employees. The numbers have been calculated on the basis of the arithmetic average of the Volume Weighted Average Price (VWAP) of the Intesa Sanpaolo ordinary shares recorded on each working day in the 30 calendar days prior to 30 June 2026, which is equal to 5.8770 euro. Consequently, a total number of 28,398,071 Certificates – corresponding to the sum of the above-mentioned number of Free Shares and Matching Shares – will be assigned tomorrow to the Group’s employees.

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(1) Upon subscription to 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 to the capital increase with payment.

Following the delegation of powers granted by the Shareholders' Meeting to the Board of Directors pursuant to Article 2443 of the Italian Civil Code, tomorrow 30 June 2026:

- a share capital increase without payment will be executed, pursuant to Article 2349, paragraph 1, of the Italian Civil Code, for an amount of 36,351,711.96 euro, through the issue of 61,046,981 Intesa Sanpaolo ordinary shares;
- a share capital increase with payment will be executed, with the exclusion, pursuant to Article 2441, paragraph 8, of the Italian Civil Code, of the option right, in favour of the Intesa Sanpaolo Group's employees, for an amount of 84,551,150.64 euro, through the issue of 141,990,355 Intesa Sanpaolo ordinary shares at a price of 4.9723 euro (applying a discount of 15.394% to the above-mentioned arithmetic average of the VWAP recorded in the 30 calendar days prior to 30 June 2026), with said price to be allocated to share capital for an amount equal to the unstated nominal value of the shares at the time of issuance and to share premium for the remainder.

The total number of shares issued in the above-mentioned capital increases represents 1.15% of the ordinary share capital of Intesa Sanpaolo after the capital increase without payment and the capital increase with payment.

The capital increase with payment leads to an increase in the Intesa Sanpaolo Group's consolidated shareholders' equity of 706 million euro, of which 85 million in share capital and 621 million in share premium reserve, and generates an increase in the Group's Common Equity Tier 1 ratio in the region of 23 basis points on the basis of the figures as at 31 March 2026.

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