

**EXTRACT OF THE NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING**

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

The Extraordinary 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 27 April 2020**, to discuss and pass resolutions on the following

**Agenda:**

1. Proposal to grant the Board of Directors, pursuant to Art. 2443 of the Civil Code, with the power, to be exercised by 31 December 2020, to increase the share capital of the Company, in one or more tranches and in a divisible form, without pre-emption right pursuant to Art. 2441, paragraph 4, first sentence, of the Civil Code, and with issuance of maximum no. 1.943.823.435 ordinary shares, with no par value, having the same characteristics as the outstanding shares, whose issuance price shall be determined by the Board of Directors pursuant to the provisions of law, to be paid up by way of contribution in kind functional to a prior public exchange offer (*offerta pubblica di scambio preventiva*) on all the ordinary shares of Unione di Banche Italiane S.p.A.; subsequent amendment of Art. 5 of the Company's by-laws; related and consequent resolutions.

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 16 April 2020),
- 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,
- the availability of the documents concerning 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.intesasanpaolo.com](http://group.intesasanpaolo.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