

# Report of the Board of Directors

## Ordinary Part - Item 2 on the agenda

### Remuneration:

- e) Update of the 2018-2021 POP (Performance Call Option) Long-term Incentive Plan for Top Management, Risk Takers and Key Managers. Related and consequent resolutions

Distinguished Shareholders,

you have been invited to attend this Ordinary Meeting to discuss and resolve on the proposal to update the 2018-2021 POP (Performance call Option) Long-term Incentive Plan for the Top Management, Risk Takers and Key Managers in Italy (the “**POP Plan**”). This proposal was approved by the Board of Directors at its meeting of 23 March 2021, with the favourable opinion of the Remuneration Committee and the Risks Committee, and is subject to your approval pursuant to Article 114-bis of the Legislative Decree of 24 February 1998, No. 58 (“**TUF**”), as subsequently amended and supplemented.

The amendments submitted to your assessment are aimed at neutralising the technical effects of the exogenous and extraordinary events (i.e. the limited dividend distributions in the European banking sector in the context of the Covid-19 pandemic) on the so-called “external” market conditions of the POP Plan, in order to **support the realignment of the Shareholders’ and the Management’s interests**, so as to allow that, in case the value of the Intesa Sanpaolo share recovers and dividend distributions restart taking place regularly, there will be realistic chances for the POP Plan to be in the money, provided the performance conditions and the activation conditions – which, on the contrary, remain unchanged – are respectively met and passed.

Please find below the description of the reasons underlying the proposal, the proposed amendments and their rationales.

### The POP Plan – a summary

Please find below, in brief and limited to what is relevant here, the main conditions of the POP Plan. Please refer to the Information Document for detailed information:

Key Features of the POP Plan	
<b>Beneficiaries</b>	Top Management, Risk Takers and Key Managers (approximately 350 people overall).
<b>Financial Instrument</b>	Performance Call Option (“ <b>POP Options</b> ”): call options with underlying Intesa Sanpaolo (“ <b>ISP</b> ”) ordinary shares
<b>POP Plan Operating Model</b>	Granting of a certain number of POP Options by Intesa Sanpaolo. The number of POP Options granted differs according to the organizational level and up to a maximum of 200% of fixed remuneration. On the due date, physical delivery of the underlying shares will take place if and to the extent in which : <ul style="list-style-type: none"> <li>(i) the “external” vesting conditions – whose achievement determines the value of the POP Options; and</li> <li>(ii) the “internal” vesting conditions – whose achievement determines the number of POP Options that shall vest</li> </ul> are met.

<p><b>“External”/market vesting conditions</b></p>	<p>The POP Options must be in the money on the exercise day: i.e. the “exercise price” must be higher than the “strike price”:</p> <ul style="list-style-type: none"> <li>(i) the exercise price is equal to the average price of the last year of the 2018-2021 Business Plan (11 March 2021 - 11 March 2022 – the “<b>Averaging Period</b>”)</li> <li>(ii) the strike price is equal to the average market price of the month preceding grant (EUR 2.5416). Such <b>price</b> is subject to <b>technical adjustments</b> that depend on the possible <b>difference between</b> the expected <b>level</b> of dividend distribution and the <b>effective distribution</b> during the Plan.</li> </ul> <div style="border: 1px solid black; padding: 5px; margin-top: 10px;"> <p>Following the adjustments due to the lack of dividend distributions in 2020 with reference to 2019 in the context of the limited dividend distributions in the European banking sector, currently the strike price is equal to EUR 3.0267.</p> </div>
<p><b>“Internal” vesting Conditions</b></p>	<p>Performance conditions</p> <ol style="list-style-type: none"> <li>1. 2021 NPL (Non-Performing Loans) Ratio 2021: 6%</li> <li>2. 2021 OI/RWA (Operating Income / Risk Weighted Assets): 6.77%</li> </ol> <p>These conditions were set in line with the objectives of the 2018-2021 Business Plan.</p> <p>In order to ensure compliance with the applicable regulation, specific performance conditions are provided for staff belonging to the Corporate Control Functions.</p>

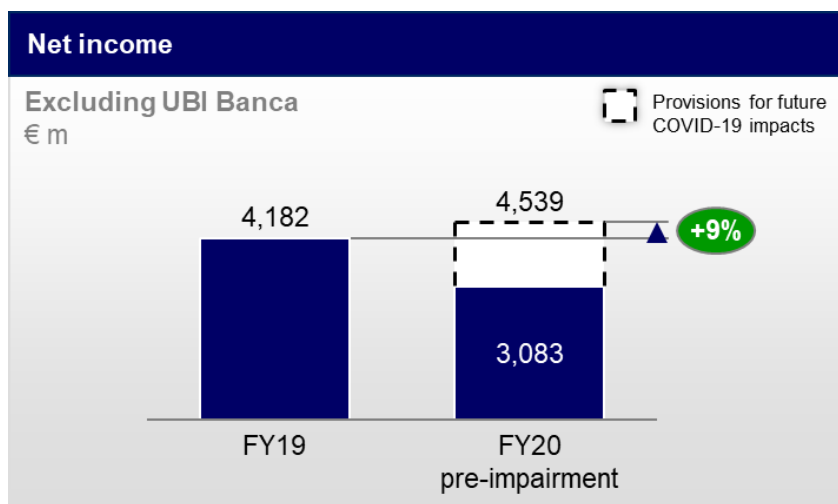
Please be reminded that the POP Plan further includes provisions that ensure its compliance with the Group Remuneration Policies, the Bank of Italy’s provisions on remuneration and incentive policies and practices in force, the provisions of Directive 2013/36/EU (Capital Requirements Directive), and the guidelines issued by the European Banking Authority on sound remuneration policies (EBA/GL/2015/22). Among other things, the POP Plan includes specific **Activation Conditions** with the aim of ensuring both the respect of **capital strength and liquidity** conditions (**Gates** at Group level) and **correct individual behaviour** (absence of **Compliance Breaches** at individual level), provides that the settlement is **entirely in Intesa Sanpaolo shares**<sup>1</sup>, the application of pay-out schedules with a **deferral horizon of 5 years** for the **Top Management** not belonging to the Corporate Control Functions and of **3 years** for the **other beneficiaries**. It also provides **restrictions on the ability to dispose of the instruments** which differ depending on the population cluster, **Malus Conditions**, symmetrical to the Activation Conditions, and the application of **clawback** mechanisms in line with the Group Remuneration Policies.

### **The rationales of the proposed amendments**

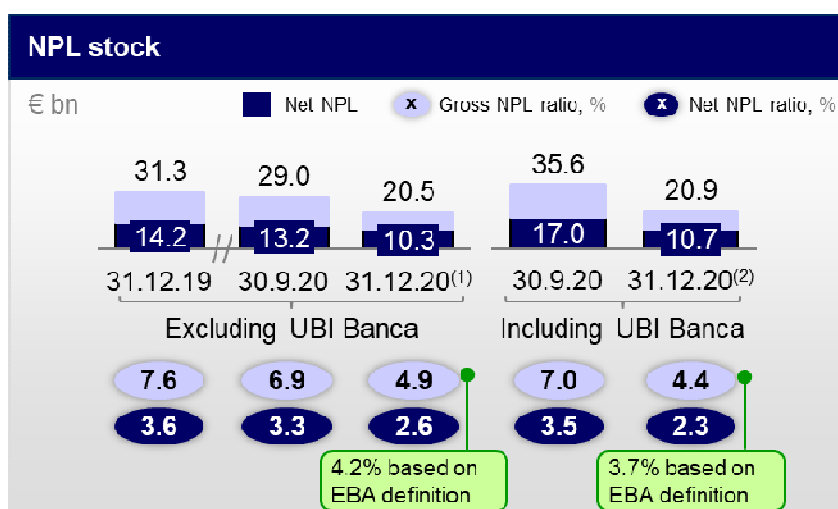
In the context of the Covid-19 epidemic, the European banking sector recorded limited dividend distribution.

In such context, the Group demonstrated **resilience**, continuing to generate results in terms of **profits**, accelerating on **de-risking**, and **reinforcing its capital**. In this regard, please find below some significant excerpts from the presentation on the 2020 annual results published on 5 February 2021.

<sup>1</sup> It being understood that for Group asset management companies (SGR entities), 50% of the payment shall be made in UCITS and the remaining 50% in Intesa Sanpaolo shares.

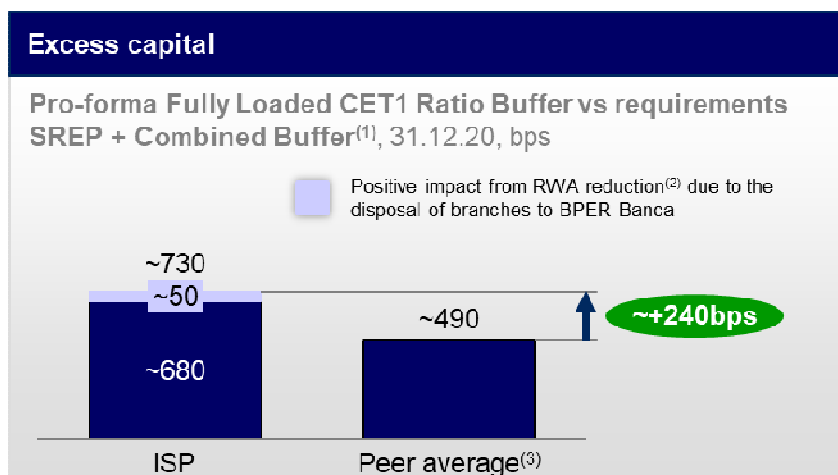


Thanks to its diversified *business model*, also in financial year 2020, Intesa Sanpaolo generated a solid flow of income; 61% of the gross income derived from Wealth Management and Protection Activities.



Despite the effects of the pandemic on real economy, Intesa Sanpaolo accelerated on the reduction of NPL stock.

(1) Not including €3.2bn Gross NPL (€0.5bn Net) reclassified in Discontinued operations as of 31.12.20  
(2) Not including €5.4bn Gross NPL (€2.1bn Net) reclassified in Discontinued operations as of 31.12.20 (after PPA)



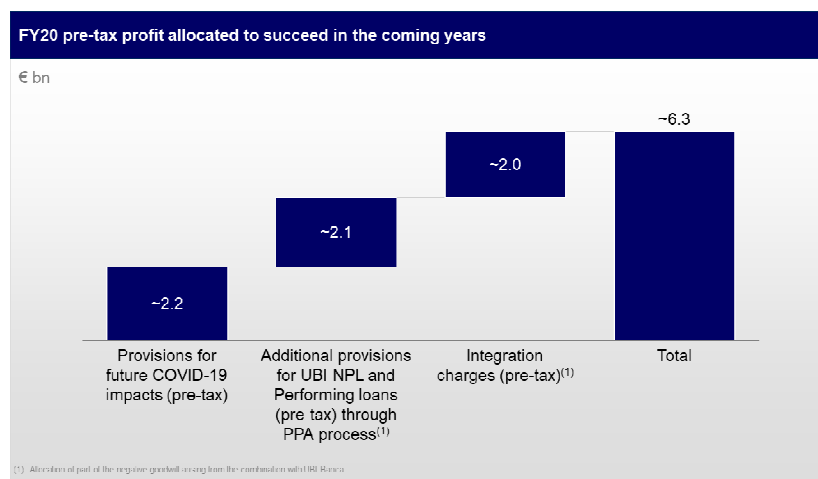
In 2020 Intesa Sanpaolo further reinforced its capital buffer exceeding the regulatory requirements.

(1) Calculated as the difference between the Fully Loaded CET1 Ratio vs requirements SREP + Combined Buffer; only top European banks that have communicated their SREP requirement  
(2) Estimated  
(3) Sample: BBVA, Deutsche Bank, Nordea and Santander (31.12.20 data); BNP Paribas, Commerzbank, Crédit Agricole Group, ING Group, Société Générale and UniCredit (30.9.20 data). Source: Investors' Presentations, Press Releases, Conference Calls, Financial Statements

Moreover, in 2020, Intesa Sanpaolo completed the **Voluntary Public Purchase and Exchange Offer for UBI Banca shares** with success, building a new institution that will strengthen the Italian financial

system and its leading role in the European banking landscape. The synergies achieved through the combination with UBI Banca are expected to be above **EUR 1 billion** per year once fully implemented, exceeding the initial estimates.

Despite an extremely complicated year, the Group was therefore able to create value, part of which - out of 2020 pre-tax profit - was allocated to create favourable conditions for growth in the coming years.



However, due to the limited dividend distribution in the European banking sector in the context of the Covid-19 pandemic, which is entirely exogenous to Intesa Sanpaolo's actual distribution capability vis-à-vis the results it achieved and its capital situation, the Group's resilience and its creation of value cannot be reflected in the POP Plan's pay-out. Indeed, such limited distribution determines a double effect that negatively impacts the POP Plan functioning mechanism:

- (i) a technical adjustment of the strike price, adjusting it from EUR 2.5455<sup>2</sup> to the current value of EUR 3.0267, due to the lack of dividend distribution in 2020 with reference to the 2019 financial year;
- (ii) a negative impact on the Intesa Sanpaolo share price with respect to its peers, undermining its premium valuation related to the higher shareholder remuneration provided by the Group's dividend policy, based on the Group's sustainable profitability deriving from its capital strength, its resilient business model and from the strategic flexibility in managing operating costs. As a consequence, the **Averaging Period** (11 March 2021 - 11 March 2022) would potentially take place during a continued period of limited dividend distribution in the European banking sector and lead to the aforementioned impacts on the Intesa Sanpaolo share price; therefore, the possibility for the share price to increase would be limited, and, even if the dividends are paid once the conditions for resuming ordinary levels of distribution occur, the recovery of the share price with respect to its peers would have a limited impact on the exercise price, which would have already largely formed.

Based on the above, it is reasonable to assume that the POP Plan will not be in the money, with the consequence it will lose its incentivising value for the Management.

### **The proposed amendment**

Considering the Intesa Sanpaolo Group's capability of maintaining high levels of capital strength and profitability, considering that the factor which led to conditions that make it unlikely that the POP Plan is in the money (i.e. the mentioned limited dividend distribution in the European banking sector in the context of the Covid-19 pandemic) is exogenous and extraordinary, and taking into account that such factor was not foreseeable at the time the Plan was launched, we propose amending the POP Plan in

<sup>2</sup> Value of the strike price on 20 May 2019, ex-dividend date with reference to the last dividends distributed by Intesa Sanpaolo in an "ordinary" context.

order to neutralise the effects of such factor, only amending the External/market vesting conditions.

More specifically, we propose to:

- (i) re-set the strike price at its value on 20 May 2019, the ex-dividend date with reference to the last dividends that were distributed by Intesa Sanpaolo in an ordinary “context”, fixing it at EUR 2.5455 (in place of its current value of EUR 3.0267) and recalibrating the strike price adjustment mechanism taking into account the 2020 and 2021 expected dividends; and
- (ii) postpone the Averaging Period by one year, providing that it starts on 11 March 2022 (instead of 11 March 2021) and ends on 10 March 2023 (instead of 11 March 2022), with the consequent postponement of one year also of the exercise date (10 March 2023), and the related postponement of the dates of delivery of the underlying shares should the POP Plan be in the money.

The **re-setting of the strike price at EUR 2.5455** (which, it should be noted, is higher than the Intesa Sanpaolo share price on the date this document was drafted<sup>3</sup>) and the recalibration of its adjustment mechanism based on the 2020 and 2021 expected dividends would **support the realignment between the Management’s and the Shareholders’ interest**, incentivising the Management to focus on the **value generated by the Bank from now on**, also thanks to the **growth conditions created in 2020, being transferred to the shareholder through the increase of the share price and dividend distributions in line with the expectations**, once the ordinary dividend distribution in the European banking sector is resumed. In this respect, the proposed postponement of the **Averaging Period** would allow the period in which the exercise price is formed to start from a **point in time after** the ordinary dividend distribution in the European banking sector and its effects on the share price are re-established.

Please note that **no amendments will be made to the Performance Conditions** or to the dates on which such Conditions must be met. Such Conditions will therefore continue to be aligned with the original objectives of the 2018-2021 Business Plan. Hence the **number of POP Options** that may be **accrued** by each Beneficiary will continue to **depend on the Group results (NPL Ratio and OI/RWA) as at 31 December 2021**, in line with the original expectations of the **2018-2021 Business Plan**.

#### **Amendments to the POP Option conditions**

The amendments to the POP Plan translate into an update of the POP Option conditions and the consequent obligations to deliver the underlying ISP shares to the Beneficiaries. This requires either an amendment to the Novation agreement (*accollo liberatorio*) already entered into between the Bank, the Beneficiaries and a leading financial counterparty, pursuant to which the latter undertook the obligations to deliver the ISP shares underlying the POP Options to the beneficiaries, or entering into a new novation agreement with another financial counterparty.

#### **The impact on capital and risks**

As the obligations to deliver the ISP shares underlying the POP Options will be transferred to a primary counterparty through a novation agreement, there will be no need to undertake any extraordinary transaction on the capital (i.e. capital increase or purchase of own shares). Furthermore, there are no market risks as they are transferred to the financial counterparty as an effect of the amendment of the Novation agreement/ new novation agreement.

#### **Prior information to the Supervisory Authority**

Please note that, although there are no authorisation requirements, the Supervisory Authority was informed in advance on the proposed amendments and expressed no objection.

#### **Cost**

Authorisation is requested to the Shareholders’ Meeting for a maximum cost of EUR 65 million. This cost would be spread over the residual duration of the Plan, for a total of about 20 months (assuming

<sup>3</sup> EUR 2.2985, closing price of 22 March 2021.

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that the amendments are approved by this Shareholders' Meeting).

Distinguished Shareholders, in light of the above, you are invited to approve, pursuant to Article 114-bis of the TUF, as subsequently amended and supplemented, the amendments to the POP Plan approved by the Board of Directors on 23 March 2021, with the favourable opinions of the Remuneration Committee and the Risk Committee, and to grant the Board of Directors any power, necessary or appropriate, to give full and integral execution to this resolution, with the express faculty to sub-delegate.

23 March 2021

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.*

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ATTACHMENT 1  
INFORMATION DOCUMENT

Pursuant to Article 84-*bis* of CONSOB Regulation No. 11971 of 14 May 1999, as subsequently amended and supplemented

in relation to

2018-2021 POP (Performance Call Option) LONG-TERM INCENTIVE PLAN FOR TOP  
MANAGEMENT, RISK TAKERS AND KEY MANAGERS

OF

INTESA SANPAOLO S.p.A.

**The amendments submitted to the approval of the Ordinary Shareholders' Meeting called for 28 April 2021, on single call, are displayed through integrations and amendments in the text of the Introduction, the General Presentation and of Paragraphs 3.1, from 3.5 to 3.8, 4.1, 4.12, 4.19 and 4.20 of the Information Document approved on 27 April 2018, and, consequently, in other points of the document in order to ensure its coherence.**

23 March 2021

## Introduction

This information document (the “**Information Document**”) is published pursuant to Article 114-*bis* of Legislative Decree No. 58 of 24 February 1998, as amended (the “**Consolidated Financial Law**”), and article 84-*bis* of the CONSOB Regulation No. 11971 of 14 May 1999, as amended (the “**Issuers’ Regulations**”), in order to provide the Bank’s shareholders and the market, with the information on a long-term incentive plan addressed to Top Management, Risk Takers and Key Managers of the Intesa Sanpaolo Group, based on allocation of financial instruments linked to ordinary shares of the Bank, called Performance-based Option Plan (the “**POP**” or the “**POP Plan**”)

The POP Plan was approved by the Ordinary Shareholders’ Meeting of 27 April 2018. On 23 March 2021, the Board of Directors of Intesa Sanpaolo S.p.A. (“**Intesa Sanpaolo**”), with the favourable opinion of the Remuneration Committee and the Risks Committee, resolved to submit to the Ordinary Shareholders’ Meeting called for 28 April 2021, on single call, some amendments to the POP Plan, with the aim of neutralising the technical effects of the exogenous and extraordinary events (i.e. the limited dividend distributions in the European banking sector in the context of the Covid-19 pandemic) on the so-called “external” market conditions of the POP Plan, in order to support the realignment of the Shareholders’ and the Management’s interests, so as to allow that, in case the value of the Intesa Sanpaolo share recovers and dividend distributions restart taking place regularly, there will be realistic chances for the POP Plan to be in the money, provided the performance conditions (please refer to par. 2.2 and 3.4) are met, and the activation conditions (please refer to par. 2.2.1) – which, on the contrary, remain unchanged – are passed. More specifically, the proposed amendments (the “**Amendments**”) are the following:

- (iii) re-setting the strike price at its value on 20 May 2019, the ex-dividend date with reference to the last dividends that were distributed by Intesa Sanpaolo in an “ordinary” context, fixing it at EUR 2.5455 (in place of its current value of EUR 3.0267) and recalibrating the strike price adjustment mechanism taking into account the 2020 and 2021 expected dividends; and
- (iv) postponing the Averaging Period (as defined below) by one year, providing that it starts on 11 March 2022 (instead of 11 March 2021) and ends on 10 March 2023 (instead of 11 March 2022), with the consequent postponement of one year also of the exercise date (10 March 2023), and the related postponement of the dates of delivery of the underlying shares should the POP Plan be in the money.

This Information Document replaces the previous information document, approved by the Board of Directors on 20 March 2018 and made available to the public and to the Shareholders pursuant to the legal and regulatory provisions for the related resolution which was passed at Ordinary Shareholders’ Meeting of 27 April 2018. It reflects the amendments submitted to the approval of the Ordinary Shareholders’ Meeting called for 28 April 2021, as approved by the Board of Directors on 23 March 2021.

The aforementioned Amendments are displayed in the General Presentation and in Paragraphs 3.1, from 3.5 to 3.8, 4.1, 4.12, 4.19, and 4.20 and, consequently, in other points of the document in order to ensure the coherence of the Information Document.

This Information Document is available to the public at the registered office of Intesa Sanpaolo at Piazza San Carlo 156, Turin, as well as on the authorised storage system [www.emarketstorage.com](http://www.emarketstorage.com) and on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) (section “Governance”/ “Shareholders’ Meeting”), on which further information is available.

Publication of the Information Document has been disclosed to the market.



## Definitions

<b>Ordinary Shareholders' Meeting 2018</b>	The Ordinary Shareholders' Meeting of Intesa Sanpaolo called for 27 April 2018 (on single call ) to resolve upon the 2018-2021 Long-Term Incentive POP ( <i>Performance-based Option Plan</i> ) Plan addressed to Top Management, Risk Takers and Key Managers (item 3e) of the agenda for that shareholders' meeting and also the Long-Term LECOIP 2.0 2018-2021 remuneration plan addressed to employees that are not recipients of the POP Plan.
<b>Ordinary Shareholders' Meeting 2021</b>	The Ordinary Shareholders' Meeting of Intesa Sanpaolo called for 28 April 2021 (on single call ) to resolve upon the Amendments (item 2 e) on the agenda of this Meeting).
<b>ISP Ordinary Shares</b>	The ordinary shares of Intesa Sanpaolo, traded on the <i>Mercato Telematico Azionario</i> (MTA), the electronic share market organised and operated by Borsa Italiana.
<b>Borsa Italiana</b>	Borsa Italiana S.p.A., a company with registered office at Piazza degli Affari 6, Milan, and a member of the London Stock Exchange group.
<b>Civil Code</b>	The Italian Civil Code, approved by the Royal Decree No. 262 of 16 March 1942.
<b>Remuneration Committee</b>	The committee that consults upon and proposes matters of remuneration, pursuant to the Corporate Governance Code for Listed Companies of Borsa Italiana S.p.A.
<b>Board of Directors</b>	The current Board of Directors of Intesa Sanpaolo..
<b>CONSOB</b>	The National Commission for Companies and the Stock Exchange, with offices at Via G.B. Martini 3, Rome.
<b>Counterparty</b>	The leading bank selected by Intesa Sanpaolo.
<b>Employees or POP Employees</b>	The Top Management, Risk Takers and Key Managers of the Intesa Sanpaolo Group to whom the POP Plan is addressed.
<b>Information Document</b>	This information document, prepared pursuant to article 84- <i>bis</i> of the Issuers' Regulations, and in accordance with the indications set forth in Form 7 of Annex 3A to the Issuers' Regulations.
<b>Fiduciary</b>	Società Italiana di Revisione e Fiduciaria S.I.RE.F. S.p.A., a company with registered office at Via dell'Unione 1, 20122 Milan, registered with the Register of Companies of Milan, VAT No. and Taxpayer Reference No. 01840910150, which, under the mandate from each Employee, will act in its name and on behalf of the Employees in dealings with the Counterparty.

<b>Global Banding</b>	Classification model under which all of the management positions are distributed among different levels, based on the complexity of the duties and the responsibilities they entail.
<b>Intesa Sanpaolo Group or the Group Intesa Sanpaolo, ISP or the Bank</b>	The Intesa Sanpaolo Banking Group.  Intesa Sanpaolo S.p.A., a company with registered office at Piazza San Carlo 156, Turin, registered with the Register of Companies of Turin, VAT No. and Taxpayer Reference No. 0799960158 , and the parent company of the Intesa Sanpaolo Banking Group.
<b>Key Managers</b>	Those managers identified as Key managers who, in terms of their Global Banding, do not qualify as Risk Takers but nonetheless are at a level equivalent to the Risk Takers, given the complexity of their duties and the responsibilities.
<b>Amendments</b>	The amendments to the POP Plan aimed at neutralising the technical effects of the exogenous and extraordinary events (i.e. the limited dividend distributions in the European banking sector in the context of the Covid-19 pandemic) on the POP Plan, described in this Information Document
<b>POP Options and POP Instruments</b>	The call options with underlying ISP ordinary shares whose settlement takes place by physical delivery of the underlying on the expiry date.
<b>POP Plan or the Plan</b>	The Performance-based Option Plan addressed to the POP Employees, the terms and conditions of which are described in this Information Document.
<b>2018-2021 Business Plan</b>	The Business Plan of Intesa Sanpaolo for the four years from 2018 to 2021, approved by the Board of Directors on 6 February 2018.
<b>Issuers' Regulations</b>	The CONSOB Regulations No. 11971 of 14 May 1999, as subsequently amended and supplemented.
<b>Risk Takers</b>	The key personnel identified as risk takers in accordance with Delegated Regulation (EU) No. 604/2014.
<b>Top Management</b>	Personnel belonging to the upper three tiers of the Group's Global Banding, including Employees of the Parent Company with Strategic Responsibilities.
<b>Consolidated Financial Law</b>	Legislative Decree No. 58 of 24 February 1998, as amended, setting forth the consolidated legislation on financial intermediation.

## General Presentation

In the context of the 2018-2021 Business Plan, Intesa Sanpaolo presented two systems for the long-term variable remuneration of its Employees, and those of other companies of the Intesa Sanpaolo Group, with the objective of, *inter alia*, promoting a sense of ownership of the Group, and aligning employees' objectives with those set out in the 2018-2021 Business Plan (the "**Transaction**").

By contrast with the action taken at the time of the 2014-2017 Business Plan, as a result of changes in both the regulatory environment and the business of the Intesa Sanpaolo Group, it was considered desirable that different long-term forms of remuneration be applied to Top Management, Risk Takers and Key Managers, on the one hand, and Managers and Professionals, on the other, always within the perimeter of the Group's Italian activities.

The two long-term remuneration systems that were launched in the context of the 2018-2021 Business Plan are:

- the long-term incentive plan "*Performance-Based Option Plan*" - **POP**;
- the remuneration plan addressed to Managers - the Manager LECOIP 2.0, and to the other employees - the Professional LECOIP 2.0.

### The POP Plan and the proposed amendments

The POP Plan was allocated to ISP and other companies of the group that qualified in 2018 as (i) Top Management, (ii) Risk Takers, and (iii) Key Managers (together, the POP Employees) under applicable laws and regulations and the system of Global Banding employed by the Group.

The Plan provides for the allocation of a certain number of call options by ISP to each POP Employee. These call options have ISP ordinary shares as the underlying, and the settlement will take place by physical delivery of the underlying on the expiry date (the POP Options).

The POP Options will be exercised automatically on the exercise date in the event that there is a positive difference between the average price of the underlying share, as observed on a daily basis in the POP Plan's final year, and the strike price.

In this regard, as anticipated in the introduction, the Amendments submitted to the Shareholders' Meeting called for 28 April 2021 concern the provisions on the calculation of the strike price and on the reference period for the calculation of the average value of the underlying share (so-called averaging period). Please find below the Amendments submitted to the mentioned Shareholders' Meeting:

- re-setting the strike price at its value on 20 May 2019, the ex-dividend date with reference to the last dividends that were distributed by Intesa Sanpaolo in an "ordinary" context, fixing it at EUR 2.5455 (in place of its current value of EUR 3.0267) and recalibrating the strike price adjustment mechanism taking into account the 2020 and 2021 expected dividends; and
- postponing the Averaging Period (as defined below) by one year, providing that it starts on 11 March 2022 (instead of 11 March 2021) and ends on 10 March 2023 (instead of 11 March 2022), with the consequent postponement of one year also of the exercise date (10 March 2023), and the related postponement of the dates of delivery of the underlying shares should the POP Plan be in the money.

In order to allow the POP Employees to receive the ordinary shares of ISP pursuant to POP Options, ISP transferred to a Counterparty the obligation to physically deliver the shares underlying the POP Options to the POP Employees by stipulating a novation agreement (the "**Accollo**"). In order to implement the Amendments, ISP will assess whether to amend the terms of the Accollo or to enter into a new novation agreement with another Counterparty.

## 1. Persons to whom the offer is addressed

The POP Plan or Performance – based Option Plan is addressed to the members of the Group's management who have a direct impact on the achievement of the objectives set out in the 2018-2021 Business Plan, namely, all members of Top Management, Risk Takers and Key Managers of Intesa Sanpaolo or of the other companies of the Group in Italy.

By contrast with the 2014-2017 Business Plan, as a result of the changes in both the regulatory framework and the business of the Intesa Sanpaolo Group, it is considered desirable that different long-term incentive instruments be applied to Top Management, Risk Takers and Key Managers, on the one hand, and the other personnel of the Intesa Sanpaolo Group, on the other.

### 1.1. Names of the persons who are members of the board of directors, or the management board of the issuer of financial instruments, of the companies that control the issuer, or the companies that the issuer controls, directly or indirectly

The Plan's beneficiaries who are the members of the Board of Directors, include the Managing Director and CEO, Carlo Messina.

In addition, further to the management duties they hold in connection with their respective roles, some beneficiaries of the long-term Incentive Plan POP also hold offices on the boards of the companies that are directly or indirectly controlled by Intesa Sanpaolo.

Given that such persons are among those to whom the Plan may be addressed, as employees of the Intesa Sanpaolo Group, they have not been named here, but their details are set out below.

### 1.2. Categories of employees or other staff of the issuer, of companies that control the issuer and of companies that the issuer controls

In addition to the information set out in paragraph 1.1, the POP Plan is also reserved for the following categories of the employees of the Intesa Sanpaolo Group within the perimeter of Italian activities:

- Top Management of Intesa Sanpaolo and other companies of the Group, including Executive Employees with Strategic Responsibilities at the Parent Intesa Sanpaolo;
- other Risk Takers;
- Key Managers.

A list of persons to whom the POP Plan is addressed is set forth in the table annexed hereto.

### 1.3. Names of the persons benefitting from the POP Plan

#### (a) *General Managers of Intesa Sanpaolo*

As stated in paragraph 1.1, Carlo Messina, the Managing Director and CEO of Intesa Sanpaolo, is also a General Manager of the Bank.

#### (b) *Other executive employees with strategic responsibilities whose aggregate compensation is higher than the compensation of those mentioned above*

Not applicable.

#### (c) *Natural persons controlling Intesa Sanpaolo, who are employees or otherwise work for*

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*the Bank*

There are no natural persons, or entities with legal personality, that control Intesa Sanpaolo; not applicable.

1.4. Description and an indication of numbers in individual categories:

- (a) *executive employees with strategic responsibilities other than those named in paragraph 1.3(b)*

In addition to the Bank's Managing Director and CEO, the beneficiaries of the Plan include another 20 executives within Intesa Sanpaolo who have the power to take operational decisions that may affect the Group's development and future prospects.

- (b) *in case of smaller companies, all executive employees with strategic responsibilities*

Not applicable.

- (c) *other categories of employees or persons who otherwise work for the Bank, receiving particular treatment under the POP Plan*

Not applicable.

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## 2. Grounds for adopting the POP Plan

### 2.1. The objectives to be achieved through the allocation of the POP Plan

Simultaneously with the launch of the 2018-2021 Business Plan, the Bank decided to allocate the POP Plan to the Top Management, the Risk Takers and the Key Managers, in order to be consistent with the objectives of the 2018-2021 Business Plan, within the context of prudent risk management.

#### 2.1.1. Additional information

Having acknowledged the favourable opinion of the Remuneration Committee, the Bank's Board of Directors decided to provide the Top Management, the Risk Takers and the Key Managers of the Intesa Sanpaolo Group with a long-term incentive plan based on share-linked call options, with the specific intention of aligning Top Management, Risk Takers and Key Managers with the objectives of the 2018-2021 Business Plan (namely, the POP Plan).

The benefits expected from the POP Plan include:

- a focus on medium- and long-term objectives, coincident with the objectives of the 2018-2021 Business Plan;
- an alignment of incentives with shareholders' long-term interests;
- an increased sense of ownership;
- an efficient use of the financial resources available for the Bank (the POP Plan has a lower cost than traditional forms of remuneration, for the same net benefit to the employee); and
- a distribution of the POP Plan's costs over a multi-year horizon.

### 2.2. Key variables, also in the form of performance indicators taken into consideration in allocations of the plans based on financial instruments

The number of POP Instruments allocated to each POP Employee corresponds to a theoretical amount of ISP Ordinary Shares allocated to each POP Employee at the end of the POP Plan's reference period (the "**Theoretical POP Shares**").

Performance indicators consistent with the 2018-2021 Business Plan are used in determining the number of Theoretical POP Shares to be allocated at the end of the POP Plan's reference period, namely :

- the Non-Performing Loans Ratio, which is assigned a weight of 50%; and
- Operating Income, as a proportion of Risk-Weighted Assets (OI/RWA) which is assigned a weight of 50%,

the target values of which are those defined in the 2018-2021 Business Plan concerning the year 2021 (the end of the Plan).

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### 2.2.1. Additional information

The POP Plan shall satisfy the minimum conditions for its implementation, for each year of duration of the Plan, as required by the applicable laws and regulations in force and the terms of the Group's remuneration policies.

These conditions are:

- maintenance of appropriate capital adequacy (Common Equity Tier 1 Ratio - CET1);
- maintenance of appropriate liquidity levels (Net Stable Funding Ratio - NSFR); and
- no loss, and a positive Gross Income.<sup>4</sup>

Top Risk Takers are subject to a further condition, based on the Liquidity Coverage Ratio (LCR).

Failure to achieve any of these conditions will result in a reduction in the number of Theoretical POP Shares, including their complete elimination.

Furthermore, the POP Plan is subject to the confirmation that none of the following compliance breaches have occurred:

- disciplinary measures involving suspension from service and pay for a period equal to or longer than one day,
- personal sanctions imposed by the Supervisory Authorities for breaches of the obligations pursuant to Article 26 of the Consolidated Banking Law regarding the requirements of professionalism, integrity and independence or to Article 53, paragraph 4, of the Consolidated Banking Law *et seq.* regarding the transactions with related parties and the obligations regarding remuneration and incentives referred to in CRD IV, if involving a penalty of an amount equal to or greater than Euro 30,000.

In case of disciplinary measures or personal sanctions imposed by the Supervisory Authorities, any right related to the POP Plan will be forfeited.

### 2.3. Factors underlying the determination of the size of the compensation based on financial instruments, and/or criteria applied in such determinations

The amount of call options on ISP Ordinary Shares within the POP Plan differs on the basis of the following:

- the level of Global Banding (in the system adopted by the Group) to which the particular POP Employee belongs; and
- whether or not the POP Employee's position is within a Corporate Control Function, as required by applicable laws.

#### 2.3.1. Additional information

Please see paragraph 2.3, above.

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<sup>4</sup> Net of any income contributions from the proceeds of repurchases of own, fair value measurement of its liabilities, and income components arising from accounting policies consequent to changes made to the internal model for core deposits.

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2.4. Grounds underlying any decision to have compensation plans based on financial instruments not issued by Intesa Sanpaolo

Not applicable

2.5. Assessments of significant tax or accounting implications that affected the preparation of the POP Plan

The preparation of the POP Plan was not influenced by significant considerations of a fiscal or accounting nature. More specifically, also after the Amendments, the ordinary tax regime for non-transferrable stock option plans will apply. Such regime provides for a full taxation of the employment income only when the shares are actually allocated (taking into consideration any deferment and holding-period mechanisms) following the exercise of the POP Options.

Furthermore, under the POP Plan, the allocation of Shares during the exercise of the POP Options benefits from the regime of total exclusion from the mandatory social security contributions.

In terms of accounting treatment, the POP Plan is recorded in the Bank's consolidated financial statements as an equity-settled plan, under IFRS 2. The fair value of the instruments representing equity under the plan is calculated at the date of allocation (and is represented by the fair value of the options, adjusted for the restrictions upon disposal to which the shares will be assigned following the exercise of the options), and not altered thereafter. The same accounting treatment will be applied to the Amendments to the Plan.

The Plan provides for employment conditions and non-market performance (trigger events and the performance conditions), that shall be taken into account in determining the number of shares when measuring the cost of the plan. Those calculations will be revisited in the course of the vesting period and until the expiration date. The cost of the plan, thus determined, is recognised in the income statement (as an employment cost), *pro rata temporis* over the period during which the benefit accrues, with a matching specific reserve in Shareholders' Equity. The same treatment will be applied to the cost deriving from the Amendments. If any events occur that result in a loss of entitlement to the benefits of the POP Plan (performance conditions, loss of employment, or the occurrence of trigger events), then the Bank will recognise a cash receipt.

With respect the right to enter into a novation, this substantially amounts to the operational means used by the Group to discharge its obligation to make physical delivery of the Shares arising under the Plan. The accounting treatment is that of an equity instrument, with a corresponding entry in shareholders' equity. The same accounting treatment will be applied in case the Accollo is amended or a new novation agreement is entered into.

2.6. Any support for the POP Plan from the Special Fund for Incentivising Worker Participation in Companies, pursuant to Article 4(112) of Law No. 350 of 24 December 2003

No support is anticipated for the POP Plan from the Special Fund for Incentivising Worker Participation in Companies, pursuant to Article 4(112) of Law No. 350 of 24 December 2003.



### 3. Approval process, and timetable for allocation of the instruments

#### 3.1. Scope of the powers and duties delegated by the shareholders' meeting to the Board of Directors for the implementation of the POP Plan

The POP Plan was approved by the Ordinary Shareholders' Meeting 2018.

On 23 March 2021, the Board of Directors of Intesa Sanpaolo, having obtained the favourable opinion of the Remuneration Committee and the Risks Committee, resolved to submit to the Ordinary Shareholders' Meeting 2021 the Amendments described in this Information Document.

#### 3.2. Persons appointed to administer the POP Plan, and their roles and duties

The Chief Operating Officer is responsible for administering the POP Plan, with the assistance, where necessary, of other departments for matters within their particular purview.

#### 3.3. Procedures (if any) for the revision of the POP Plan, also further to the changes in basic objectives

No procedures are contemplated for the revision of the POP Plan.

#### 3.4. Description of the process for determining the availability and allocation of the financial instruments on which the POP Plan is based

Performance indicators provided in the 2018-2021 Business Plan are used in determining the number of Theoretical POP Shares to be allocated at the end of the POP Plan's reference period, which is to say:

- the Non-Performing Loans Ratio, which is assigned a weight of 50%; and
- Operating Income, as a proportion of Risk-Weighted Assets (OI/RWA) which is assigned a weight of 50%,

the target values of which are those laid down in the 2018-2021 Business Plan for 2021.

#### 3.5. The role of each director in determining the POP Plan's characteristics; and any conflicts of interest for the directors involved

Having obtained the favourable opinion of the Remuneration Committee, the Board of Directors proposed to the Ordinary Shareholders' Meeting 2018 to approve a resolution in relation to the POP Plan.

The Board of Directors, with the favourable opinion of the Remuneration Committee and the Risks Committee, proposes to the Ordinary Shareholders' Meeting 2021 that they approve the Amendments to the POP Plan.

Some members of the Board of Directors are also beneficiaries of the POP Plan. Internal procedures require the Board of Directors to give final approval to the proposal regarding the plan concerning remuneration and its control and executions.

#### 3.6. Date of the decision by the corporate body proposing approval of the POP Plan to the shareholders' meeting, and any proposal from a remuneration committee

Upon the proposal of the Remuneration Committee of 16 March 2018, the POP Plan was approved by

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the Board of Directors on 20 March 2018, and is subject to approval by the Shareholders' Meeting of Intesa Sanpaolo scheduled to take place on 27 April 2018, only for those matters within the Shareholders' Meeting's purview.

3.7. *With the favourable opinion of the Remuneration Committee of 22 March 2021, the Board of Directors, on 23 March 2021, resolved to submit to the Ordinary Shareholders' Meeting 2021 the Amendments to the POP Plan. Date of the decision by the relevant corporate body, regarding the allocation of the financial instruments, and of any proposal to that body from the remuneration committee*

The Board of Directors resolved to assign the POP Options to the POP Employees on 8 June 2018.

3.8. *Market price of the financial instruments on which the plans are based on the specified dates, where they are traded on regulated markets*

The official price of the ordinary shares of Intesa Sanpaolo on 16 and 20 March 2018 ranged between a minimum of Euro 3.0621 and a maximum of Euro 3.0644.

The official price of the Intesa Sanpaolo Ordinary Share on 8 June 2018 was EUR 2.4141.

The official price of the Intesa Sanpaolo Ordinary Share on 22 March and 23 March 2021 was, respectively, EUR 2.3036 and EUR 2.281.

3.9. *Terms upon which the timetable for allocating the financial instruments in implementation of the POP Plan is determined, taking into consideration any correspondence in time between: (i) the allocation and relevant decisions by the remuneration committee; and (ii) the release of any material information, pursuant to Article 17 of Regulation (EU) No. 596/2014*

The implementation of the POP Plan was at all times fully compliant with the Bank's disclosure obligations under applicable laws and regulations so as to ensure transparency and equality of information in the market, as well as be consistent with the procedures that the Intesa Sanpaolo has adopted.

ISP entered into a novation agreement with a Counterparty ("Accollo"). Pursuant to the agreement, the Counterparty assumed the obligation to deliver to the POP Employees the ISP shares to which they are entitled at the POP Instruments' maturity. This agreement, which took the form of a novation agreement, extinguished ISP's obligation to deliver the shares, which obligation rests entirely with the Counterparty. Consequently, the Counterparty will receive no operational instruction from ISP, and is the sole entity obliged to make physical delivery of the ISP shares to the POP Employees.

*In case of approval of the Amendments, in order to ensure their implementation - which will be carried out at all times in full compliance with the Bank's disclosure obligations under applicable laws and regulations so as to ensure transparency and equality of information in the market, and in accordance with the procedures adopted by Intesa Sanpaolo - it will be necessary to proceed to the amendment of the terms of the existing Accollo agreement or to enter into a new novation agreement with a Counterparty, in both cases with the beneficiaries' consent.*

## 4. Characteristics of the financial instruments to be allocated

### 4.1. Description of the POP Plan's structure

The POP Plan entitles the POP Employees to participate in any appreciation in the value of Intesa Sanpaolo shares during the POP Plan's reference period, on the basis of exposure of an optional nature. The value of each right included in the POP Instruments is a function of the amount by which the price of ISP Ordinary Shares exceeds their market value on the date of the allocation, in a similar way to a call option.

The mechanism for valuing the POP Instrument provides for automatic exercise, according to the following procedure:

- (i) in the course of the final year of the Plan's reference period (the "**Averaging Period**"), the average price of ISP Ordinary Shares is observed

In this regard, should the Ordinary Shareholders' Meeting 2021 approve the Amendments, the Averaging Period shall be postponed by one year, providing that it starts on 11 March 2022 (instead of 11 March 2021) and ends on 10 March 2023 (instead of 11 March 2022), with the consequent postponement of one year also of the exercise date (10 March 2023), and the related postponement of the dates of delivery of the underlying shares if the POP Plan will be in the money.

- (ii) the appreciation of the ISP Ordinary Shares is calculated as at the instrument's pre-defined maturity date based on any amount by which the average price, calculated as indicated in point (i) above, has exceeded the shares' initial market value, subject to technical adjustments (so-called strike price)

Should the Ordinary Shareholders' Meeting 2021 approve the Amendments, the strike price shall be re-set at its value on 20 May 2019, the ex-dividend date with reference to the last dividends that were distributed by Intesa Sanpaolo in an "ordinary" context, fixing it at EUR 2.5455 (in place of EUR 3.0267, its value at the date of the proposal) and recalibrating the strike price adjustment mechanism taking into account the 2020 and 2021 expected dividends.

- (iii) where the appreciation, calculated as indicated in point (ii) above, is greater than zero, each right is automatically valued at the pre-defined maturity date, without any decision or intervention by the POP Employee.

As at the pre-defined maturity date, Intesa Sanpaolo will determine the aggregate value of the POP Instruments for each POP Employee, as the product of (i) the value at the expired date of each right; and (ii) the number of Theoretical POP Shares initially allocated to the POP Employee, subject to any reduction where the targets regarding performance indicators consistent with the 2018-2021 Business Plan were not fully met.

On the basis of a novation agreement ("*Accollo*") as described in paragraph 3.9, above, Intesa Sanpaolo novated the obligation to acquire the Intesa Sanpaolo shares for an amount equal to the aggregate value of the POP Instruments for all of the POP Employees benefitting therefrom. The

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Counterparty – be it the one with whom the Accollo, possibly amended, was already entered into or the one with whom a new novation agreement will be entered into - may acquire the shares upon terms fully consistent with the applicable laws and regulations.

The number of shares acquired will then be allocated *pro rata* among the POP Employees, based on the aggregate value of the POP Instruments determined for each POP Employee.

#### 4.2. Indication of the period in which the POP Plan will be implemented, and any other cycles anticipated

The period of the POP Plan's implementation, after the Amendments, is June 2018 - March 2023.

#### 4.3. Term of the POP Plan

The maturity of the POP Plan, after the Amendments, is 57 months.

#### 4.4. Maximum number of financial instruments, including options, allocated in each tax year in relation to the named persons or the categories of persons

The maximum number of POP Instruments allocated under the POP Plan was determined at the time of their allocation, based on the fair value of the POP Options based on the Black-Scholes model, adjusted to reflect the restrictions upon disposal and the probability of the employees completing the service period within the Group, in accordance with the Bank's risk management policies.

#### 4.5. Terms of implementation of the POP Plan (specifying whether the actual allocation of the instruments is subject to the satisfaction of conditions, or the achievement of particular results, including in terms of performance, and a description of those conditions or results)

As stated in paragraph 2.2.1, the POP Plan is subject to a number of minimum conditions for its implementation being satisfied, for each year of its duration, as required by the applicable laws and regulations in force and the achievement of performance indicators consistent with the 2018-2021 Business Plan (as set out in paragraph 2.2.1).

#### 4.6. Restrictions upon the ability to dispose of the instruments, or the instruments obtained by exercise of the options, with reference in particular to any date during which the transfer to the company or third parties is permitted, or prohibited

Different restrictions on disposal (arising under deferment and, where applicable, holding-period mechanisms) apply to different groups.

With respect to Top Management, 80% of the POP Instruments allocated at the end of the Plan's reference period are subject to restrictions upon disposal. More specifically:

- 20% is subject to restrictions for one year;
- 20% is subject to restrictions for two years;
- 10% is subject to restrictions for three years;
- 10% is subject to restrictions for four years; and
- 20% is subject to restrictions for five years.

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With respect to the other Risk Takers and Key Managers, 70% of the POP Instruments allocated at the end of the Plan's reference period are subject to restrictions upon disposal. More specifically:

- 10% is subject to restrictions for one year;
- 40% is subject to restrictions for two years; and
- 20% is subject to restrictions for three years.

4.7. Description of any conditions subsequent to the allocation under the POP Investment Plan, where the relevant employees carry out hedging transactions that overcome any prohibitions upon the sale of the financial instruments thus allocated, including in the form of options, or of the financial instruments obtained through the exercise of such options

Under existing Remuneration Policies and the Group's Code of Conduct, and in compliance with provisions in the financial sectors, the POP Employees are prohibited from carrying out derivative transactions, or otherwise putting in place transactions and/or operating strategies with highly speculative elements. Consequently, the beneficiaries are not permitted to carry out hedging transactions on any financial instruments they may be allocated under the POP Plan.

#### 4.8. Description of the effects of termination of employment

The participation in the POP Plan remains subject to there being an employment relationship with Intesa Sanpaolo or with one of the companies of the Intesa Sanpaolo Group, at the time of accession to the POP Plan.

More specifically, all rights will cease to exist in the event of the relevant employee's resignation; dismissal on grounds of gross misconduct, breach of contract, or for another fair reason; termination of the employment relationship by mutual agreement;<sup>5</sup> or any similar situation. A *pro rata* amount will be payable, at the end of the performance accrual period and in accordance with the POP Incentive Plan's arrangements, where the employment relationship is terminated as a result of pension entitlements being attained, either directly or through access to the Solidarity Fund, or in the event of the beneficiary's death.

#### 4.9. Grounds for cancelling the plans

In the event of change of control and depending on whether the Board of Directors of the Intesa Sanpaolo group characterises the transaction as hostile or not the following may take place. In particular, in the event of a hostile change of control there would be an accelerated liquidation in cash, with the POP Plan being valued at fair value. In the event of a non-hostile change of control, a liquidation in shares of the new entity would occur as at the POP Incentive Plan's "natural" maturity, following the necessary adjustments (such as to reflect the exchange ratios for the underlying shares).

#### 4.10. Grounds for any 'redemption' by the company of the financial instruments under the plans, pursuant to Article 2357 *et seq.* of the Italian Civil Code; the beneficiaries of such redemption, including an indication as to whether it is for particular categories of employees; the effects of termination of employment upon such redemption

Not applicable.

#### 4.11. Loans or other preferential arrangements to be granted for the purchase of the shares pursuant to Article 2358 of the Italian Civil Code

Not applicable.

#### 4.12. Indications of estimates on the anticipated charge to the company at the date of the allocation, calculated on the basis of the terms and conditions already settled, as an aggregate amount and for each of the instruments under the plan

The aggregate charge, inclusive of indirect charges borne by the employer, incurred into for the beneficiaries of the POP Plan, is Euro 130 million.

In addition to such charge, there is the one necessary to implement the Amendments – also inclusive of indirect charges borne by the employer – the maximum value of which is equal to EUR 65 million.

#### 4.13. Any dilutive effects on the share capital resulting from the POP Plan

Not applicable.

#### 4.14. Any limits upon the exercise of voting rights, and the assignment of economic rights

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<sup>5</sup> There is provision for liquidation at term, *pro rata* with the Plan's fair value at the time, in the particular event that any executive member of the Board of Directors does not have his/her mandate renewed.

- 4.15. POP Employees would be able to benefit from administrative and equity rights relating to POP Shares from the moment of effective delivery of shares. Information where the shares are not traded on regulated markets

Not applicable to the POP Plan described in this Information Document.

- 4.16. Number of financial instruments underlying each option

The number of Theoretical POP Shares underlying the POP Instruments will be determined subsequently, at the end of the Plan's reference period.

- 4.17. Maturity of the options

The maturity of the options under the POP Plan will coincide with the expiry of the Plan's reference period in 2023.

- 4.18. Methods (American or European), timing (e.g. periods when options may be exercised), and terms of exercise (e.g. knock-in or knockout terms)

The POP Options are exercisable at their expiration date (automatic exercise).

- 4.19. Exercise price for the option, or terms for its determination, with regard in particular to: (a) any formula used for calculating the exercise price in relation to a particular market price; and (b) the terms by which a market price is determined as the reference for determining the exercise price

The exercise price (strike price) is represented by the average market price of the ISP Ordinary Shares for the month prior to the allocation of the POP Instrument, equal to 2.5416 euro. Such price is subject to technical adjustments that depend on the possible difference between the expected level of dividend distribution and the effective distribution during the Plan.

Following the technical adjustments due to the lack of dividend distribution in the context of the limited dividend distributions in the European banking sector during the Covid-19 pandemic, currently the strike price is EUR 3.0267.

In this regard, should the Ordinary Shareholders' Meeting 2021 approve the Amendments, the strike price shall be re-set at its value on 20 May 2019 (the ex-dividend date) equal to EUR 2.5455, as fixed following the technical adjustment determined by the dividend distribution concerning financial year 2018. In this way, the technical adjustments that took place afterwards, due to the lack of dividend distribution in the context of the limited dividend distributions in the European banking sector during the Covid-19 pandemic, would be neutralised. Consequently, also the strike price adjustment mechanism would be recalibrated taking into account the 2020 and 2021 expected dividends.

- 4.20. In the event that the exercise price is not the same as the market price determined as indicated in paragraph 4.19.b (fair market value), reasons for that difference

The strike price, if re-set following the approval of the Ordinary Shareholders' Meeting 2021, takes into account the market factors as at 20 May 2019, including the Intesa Sanpaolo share's official closing price as at 17 May 2019 and the Euro amount of the dividend per share actually paid by Intesa Sanpaolo on the ex-dividend date of 20 May 2019.

As indicated in this Information Document, the re-setting of the strike price is appropriate in order to neutralise the effects of the technical adjustments that took place due to the lack of dividend distribution in the context of the limited dividend distributions in the European banking sector during the Covid-19 pandemic.

4.21. Criteria applied where there are different exercise prices for different persons, or different categories of persons

Not applicable to the POP Plan described in this Information Document.

4.22. Where the financial instruments underlying the options are not tradable on regulated markets, an indication of the value attributable to the underlying financial instruments or the criteria for determining that value

Not applicable to the POP Plan described in this Information Document.

4.23. Criteria for any adjustments made necessary following extraordinary corporate transactions affecting the share capital, and other transactions that imply a change in the number of underlying instruments

Please see paragraph 3.3, above, of this Information Document.

4.24. Table regarding the POP Plan

INCENTIVE PLANS BASED ON FINANCIAL INSTRUMENTS  
Table n. 1, Scheme 1, Annex 3A, Regulation n. 119/111999

October 23 / 03 / 2021

Name and Surname or Category	Office (only for named persons)	CHART 1							
		stock options							
		Long Term Incentive Plan 2018 – 2021 POP (Performance call Option)							
		Section 1							
Instruments referred to ongoing Incentive Plans, approved by previous Shareholders' meetings									
Shareholders' resolution date	Type of financial instrument	Number of Options held at the end of previous year (*)	Options exercised	Granting date	Strike price (**)	Market price of the underlying shares at the grant date	Possible exercise period (***)		
Messina Carlo	Managing Director and CEO (1)	27/04/2018	Performance Call Option	21,205,158	-	11/07/2018	€ 2.5455	€ 2.4831	10/03/2023
Executive employees with strategic responsibilities at Group level (2)		27/04/2018	Performance Call Option	109,743,767	-	11/07/2018	€ 2.5455	€ 2.4831	10/03/2023
Top Management (3)		27/04/2018	Performance Call Option	63,837,488		11/07/2018	€ 2.5455	€ 2.4831	10/03/2023
Other Group Risk Takers (4)		27/04/2018	Performance Call Option	278,826,725	-	11/07/2018	€ 2.5455	€ 2.4831	10/03/2023
		27/04/2018	Performance Call Option	1,226,041	-	31/12/2018	€ 2.5455	€ 2.3658	10/03/2023
Key Managers of Intesa Sanpaolo and other Group companies (4)		27/04/2018	Performance Call Option	6,985,099	-	11/07/2018	€ 2.5455	€ 2.4831	10/03/2023

(1) Included in the Top Management cluster at the grant day

(2) Included in the Top Management cluster at the grant day

(3) Other than the Managing Director/CEO and the executive employees with strategic responsibilities at the grant day

(4) In Italy

(\*) The number of Options at the time of granting was determined in base on the Fair Value of the POP Options on the basis of the Black-Scholes model, in accordance with the Bank's Risk Management Policies

(\*\*) Strike price as possibly resulting from the amendments

(\*\*\*) The Performance Call Options will be exercised automatically on the exercise date, as possibly resulting from the amendments, only if:

• there is a positive difference between the average value of the underlying share recorded during the last year of the POP Plan and the strike price;

• in each year of the Plan activation conditions are met;

• the minimum threshold (floor) provided for the 2021 performance conditions is met

*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.*