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Annual General Meeting

The following resolutions were adopted at the 45th General Meeting of Banka Intesa Sanpaolo d.d., Koper of 25 January 2023, in line with the below

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. Miroslav Halužan dated 28 November 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.

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 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 Mr. Massimo Malagoli 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. He will replace Mr. Miroslav Halužan.

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, Mr. Andrea Tondo and Mr. Antonio Giovanni Maria Bergalio, is present.

At Ljubljana, 25 January 2023

President of the General Meeting
Mitja Kosmina, signed