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Oggetto : Intesa Sanpaolo: notice of call of Ordinary  
and Extraordinary shareholders' meeting

*Testo del comunicato*

Vedi allegato.

**PRESS RELEASE****INTESA SANPAOLO: NOTICE OF CALL OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

*Turin - Milan, 18 March 2022* – The **Ordinary and Extraordinary Shareholders' Meeting** of Intesa Sanpaolo S.p.A. is convened, **on single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at **10:00 a.m.** on **29 April 2022**, to discuss and pass resolutions on the agenda as stated below.

**In relation to the Covid-19 epidemiologic situation and in compliance with Article 106, paragraph 4, of Decree Law no. 18 dated 17 March 2020, converted by Law no. 27 dated 24 April 2020, as subsequently amended, participation in, and voting at, the Shareholders' Meeting shall only be allowed through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998, as per the indications provided in the specific paragraph of this notice.**

\* \* \*

**Agenda:****Ordinary part**

- 1) 2021 financial statements:
  - a) Approval of the Parent Company's 2021 financial statements
  - b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve;
- 2) Resolutions in respect of the Board of Directors pursuant to Articles 13 and 14 of the Articles of Association:
  - a) Determination of the number of Board Directors for the financial years 2022/2023/2024
  - b) Appointment of Board Directors and members of the Management Control Committee for the financial years 2022/2023/2024, on the basis of slates of candidates submitted by shareholders
  - c) Election of the Chairman and one or more Deputy Chairpersons of the Board of Directors for the financial years 2022/2023/2024;
- 3) Remuneration:
  - a) Remuneration policies in respect of Board Directors
  - b) Determination of the remuneration of Board Directors pursuant to Articles 16.2 and 16.3 of the Articles of Association
  - c) Report on remuneration policy and compensation paid: Section I - Remuneration and incentive policies of the Intesa Sanpaolo Group for 2022
  - d) Report on remuneration policy and compensation paid: non-binding resolution on Section II - Disclosure on compensation paid in the financial year 2021
  - e) Approval of the 2022 Annual Incentive Plan based on financial instruments
  - f) Approval of the 2022-2025 Performance Share Plan Long-term Incentive Plan reserved for the Management of the Intesa Sanpaolo Group
  - g) Approval of the 2022-2025 LECOIP 3.0 Long-term Incentive Plan reserved for the Professionals of the Intesa Sanpaolo Group;
- 4) Own shares:
  - a) Authorisation to purchase own shares for the annulment of a maximum number of 2,615,384,615 own shares
  - b) Authorisation to purchase and dispose of own shares to serve Incentive Plans
  - c) Authorisation to purchase and dispose of own shares for trading purposes.

### Extraordinary part

- 1) Annulment of own shares with no reduction of the share capital and consequent amendment to Article 5 (Share Capital) of the Articles of Association
- 2) 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 2022-2025 LECOIP 3.0 Long-term Incentive Plan based on financial instruments, referred to under item 3g) of the ordinary part, and consequent amendment to Article 5 (Share Capital) of the Articles of Association
- 3) 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 2022-2025 Performance Share Plan Long-term Incentive Plan based on financial instruments, referred to under item 3f) of the ordinary part, and consequent amendment to Article 5 (Share Capital) of the Articles of Association.

### Right to participate in the Shareholders' Meeting

Persons may participate in the Shareholders' Meeting - only through the Appointed Representative in accordance with the procedures indicated below - if they hold the relative voting rights at the close of the accounting day on the seventh trading day prior to the date of the Shareholders' Meeting (**20 April 2022 - "record date"**), and in respect of whom the Company has received a notice of participation from the authorised intermediary.

Any persons who become holders of the Company's shares subsequent to that date shall not be entitled to participate in, or vote at, the Shareholders' Meeting.

The intermediary's notice must be received by the Company by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting (*i.e.*, by 26 April 2022). Nevertheless, those entitled may still participate and cast their votes, in accordance with the procedures indicated, if the notice is received by the Company after the deadline stated above but before the start of the Shareholders' Meeting.

No provisions are made for voting by post or via electronic media.

### Participation and casting of votes by proxy - Representative Appointed by the Company

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, as subsequently amended, participation in the Shareholders' Meeting shall occur only through the Appointed Representative pursuant to Article 135-*undecies* of Legislative Decree no. 58/1998; the aforementioned Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of Legislative Decree no. 58/1998, in derogation of Article 135-*undecies*, paragraph 4, of Legislative Decree no. 58/1998, provided that these contain voting instructions.

In order to participate in, and vote at, the Shareholders' Meeting, the proxy must be given, at no cost and with voting instructions on all or some of the items on the agenda, to Computershare S.p.A. as the "Appointed Representative" pursuant to Article 135-*undecies* of Legislative Decree no. 58/1998.

In order to grant the proxy to the Appointed Representative, the specific proxy form available at [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting") must be used. Should it be necessary to obtain the proxy form in hard copy, it can be requested from Computershare S.p.A., tel. +39 0110923200.

The proxy, with voting instructions reserved for the Appointed Representative, must be received **by 27 April 2022** (second trading day prior to the date of the Shareholders' Meeting) through one of the following methods: (i) transmission of the original, addressed to Computershare S.p.A., Via Nizza 262/73 - 10126 Torino, anticipating a copy electronically reproduced to [intesasanpaolo@pecserviziottoli.it](mailto:intesasanpaolo@pecserviziottoli.it) by ordinary email; (ii) transmission of a computerised copy thereof (PDF) to [intesasanpaolo@pecserviziottoli.it](mailto:intesasanpaolo@pecserviziottoli.it), provided that the proxy issuer, which may also be a legal person, uses his/her/its certified email address or, if not in possession of such certified email address, signs the PDF using an advanced electronic signature, qualified certificate or digital certificate; (iii) by fax to +39 0110923202; (iv) using the IT platform available at [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting"), managed by Computershare S.p.A., through which it is possible to fill in and send the proxy form to the Appointed Representative. It is recommended that eligible persons avail themselves of this method to grant proxy (through the IT platform), specifying that thanks to this tool, the deadline for sending the proxy form, for the benefit of those who will use it, is **extended to 12:00 on 28 April 2022**.

The proxy is valid only for proposals on which instructions to vote have been conferred. The proxy and the voting instructions may be revoked at any time, and may again be conferred, with the methods and by the terms specified above (at 24:00 on 27 April 2022 and, for submission through the IT platform, at 12:00 on 28 April 2022). Other methods of Shareholders' participation in the Meeting are not permitted.

Attendance at the Shareholders' Meeting by the remaining parties eligible to participate (Computershare S.p.A. as the Appointed Representative, the members of Intesa Sanpaolo's Corporate Bodies and the designated Secretary and Notary), taking into account the health reasons related to the epidemiologic situation, can occur also (or only) by telecommunications media using the procedures that will be communicated individually, in compliance with the applicable regulatory provisions.

#### **Information on the share capital as at today's date**

Share capital subscribed and paid-in totals 10,084,445,147.92 euro, divided into 19,430,463,305 ordinary shares (each of which confers the right to vote at the ordinary and extraordinary shareholders' meetings) without nominal value. The Company holds 30,629,777 own shares.

#### **Additions to the agenda and submission of new proposed resolutions**

Shareholders severally or jointly representing at least one-fortieth of the share capital may request **by 28 March 2022** additions to the list of items on the agenda or submit proposed resolutions pursuant to Article 126-*bis* of Legislative Decree no. 58/1998, specifying the additional items or proposals in their request, within the limits permitted by law.

The requests must be sent to Intesa Sanpaolo, for the attention of the Shareholders' Office by email to [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com) or by fax to +39 0110932650. The requests must be accompanied by a report setting forth the reason for the proposed resolutions on the new items the shareholder intends to propose for discussion or the reason for the proposed resolutions on the items already on the agenda. Requesting parties must send notices to the Company, via their intermediary, certifying their entitlement to exercise this right. If the shareholder's right to participate in the Shareholders' Meeting has been certified by intermediary's notice, it will suffice to provide the reference details of the notice or, at least, the intermediary's name, in the request.

Any additions to the agenda or the submission of proposed resolutions on the items already on the agenda shall be announced at least fifteen days prior to the date scheduled for the Shareholders' Meeting (*i.e.* **by 14 April 2022**) in the same manner regulating the publication of this notice. At the same time, the reports prepared by the shareholders requesting additions and/or the additional proposed resolutions submitted, and any comments by the Board of Directors, shall be made public in the same manner regulating the Shareholders' Meeting documentation.

Additional items are not permitted for topics which the Shareholders' Meeting addresses, by law, upon proposal by the Board of Directors, or based on a plan or report prepared by the Board, others than those pursuant to Article 125-*ter*, paragraph 1, of Legislative Decree no. 58/1998.

Shareholders wishing to propose additional items for inclusion on the agenda or to submit proposed resolutions on the items already on the agenda are kindly requested to contact the Shareholders' Office in good time to define all necessary operational details (email [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com), fax +39 0110932650).

Persons entitled to vote, even if representing less than one-fortieth of the share capital, may severally submit proposals in respect of resolutions and/or voting on the items on the agenda, within the limits permitted by law. As the participation in the Shareholders' Meeting is allowed only through the Appointed Representative, these proposals must be submitted to the Shareholders' Office, through the methods described above, **by 11 April 2022**. The proposals, having been verified that they concern the items on the agenda and are correct and complete with regard to applicable law, shall be published by 14 April 2022 on the website of the Company in order to enable those with voting rights to vote in an informed manner, also taking these new proposals into account, and therefore to allow the Appointed Representative to collect voting instructions, including on these same proposals.

### **Right to ask questions on the items on the agenda**

Persons entitled to vote at the Shareholders' Meeting may submit questions on the items on the agenda; said questions must be received **by 20 April 2022** ("record date") through the dedicated section at [group.intesasanpaolo.com](http://group.intesasanpaolo.com), by email to [domande.assemblea@intesasanpaolo.com](mailto:domande.assemblea@intesasanpaolo.com), by fax to +39 0110932650 for the attention of the Shareholders' Office.

Requesting parties must send notices to the Company, via their intermediary, certifying either their entitlement to exercise this right pursuant to Article 43 of the Consob-Bank of Italy joint Regulation dated 13 August 2018, or their right to participate in the Shareholders' Meeting pursuant to Article 83-sexies of Legislative Decree no. 58/1998.

Any questions which concern the items on the agenda shall be answered in a specific section of the Company's website by 12:00 of 27 April 2022, given that the participation in the Shareholders' Meeting is only permitted through the Appointed Representative. The Company has the right to provide a single response to questions with the same content.

The Company shall not provide a response to questions received after the deadline indicated

### **Resolutions in respect of the Board of Directors**

The resolutions in respect of the Board of Directors set forth in item 2 on the agenda of the ordinary part will be passed in accordance with the provisions of Articles 13 and 14 of Intesa Sanpaolo's Articles of Association.

### **Determination of the number of Board Directors**

The number of Board Directors shall be determined on the basis of the proposals submitted by entitled parties.

### **Appointment of Board Directors and members of the Management Control Committee**

Board Directors and members of the Management Control Committee shall be appointed on the basis of slates of candidates submitted by Shareholders. While reference should be made to Article 14 of the Articles of Association, available at [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Company documents"), and to the document "Information concerning the procedure for the appointment of the Board of Directors and the Management Control Committee", available at [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting"), the following points should be noted henceforth:

- **composition of slates:** the slates of candidates shall contain a minimum of 2 and a maximum of 19 candidates, the maximum number of Directors to be elected as provided for by the Articles of Association. Each slate shall be divided into two sections and contain the names of the candidates numbered progressively (*i.e.* candidates must be listed from number one upwards in each section). Each slate shall indicate, separately, in the first section the candidates for the position of Board Director who are not candidates for the position of Management Control Committee member and in the second section the candidates for the position of Board Director who are also candidates for the position of Management Control Committee member;
- **right to submit slates:** Shareholders that, jointly or severally, hold at least 0.5% of the capital have the right to submit slates. Ownership of the number of shares required to submit a slate shall be certified by a specific notice sent by the intermediary to the Company. This notice may be received by the Company after the filing of the slates, provided that it is received by 8 April 2022.  
Individual Shareholders, Shareholders belonging to the same group and Shareholders that are party to a shareholders' agreement regarding Intesa Sanpaolo shares shall not submit, nor those who have a right to vote shall be entitled to vote, more than one slate, including via a third party or fiduciary companies. Candidates may only feature in one slate and, within a slate, only in one section, failing which they will become ineligible;
- **methods for submitting slates:** the slates undersigned by the Shareholder or Shareholders submitting them, including by means of a proxy, must be accompanied by:
  - information on the Shareholders submitting the slates, along with an indication of the total percentage stake held by them;
  - a statement from Shareholders other than those that, jointly or severally, represent a controlling or relative majority interest, declaring that they are not linked in any way, even indirectly, as per Article 147-ter, paragraph 3, of Legislative Decree no. 58 /1998 and Article 144-quinquies of the Issuers' Regulation, to the latter; in this regard, it should be taken into account the cases set forth in Consob Communication no. 9017893/2009, specifically with respect to the absence of material relationships of



affiliation, as defined in the mentioned regulations, identifiable on the basis of notifications of significant shareholdings pursuant to Article 120 of Legislative Decree no. 58/1998 or the publication of shareholders' agreements pursuant to Article 122 of the same Decree (see the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com), "Investor Relations"/"Shareholder base", and/or the website [consob.it](http://consob.it)). In this regard, information is given that, as of the preparation of this notice of call, the Company has been informed, pursuant to Article 122 of Legislative Decree no. 58/1998, that a shareholders' agreement was stipulated by and between the following shareholders: Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna;

- a statement whereby each candidate accepts to stand for election to the Board of Directors/the Management Control Committee and declares, under his/her personal responsibility, that he/she is not subject to any causes of ineligibility and incompatibility and, in a member state of the European Union, of disqualification against him/her, and that he/she fulfils all the integrity, professional and independence requirements established for all or some of the Board Directors by law, regulations and the Articles of Association (in this regard, Shareholders should also consider the indications provided by Consob in Communication no. 8067632/2008); the above pledging to provide, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, the list of the management and supervisory positions held in other companies or entities as at the date of the Shareholders' Meeting. This statement shall be accompanied by exhaustive information on the personal and professional characteristics of the candidates and on the management, administration and supervisory positions held in other companies or entities.

With respect to the foregoing, Shareholders are invited to consult the Board of Directors' document: "Qualitative and Quantitative Composition of the Board of Directors" - drawn up in accordance with the provisions of the Bank of Italy regarding corporate governance, as set out in Circular Letter no. 285/2013 - which contains guidelines and recommendations that the outgoing Board of Directors of Intesa Sanpaolo makes available to the Shareholders. The document is available at [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting").

In addition, each slate containing a number of candidates equal to, or greater than, three shall: (i) be composed in such a way to ensure the gender balance envisaged by current law (at least two fifths of candidates shall belong to the less-represented gender); (ii) contain a number of candidates satisfying the independence requirement set forth in Article 13.4 of the Articles of Association, equal to at least two-thirds of the total candidates on the slate; (iii) contain, in the first section, at least one candidate satisfying the professionalism requirement set forth in Article 13.4, paragraph 2, letter a) of the Articles of Association and, in the second section, at least one candidate every two or fraction of two who meets the same professionalism requirement (for the present purposes, the rounding criteria pertinent to each requirement, as governed, respectively, by Articles 13.1 and 13.4, paragraph 2, letter b) of the Articles of Associations, shall apply to the portion of candidates who meet the requirements included in each slate).

A template of the letter to be used to file slates is available at [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting"), indicating the documentation that must accompany such slates, along with the templates to be used to declare the acceptance of candidature for the position of Board Director and member of the Management Control Committee and to declare the existence or absence of any relationships of affiliation;

- **deadlines for submitting slates:** the slates of candidates accompanied by the required documentation shall be filed at least twenty five days prior to the date of the Shareholders' Meeting, *i.e.*, by **4 April 2022**, using one of the following methods: (i) filing the original at the Registered Office in Piazza San Carlo 156 10121 Torino; (ii) filing in electronic format (PDF), sent to [segreteria.societaria@pec.intesasanpaolo.com](mailto:segreteria.societaria@pec.intesasanpaolo.com), provided that the filing party, which may also be a legal person, uses his/her/its certified email address or, if not in possession of such certified email address, signs the PDF using an advanced electronic signature, qualified certificate or digital certificate.

The candidate slates shall be assigned a progressive number based on the order in which they are received.

Slates submitted which do not comply with the current provisions of regulations and the Articles of Association, or slates lacking the required documentation, shall be declared unacceptable and considered as if they were not submitted. However, any irregularities in the slates concerning single candidates shall not result in the automatic exclusion of the entire slate, but only of the candidates involved in the irregularities.

Slates, accompanied by the required documentation, shall be made available to the public at least twenty-one days prior to the date set for the Shareholders' Meeting (*i.e.*, by 8 April 2022), at the Company's Registered Office, on

the authorised storage system [eMarket STORAGE](#) and at [group.intesasanpaolo.com](#) (“Governance”/“Shareholders’ Meeting”).

If at the end of the term for submitting slates (i) a single slate has been filed, (ii) a single slate has been filed with candidates limited to the second section, (iii) one or more slates have been filed with candidates limited to the first section only, or (iv) the only slates submitted have been presented by Shareholders who are regarded as affiliated with one another in accordance with applicable law, the Company will promptly inform the market via a press release sent to at least two press agencies. In this case, slates may be submitted until 7 April 2022 by Shareholders jointly or severally holding at least 0.25% of the capital, without prejudice to the other conditions and submission requirements. In the above case, the slates, accompanied by the required documentation, shall be made available to the public in accordance with the terms and methods indicated above.

### **Election of the Chairman and one or more Deputy Chairpersons of the Board of Directors**

The Chairman and one or more Deputy Chairpersons of the Board of Directors shall be elected by the Shareholders’ Meeting, by relative majority pursuant to Article 14.8 of the Articles of Association, from the Board Directors appointed by the Shareholders’ Meeting, on the basis of the proposals submitted by entitled parties.

### **Documentation for the Shareholders’ Meeting**

The reports on the items on the agenda, as well as the 2021 Annual Report - comprising the consolidated financial statements and the Parent Company’s draft financial statements as at 31 December 2021 and the related documentation pursuant to Article 154-ter, paragraph 1 of Legislative Decree no. 58/1998 - the Reports of the Independent Auditors pursuant to Articles 14 and 16 of Legislative Decree no. 39/2010 and the Report of the Management Control Committee required under Article 153 of Legislative Decree no. 58/1998, are made available to the public within the terms provided on the basis of each of the items on the agenda, at the Company’s Registered Office, on the authorised storage system [eMarket STORAGE](#) and at [group.intesasanpaolo.com](#) (“Governance”/“Shareholders’ Meeting”), where further information can be found.

A copy of said documentation - in electronic format - may be obtained, by request, from:

- Shareholders’ Office (email [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com))
- Investor Relations (email [investor.relations@intesasanpaolo.com](mailto:investor.relations@intesasanpaolo.com))

which are available to provide any additional information (from 8:30 a.m. to 5:00 p.m.).

ADR holders are kindly requested to contact The Bank of New York Mellon toll-free at +1 888 BNY ADRS (+1 888 269 2377). International callers may contact The Bank of New York Mellon at +1 201 680 6825.

An extract of this notice is published, pursuant to Article 125-bis of Legislative Decree no. 58/1998, in the daily newspapers “Il Sole 24 Ore”, “La Stampa”, “Corriere della Sera”, “Financial Times” and “The Wall Street Journal”.

Pursuant to the Regulation (EU) 2016/679, the Data Controller is Intesa Sanpaolo S.p.A. Full disclosure on the processing of data in relation to the exercise of rights related to the Shareholders’ Meeting is provided at [group.intesasanpaolo.com](#) (“Governance”/“Shareholders’ Meeting”).

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