

## PRESS RELEASE

### **INTESA SANPAOLO CONCLUDES ORDINARY SHARE BUY-BACK PROGRAMME FOR FREE ASSIGNMENT TO EMPLOYEES**

*Turin - Milan, 19 November 2020* – Intesa Sanpaolo communicates that it concluded, on 18 November 2020, the ordinary share buy-back programme launched on 16 November 2020 and announced to the market in a press release dated 11 November 2020. The programme relates to plans of assignment, free of charge, of Intesa Sanpaolo ordinary shares to the employees and Financial Advisors of the Group, and covers: (i) the share-based incentive plan for 2019 (“2019 Incentive Plan”) 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”; and (ii) the 2018-2021 Incentive Plan for Financial Advisors of the Networks Fideuram - Intesa Sanpaolo Private Banking and Sanpaolo Invest (the “Fideuram Incentive Plan”), which provides for the use of Parent Company Intesa Sanpaolo’s ordinary shares for beneficiaries identified as Risk Takers. 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 27 April 2020. Moreover, the Bank’s subsidiaries indicated in the aforementioned press release have concluded their purchase programmes of the Parent Company’s shares to be assigned, free of charge, to their employees. The programmes were approved by their respective corporate bodies within their remits and are 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, details concerning the purchases executed are provided below. Information is also given by Intesa Sanpaolo on behalf of the aforementioned subsidiaries.

On the three days of execution of the programme (16, 17 and 18 November 2020), the Intesa Sanpaolo Group purchased a total of 25,400,000 Intesa Sanpaolo ordinary shares through its IMI Corporate & Investment Banking Division (which was responsible for the programme execution). These represent approximately 0.13% of the share capital of the Parent Company. The average purchase price was 1.852 euro per share, for a total countervalue of 47,046,279 euro. The Parent Company purchased 15,606,562 shares at an average purchase price of 1.854 euro per share, for a countervalue of 28,941,497 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 of number of shares and consideration as 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 MTA 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 October 2020, which was equal to 96.1 million shares, and 15% of the volume traded on the MTA 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 on the website [group.intesasanpaolo.com](http://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 on 16, 17 and 18 November 2020**

<b>COMPANY</b>	<b>NUMBER OF SHARES PURCHASED</b>	<b>AVERAGE PURCHASE PRICE (€)</b>	<b>COUNTERVALUE (€)</b>
INTESA SANPAOLO – Parent Company	15,606,562	1.854	28,941,497
FIDEURAM	8,021,941	1.850	14,837,489
SANPAOLO INVEST SIM	398,830	1.852	738,561
INTESA SANPAOLO PRIVATE BANKING	464,689	1.852	860,693
SIREF FIDUCIARIA	46,844	1.851	86,698
INTESA SANPAOLO VITA	256,235	1.837	470,730
INTESA SANPAOLO ASSICURA	93,687	1.836	171,962
INTESA SANPAOLO LIFE	65,581	1.836	120,375
NEVA FINVENTURES	46,844	1.835	85,979
BANCA 5	51,528	1.836	94,587
FIDEURAM VITA	70,265	1.836	128,969
BANK OF ALEXANDRIA	70,422	1.835	129,256
BANCA INTESA BEOGRAD	206,572	1.837	379,483
<b>Total</b>	<b>25,400,000</b>	<b>1.852</b>	<b>47,046,279</b>