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Oggetto : Intesa Sanpaolo concludes ordinary share
buyback programme for free assignment to
employees

Testo del comunicato

Vedi allegato.



PRESS RELEASE

INTESA SANPAOLO CONCLUDES ORDINARY SHARE BUYBACK PROGRAMME FOR FREE ASSIGNMENT TO EMPLOYEES

Turin - Milan, 16 September 2022 – Intesa Sanpaolo communicates that it concluded, on 14 September 2022, the ordinary share buyback programme launched on 12 September 2022 and announced to the market in the press release dated 7 September 2022. The programme relates to plans of assignment, free of charge, of Intesa Sanpaolo ordinary shares to the employees and the Financial Advisors of the Group, in relation to: (i) the Intesa Sanpaolo Group share-based incentive plan for 2021 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 Privredna Banka Zagreb (PBZ) Group share-based incentive plan for 2021 and the outstanding portions in financial instruments deriving from previous plans; (iii) the Long-term Incentive Plans reserved for the Financial Advisors of the Networks of the Fideuram - Intesa Sanpaolo Private Banking 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 29 April 2022. Moreover, the Bank’s subsidiaries indicated in the aforementioned press release have concluded their purchase programmes of the Parent Company’s shares, approved by their respective corporate bodies within their remits and 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, the details concerning the purchases executed are provided below. Information is also given by Intesa Sanpaolo on behalf of the aforementioned subsidiaries.

In the three days during which the programme was executed (from 12 to 14 September 2022), the Intesa Sanpaolo Group purchased a total of 46,216,652 Intesa Sanpaolo ordinary shares through its IMI Corporate & Investment Banking Division (which was responsible for the programme execution). These represent around 0.24% of the share capital of the Parent Company ⁽¹⁾. The average purchase price was 1.8932 euro per share, for a total countervalue of 87,496,321.48 euro. The Parent Company purchased 12,967,930 shares at an average purchase price of 1.8938 euro per share, for a countervalue of 24,558,315.42 euro.

(1) The percentage has been calculated, in compliance with the terms of the resolution approved at the Intesa Sanpaolo Shareholders’ Meeting of 29 April 2022, on the 19,430,463,305 ordinary shares without nominal value composing the share capital of 10,084,445,147.92 euro before the execution, on 30 June 2022, of the capital increase under the 2022-2025 LECOIP 3.0 Long-term Incentive Plan based on financial instruments (which raised the share capital to 10,368,870,930.08 euro divided into 19,977,435,963 shares) and, then, the annulment of the own shares purchased in execution of the buyback programme disclosed to the market on 24 June 2022 and launched on 4 July 2022 (the share capital composition changed following the reduction in the number of its constituent shares, while its amount remained unchanged at 10,368,870,930.08 euro). The shares purchased represent around 0.24% of the share capital also when the percentage is calculated on the current 19,267,277,397 constituent shares.

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 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 Euronext Milan 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 2022, which was equal to 108.1 million shares, and 15% of the volume traded on the Euronext Milan 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.

As the share buyback programme relating to plans of assignment, free of charge, of Intesa Sanpaolo ordinary shares to employees was completed on 14 September 2022, the purchases of own shares in execution of the buyback programme disclosed to the market on 24 June 2022 and launched on 4 July 2022 will be resumed starting from 19 September 2022.

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**Summary of purchases of Intesa Sanpaolo ordinary shares by the Intesa Sanpaolo Group
executed from 12 to 14 September 2022**

COMPANY	NUMBER OF SHARES PURCHASED	AVERAGE PURCHASE PRICE (€)	COUNTERVALUE (€)
INTESA SANPAOLO – Parent Company	12,967,930	1.8938	24,558,315.42
FIDEURAM	20,715,554	1.8934	39,223,490.54
INTESA SANPAOLO PRIVATE BANKING	785,943	1.8920	1,486,995.43
SANPAOLO INVEST SIM	5,630,599	1.8941	10,664,845.06
IW PRIVATE INVESTMENTS SIM	2,149,989	1.8935	4,070,939.46
SIREF FIDUCIARIA	23,569	1.8820	44,355.93
REYL & CIE	546,818	1.8926	1,034,914.83
REYL FINANCE (MEA)	305,121	1.8934	577,706.04
INTESA SANPAOLO VITA	492,821	1.8911	931,955.73
INTESA SANPAOLO ASSICURA	130,704	1.8819	245,970.38
FIDEURAM VITA	182,558	1.8820	343,573.66
INTESA SANPAOLO INSURANCE AGENCY	27,426	1.8820	51,616.15
INTESA SANPAOLO LIFE	107,135	1.8819	201,620.87
BANCA 5	89,136	1.8821	167,761.29
PRESTITALIA	34,283	1.8820	64,520.98
INTESA SANPAOLO BANK IRELAND	27,426	1.8820	51,616.79
FIDEURAM BANK LUXEMBOURG	29,997	1.8820	56,455.23
BANCA INTESA BEOGRAD	190,000	1.8820	357,585.88
INTESA SANPAOLO INTERNATIONAL VALUE SERVICES	57,853	1.8820	108,881.50
VUB BANKA	154,059	1.8820	289,937.12
CIB BANK	256,908	1.8918	486,021.49
BANK OF ALEXANDRIA	153,417	1.8820	288,732.68
PRIVREDNA BANKA ZAGREB	900,000	1.8934	1,704,032.37
PBZ LEASING	15,304	1.8819	28,800.93
PBZ CARD	26,661	1.8836	50,219.36
INTESA SANPAOLO BANKA BOSNA I HERCEGOVINA	39,634	1.8820	74,591.66
INTESA SANPAOLO BANK (SLOVENIA)	175,807	1.8820	330,864.70
Total	46,216,652	1.8932	87,496,321.48

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