

Annual General Meeting

The following resolutions were adopted at the 41st Annual General Meeting of Banka Intesa Sanpaolo d.d., Koper in line with the below agenda:

AGENDA:

1. Calling the Annual General Meeting of Shareholders (hereinafter the “Annual General Meeting” or the “General Meeting”) to order, the election of the Chairman of the Annual 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., Koper 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 address of the President or Member of the Management Board of Banka Intesa Sanpaolo d.d.

3. 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 Annual General Meeting agrees that there is the quorum required and that the resolutions passed by them will be effective.

4. The statement of the Supervisory Board as to the receiving and considering the Annual Report and Accounts for the financial year 2019 and the position of the Supervisory Board with regard to the Auditor’s Report for the Financial Year 2019 and the Auditor’s Report on the relations of the Bank with the controlling company and its affiliates for 2019

Proposed Resolution:

The Annual General Meeting hereby approves the Report of the Supervisory Board on receiving and considering the Annual Report and Accounts for 2019 and gives no objection to the Auditor’s Report drawn up by KPMG Slovenia, for the financial year 2019 and to the Auditor’s Report on the relations of Banka Intesa Sanpaolo d.d. with the controlling company and its affiliates.

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

Proposed Resolution:

The Annual General Meeting hereby accepts the Report on Internal Audit Assignments for 2019 accompanied with the opinion of the Supervisory Board.

6. The proposed appropriation of the balance-sheet profit for the financial year 2019 and the proposal to give discharge the Management Board and the Supervisory Board for the financial year 2019

Proposed Resolution:

6.1.

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 01 00 0000 1000 153

The Annual General Meeting of shareholders of Banka Intesa Sanpaolo d.d. adopts the proposal given by the Management Board and the Supervisory Board for the distribution of the profit available for distribution of Banka Intesa Sanpaolo d.d. for the financial year 2019 as follows:

The profit available for distribution from the profit of the financial year 2019 in the amount of 22,566,404.35 euros shall be allocated to other reserves.

6.2.

Pursuant to the Rules of Intesa Sanpaolo Group in terms of Corporate Bodies and on the basis of the previously agreed criteria, the Members of the Supervisory Board, appointed as independent members, shall be paid a fixed remuneration for their duties and responsibilities in 2019, i.e.:

- Uroš Čufer (as Chairman of the Supervisory Board)	EUR 100,000.00 gross
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Such a remuneration shall be paid out to the Chairman of the Supervisory Board in cash, not later than on 30th June 2020. The Decision on macroprudential restriction on the distribution of bank profits issued by the Bank of Slovenia (Official Gazette of Republic of Slovenia, no. 49/2020 of 10 April 2020) does not have an impact on this payment as it is related to the fixed part of the remuneration and not to variable one.

Pursuant to the Rules of the Intesa Sanpaolo Group in terms of Corporate Bodies and on the basis of the previously agreed criteria the members of the Supervisory Board employed at the Intesa Sanpaolo Group shall not be entitled to the payment of any remuneration.

6.3.

It is hereby determined that Banka Intesa Sanpaolo achieved positive results in 2019. In light of that and in accordance with the valid Banka Intesa Sanpaolo d.d. Remuneration and Incentive Policies and having positively verified the minimum activation conditions requested by the European Regulators concerning sound capital base and liquidity (i.e. CET1 and NSFR) and set at ISP Group, PBZ Group and Banka Intesa Sanpaolo d.d. level as well as the sufficient economic-financial resources (i.e. No loss and positive Gross Income), the Supervisory Board shall decide on paying out the 2019 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 (including the ones of the Bank of Slovenia) and internal acts (Policies and Guidelines on Remunerations), valid at the time when respective Supervisory Board's decision shall be taken.

6.4.

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 2019. The provisions set in the valid Banka Intesa Sanpaolo d.d. Remuneration and Incentive Policies shall remain without prejudice.

6.5.

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 2019. The provisions set in the valid Banka Intesa Sanpaolo d.d. Remuneration and Incentive Policies shall remain without prejudice.

6.6.

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 2019, for the performance of their tasks at the Bank. Such amounts are also disclosed at individual level in the Report on Remuneration.

7. The notice of resignation of a Member of the Supervisory Board and election of a new Member of the Supervisory Board of Banka Intesa Sanpaolo d.d.

Proposed Resolution:

7.1.

The Annual General Meeting hereby takes note of the notice of resignation of Ms Silvia Rinaldi that will enter into force as of the day on which a new Member of the Supervisory Board is elected.

7.2.

The Annual General Meeting hereby approves the resolution proposed by the Supervisory Board stated that, with the expiry of the term of office of Ms Silvia Rinaldi, Mr Andrea Tondo is appointed as new Member of the Supervisory Board. The term of office of the newly elected Member of the Supervisory Board shall commence on the day of his election by the AGM and shall expire on the same day on which the term of office of the current Supervisory Board expires, that is, on 27th June 2022.

7.3

The Annual General Meeting hereby approves the resolution proposed by the Supervisory Board stating that the collective suitability of the Supervisory Board in the composition of Uroš Čufer, Alessio Cioni, Andrea Pavlović, Emanuele Collini, Miroslav Halužan, Amina Carnabuci and Andrea Tondo is present.

At Ljubljana, 23 June 2020

The President of the Annual General Meeting

Mitja Kosmina