

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.



INFORMATION ON THE PROCEDURE FOR THE APPOINTMENT OF THE BOARD OF DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE

Intesa Sanpaolo S.p.A. Registered Office: Piazza S. Carlo, 156 10121 Torino Secondary Registered Office: Via Monte di Pietà, 8 20121 Milano Share Capital Euro 10,084,445,147.92 Torino Company Register and Fiscal Code 00799960158 "Intesa Sanpaolo" VAT Group representative Vat Code No. 11991500015 (IT11991500015) Included in the National Register of Banks No. 5361 ABI Code 3069.2 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund and Parent Company of the banking group "Intesa Sanpaolo" included in the National Register of Banking Groups.

TABLE OF CONTENTS

1. GENERAL INFORMATION
2. METHODS FOR SUBMITTING SLATES AND DOCUMENTS TO BE FILED THEREWITH
3. APPOINTMENT PROCEDURE

DISCLAIMER

The content of this document is made available to Intesa Sanpaolo's shareholders for information purposes only and as such it does not intend to replace or supplement any legal and regulatory provisions or the Articles of Association governing the procedures for the appointment of Directors, to which shareholders are invited to refer.

1. GENERAL INFORMATION

CORPORATE GOVERNANCE SYSTEM

The Company adopts a one-tier corporate governance system.

It conducts its operations through a Board of Directors appointed by the Shareholders' Meeting. Five Directors, appointed by the Shareholders' Meeting, are also members of the Management Control Committee, a committee established within the Board.

NUMBER OF DIRECTORS AND TERM OF OFFICE

The Board of Directors consists of a minimum of 15 to a maximum of 19 members, including non-shareholders. Before the election, the Shareholders' Meeting must determine the number of Directors.

The term of office of the Board of Directors is 3 years and shall expire on the date of the Shareholders' Meeting called to approve the financial statements for the last of such three years.

Directors may be re-elected.

APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE

The members of the Board of Directors and, among them, the members of the Management Control Committee are appointed by the Shareholders' Meeting on the basis of the slates submitted by the persons so authorised. Each slate must be divided into two sections of names, both numbered sequentially (i.e., with candidates listed with a number, starting at one in each section), and must indicate separately, in the first section, the candidates for the Board of Directors other than candidates also for the Management Control Committee, and, in the second section, only candidates for both the Board of Directors and the Management Control Committee.

Each slate of candidates must contain a minimum of 2 to a maximum of 19 names.

Each slate containing a number of candidates equal to, or greater than, 3 must:

- be formed so as to ensure a balance of genders as provided for by current law; therefore at least two fifths of the candidates must belong to the less-represented gender;
- contain a number of candidates who meet the independence requirement defined in Article 13.4 of the Articles of Association equivalent to at least two thirds of the total candidates on the slate; all the candidates in the second section must satisfy the independence requirement;
- contain, in the first section, at least one candidate who meets the professionalism requirement defined in Article 13.4, paragraph 2, letter a), of the Articles of Association and, in the second section, at least one candidate every two or fraction of two who meets the same professionalism requirement, without prejudice to the fact that all candidates in the second section must meet the professionalism requirements indicated in Article 13.5.

For the purposes hereof, the criteria of rounding to higher units established with regard to each requirement (Articles 13.1 and 13.4.2, letter b), of the Articles of Association) shall apply to the proportion of candidates who meet the requirements in each slate.

Slates which do not comply with the above provisions shall be considered as not submitted. However, any irregularities in the slates concerning single candidates shall not result in the automatic exclusion of the entire slate, but only of the candidates involved in the irregularities.

In preparing the slates, Shareholders are invited to take into account the Board of Directors' document: "Qualitative and Quantitative Composition of the Board of Directors", drawn up in accordance with the provisions of the Bank of Italy regarding corporate governance, contained in Circular 285/2013 and in accordance with the Recommendations contained in the Corporate Governance Code adopted by the

Bank, and taking into account the requests made by the European Central Bank. The document contains guidelines and recommendations made available to the Shareholders, in order to help them formulate proposals for the composition of the Bank's Board of Directors. The document is available on the website group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting").

Shareholders that submit a slate containing a number of candidates exceeding half the number of directors to be elected are also requested (i) to provide adequate information on compliance with the above-mentioned Guidance; (ii) to indicate their candidate for the position of Chairman and Deputy Chairperson of the Board of Directors, whose appointment will take place in accordance with the procedures set out in the Articles of Association; (iii) to express an indication of the candidate for the position they believe they would recommend to the Board as the ideal profile for the position of Managing Director and CEO, without prejudice to the full prerogatives of the management body to be appointed by virtue of the powers defined in the Articles of Association.

Shareholders shall remain entitled to express different views on the optimal composition of the Board, giving reasons for any differences from the analysis conducted by the latter.

WHO IS ENTITLED TO SUBMIT SLATES

Holders of at least 0.5% of the share capital. The number of shares which entitles to the submission of slates may be held by one or more shareholders.

A procedure is envisaged for reopening the term with a reduction of the shareholding threshold (0.25%) where upon the expiry of the term set Shareholders have filed: i) a single slate; ii) a single slate, with candidates limited to the second section only; iii) one or more slates with candidates limited to the first section only; or iv) only slates submitted by Shareholders who according to applicable regulations are deemed to be connected to one another.

DEADLINE FOR SUBMISSION OF THE SLATES

By the 25th day prior to the date of the Shareholders' Meeting (i.e., by 4 April 2022). The slates of candidates must be filed in original copy with the Company's Registered Office or sent by email to the address segreteria.societaria@pec.intesasanpaolo.com in the manner indicated in the Notice of Call of the Shareholders' Meeting.

For any information needs, please contact the following telephone number: Parent Company Corporate Advisory, Corporate Duties and Governance: +39 3358476826.

DEADLINE FOR PUBLICATION OF THE SLATES

At least 21 days prior to the date of the Shareholders' Meeting (i.e., by 8 April 2022). The slates of candidates must be made available to the public by the Company at its Registered Office and on the Company's website group.intesasanpaolo.com and filed with the authorised storage system (emarketstorage.com).

Please note:

The slates for the renewal of the Corporate Bodies ahead of the Shareholders' Meeting of 29 April 2022 should be filed in good time for the Company to be able to publish them – once they have been checked for completeness and correctness – at least 30 days prior to the date of the Shareholders' Meeting, i.e. by 29 March 2022.

2. METHODS FOR SUBMITTING SLATES AND DOCUMENTS TO BE FILED THEREWITH

No Shareholder nor any Shareholders belonging to the same group or being party to a shareholders' agreement regarding the shares of Intesa Sanpaolo shall be entitled to submit, nor those who have the right to vote shall be entitled to vote, more than one slate, even through a third party or through trust companies.

A candidate may be present in one slate only and, within a slate, in one section only, or otherwise becomes ineligible.

The actual satisfaction of the minimum shareholding required for submitting the slates is determined with regard to the shares registered to each individual shareholder, or more shareholders jointly, on the day in which the slates are filed with the Company.

The certificate of ownership of the number of shares required to submit the slates – sent, on request of the entitled person, by the intermediary in accordance with its accounting records – can be received by the Company also after the slates have been filed, but strictly within the period prescribed for their publication by the Company itself (at any event not later than 21 days before the date of the Shareholders' Meeting).

The following documents must be submitted together with each slate:

- information about the Shareholders who submitted the slate, indicating the total percentage of shares held; to this end, the Shareholders may use the "Letter form for the filing of slates for the appointment of members of the Board of Directors and the Management Control Committee" annexed as Attachment "A";
- a statement by Shareholders other than those who hold, also jointly, a controlling or relative majority interest, certifying the absence of any affiliation relationship, including indirect, with the latter; to this end, Shareholders may use the "Declaration form certifying the existence or absence of any relationships of affiliation" annexed as Attachment "B";
- a statement by each candidate, accepting the nomination respectively as member of the Board of Directors/Management Control Committee and declaring they meet the suitability requirements set forth by the law, regulations and the Articles of Association for any or all of the Board members, according to the forms attached as "C1" and "C2". The following documents, duly signed by each candidate, must be attached to this declaration:
 - i) comprehensive information regarding their personal and professional characteristics and management, administration and control offices held in other companies or entities (curriculum vitae);
 - ii) the list of the management and control offices currently held in other companies or entities with an undertaking to provide any updates until acceptance of the position.

3. APPOINTMENT PROCEDURE (Article 14 of the Articles of Association)

The appointment procedure is regulated in detail by Article 14 of the Articles of Association to which reference is made. A summary of the relevant information is set out below.

Each person entitled to vote may vote for one slate only.

Pursuant to the Articles of Association, polling operations shall be as follows:

- a. if the Board of Directors consists of 19 or 18 members, all members of the Board, except for five, shall be drawn from the slate that obtained the highest number of votes ("majority slate"), in the progressive sequence attributed to the candidates in the slate and up to the last candidate in the relevant section of the slate; in all other cases, all the members of the Board, except for four, are drawn from said slate. Specifically, three Directors shall be drawn in their progressive sequence from the second section of the slate that obtained the highest number of votes, to also become members of the Management Control Committee; the other Directors from this slate shall be taken from the first section, in the progressive order in which they are listed in the slate;
- b. two Directors are drawn, in their progressive sequence, from the first two positions of the second section of the slate containing candidates who are eligible to serve on the Management Control Committee, that ranked second highest by number of votes ("first minority slate") and that has not been submitted or voted by any shareholders who are related, pursuant to current regulations, to the shareholders who submitted or voted for the slate obtaining the highest number of votes. The first of said Directors is appointed Chairman of the Management Control Committee.

The other members of the Board of Directors who, for any reason, have not been elected pursuant to the paragraphs above – including if due to the insufficient number of candidates in the slates – shall be drawn on a proportional basis from other slates different from the slate that obtained the highest number of votes ("minority slates", including the first minority slate), provided that such slates, taken as a whole, have obtained at least 10% of the votes of the share capital represented at the Shareholders' Meeting. The votes obtained by each of the slates are divided by one, two, three, four and so on, according to the number of members to be elected. The resulting ratios are progressively attributed to the candidates of each section of the slates, according to the order respectively set out in such two sections. The ratios assigned to the candidates of the various slates are arranged in two decreasing rankings, one for each section of the slates, except for the first two ratios of the second section of the slate from which the candidates appointed as described in the letter b) above have already been drawn. Those who have obtained the highest ratios in the respective ranking of the slates other than the slate which obtained the highest number of votes shall be elected Board members, up to the number necessary to elect all the members of the Board of Directors.

Should it not be possible to elect all the members of the Board of Directors and the Committee pursuant to the procedure defined in the preceding paragraphs, the members will be drawn from the slate that obtained the highest number of votes, among non-elected candidates who meet the requirements of applicable laws and the Articles of Association.

The Articles of Association also provide for additional measures, which should be referred to in the event the elected candidates do not satisfy the requirements of gender, professionalism and independence required by the Articles of Association.