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

**40th GENERAL MEETING OF SHAREHOLDERS OF**

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

to be held on Monday, 13 January 2020 at 10.00 CET in the Conference Room Triglav of Banka Intesa Sanpaolo d.d., Business centre Rotonda, Dunajska cesta 167, Ljubljana, 4th floor, with the following

**AGENDA:**

**1. Calling the General Meeting of Shareholders 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 General Meeting of Banka Intesa Sanpaolo d.d., Koper hereby elects the chairman of the 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 of the Management Board 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:**

That pursuant to the report made by the verification commission on attendance, the General Meeting agrees that there is the quorum required and the resolutions passed by them will be effective.

**4. Diversity policy for management bodies**

**The proposed resolution:**

4.1

The General meeting of Shareholders reviewed and confirmed the Policy on selecting and assessing members of the management bodies, and on managing conflicts of interests on the level of members of the management bodies of Banka Intesa Sanpaolo d.d., ref. number: PR/03/0172/2018/02.

**5. The notice of resignation of a member of the Supervisory Board and the election of a new**

**member of the Supervisory Board of Banka Intesa Sanpaolo d.d.**

**The proposed resolution:**

5.1

The General Meeting of Shareholders hereby takes note of the notice of resignation of Ms Elena Breno that will enter into force as of the day on which a new member of the Supervisory Board is elected.

5.2

The General Meeting of Shareholders hereby approves the resolution proposed by the Supervisory Board that with the expiry of the term of office of Ms Elena Breno, Ms Amina Carnabuci is elected as new member of the Supervisory Board. The term of office of the newly elected member of the Supervisory Board shall commence on 13 January 2020 and shall expire on the same day on which the term of office of the present Supervisory Board members expires, that is, on 27 June 2022.

 **Proponents of the Resolutions:**

1. Points 1 through 4: the Management Board and the Supervisory Board of Banka Intesa Sanpaolo

d.d.

-          Point 5: the Supervisory Board of Banka Intesa Sanpaolo d.d.

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

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

The material for the 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 E 420, 4th floor) at the headquarters of Banka Intesa Sanpaolo d.d. at 14 Pristaniška ulica, Koper every working day between 9.00 CET and 15.30 CET from the day of convening of the General Meeting until the day of the General Meeting. The notice to convene the 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 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 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 General Meeting and exercise of voting rights**

Shareholders are vested with the right to attend and vote at the 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 General Meeting, i.e. 9 January 2020 inclusive and are registered in the central registry of dematerialised securities at the end of the fourth day prior to the General Meeting, i.e. at the end of 9 January 2020. The registration to attend shall be sent to the address of Banka Intesa Sanpaolo d.d., Management Board – for the General Meeting, 14 Pristaniška, Koper.

A shareholder may exercise his/her rights at the 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 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 General Meeting does not have the quorum required, the adjourned meeting will take place on the same day at 13.00 CET at the same place. The adjourned General Meeting will pass resolutions irrespective of the amount of represented capital.

**At Koper, 12 December 2019**

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

## Ivan Ivičić Jozef Kausich

The Notice of the General Meeting was published in the Finance on 12 December 2019, on SEO.net and on the bank’s website.