

PRESS RELEASE

INTESA SANPAOLO: FILING NOTICE

Turin - Milan, 26 March 2018 – Intesa Sanpaolo communicates that the reports to shareholders on the proposals concerning the items numbered 1, 2 and 3 on the agenda of the ordinary part and item 2 on the agenda of the extraordinary part (*) of the Meeting of Ordinary Shareholders convened, on single call, for 27 April 2018 were made available today at the Company's Registered Office, as well as on the authorised storage system [eMarket STORAGE](#) and on the website group.intesasanpaolo.com. This is in accordance with regulations in force.

The proposals concerning item 1 on the agenda of the ordinary part - 2017 financial statements - relate to:

- a) Approval of the Parent Company's 2017 financial statements
- b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve.

The proposal concerning item 2 on the agenda of the ordinary part relates to:

Increase in the compensation of the Independent Auditors for the assignment of the statutory audit.

The proposals concerning item 3 on the agenda of the ordinary part - Remuneration and own shares - relate to:

- a) 2018 remuneration policies for employees and other staff not bound by an employment agreement and for certain categories governed by an agency contract
- b) Confirmation of the increase in the cap on the variable-to-fixed remuneration to all Risk Takers that are not part of the Corporate Control Functions
- c) Approval of the 2017 Annual Incentive Plan based on financial instruments
- d) Authorisation to purchase and dispose of own shares to service the 2017 Annual Incentive Plan
- e) Approval of the 2018-2021 POP (Performance Call Option) Long-term Incentive Plan for Top Management, Risk Takers and Key Managers
- f) Approval of the 2018-2021 LECOIP 2.0 Long-term Incentive Plan for all employees that are not recipients of the POP Plan.

The proposal concerning item 2 on the agenda of the extraordinary part relates to:

Mandate to the Board of Directors to increase the share capital pursuant to Article 2443, as well as Article 2349, paragraph 1, and Article 2441, paragraph 8 of the Italian Civil Code for the purposes of implementing the 2018-2021 LECOIP 2.0 Long-term Incentive Plan based on financial instruments, referred to under item 3f) of the ordinary part, and consequent amendment of Article 5 (Share Capital) of the Articles of Association.

(*) The report to shareholders on the proposal concerning item 1 on the agenda of the extraordinary part of the Meeting of Ordinary Shareholders was made available on 20 March 2018.

With reference to item 3, letters c), e) and f), the Information Documents relating to the incentive plans based on financial instruments were today made available, in accordance with Article 84-*bis*, paragraph 1, of Consob Issuers' Regulation.

Moreover, in accordance with the regulations in force, the Report on Remuneration pursuant to Article 123-*ter* of Legislative Decree no. 58/1998 was made available today at the Company's Registered Office, on the authorised storage system [eMarket STORAGE](#) and on the website group.intesasanpaolo.com.

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