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SHAREHOLDERS' AGREEMENT RELATING TO INTESA SANPAOLO S.p.A.

Essential information pursuant to art. 122 of Legislative Decree no. 58 of 24 February 1998 and art. 130 of the CONSOB Regulation adopted by resolution no. 11971 of 14 May 1999

Pursuant to art. 122 of Legislative Decree no. 58 of 24 February 1998 as amended ("**TUF**") and art. 130 of the CONSOB Regulation adopted by resolution no. 11971/1999 and subsequent amendments (the "**Issuers' Regulation**"), it is hereby announced that on 11 November 2024, Fondazione Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Firenze, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio in Bologna and Fondazione Cassa di Risparmio di Cuneo (hereinafter jointly the "**Parties**") have signed a shareholders' agreement pursuant to art. 122, paragraphs 1 and 5, letter a) of the TUF concerning the prior consultation, presentation and vote, at the Shareholders' Meeting of Intesa Sanpaolo S.p.A. expected to take place in April 2025 (or for such other date as may be set or postponed), of a joint list for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the financial years 2025/2026/2027, for the determination of the number of directors within the maximum limit of the Articles of Association and for the proposal concerning the related remuneration, as well as for the proposal and appointment as Chairman and Deputy Chairman respectively of the first and second names indicated in the joint list (the "**Shareholders' Agreement**"); all subject to the issuance of the authorization of the European Central Bank provided for by Articles 19 and 22 bis of Legislative Decree No. 385 of 1 September 1993 – "Consolidated Law on Banking and Credit" and by Chapter IV of the "Provisions on the ownership structure of banks and other intermediaries" of July 2022, adopted by the Bank of Italy in implementation of the aforementioned rules.

1. Agreement Type

The Shareholders' Agreement contains relevant provisions pursuant to art. 122, 1st and 5th paragraphs letter a) of the TUF.

2. Financial instruments covered by the Pact

The Shareholder's Agreement aggregates a total of no. **3,182,405,103** ordinary shares of Intesa Sanpaolo S.p.A. with registered office in Turin, Piazza San Carlo no. 156, share capital of Euro 10,368,870,930.08, divided into 17,803,670,501 ordinary shares admitted to trading on Euronext, a regulated market organised and managed by Borsa Italiana S.p.A., tax code and registration number in the Turin Companies' Register: 00799960158, parent company of the Intesa Sanpaolo Banking Group registered in the Register pursuant to Article 64 of Legislative Decree 385/93 (hereinafter also the "**Issuer**"), held by the Parties, representing **17.8749%** of the share capital.

3. Parties to the pact

The table with of the ordinary shares of Intesa Sanpaolo S.p.A contributed by the Parties to the agreement is set out below:

Parts	Voting rights conferred	% of share capital (*)	% of voting rights conferred
Fondazione Compagnia di San Paolo	1,153,947,304	6.4815%	36.26%
Fondazione Cariplo	961,333,900	5.3996%	30.21%
Fondazione Cassa di Risparmio di Firenze	327,138,747	1.8374%	10.28%
Fondazione Cassa di Risparmio di Padova e Rovigo	326,647,705	1.8347%	10.26%
Fondazione Cassa di Risparmio in Bologna	213,955,012	1.2017%	6.72%
Fondazione Cassa di Risparmio di Cuneo	199,382,435	1.1198%	6.27%
TOTAL	3,182,405,103	17.8749%	100.00%

(*) Approximation with truncation after the fourth decimal place.

Neither Parties, nor all of them, shall exercise or exercise joint control as a result of the Covenant.

Content of the Shareholders' Agreement

The Shareholders' Agreement provides for the commitment to prior consultation, and in the event of a positive outcome of the same, the commitment to present and vote, at the Shareholders' Meeting of Intesa Sanpaolo S.p.A. expected to take place in April 2025 (or for a different date that may be set or to which it is postponed), a joint list for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the financial years 2025/2026/2027, for the determination of the number of directors within the maximum limit set out in the Articles of Association and for the proposal concerning their remuneration, as well as for the proposal and appointment as Chairman and Deputy Chairman of the first and second names indicated on the joint list respectively.

Duration of the Shareholders' Agreement

As specified above, the effects of the relevant Shareholders' Agreement pursuant to art. 122, paragraphs 1 and 5, letter a) of the TUF are subject to the granting by the ECB of the necessary authorisation pursuant to art. 19 and 22 bis of Legislative Decree no. 385 of 1 September 1993 – "Consolidated Law on Banking and Credit" and Chapter IV of the "Provisions on the ownership structure of banks and other intermediaries" of July 2022, adopted by the Bank of Italy in implementation of the aforementioned rules.

The Shareholders' Agreement shall last until the completion of the proceedings of the Intesa Sanpaolo S.p.A. shareholders' meeting referred to above, called upon to appoint the Board of Directors and the Management Control Committee, without prejudice to the right of the Parties to withdraw up to and within the day prior to the day agreed for the filing of the slate by means of a communication to be sent by certified email (or by another means that allows the verification of receipt) to the remaining parts.

The Shareholders' Agreement also provides that the Parties are released from the relevant clauses of the Shareholders' Agreement pursuant to art. 122, 1st and 5th paragraphs letter a) of the TUF, if the condition precedent indicated above is not met on the date of the 26th (twenty-sixth) day prior to the date of the shareholders' meeting of Intesa Sanpaolo S.p.A..

4. Website for the publication of essential information pursuant to art. 130 of the Issuers' Regulation

The information necessary for a complete assessment of the Shareholders' Agreement is published on the website www.compagniadisanpaolo.it

5. Filing with the Register of Companies

The Shareholders' Agreement was filed on 13 November 2024 with the Turin Companies Register.