



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

47th GENERAL MEETING OF SHAREHOLDERS OF BANKA INTESA SANPAOLO d.d.,

to be held on Tuesday, 14 November 2023 at 11.00 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 election of new Members of the Supervisory Board and Collective suitability of the Supervisory Board

The proposed Resolution:

1.
The General Meeting of Shareholders hereby takes note of the notice of resignation of the Deputy Chairman and Member of the Supervisory Board Mr. Alessio Cioni dated 26 July 2022. The resign is effective as of the day when his substitute will meet all regulatory requirements to perform a function of the Supervisory Board Member.

2.
The General Meeting of Shareholders hereby takes note of the notice of resignation of the Member of the Supervisory Board Mr. Andrea Tondo dated 6 July 2023. The resign is effective as of the day when his substitute will meet all regulatory requirements to perform a function of the Supervisory Board Member.

3.
The General Meeting of Shareholders hereby approves the resolution proposed by the Supervisory Board and elects Mr. Dario Massimo Grassani as new Member of the Supervisory Board. The term of

Banka Intesa Sanpaolo d.d., Pristaniška ulica 14, 6502 Koper, Slovenia, Registration number: 5092221000, VAT number: SI98026305, Registration authority: District Court of Koper, Share capital: 22.173.218,16 EUR, BIC: BAKOSI2X, Settlement account: SI56 0100 0000 1000 153

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 Alessio Cioni.

4.

The General Meeting of Shareholders hereby approves the resolution proposed by the Supervisory Board and elects Ms. Elena Kohútiková as new Independent 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. She will replace Mr. Andrea Tondo.

5.

The General Meeting of Shareholders hereby approves the resolution proposed by the Supervisory Board stating that the collective suitability of the Supervisory Board Members 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. Antonio Giovanni Maria Bergaglio, is present.

Proponents of the Resolutions:

- Points 1 through 2: the Management Board and the Supervisory Board of Banca Intesa Sanpaolo d.d.
- Point 3: the Supervisory Board of Banca 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. 10 November 2023 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 7 November 2023. 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 Wednesday, 15 November at 13.00 CET at the same place. The adjourned General Meeting will pass resolutions irrespective of the amount of represented capital.

At Ljubljana, 5 October 2023

Management Board	
Member	President
Drago Kavšek	Luigi Fuzio

The Notice of the General Meeting is published on the Bank's website and in the newspaper Finance on 12 October 2023.