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Oggetto : Intesa Sanpaolo: Long-term Incentive Plans

Testo del comunicato

Vedi allegato

PRESS RELEASE

INTESA SANPAOLO: LONG-TERM INCENTIVE PLANS

Turin - Milan, 12 June 2026 – At its meeting today, the Board of Directors of Intesa Sanpaolo decided to execute the Bank's 2026-2029 Long-term Incentive Plans, which are based on financial instruments. The Plans, detailed as follows, were approved at the Shareholders' Meeting held on 30 April 2026:

- the "2026-2029 Performance Share Plan" Long-term Incentive Plan reserved for all the Management, including the Managing Director and CEO, the remaining Top Risk Takers and the other Risk Takers of the Group both in Italy and abroad ("PSP");
- the "2026-2029 LECOIP" Long-term Incentive Plan reserved for all the other employees, meaning the Professionals, of the Group in Italy ("LECOIP").

In execution of today's resolution of the Board of Directors, Intesa Sanpaolo on 30 June 2026:

- (i) with regard to the LECOIP, will execute the capital increases to serve the Plan (through the issue of the related shares);
- (ii) with regard to the PSP, will assign to each manager the PSP Rights, each of which confers the right to accrue, at the end of the Plan, one Intesa Sanpaolo share, provided that the conditions laid down in the Plan's regulations are met and in compliance with the limits of number and amount as set at the above-mentioned Shareholders' Meeting.

Specifically, with regard to the LECOIP, the Board decided to exercise its powers, granted by the shareholders at the aforementioned Shareholders' Meeting, to carry out the capital increases, in favour of the Group employees, functional to implementing the LECOIP. The capital increases will be:

- without payment, through the issue of a maximum number of 76,000,000 Intesa Sanpaolo ordinary shares, for the assignment of the so-called Free Shares and the so-called Matching Shares ⁽¹⁾;
- with payment – with the exclusion of the option right in favour of the employees qualified as Professionals, pursuant to Article 2441, paragraph 8, of the Italian Civil Code – for a maximum total amount, inclusive of share premium, of 720,000,000 euro, through the issue of a maximum number of 170,000,000 Intesa Sanpaolo ordinary shares (the so-called Discounted Shares), applying a maximum discount of 18% to the stock market price calculated as the average of the prices recorded in the 30 days prior to the issue date.

A total of 52,863 Group employees, 83.7% of those eligible, have participated in the LECOIP for an amount in Free Shares and Matching Shares equal to around 167,000,000 euro.

The number of Free Shares, Matching Shares and Discounted Shares will be calculated on the basis of the average price of the Intesa Sanpaolo ordinary shares recorded in the 30 days prior to 30 June 2026 (issue date) and, for the Discounted Shares, on the basis of the discount to be applied to that average, in compliance with the maximum discount indicated above.

(1) Upon subscription to the Plan, the employee will also receive an additional amount of Intesa Sanpaolo shares (so-called "Sell-to Cover Shares"), deriving from the same capital increase without payment, which will be used for the purpose of covering the tax obligations accrued in relation to the assignment of the Free Shares and Matching Shares and the benefit from the discount applied for the subscription to the capital increase with payment.

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