
Report of the Board of Directors Ordinary Part - Item 3 on the agenda

Remuneration:

- d) Report on remuneration policy and compensation paid: non-binding resolution on Section II - Disclosure on compensation paid in the financial year 2021

Distinguished Shareholders,

this Shareholders' Meeting is called to approve with a non-binding resolution pursuant to article 123-ter of Legislative Decree no. 58/1998 as amended by Legislative Decree no. 49/2019, Section II - Disclosure on compensation paid in the financial year 2021 of the Report on remuneration policy and compensation paid, approved by the Board of Directors at the meeting of 15 March 2022.

Section II - Disclosure on compensation paid in the financial year 2021 provides an adequate representation of all the items that constitute remuneration and describes the compensation paid – in compliance with and in application of the Remuneration Policy for 2021 approved by the Shareholders' Meeting of 28 April 2021 – in the financial year 2021 for any reason and in any form by the company and by its subsidiaries or affiliates, to the members of the administration and control bodies, to the General Manager and CEO and, in aggregate form, to key managers (coinciding with Group Top Risk Takers) and remaining Risk Takers, the latter pursuant to article 450 of the (UE) Regulation 876/2019 of 20 May 2019 – so-called CRR II – and to article 17 of the (UE) Regulation 637/2021 of 15 March 2021 – so-called Implementing Technical Standards, implemented by Circular No. 285 by Bank of Italy of 17 December 2013.

The Report on remuneration policy and compensation paid - to which reference is made for more details - is available to the public, in accordance with the provisions of law currently in force, at the Company's registered office, in the authorised storage system (at the address www.emarketstorage.com) and on the website group.intesasanpaolo.com.

Distinguished Shareholders, you are therefore invited to approve, with a non-binding resolution, the Disclosure on compensation paid in the financial year 2021 as described in Section II of the Report on remuneration policy and compensation paid.

15 March 2022

For the Board of Directors
the Chairman – Gian Maria Gros-Pietro

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.