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Societa' : INTESA SANPAOLO

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Informazione
Regolamentata

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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, 15 September 2023 – Intesa Sanpaolo communicates that it concluded, on 13 September 2023, the ordinary share buyback programme launched on 11 September 2023 and announced to the market in the press release dated 6 September 2023. 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) mainly, the Intesa Sanpaolo Group share-based incentive plan for 2022; and (ii) to a lesser extent, the incentive plans of certain subsidiaries (i.e. the 2022 Incentive System of the Private Banking Network belonging to the Italian Network of Intesa Sanpaolo Private Banking; the 2022 Incentive System of the Relationship Managers belonging to the International commercial Networks of the Fideuram – Intesa Sanpaolo Private Banking Group and the 2022 Incentive System of the non-employee Financial Advisors belonging to the commercial Networks of the Fideuram – Intesa Sanpaolo Private Banking Group). The above-mentioned incentive plans are 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”. 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 2023. 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 11 to 13 September 2023), the Intesa Sanpaolo Group purchased a total of 32,000,000 Intesa Sanpaolo ordinary shares through its IMI Corporate & Investment Banking Division (which was responsible for the programme execution). These represent 0.18% of the share capital of the Parent Company. The average purchase price was 2.4697 euro per share, for a total countervalue of 79,031,462.67 euro. The Parent Company purchased 20,200,547 shares at an average purchase price of 2.4683 euro per share, for a countervalue of 49,861,766.11 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 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 2023, which was equal to 89.9 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.

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**Summary of purchases of Intesa Sanpaolo ordinary shares by the Intesa Sanpaolo Group
executed from 11 to 13 September 2023**

COMPANY	NUMBER OF SHARES PURCHASED	AVERAGE PURCHASE PRICE (€)	COUNTERVALUE (€)
INTESA SANPAOLO - Parent Company	20,200,547	2.4683	49,861,766.11
INTESA SANPAOLO PRIVATE BANKING	641,767	2.4729	1,587,041.93
INTESA SANPAOLO VITA	418,544	2.4730	1,035,053.33
INTESA SANPAOLO ASSICURA	161,837	2.4728	400,186.67
INTESA SANPAOLO LIFE	139,515	2.4727	344,985.56
FIDEURAM	5,181,967	2.4711	12,805,327.97
FIDEURAM VITA	81,716	2.4727	202,059.92
BANCA INTESA BEOGRAD	144,994	2.4727	358,523.22
BANK OF ALEXANDRIA	87,693	2.4727	216,836.51
CIB BANK	298,713	2.4727	738,618.16
INTESA SANPAOLO BANK ROMANIA	42,973	2.4728	106,265.72
INTESA SANPAOLO BANKA BOSNA I HERCEGOVINA	42,751	2.4727	105,708.92
PRIVREDNA BANKA ZAGREB	363,016	2.4729	897,703.21
VUB BANKA	151,930	2.4728	375,689.88
SIREF FIDUCIARIA	42,851	2.4729	105,967.60
RBM SALUTE	107,626	2.4728	266,134.03
IW PRIVATE INVESTMENTS	68,935	2.4728	170,460.16
INTESA SANPAOLO BANK (SLOVENIA)	58,117	2.4725	143,691.89
INTESA SANPAOLO INTERNATIONAL VALUE SERVICES	93,673	2.4726	231,611.52
INTESA SANPAOLO INSURANCE AGENCY	15,945	2.4728	39,428.17
PRESTITALIA	79,723	2.4730	197,151.38
REYL & CIE	1,349,231	2.4732	3,336,852.73
REYL FINANCE (MEA)	627,552	2.4728	1,551,806.64
PBZ CARD	10,717	2.4725	26,498.26
INTESA SANPAOLO WEALTH MANAGEMENT	1,480,041	2.4729	3,659,960.81
INSALUTE SERVIZI	107,626	2.4728	266,132.37
Total	32,000,000	2.4697	79,031,462.67

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