

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

Proxy form and Voting instructions to Computershare S.p.A. which is the only subject legitimately entitled to attend the Meeting

Intesa Sanpaolo S.p.A. (the Company) has appointed Computershare S.p.A., through its employee or duly entrusted staff member, acting as **Appointed Representative** pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and to article 106 of Law Decree on March, 17th 2020 n. 18, to collect proxies for the Ordinary and Extraordinary Shareholders' Meeting convened on **April 27, 2020** in single call, in accordance with the terms and conditions stated in the supplement and the amendment of the Notice of the Meeting published on the company's website group.intesasanpaolo.com ("Governance"/"Shareholders Meeting")

The proxy and voting instructions, to be conferred by **April 23, 2020**, may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.

Art. 135-*decies* of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)

Computershare S.p.A., acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received.

PROXY 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 <i>(town/city)</i> *
at <i>(street / address)</i> *	
Telephone no *	e-mail
entitled to exercise the voting right at	April 16, 2020 (record date) as (2): <input type="checkbox"/> registered shareholder
<input type="checkbox"/> legal representative or attorney with authority to sub-delegate	<input type="checkbox"/> pledgee <input type="checkbox"/> Taker in <input type="checkbox"/> beneficiary interest holder · official receiver
<input type="checkbox"/> manager · other (specify)	
for no. *	Intesa Sanpaolo Shares
(3) registered in the name of	Place of birth *
Date of birth *	Tax code * Resident in <i>(town/city)</i> *
at <i>(street / address)</i> *	
Registered in the securities account no (4)	at ABI CAB
as resulting from communication no. (5)	Made by <i>(Bank)</i>

DELEGATES the above Appointed Representative to attend and vote at the abovementioned meeting, with reference to the above shares, in accordance with the instructions provided and

DECLARES that he/she is aware that the proxy to the Appointed Representative 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.

DATE	Form of identification (6) <i>(type)</i> *	Issued by *	no. *	SIGNATURE
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NOTE: It is not possible to grant this proxy form without the voting instructions form to be completed online and downloaded from the company's website. Voting instruction form can be requested by phone at no. +39 011 0923227.

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VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

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)
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ORDINARY PART

1 - Item 1 a) - Approval of the Parent Company's 2019 financial statements	Voting instructions
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	Voting instructions
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	Voting instructions
Section A – vote For the motion with the number to be fill in the side box or vote Contrary/Abstention 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	Voting instructions
Section A – vote For the motion with the number to be fill in the side box or vote Contrary/Abstention 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: 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
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 preemption 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>	<input type="checkbox"/> F	<input type="checkbox"/> C	<input type="checkbox"/> 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>	<input type="checkbox"/> F	<input type="checkbox"/> C	<input type="checkbox"/> A

DATE _____

SIGNATURE _____

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 **April 23, 2020**, using one of the following methods:
 1. **By internet:** completing the online form available on the Company’s website, assuming that the Proxy Grantor (as Individual or as Legal Entity), in order to receive the credential ID, is enabled to identify himself with the required documentation or is a Registered Email Holder; in this case the above deadline is extended to **12 noon of the April 24, 2020**;
 2. **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;
 3. **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to” intesasanpaolo@pecserviziotitoli.it” that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 4. **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 Turin;
 5. **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. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.
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 (“Governance”/“Shareholders’ Meeting”).
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 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 list/proposal is presented, the voting instructions will relate to that one.

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Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Law-Decree nr. 18 on March 17th, 2020

Art. 106 (Rules relating to the conduct of Company Shareholders' meetings)

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4. To attend ordinary or extraordinary Shareholders' Meetings, Companies with listed shares can designate the Representative pursuant to article 135-undecies of Italian Legislative Decree nr. 58 on 24 February 1998, even if the Articles of Association decree otherwise. The Companies can also provide in the notice calling the Shareholders' meeting that the Appointed Representative pursuant to article 135-undecies of the Italian Legislative Decree n. 58, on 24 February 1998, will be the only subject entitled to attend the Meeting; to the aforementioned Appointed Representative may also be confer proxies or sub-delegations pursuant to article 135-novies of the Italian Legislative Decree n. 58, on 24 February 1998, notwithstanding the provision of art. 135-undecies, paragraph 4, of the same Decree.
...omissis...

Italian Civil Code - Art. 2393

(Derivative action)

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
 2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
 3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
 4. Such action may be brought within five years of the expiry of the director's term of office.
 5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favour. In such an event, shareholders shall provide for the replacement of that director.
 6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-bis.
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INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to 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**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF), 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)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

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.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

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.