
Report of the Board of Directors

Item 2 on the agenda

Remuneration:

b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in the financial year 2022

Distinguished Shareholders,

this Shareholders' Meeting is called to pass a resolution in favour of Section II - Disclosure on compensation paid in the financial year 2022 of the Report on remuneration policy and compensation paid approved by the Board of Directors at the meeting of 16 March 2023, in line with article 123-ter of Legislative Decree No. 58/1998. It should be noted that, pursuant to the abovementioned law provision, the resolution is non-binding.

Section II - Disclosure on compensation paid in the financial year 2022 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 Policies for 2022 approved by the Shareholders' Meeting of 29 April 2022 – in the financial year 2022, for any reason and in any form, by Intesa Sanpaolo 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 Regulation (EU) 2019/876 of 20 May 2019 – so-called CRR II – and to article 17 of Commission Implementing Regulation (EU) 2021/637 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 pass a resolution in favour of the Disclosure on compensation paid in the financial year 2022 as described in Section II of the Report on remuneration policy and compensation paid, in line with article 123-ter, par. 6, of Legislative Decree. No. 58/1998.

16 March 2023

For the Board of Directors
the Chair – 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.