



Banka Intesa Sanpaolo d.d.
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Management Board

Pursuant to Articles 16 and 17 of the Articles of Association of Banka Intesa Sanpaolo d.d., the Management Board of Banka Intesa Sanpaolo d.d. hereby convenes

48th ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BANKA INTESA SANPAOLO d.d.,

to be held on Monday, 13 May 2024 at 10.00 CET in the Conference Room Triglav of Banka Intesa Sanpaolo d.d., Business centre Rotonda, Dunajska cesta 167, Ljubljana, 4th floor, with the following

AGENDA:

1. Calling the Annual General Meeting of Shareholders (hereinafter the “General Meeting”) to order, the election of the Chairman of the General Meeting, of the commission and two assistants to count the votes, and the presence of the notary public.

The proposed resolution:

The General Meeting of Banka Intesa Sanpaolo d.d. hereby elects its Chairman, the commission, two vote counters, and establishes that the notary public is present to draw up the notarized minutes of the meeting.

2. The report of the verification commission of the quorum required:

The proposed resolution:

Pursuant to the report made by the verification commission on attendance, the General Meeting agrees that there is the quorum required and that the resolutions passed by them will be effective.

3. The statement of the Supervisory Board as to the receiving and considering the Annual Report and Accounts for the financial year 2023 and the position of the Supervisory Board with regard to the Auditor's Report for the Financial Year 2023 and the Auditor's Report on the relations of the Bank with the controlling company and its affiliates for 2023

The proposed Resolution:

The General Meeting hereby approves the Report of the Supervisory Board on receiving and considering the Annual Report and Accounts for 2023 and gives no objection to the Auditor's Report drawn up by ERNST & YOUNG d.o.o., Slovenija, for the financial year 2023 and to the Auditor's Report on the relations of Banka Intesa Sanpaolo d.d. with the controlling company and its affiliates.

4. The Report on Internal Audit Assignments conducted at Banka Intesa Sanpaolo d.d. accompanied by the opinion of the Supervisory Board

The proposed Resolution:

The Annual General Meeting hereby accepts the Report on Internal Audit Assignments for 2023 accompanied with the opinion of the Supervisory Board.

5. The proposed appropriation of the balance-sheet profit for the financial year 2023 and the proposal to give discharge to the Management Board and the Supervisory Board for the financial year 2023 and disclosure of remuneration and benefits received by the Members of the Management Board and Supervisory Board in the year 2023

The proposed Resolution:

5.1.

Banka Intesa Sanpaolo d.d. has in the Financial Year 2023 determined in the income statement a profit after tax in the amount of 71,535,305.29 Euro. Part of the net profit in the amount of 3,576,765.26 Euro was, in accordance with Article 44 of the Articles of Association of Banka Intesa Sanpaolo d.d. and Articles 64 and 230 of the Companies Act (ZGD-1), allocated to the legal reserves. Furthermore, in the year 2023, the Bank due to sale of equity instruments measured at fair value through other comprehensive income realised additional net profit in the amount of 0.61 Euro which was recognised directly in equity.

After the allocation of the profit after tax for the Financial Year 2023 to legal reserves, Banka Intesa Sanpaolo as at 31.12.2023 determined the total profit available for distribution in the amount of 67,958,540.64 Euro.

Part of profit available for distribution from the of the financial year 2023 in the amount of 21,459,903.08 Euro shall be allocated to pay dividends. The gross dividend per share is 40.46 Euro. Those shareholders of Banka Intesa Sanpaolo d.d. that are duly registered in the shareholders' register kept by Klirinško depotna družba d.d. Ljubljana (Central securities clearing corporation) one working day prior to the date of payment, i.e. 4 July 2024, shall be eligible to the payment of the dividend.

The remaining portion of the profit available for distribution in the amount of 46,498,636.95 Euro shall be allocated to the formation of statutory reserves.

5.2.

Pursuant to the applicable Rules of Intesa Sanpaolo Group and on the basis of the previously agreed criteria, the Members of the Supervisory Board, appointed as independent, shall be paid a fixed remuneration according to their assigned duties and responsibilities in 2023, i.e.:

- Giancarlo Miranda (Chairman of the Supervisory Board) EUR 50,000.00 gross to be paid in cash on 4th November 2024.
- Amina Carnabuci EUR 15,000.00 EUR to be paid in cash on 2 July 2027.
- Massimo Malagoli EUR 13,333.00 EUR to be paid in cash by 31 July 2024 at the latest.

According to the above mentioned Rules and criteria, the Members of the Supervisory Board, employed at Intesa Sanpaolo Group shall not be entitled to the payment of any remuneration.

5.3.

It is hereby determined that Banka Intesa Sanpaolo achieved a positive Gross Income in 2023 ("the Results"). In light of that and in accordance with the valid Banka Intesa Sanpaolo d.d.

Remuneration and Incentive Policies, the Supervisory Board shall decide on paying out the 2023 Performance Bonuses to those employees whose professional activities have a significant impact on the risk profile of the bank as identified by Banka Intesa Sanpaolo d.d., including the Members of the Management Board, taking into consideration all applicable regulations and internal acts (Remuneration and Incentive Policies and Guidelines on Remunerations), valid at the time when respective Supervisory Board's decision shall be taken and coherently with the individual results achieved in the Financial Year 2023.

5.4.
Pursuant to Art 294 Par 1 and 2 of the Companies Act the Annual General Meeting of Shareholders of Banka Intesa Sanpaolo d.d. grants the Discharge to the Management Board of Banka Intesa Sanpaolo d.d. for the year 2022. The provisions set in the valid Banka Intesa Sanpaolo d.d. Remuneration and Incentive Policies shall remain without prejudice, including the possibility to apply the so-called "Claw-Back Mechanism".

5.5.
Pursuant to Art 294 Par 1 and 2 of the Companies Act the Annual General Meeting of Shareholders of Banka Intesa Sanpaolo d.d. grants the Discharge to the Supervisory Board of Banka Intesa Sanpaolo d.d. of for the year 2022. The provisions set in the valid Banka Intesa Sanpaolo d.d. Remuneration and Incentive Policies shall remain without prejudice.

5.6.
The Annual General Meeting takes note of the remuneration and benefits received by the Members of the Management Board and Supervisory Board in the year 2023, for the performance of their tasks at the Bank. Such amounts are also disclosed at individual level in the Report on Remuneration.

6. The election of new Members of the Supervisory Board and Collective suitability of the Supervisory Board

The proposed Resolution:

6.1.
The General Meeting of Shareholders hereby takes note of the notice of resignation of the Member of the Supervisory Board Mr. Antonio Giovanni Maria Bergalio dated 12 March 2024. The resignation is effective as of the day when his substitute will meet all regulatory requirements to perform a function of the Supervisory Board Member.

6.2.
The General Meeting of Shareholders hereby approves the resolution proposed by the Supervisory Board and elects Mr. Rosario Strano as new Member of the Supervisory Board. The term of office of the newly elected Member of the Supervisory Board shall commence as of the day on which the requirements set forth in the Banking Act are duly fulfilled (the ECB authorization to perform a Supervisory Board function shall be obtained) and shall expire on the same day on which the term of office of the present Supervisory Board Members expires, that is, on 27 June 2025. He will replace Mr. Antonio Giovanni Maria Bergalio.

6.3.
The General Meeting of Shareholders hereby approves the resolution proposed by the Supervisory Board stating that the collective suitability of the Supervisory Board in the composition of Mr. Giancarlo Miranda, Mr. Dario Massimo Grassani, Ms. Amina Carnabuci, Mr. Massimo Malagoli, Ms. Andrea Pavlović, Ms. Elena Kohútiková and Mr. Rosario Strano (as new Member), is present.

Proponents of the Resolutions:

- Points 1 through 5: the Management Board and the Supervisory Board of Banka Intesa Sanpaolo d.d.
- Point 6: the Supervisory Board of Banka Intesa Sanpaolo d.d.

VOTING AND ATTENDANCE OF THE GENERAL MEETING:

Access to the material for the General Assembly Meeting

The material for the General Meeting, including the explanation of proposals, proposed resolutions and other material referred to in Article 297.a of the Companies Act shall be available to the Shareholders in the premises at the headquarters of Banka Intesa Sanpaolo d.d. at 14 Pristaniška ulica, Koper (at the front desk in the main entrance of the Bank) and at the Bank's General Secretariat in the premises of Banka Intesa Sanpaolo d.d., Business centre Rotonda, Dunajska cesta 167, Ljubljana, 4th floor every working day between 9.00 CET and 15.00 CET from the day of convening of the Annual General Meeting until the meeting day. The notice to convene the General Meeting of Banka Intesa Sanpaolo d.d. is published on the Bank's website: www.intesasanpaolobank.si and in the newspaper Finance.

Requests and proposals of Shareholders

Shareholders whose total interest accounts for one-twentieth of the subscribed capital may make a written request for adding items to the agenda immediately after the convening of the Annual General Meeting. These Shareholders shall include to the written request the proposed resolution about which the General Meeting is to decide, or if no resolution is to be adopted, the explanation of the item of the agenda. Pursuant to the third paragraph of Article 298 of the Companies Act, fourteen days prior to the General Meeting the Management Board shall publish only the items for which the Shareholders make a written request to the Management Board of Banka Intesa Sanpaolo d.d. no later than within seven days from the publication of this notice to convene the General Meeting.

The Shareholders may provide written proposals of resolutions for every point of the agenda. The proposed resolutions shall be published by the Management Board of Banka Intesa Sanpaolo d.d. in the manner stipulated in Article 296 of the Companies Act only if the Shareholder making the proposal provides within seven days from publishing this notice to convene the General Meeting a duly motivated proposal and notifies that at the meeting they intend to object the proposal of the Management Board and Supervisory Board and persuade other Shareholders to vote for their proposal.

Shareholder's right to be informed

At the General Meeting the shareholders may ask questions and request information concerning the company where it is important for the assessment of the agenda and shall exercise their right to be informed pursuant to the first paragraph of Article 305 of the Companies Act.

Attendance of the General Meeting and exercise of voting rights

Shareholders are vested with the right to attend and vote at the General Meeting subject to the registration of attendance submitted to the Management Board of Banka Intesa Sanpaolo d.d. at the latest by the end of the fourth day prior to the General Meeting, i.e. 9th May 2024 inclusive and

are registered in the central registry of dematerialized securities at the end of the seventh day prior to the General Meeting, i.e. at the end of 6 May 2024. The registration to attend shall be sent to the address of Banka Intesa Sanpaolo d.d., Management Board – for the General Meeting, 14 Pristaniška, Koper, Slovenia. Registration to attend the General Meeting and participation through a proxy inserted in the central register, which is maintained by the intermediary, is also recognized.

A Shareholder may exercise his/her rights at the General Meeting in person or by appointing a proxy or legal representative. Upon request a Shareholder or a proxy shall identify himself/herself by showing an ID, a form of proxy or a power of attorney, while the legal representative shall identify himself/herself by showing an extract from the legal record, decision or another document giving him/her power of attorney, whichever may be appropriate.

The Shareholders of Banka Intesa Sanpaolo d.d. are kindly asked to register their attendance half an hour before the time of the holding of the Annual General Meeting at the registration desk (at the entrance to the Conference Hall) to be duly registered by signing the list of attending Shareholders and to get the material necessary for voting.

In case the General Meeting does not have the quorum required, the adjourned meeting will take place on Tuesday, 14 May at 13.00 CET at the same place. The adjourned General Meeting will pass resolutions irrespective of the amount of represented capital.

At Ljubljana, 25 March 2024

Management Board	
Member	President
Mojca Kovač	Luigi Fuzio

The Notice of the General Meeting is published on the Bank's website and on the website of Finance on 12th April 2024.