Management Board

Pursuant to Articles 16 and 17 of the Articles of Association of Banka Intesa Sanpaolo d.d., the Management Board of Banka Intesa Sanpaolo d.d. hereby convenes

**39th ANNUAL GENERAL MEETING OF SHAREHOLDERS OF**

**BANKA INTESA SANPAOLO d.d.,**

to be held on 20 June 2019 at 10.00 CET in the Conference Room 1 of Banka Intesa Sanpaolo d.d., Koper, Pristaniška ulica 14, Koper, 6th floor, with the following

**AGENDA:**

**1. Calling the Annual General Meeting of Shareholders 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 the chairman of the Annual General Meeting, the commission, two vote counters, and establishes that the notary public is present to draw up the notarised minutes of the meeting.

**2.  The address of the president i.e. 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:**

That pursuant to the report made by the verification commission on attendance, the Annual General Meeting agrees that there is the quorum required and 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 2018 and the position of the Supervisory Board with regard to the Auditor’s Report for the Financial Year 2018 and the Auditor’s Report on the relations of the Bank with the controlling company and its affiliates for 2018**

**Proposed Resolution:**

The Annual General Meeting hereby approves the Report of the Supervisory Board on receiving and considering the Annual Report and Accounts for 2018 and gives no objection to the Auditor’s Report drawn up by KPMG Slovenia, for the financial year 2018 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 2018 accompanied with the opinion of the Supervisory Board.

**6. The proposed appropriation of the balance-sheet profit for the financial year 2018 and the proposal to give discharge the Management Board and the Supervisory Board for the financial year 2018**

**Proposed Resolution:**

6.1

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 2018 as follows:

The profit available for distribution from the profit of the financial year 2018 in the amount of 10,178,337.62 euros shall be allocated to pay dividends. The gross dividend per share is 19.19 euros. 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 July 2019, shall be eligible to the payment of the dividend.

The remaining portion of the profit available for distribution in the amount of 403.63 euros shall be allocated to the formation of statutory reserves.

6.2

Pursuant to the Policy of Intesa Sanpaolo Group and on the basis of the previously agreed criteria, the members of the Supervisory Board, appointed as external experts, shall be paid a remuneration for their work in 2018 (Mr Borut Bratina was member of the Supervisory Board of Banka Intesa Sanpaolo d.d. until 9th May 2018), i.e.:

|  |  |  |
| --- | --- | --- |
| * Uroš Čufer | EUR 100,000.00 gross |  |
| * dr. Borut Bratina | EUR 7,069.20 gross |  |

Remuneration shall be paid out in cash not later than on 30 June 2019.

Pursuant to the Policy of the Intesa Sanpaolo Group and on the basis of the previously agreed criteria the members of the Supervisory Board employed at the Intesa Sanpaolo Group and collaborating with the Group shall not be entitled to the payment of the remuneration.

6.3

It is hereby determined that Banka Intesa Sanpaolo achieved positive results in 2018 in the Slovenian interbank environment. In light of that and in accordance with the Remuneration Policy of Intesa Sanpaolo Group the possibility to pay out the 2018 Performance Bonusesto the members of the Management Board shall be examined and shall be namely in line with the individual achieved results. The Supervisory Board shall decide on the related amount to be paid.

6.4

Pursuant to the Art 294 Par 2 of the Companies Act the Annual General Meeting of shareholders of Banka Intesa Sanpaolo d.d.   grants the Discharge the Management Board of Banka Intesa Sanpaolo d.d. for the year 2018. The provisions of the Remuneration Policy shall remain without prejudice.

6.5

Pursuant to the Art 294 Par 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 2018. The provisions of the Remuneration Policy shall remain without prejudice.

**7. The election of the members of the Supervisory Board of Banka Intesa Sanpaolo d.d.**

**Proposed Resolution:**

**7.1**

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: Uroš Čufer, Alessio Cioni, Andrea Pavlović, Dražen Karakašić, Elena Breno, Emanuele Collini and Silvia Rinaldi expires on 27 June 2019.

**7.2**

The Annual General Meeting of Shareholders hereby adopts the proposal of the Supervisory Board to elect the following members of the Supervisory Board:

Uroš Čufer,

Alessio Cioni,

Andrea Pavlović,

Elena Breno,

Emanuele Collini,

Miroslav Halužan, and

Silvia Rinaldi.

**7.3**

The term of office of the newly appointed members shall commence on 28 June 2019 and it shall last 3 years.

**7.4**

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.

 **Proponents of the Resolutions:**

1. Points 1 through 6: the Management Board and the Supervisory Board of Banka Intesa Sanpaolo

d.d.

-          Point 7: the Supervisory Board of Banka Intesa Sanpaolo d.d.

**VOTING AND ATTENDANCE OF THE GENERAL MEETING:**

**Access to the material for the Annual General Meeting**

The material for the Annual General Meeting, including the explanation of proposals, proposed resolutions and other material referred to in Article 297.a of the Companies Act shall be available to the shareholders in the premises of the Bank's Secretariat (room 505, 5th floor) at the headquarters of Banka Intesa Sanpaolo d.d. at 14 Pristaniška ulica, Koper every working day between 9.00 CET and 15.00 CET from the day of convening of the Annual General Meeting until the day of the Annual General Meeting. The notice to convene the Annual General Meeting of Banka Intesa Sanpaolo d.d. is published on the Bank’s website: [www.intesasanpaolobank.si](http://www.intesasanpaolobank.si), the newspaper Finance and SEO.net.

**Requests and proposals of shareholders**

Shareholders whose total interest accounts for one-twentieth of the subscribed capital may make a written request for adding items to the agenda immediately after the convening of the Annual General Meeting. These shareholders shall include to the written request the proposed resolution about which the Annual General Meeting is to decide, or if no resolution is to be adopted, the explanation of the item of the agenda. Pursuant to the third paragraph of Article 298 of the Companies Act, fourteen days prior to the Annual General Meeting the Management Board shall publish only the items for which the shareholders make a written request to the Management Board of Banka Intesa Sanpaolo d.d. no later than within seven days from the publication of this notice to convene the Annual General Meeting.

The shareholders may provide written proposals of resolutions for every point of the agenda. The proposed resolutions shall be published by the Management Board of Banka Intesa Sanpaolo d.d. in the manner stipulated in Article 296 of the Companies Act only if the shareholder making the proposal provides within seven days from publishing this notice to convene the Annual General Meeting a duly motivated proposal and notifies that at the meeting they intend to object the proposal of the Management Board and Supervisory Board and persuade other shareholders to vote for their proposal.

**Shareholder’s right to be informed**

At the Annual General Meeting the shareholders may ask questions and request information concerning the company where it is important for the assessment of the agenda and shall exercise their right to be informed pursuant to the first paragraph of Article 305 of the Companies Act.

**Attendance of the Annual General Meeting and exercise of voting rights**

Shareholders are vested with the right to attend and vote at the Annual General Meeting subject to the registration of attendance submitted to the Management Board of Banka Intesa Sanpaolo d.d. at the end of the fourth day prior to the Annual General Meeting, i.e. 16 June 2019 inclusive and are registered in the central registry of dematerialised securities at the end of the fourth day prior to the Annual General Meeting, i.e. at the end of 16 June 2019. The registration to attend shall be sent to the address of Banka Intesa Sanpaolo d.d., Management Board – for the Annual General Meeting, 14 Pristaniška, Koper.

A shareholder may exercise his/her rights at the Annual General Meeting in person or by appointing a proxy or legal representative. Upon request a shareholder or a proxy shall identify himself/herself by showing an ID, a form of proxy or a power of attorney, while the legal representative shall identify himself/herself by showing an extract from the legal record, decision or another document giving him/her power of attorney, whichever may be appropriate.

The shareholders of Banka Intesa Sanpaolo d.d. are kindly asked to register their attendance half an hour before the time of the holding of the Annual General Meeting at the registration desk (at the entrance to the Conference Hall) to be duly registered by signing the list of attending shareholders and to get the material necessary for voting. In case the Annual General Meeting does not have the quorum required, the adjourned meeting will take place on the same day at 13.00 CET on the same place. The adjourned Annual General Meeting will pass resolutions irrespective of the amount of represented capital.

**At Koper, 17 May 2019**

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## Member of the Management Board   President of the Management Board

## Drago Kavšek Jozef Kausich

The Notice of the Annual General Meeting was published in the Finance on 17 May 2019, on SEO.net and on the bank’s website.