



Banka Intesa Sanpaolo d.d.
Pristaniška ulica 14
6502 Koper - Slovenija
Telephone: +386 1 307 6600
+386 1 307 6601
www.intesasnpaolobank.si

Annual General Meeting

The following resolutions were adopted at the 44th General Meeting of Banka Intesa Sanpaolo d.d., Koper, in line with the below

AGENDA:

Calling the Annual General Meeting of Shareholders (hereinafter the "Annual 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 Annual 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 Annual 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 2021 and the position of the Supervisory Board with regard to the Auditor's Report for the Financial Year 2021 and the Auditor's Report on the relations of the Bank with the controlling company and its affiliates for 2021

The proposed Resolution:

The Annual General Meeting hereby approves the Report of the Supervisory Board on receiving and considering the Annual Report and Accounts for 2021 and gives no objection to the Auditor's Report drawn up by ERNST & YOUNG d.o.o., Slovenija, for the financial year 2021 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 2021 accompanied with the opinion of the Supervisory Board.

5. The proposed appropriation of the balance-sheet profit for the financial year 2021 and the proposal to give discharge to the Management Board and the Supervisory Board for the financial year 2021 and disclosure of remuneration and benefits received by the Members of the Management Board and Supervisory Board in the year 2021

The proposed Resolution:

5.1.

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 2021 as follows:

Banka Intesa Sanpaolo d.d. has in the Financial Year 2021 determined in the income statement the profit after tax in the amount of 17,709,099.82 Euro, Part of the net profit in the amount of 885,454.99 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 2021, the Bank due to sale realised additional net profit from derecognition of valuation effect of equity instruments measured at fair value through other comprehensive income and real estate measured at fair value in the amount of 13,396.68 Euro which was recognised directly in equity.

After the allocation of the profit after tax for the Financial Year 2021 to legal reserves, Banka Intesa Sanpaolo as at 31.12.2021 determined the total profit available for distribution in the amount of 16,837,041.51 Euro.

The profit available for distribution from the profit of the Financial Year 2021 in the amount of 16,818,920.58 Euro shall be allocated to pay dividends. The gross dividend per share is 31.71 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. 5 July 2022, shall be eligible to the payment of the dividend.

The remaining portion of the profit available for distribution in the amount of 18,120.93 Euro shall be allocated to the statutory reserves.

5.2.

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 2021, i.e.:

- Uroš Čufer (as former Chairman of the Supervisory Board) EUR 16,667.00 gross

Such a remuneration shall be paid out to the former Chairman of the Supervisory Board in cash, not later than 30th June 2022.

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.

5.3.

It is hereby determined that Banka Intesa Sanpaolo achieved a positive Gross Income in 2021 ("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 2021 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 2021.

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 2021. 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 2021. 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 2021, 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 the Supervisory Board and Collective suitability of the Supervisory Board

The proposed Resolution:

6.1.

The Annual General Meeting of shareholders of Banka Intesa Sanpaolo d.d. acknowledges that the term of office of the Members of the Supervisory Board: Mr. Giancarlo Miranda, Mr. Alessio Cioni, Ms. Amina Carnabuci, Ms. Andrea Pavlović, Mr. Andrea Tondo, Mr. Antonio Giovanni Maria Bergaglio and Mr. Miroslav Halužan expires on 27 June 2022.

6.2.

The Annual General Meeting of Shareholders hereby adopts the proposal of the Supervisory Board to re-appoint the following Members of the Supervisory Board:

- Giancarlo Miranda,
- Alessio Cioni,
- Amina Carnabuci,
- Andrea Pavlović,
- Andrea Tondo,
- Antonio Giovanni Maria Bergaglio, and
- Miroslav Halužan.

6.3.

The term of office of the re-appointed Members shall commence on 28th June 2022 and it shall last 3 years.

6.4.

The Members of the Supervisory Board of Banka Intesa Sanpaolo d.d. shall be entitled to the reimbursement of the costs incurred in connection with the discharging of the function of Member of the Supervisory Board.

6.5.

This resolution shall enter into full force and effect immediately.

At Ljubljana, 16 June 2022

President of the General Meeting
Mitja Kosmina, signed