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

**41st ANNUAL GENERAL MEETING OF SHAREHOLDERS OF BANKA INTESA SANPAOLO d.d.,**

to be held on 23rd June 2020 at 13.00 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 Annual General Meeting of Shareholders (hereinafter the “Annual General Meeting” or the “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 General Meeting of Banka Intesa Sanpaolo d.d., Koper 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 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:

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.

**4. The statement of the Supervisory Board as to the receiving and considering the Annual Report and Accounts for the financial year 2019 and the position of the Supervisory Board with regard to the Auditor’s Report for the Financial Year 2019 and the Auditor’s Report on the relations of the Bank with the controlling company and its affiliates for 2019**

Proposed Resolution:

The Annual General Meeting hereby approves the Report of the Supervisory Board on receiving and considering the Annual Report and Accounts for 2019 and gives no objection to the Auditor’s Report drawn up by KPMG Slovenia, for the financial year 2019 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 2019 accompanied with the opinion of the Supervisory Board.

**6. The proposed appropriation of the balance-sheet profit for the financial year 2019 and the proposal to give discharge the Management Board and the Supervisory Board for the financial year 2019**

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 2019 as follows:

The profit available for distribution from the profit of the financial year 2019 in the amount of 22,566,404.35 euros shall be allocated to other reserves.

6.2.

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 2019, i.e.:

|  |  |
| --- | --- |
| - Uroš Čufer (as Chairman of the Supervisory Board) | EUR 100,000.00 gross |
|  |  |

Such a remuneration shall be paid out to the Chairman of the Supervisory Board in cash, not later than on 30th June 2020. The Decision on macroprudential restriction on the distribution of bank profits issued by the Bank of Slovenia (Official Gazette of Republic of Slovenia, no. 49/2020 of 10 April 2020) does not have an impact on this payment as it is related to the fixed part of the remuneration and not to variable one.

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.

6.3.

It is hereby determined that Banka Intesa Sanpaolo achieved positive results in 2019. In light of that and in accordance with the valid Banka Intesa Sanpaolo d.d. Remuneration and Incentive Policies and having positively verified the minimum activation conditions requested by the European Regulators concerning sound capital base and liquidity (i.e. CET1 and NSFR) and set at ISP Group, PBZ Group and Banka Intesa Sanpaolo d.d. level as well as the sufficient economic-financial resources (i.e. No loss and positive Gross Income), the Supervisory Board shall decide on paying out the 2019 Performance Bonusesto 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 (including the ones of the Bank of Slovenia) and internal acts (Policies and Guidelines on Remunerations), valid at the time when respective Supervisory Board’s decision shall be taken.

6.4.

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 2019. The provisions set in the valid Banka Intesa Sanpaolo d.d. Remuneration and Incentive Policies shall remain without prejudice.

6.5.

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 2019. The provisions set in the valid Banka Intesa Sanpaolo d.d. Remuneration and Incentive Policies shall remain without prejudice.

6.6.

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 2019, for the performance of their tasks at the Bank. Such amounts are also disclosed at individual level in the Report on Remuneration.

7. **The notice of resignation of a Member of the Supervisory Board and election of a new Member of the Supervisory Board of Banka Intesa Sanpaolo d.d.**

Proposed Resolution:

7.1.

The Annual General Meeting hereby takes note of the notice of resignation of Ms Silvia Rinaldi that will enter into force as of the day on which a new Member of the Supervisory Board is elected.

7.2.

The Annual General Meeting hereby approves the resolution proposed by the Supervisory Board stated that, with the expiry of the term of office of Ms Silvia Rinaldi, Mr Andrea Tondo is appointed as new Member of the Supervisory Board. The term of office of the newly elected Member of the Supervisory Board shall commence on the day of his election by the AGM and shall expire on the same day on which the term of office of the current Supervisory Board expires, that is, on 27th June 2022.

7.3

The Annual General Meeting hereby approves the resolution proposed by the Supervisory Board stating that the collective suitability of the Supervisory Board in the composition of Uroš Čufer, Alessio Cioni, Andrea Pavlović, Emanuele Collini, Miroslav Halužan, Amina Carnabuci and Andrea Tondo is present*.*

  Proponents of the Resolutions:

* 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 E 420, 4th floor) at the headquarters of Banka Intesa Sanpaolo d.d. at 14 Pristaniška ulica, Koper and in the premisis of Banka Intesa Sanpaolo d.d., Business centre Rotonda, Dunajska cesta 167, Ljubljana, 4th floor every working day between 9.00 CET and 15.30 CET from the day of convening of the Annual General Meeting until the meeting day. 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 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. 19 June 2020 inclusive and are registered in the central registry of dematerialized securities at the end of the fourth day prior to the General Meeting, i.e. at the end of 19 June 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, Slovenia.

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 14.00 CET at the same place. The adjourned General Meeting will pass resolutions irrespective of the amount of represented capital.

At Koper, 21st May 2020

        Member of the Management Board President of the Management Board

Drago Kavšek Jozef Kausich

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The Notice of the General Meeting was published in the Finance on 21st May 2020, on SEO.net and on the Bank website.