

SUMMARY REPORT OF VOTES (article 125-quater, paragraph 2, Consolidated Law on Finance - TUF)

Ordinary Shareholders' Meeting 30 April 2019			
	Number of shares	% of ordinary shares in attendance to the meeting	% of share capital
Item 1 on the agenda: 2018 financial statements			
a) Approval of the Parent Company's 2018 financial statements			
<i>Votes in favour</i>	9,242,616,950	98.98239	52.78636
<i>Votes against</i>	24,681,717	0.26433	0.14096
<i>Abstentions</i>	22,869,709	0.24492	0.13061
<i>Shares in relation to which the vote has not been cast</i>	47,469,099	0.50836	0.27111
Total	9,337,637,475	100.00000	53.32904
b) Allocation of net income for the year and distribution of dividend to shareholders			
<i>Votes in favour</i>	9,248,919,311	99.04990	52.82235
<i>Votes against</i>	23,634,958	0.25312	0.13498
<i>Abstentions</i>	16,717,094	0.17903	0.09547
<i>Shares in relation to which the vote has not been cast</i>	48,363,951	0.51795	0.27622
Total	9,337,635,314	100.00000	53.32902
c) Approval of the 2018 financial statements of the merged subsidiary Intesa Sanpaolo Group Services S.c.p.A.			
<i>Votes in favour</i>	9,266,120,562	99.23412	52.92058
<i>Votes against</i>	197,025	0.00211	0.00113
<i>Abstentions</i>	22,963,696	0.24593	0.13115
<i>Shares in relation to which the vote has not been cast</i>	48,354,031	0.51784	0.27616
Total	9,337,635,314	100.00000	53.32902
d) Approval of the 2018 financial statements of the merged subsidiary Cassa di Risparmio di Pistoia e della Lucchesia S.p.A.			
<i>Votes in favour</i>	9,265,075,845	99.22293	52.91461
<i>Votes against</i>	197,605	0.00212	0.00113
<i>Abstentions</i>	23,983,725	0.25685	0.13698
<i>Shares in relation to which the vote has not been cast</i>	48,378,139	0.51810	0.27630
Total	9,337,635,314	100.00000	53.32902
Item 2 on the agenda: Appointment of the independent auditors for the financial years 2021-2029 and determination of their fees			
<i>Votes in favour</i>	9,112,070,942	97.80431	52.04078
<i>Votes against</i>	140,304,078	1.50595	0.80130
<i>Abstentions</i>	16,863,767	0.18101	0.09631
<i>Shares in relation to which the vote has not been cast</i>	47,396,617	0.50873	0.27069
Total	9,316,635,404	100.00000	53.20908
Item 3 on the agenda: Resolutions in respect of the Board of Directors pursuant to Articles 13 and 14 of the Articles of Association			
a) Determination of the number of Board Directors for the financial years 2019/2020/2021			
<i>Votes in favour</i>	8,954,231,246	96.11302	51.13933
<i>Votes against</i>	344,293,105	3.69558	1.96632
<i>Abstentions</i>	17,789,264	0.19095	0.10160
<i>Shares in relation to which the vote has not been cast</i>	42,239	0.00045	0.00024
Total	9,316,355,854	100.00000	53.20749
b) Appointment of Board Directors and members of the Management Control Committee for the financial years 2019/2020/2021, on the basis of the lists of candidates submitted by shareholders			
<i>List 1 ⁽¹⁾</i>	5,880,693,702	63.12218	33.58577
<i>List 2 ⁽²⁾</i>	3,318,313,836	35.61812	18.95153
<i>Votes against</i>	35,082,246	0.37657	0.20036
<i>Abstentions</i>	79,187,142	0.84998	0.45225
<i>Shares in relation to which the vote has not been cast</i>	3,088,596	0.03315	0.01764
Total	9,316,365,522	100.00000	53.20755
c.1) Election of the Chairman of the Board of Directors for the financial years 2019/2020/2021			
<i>Votes in favour</i>	8,922,460,228	95.77257	50.95788
<i>Votes against</i>	305,712,242	3.28148	1.74598
<i>Abstentions</i>	17,684,328	0.18982	0.10100
<i>Shares in relation to which the vote has not been cast</i>	70,443,038	0.75613	0.40231
Total	9,316,299,836	100.00000	53.20717
c.2) Election of the Deputy Chairperson of the Board of Directors for the financial years 2019/2020/2021			
<i>Votes in favour</i>	8,922,236,061	95.77074	50.95660
<i>Votes against</i>	305,721,332	3.28159	1.74603
<i>Abstentions</i>	17,898,926	0.19213	0.10222
<i>Shares in relation to which the vote has not been cast</i>	70,388,017	0.75554	0.40200
Total	9,316,244,336	100.00000	53.20685

	Number of shares	% of ordinary shares in attendance to the meeting	% of share capital
Item 4 on the agenda: Remuneration and own shares			
a) Remuneration policies in respect of Board Directors			
Votes in favour	8,877,603,813	95.71413	50.70170
Votes against	279,814,442	3.01683	1.59807
Abstentions	70,309,096	0.75804	0.40155
Shares in relation to which the vote has not been cast	47,395,795	0.51100	0.27069
Total	9,275,123,146	100.00000	52.97201
b) Determination of the remuneration of Board Directors pursuant to Articles 16.2 - 16.3 of the Articles of Association			
Votes in favour	5,641,982,279	61.15021	32.22244
Votes against	3,213,625,671	34.83064	18.35363
Abstentions	321,632,409	3.48599	1.83690
Shares in relation to which the vote has not been cast	49,191,366	0.53316	0.28094
Total	9,226,431,725	100.00000	52.69391 (*)
c) Remuneration and incentive policies of the Intesa Sanpaolo Group for 2019			
Votes in favour	8,645,270,067	93.20923	49.37479
Votes against	461,326,529	4.97381	2.63472
Abstentions	121,132,036	1.30599	0.69181
Shares in relation to which the vote has not been cast	47,393,514	0.51097	0.27068
Total	9,275,122,146	100.00000	52.97200
d) Increase in the cap on the variable-to-fixed remuneration to certain categories of personnel belonging to Asset Management Companies (<i>Società di Gestione del Risparmio</i>) of the Intesa Sanpaolo Group			
Votes in favour	8,942,305,610	96.41182	51.07122
Votes against	268,595,283	2.89587	1.53400
Abstentions	16,819,195	0.18134	0.09606
Shares in relation to which the vote has not been cast	47,393,058	0.51097	0.27067
Total	9,275,113,146	100.00000	52.97195
e) Integration to the criteria for the determination of the compensation to be granted in the event of early termination of the employment agreement or early termination of office			
Votes in favour	9,124,175,634	98.37248	52.10991
Votes against	86,764,299	0.93545	0.49553
Abstentions	16,796,089	0.18108	0.09593
Shares in relation to which the vote has not been cast	47,394,624	0.51099	0.27068
Total	9,275,130,646	100.00000	52.97205
f) Approval of the 2018 Annual Incentive Plan based on financial instruments			
Votes in favour	8,959,643,097	96.59869	51.17024
Votes against	243,217,806	2.62226	1.38906
Abstentions	24,853,398	0.26796	0.14194
Shares in relation to which the vote has not been cast	47,404,131	0.51109	0.27074
Total	9,275,118,432	100.00000	52.97198
g) Authorisation to purchase and dispose of own shares to service the 2018 Annual Incentive Plan			
Votes in favour	8,975,953,837	96.77446	51.26339
Votes against	235,090,236	2.53463	1.34265
Abstentions	16,676,841	0.17980	0.09525
Shares in relation to which the vote has not been cast	47,406,015	0.51111	0.27074
Total	9,275,126,929	100.00000	52.97203
Item 5 on the agenda: Proposal for settlement of the liability action brought against the former Chairman and the former General Manager of the merged subsidiary Banca Monte Parma S.p.A.			
Votes in favour	9,082,088,127	97.92502	51.86954
Votes against	84,433,237	0.91038	0.48221
Abstentions	60,618,421	0.65360	0.34620
Shares in relation to which the vote has not been cast	47,392,943	0.51100	0.27067
Total	9,274,532,728	100.00000	52.96863

Notes:

(1) 14 members were appointed from List 1, the majority list, submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna. The members elected for the Board of Directors were: Gian Maria Gros-Pietro, Paolo Andrea Colombo, Carlo Messina, Franco Ceruti, Giovanni Gorno Tempini, Rossella Locatelli, Luciano Nebbia, Bruno Picca, Livia Pomodoro, Maria Alessandra Stefanelli, Guglielmo Weber; for the Management Control Committee Fabrizio Mosca, Milena Teresa Motta and Maria Cristina Zoppo.

(2) 5 members were appointed from List 2, the minority list, submitted by Amundi Asset Management SGRpA, ANIMA SGR S.p.A., ARCA Fondi SGR S.p.A., Epsilon SGR S.p.A., BancoPosta Fondi S.p.A. SGR, Eurizon Capital SGR S.p.A., Eurizon Capital S.A., Fidelity Funds – SICAV, KAIROS PARTNERS SGR S.p.A., Legal & General Assurance (Pensions Management) Limited, Mediolanum Gestione Fondi SGR S.p.A., Mediolanum International Funds Ltd, Pramerica SGR S.p.A. The members elected were: Daniele Zamboni, Maria Mazzarella and Anna Gatti; for the Management Control Committee Alberto Maria Pisani and Corrado Gatti.

(*) pursuant to art. 135-undecies of TUF no 48,690,421 shares, equal to 0.524957 % of the shares in attendance to the meeting, were not counted for the calculation of the majority and share capital required to pass the resolution.