

## INFORMATION ON THE MODALITIES FOR THE PRESENTATION OF THE PROPOSALS OF NOMINATION

### ORDINARY SHAREHOLDERS' MEETING CONVENED ON 27 APRIL 2020

#### Item 2 of the Agenda – Restoring Corporate Bodies to full complement

- Item 2.a “Appointment of a Board Director following co-option pursuant to Article 2386 of the Italian Civil Code and Article 15.3 of the Articles of Association”
- Item 2.b “Replacement of a Board Director member of the Management Control Committee following resignation, pursuant to Article 15.3 of the Articles of Association”

The modalities for the presentation of the proposals of nomination as a member of the Board of Directors and as member of Board of Directors and Management Control Committee and the documents to be filed therewith are detailed here below.

Please note that the nomination proposals shall take into consideration the indications provided by the document on the qualitative and quantitative composition of the Board of Directors published on 28 February 2019 and any differences from the analysis conducted by the latter shall be properly justified.

#### A) **Documents to be submitted together with each proposal**

Shareholders who intend to submit proposals of nomination for the purpose of restoring the Board of Directors shall submit the following documentation – both in Italian and English language – duly signed and dated:

- 1) **statement of acceptance of nomination** and declaration to meet the suitability requirements set forth by the law, regulations and the Articles of Association for holding the position as Board member, according to the two forms available on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) (“governance/shareholdersmeeting”) for each position (“Form of acceptance of nomination as a member of the Board of Directors”; “Form of acceptance of nomination as a member of the Board of Directors and the Management Control Committee”);
- 2) detailed *curriculum vitae*;
- 3) **list of the management and control offices** currently held in other companies.

#### B) **Modalities for the presentation of the proposals of nomination**

As mentioned in the notice of call, in compliance with Article 106, paragraph 4, of Decree Law no. 18 dated 17 March 2020 introducing measures in respect of the Covid-19 epidemiologic emergency, it is highlighted that participation in, and voting at, the Shareholders’ Meeting shall only be allowed through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998.

In consideration of the above, the Shareholders shall submit the proposal of nomination by 9 April 2020 together with the above mentioned documentation and the communications certifying their entitlement to exercise this right.

The proposals shall be submitted to Intesa Sanpaolo, for the attention of the Shareholders’ Office **by e-mail to [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com) or by fax to +39 0110932650**.

The proposals – after having verified that they are correct and complete with regard to applicable law - shall be published by 12 April 2020 on the website of the Company in order to enable those with voting rights to vote in an informed manner, also taking these new proposals into account, and to allow the Appointed Representative to collect voting instructions, including on these same proposals.