

Intesa Sanpaolo S.p.A. –Shareholders’ Meeting April 27, 2020

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

Pursuant to above mentioned Law Decree and as stated in the supplement and the amendment of the notice of call of Intesa Sanpaolo S.p.A. Shareholders’ Meeting (the Company) convened on April 27, 2020, this proxy can be conferred only to Computershare S.p.A., through its employee or duly entrusted staff member, acting as Appointed Representative according art. 135-undecies of Legislative Decree n. 58/98 (TUF).

The proxy form with voting instructions, to be grant within 3 p.m. of April 24, 2020, may be revoked within the same date with the procedures used for the conferral.

PROXY or SUB-DELEGATION FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned *..... Place of birth *..... Date of birth*.....

Tax code *.....

Resident in (town/city) *..... at (street / address) *.....

telephone no *, e-mail

(2) entitled to exercise the voting right as: · registered share holder - · legal representative – · attorney/proxy holder with authority to sub-delegate · pledgee –

· Taker in - · beneficiary interest holder - · official receiver– · manager – · other (specify)

for no*..... of ordinary shares **Intesa Sanpaolo**

(3) registered in the name ofPlace of birth *.....Date of birth *.....

Tax code

Resident in (town/city) *..... at (street / address) *.....

(4) Registered in the securities account no..... At..... Bank code (ABI)..... Branch code (CAB).....

(5) as resulting from communication no. ... Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. to attend and vote to the above mentioned Shareholders’ meeting, with reference to the above mentioned shares, in accordance with the instructions provided and

DECLARES that he/she is aware that

- the proxy/sub-delegation may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred;
- the proxy/sub-delegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works

STATES, under his/her own liability, as proxy holder, the compliance to the original document of the copy of the proxy form provided electronically and the identity of the proxy grantor.

DATE	Form of identification (6) (type)*	Issued by *	no. *	SIGNATURE
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VOTING INSTRUCTION

WARNING

This voting instructions form could be amended to include any proposals of resolutions and/or vote on the items on the agenda that were presented by shareholders until April 9, 2020 and, in this case, will be republished on April 12, 2020 with these proposals, in line with the notice of call.

The undersigned (7)

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS
	F (for), C (against), A (abstain)

ORDINARY PART

1 - Item 1 a) Approval of the Parent Company’s 2019 financial statements	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A
2 – Item 1 b) - Allocation of net income for the year	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A
3 – 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	<i>Voting instructions</i>		
Section A – vote F or the motion with the number to be fill in the side box or vote C ontrary/ A bstention to all motions (11)	N.	C	A
At the date of publication of this form, the Board of Directors proposed to confirm Andrea Sironi (proposal n. 1)			
4 – 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	<i>Voting instructions</i>		
Section A – vote F or the motion with the number to be fill in the side box or vote C ontrary/ A bstention to all motions (11)	N.	C	A
At the date of publication of this form 10 asset managers proposed to elect Roberto Franchini (proposal n. 1)			

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5 – Item 3 a) - Report on remuneration policy and compensation paid: Section I – Remuneration and incentive policies of the Intesa Sanpaolo Group for 2020	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A
6 – Item 3 b) - Report on remuneration policy and compensation paid: non-binding resolution on Section II – Disclosure on compensation paid in financial year 2019	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A
7 – Item 3 c) - Extension of the increase in the cap on the variable-to-fixed remuneration to certain categories of personnel that are part of the Corporate & Investment Banking Division of Intesa Sanpaolo and of the Network of Všeobecná Úverová Banka (VUB)	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A
8 – Item 3 d) - Approval of the 2019 and 2020 Annual Incentive Plans based on financial instruments	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A
9 – Item 4 a) - Authorisation to purchase and dispose of own shares to serve Incentive Plans	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A
10 – Item 4 b) - Authorisation to purchase and dispose of own shares, for trading purposes, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree no. 58/1998	<i>Voting instructions</i>		
Section A – vote for resolution proposed by the Board of Directors (9)	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

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EXTRAORDINARY PART

<p>11 - Item 1 - Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian 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 Article 2441, paragraph 4, first sentence, of the Italian Civil Code, and with issuance of maximum no. 1,945,284,755 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) for all the ordinary shares of Unione di Banche Italiane S.p.A.; subsequent amendment of Article 5 of the Articles of Association; related and consequent resolutions.</p>	<p><i>Voting instructions</i></p>			
<p>Section A – vote for resolution proposed by the Board of Directors (9)</p>	<table border="1" style="margin: auto; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		

<p>Derivative action against Directors</p>	<p><i>Voting instructions</i></p>			
<p>Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements (<i>If no voting instruction are indicated, the Appointed Representative will vote C – against</i>)</p>	<table border="1" style="margin: auto; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center;">F</td> <td style="width: 33%; text-align: center;">C</td> <td style="width: 33%; text-align: center;">A</td> </tr> </table>	F	C	A
F	C	A		

DATE _____

SIGNATURE _____

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Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **3 p.m. of April 24, 2020**, using one of the following methods:
 - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to intesasanpaolo@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to intesasanpaolo@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders**: as an attachment document (PDF format) anticipated to intesasanpaolo@pecserviziotitoli.it In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. Via Nizza 262/73 – 10126, Torino;
 - 4) **Via FAX to the number**: 011 0923202

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website group.intesasanpaolo.com
Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A, A2 and C.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. Indicate the number of the proposal (as provided on the Company website) that you want to vote “for” or indicate your preference to vote against (C) or to abstain (A) which will apply to all proposals. If only one proposal is presented, the voting instructions will relate to that one.

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INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

1. PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

2. THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

3. DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of “treatment” pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated. The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

4. RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.