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Oggetto : Intesa Sanpaolo concludes ordinary share
buy-back programme for free assignment
to employees

Testo del comunicato

Vedi allegato.



PRESS RELEASE

INTESA SANPAOLO CONCLUDES ORDINARY SHARE BUY-BACK PROGRAMME FOR FREE ASSIGNMENT TO EMPLOYEES

Turin - Milan, 15 September 2021 – Intesa Sanpaolo communicates that it concluded, on 14 September 2021, the ordinary share buy-back programme launched on 13 September 2021 and announced to the market in the press release dated 8 September 2021. The programme relates to plans of assignment, free of charge, of Intesa Sanpaolo ordinary shares to the employees, and covers: (i) the Intesa Sanpaolo Group share-based incentive plan for 2020 reserved for Risk Takers who accrue a bonus in excess of the so-called “materiality threshold”, as well as for those who are paid a “particularly high” amount, and for those who, among Middle Management or Professionals that are not Risk Takers, accrue “relevant bonuses”; (ii) the former UBI Banca Group share-based incentive plan for 2020 reserved for Risk Takers; (iii) outstanding portions in shares of bonuses deriving from past incentive systems of the former UBI Banca Group. In addition, the programme is implemented in order to grant, when certain conditions occur, severance payments upon early termination of employment. The programme is in accordance with the terms approved at the Shareholders’ Meeting of Intesa Sanpaolo on 28 April 2021. Moreover, the Bank’s subsidiaries indicated in the aforementioned press release have concluded their purchase programmes of the Parent Company’s shares to be assigned, free of charge, to their employees. The programmes were approved by their respective corporate bodies within their remits and are analogous to the programme approved at the Parent Company’s Shareholders’ Meeting.

In compliance with Article 113-*ter* of Legislative Decree 58 of 24 February 1998 (*TUF*-Consolidated Law on Finance), Article 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, and Article 2 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, details concerning the purchases executed are provided below. Information is also given by Intesa Sanpaolo on behalf of the aforementioned subsidiaries.

On the two days of execution of the programme (13 and 14 September 2021), the Intesa Sanpaolo Group purchased a total of 20,000,000 Intesa Sanpaolo ordinary shares through its IMI Corporate & Investment Banking Division (which was responsible for the programme execution). These represent approximately 0.10% of the share capital of the Parent Company. The average purchase price was 2.391 euro per share, for a total countervalue of 47,822,401 euro. The Parent Company purchased 16,787,550 shares at an average purchase price of 2.392 euro per share, for a countervalue of 40,155,587 euro.

Purchase transactions were executed in compliance with provisions included in Articles 2357 and following and 2359-*bis* and following of the Italian Civil Code and within the limits of number of shares and consideration as determined in the resolutions passed by the competent corporate bodies. Pursuant to Article 132 of *TUF* and Article 144-*bis* of the Issuers’ Regulation and subsequent amendments, purchases were executed on the regulated market MTA managed

by Borsa Italiana in accordance with trading methods laid down in the market rules for these transactions.

Moreover, purchases were arranged in compliance with the conditions and the restrictions under Article 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, and Articles 2, 3, and 4 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016.

The number of shares purchased daily did not exceed 25% of the daily average volume of the Intesa Sanpaolo ordinary shares traded in August 2021, which was equal to 68.7 million shares, and 15% of the volume traded on the MTA on each of the days when purchases were executed – in accordance with the constraint added in the programme to the above-mentioned regulatory conditions and restrictions.

Details of share purchases are available in Excel format at group.intesasanpaolo.com (“Investor Relations” / “Press Releases” section) and are summarised in the table below.

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**Summary of purchases of Intesa Sanpaolo ordinary shares by the Intesa Sanpaolo Group
executed on 13 and 14 September 2021**

COMPANY	NUMBER OF SHARES PURCHASED	AVERAGE PURCHASE PRICE (€)	COUNTERVALUE (€)
INTESA SANPAOLO – Parent Company	16,787,550	2.392	40,155,587
FIDEURAM	1,944,632	2.387	4,641,536
SANPAOLO INVEST SIM	393,458	2.387	939,219
SIREF FIDUCIARIA	49,453	2.385	117,921
INTESA SANPAOLO VITA	63,390	2.385	151,203
INTESA SANPAOLO ASSICURA	60,693	2.385	144,767
INTESA SANPAOLO LIFE	42,710	2.384	101,821
UBI FACTOR	44,141	2.384	105,226
IW BANK	30,000	2.383	71,486
INTESA SANPAOLO RBM SALUTE	54,623	2.385	130,268
FIDEURAM VITA	79,350	2.386	189,313
BANCA INTESA BEOGRAD	450,000	2.387	1,074,054
Total	20,000,000	2.391	47,822,401

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