

Annual General Meeting

The following resolutions were adopted at the 49th Annual General Meeting of Banka Intesa Sanpaolo d.d., Koper of 31 March 2025, in line with the bellow:

AGENDA:

1. Calling the Annual General Meeting of Shareholders (hereinafter the "Annual 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 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 2024 and the position of the Supervisory Board with regard to the Auditor's Report for the Financial Year 2024 and the Auditor's Report on the relations of the Bank with the controlling company and its affiliates for 2024

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 2024 and gives no objection to the Auditor's Report drawn up by ERNST & YOUNG d.o.o., Slovenija, for the financial year 2024 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 2024 accompanied with the opinion of the Supervisory Board.

5. The proposed appropriation of the balance-sheet profit for the financial year 2024, the proposal for remuneration and performance bonuses, the proposal to give discharge to the Management Board and the Supervisory Board for the financial year 2024 and disclosure of remuneration and benefits received by the Members of the Management Board and Supervisory Board in the year 2024

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

The proposed Resolution:

5.1.

Banka Intesa Sanpaolo d.d. has in the Financial Year 2024 determined in the income statement a profit after tax in the amount of 68,539,881.87 Euro. Part of the net profit in the amount of 3,426,994.09 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 2024, the Bank, due to sale of equity instruments measured at fair value through other comprehensive income, realised additional net loss in the amount of 13,232.44 Euro which was recognised directly in equity.

After the allocation of the profit after tax for the Financial Year 2024 to legal reserves, Banka Intesa Sanpaolo as at 31.12.2024 determined the total profit available for distribution in the amount of 65,099,655,34 Euro.

Part of profit available for distribution from the of the financial year 2024 in the amount of Euro 54,832,545.24 shall be allocated to pay dividends. The gross dividend per share is 103.38 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. 3. 7. 2025 shall be eligible to the payment of the dividend.

The remaining portion of the profit available for distribution in the amount of 10,267,110.10 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 2024, i.e.:

- Giancarlo Miranda (Deputy Chairman of the Supervisory Board) EUR 50,000.00 gross to be paid in cash by 30 April 2025 at the latest.
- Amina Carnabuci EUR 15,000.00 gross to be paid in cash on 2 July 2027.
- Elena Kohutikova EUR 18,333.00 gross to be paid in cash by 30 April 2025 at the latest.
- Massimo Malagoli EUR 20,000.00 gross to be paid in cash by 30 April 2025 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 2024 ("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 2024 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 2024.

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 2024. 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 2024. 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 2024, for the performance of their tasks at the Bank.

At Ljubljana, 31 March 2025

President of the Annual General Meeting

Mitja Kosmina



