

**PRESS RELEASE**

**INTESA SANPAOLO: FILING NOTICE**

*Turin - Milan, 25 March 2020* – Intesa Sanpaolo communicates that the reports to shareholders on the proposals concerning the items on the agenda of the ordinary and extraordinary part of the Shareholders' Meeting, convened, on single call, for 27 April 2020 were made available today at the Company's Registered Office, as well as on the authorised storage system [eMarket STORAGE](#) and at [group.intesasnanpaolo.com](http://group.intesasnanpaolo.com). This is in accordance with regulations in force.

The proposals concerning items 1, 2, 3 and 4 on the agenda of the ordinary part of the Meeting relate to:

1. 2019 financial statements:
  - a) Approval of the Parent Company's 2019 financial statements
  - b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve;
2. Restoring Corporate Bodies to full complement:
  - a) Appointment of a Board Director following co-option, pursuant to Article 2386 of the Italian Civil Code and Article 15.3 of the Articles of Association
  - b) Replacement of a Board Director member of the Management Control Committee following resignation, pursuant to Article 15.3 of the Articles of Association;
3. Remuneration:
  - a) Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2020
  - b) Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in financial year 2019
  - c) Extension of the increase in the cap on the variable-to-fixed remuneration to certain categories of personnel that are part of the Corporate & Investment Banking Division of Intesa Sanpaolo and of the Network of Všeobecná Úverová Banka (VUB)
  - d) Approval of the 2019 and 2020 Annual Incentive Plans based on financial instruments;
4. Own shares:
  - a) Authorisation to purchase and dispose of own shares to serve Incentive Plans
  - b) Authorisation to purchase and dispose of own shares, for trading purposes, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree no. 58/1998.

The proposal concerning item 1 on the agenda of the extraordinary part of the Meeting relates to:

1. Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, with the power, to be exercised by 31 December 2020, to increase the share capital of the Company, in one or more tranches and in a divisible form, without pre-emption right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, and with issuance of maximum no. 1,945,284,755 ordinary shares, with no par value, having the same characteristics as the outstanding shares, whose issuance price shall be determined by the Board of Directors pursuant to the provisions of law, to be paid up by way of contribution in

kind functional to a prior public exchange offer (*offerta pubblica di scambio preventiva*) for all the ordinary shares of Unione di Banche Italiane S.p.A.; subsequent amendment of Article 5 of the Articles of Association; related and consequent resolutions.

With reference to item 3, letter d), the Information Document in accordance with Article 84-*bis*, paragraph 1, of Consob Issuers' Regulation relating to 2019 and 2020 annual incentive plans based on financial instruments was made available today in the same modality as the reports above.

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