

## EXTRACT OF THE NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

(pursuant to Article 125-bis, paragraph 1, of Legislative Decree 58/1998)

The Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened, **on single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 a.m. **on 30 April 2019**, to discuss and pass resolutions on the following

### Agenda:

1. **2018 financial statements:**
  - a) Approval of the Parent Company's 2018 financial statements
  - b) Allocation of net income for the year and distribution of dividend to shareholders
  - c) Approval of the 2018 financial statements of the merged subsidiary Intesa Sanpaolo Group Services S.c.p.A.
  - d) Approval of the 2018 financial statements of the merged subsidiary Cassa di Risparmio di Pistoia e della Lucchesia S.p.A.;
2. **Appointment of the independent auditors for the financial years 2021-2029 and determination of their fees;**
3. **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
  - 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
  - c) Election of the Chairman and one or more Deputy Chairpersons of the Board of Directors for the financial years 2019/2020/2021;
4. **Remuneration and own shares:**
  - a) Remuneration policies in respect of Board Directors
  - b) Determination of the remuneration of Board Directors pursuant to Articles 16.2 - 16.3 of the Articles of Association
  - c) Remuneration and incentive policies of the Intesa Sanpaolo Group for 2019
  - d) Increase in the cap on the variable-to-fixed remuneration to certain categories of personnel belonging to Asset Management Companies (*Società di Gestione del Risparmio*) of the Intesa Sanpaolo Group
  - 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
  - f) Approval of the 2018 Annual Incentive Plan based on financial instruments
  - g) Authorisation to purchase and dispose of own shares to service the 2018 Annual Incentive Plan;
5. **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.**

Information on the share capital and on:

- participating and casting votes in the Shareholders' Meeting (in this regard, please note that the record date is 17 April 2019),
- participating and casting votes in the Shareholders' Meeting by proxy and through the Appointed Representative (Computershare S.p.A.),
- exercising the right to add items to the agenda, the right to submit new proposals for resolution and the right to ask questions on the items on the agenda,
- appointing Board Directors and members of the Management Control Committee on the basis of lists of candidates,
- the availability of the reports on the items on the agenda and the documentation relating to the Shareholders' Meeting,

is set forth in the full notice of call available on the website [group.intesasnpaolo.com](http://group.intesasnpaolo.com) ("Governance" / "Shareholders' Meeting").

This extract is published in the daily newspapers "Il Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

for the Board of Directors  
The Chairman – Gian Maria Gros-Pietro