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Diffusione presunta
Oggetto : Intesa Sanpaolo: notice of call of Ordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato.

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

Turin - Milan, 13 September 2021 – The **Ordinary 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 14 October 2021**, to discuss and pass resolutions on the agenda as stated below.

In relation to the Covid-19 epidemiologic emergency 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.

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Agenda:

Resolutions regarding reserves:

- a) distribution of part of the Extraordinary reserve for the 2020 results
- b) placing of a tax suspension constraint on part of the Share premium reserve, following the tax realignment of certain intangible assets.

Right to participate in the Shareholders' Meeting

Persons may participate in the 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 Meeting (**5 October 2021** - "**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 11 October 2021). 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 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 24 February 1998, no. 58, 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 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 on the website 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 12 October 2021** (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@pecserviziotitoli.it by ordinary e-mail; (ii) transmission of a computerised copy thereof (PDF) to intesasanpaolo@pecserviziotitoli.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 on the website 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 13 October 2021**.

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 12 October 2021 and, for submission through the IT platform, at 12:00 on 13 October 2021). Other methods of Shareholders’ participation in the Meeting are not permitted.

Attendance at the 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), taking into account the restrictions that may arise due to health reasons, 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 in the ordinary and extraordinary shareholders’ meetings) without nominal value. The Company holds 23,793,056 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 23 September 2021** additions to the list of items on the agenda or submit proposed resolutions, specifying the additional items or proposals in their request.

The requests must be sent to Intesa Sanpaolo, for the attention of the Shareholders’ Office by email to ufficio.soci@intesasanpaolo.com or by fax to +39 0110932650. The requests must be accompanied by a report setting forth the reasons for the proposed resolutions on the new items the shareholder intends to propose for discussion or the reasons for the proposed resolutions on the item 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 item already on the agenda shall be announced at least fifteen days prior to the date scheduled for the Shareholders’ Meeting (*i.e.* **by 29 September 2021**) 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 item already on the agenda are kindly requested to contact the Shareholders' Office in good time to define all necessary operational details (email ufficio.soci@intesanpaolo.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. As the participation in the Meeting is allowed only through the Appointed Representative, these proposals must be submitted to the Shareholders' Office, through the methods described above, **by 27 September 2021**. The proposals, having verified that they concern the items on the agenda and are correct and complete with regard to applicable law, shall be published by 29 September 2021 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 in the Shareholders' Meeting may submit questions on the items on the agenda; said questions must be received **by 5 October 2021** ("record date") through the dedicated section of the website group.intesanpaolo.com, by email to domande.assemblea@intesanpaolo.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 their entitlement to exercise this right pursuant to Article 43 of the joint Regulation adopted by Consob and the Bank of Italy on 13 August 2018 or the notice to participate in the Shareholders' Meeting pursuant to Article 83-sexies of the Consolidated Law on Finance.

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 12 October 2021, 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.

Documentation for the Shareholders' Meeting

The report on the item on the agenda with the related documentation is made available to the public within the terms provided, at the Company's Registered Office, on the authorised storage system [eMarket STORAGE](#) and at group.intesanpaolo.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@intesanpaolo.com)
- Investor Relations (email investor.relations@intesanpaolo.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 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 on the website group.intesanpaolo.com ("Governance"/"Shareholders' Meeting").

Investor Relations
+39.02.87943180
investor.relations@intesanpaolo.com

group.intesanpaolo.com

Media Relations
+39.02.87962326
stampa@intesanpaolo.com

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