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Sanpaolo S.p.A. ORD SHS (
IT0000072618)

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001	CONY	EUR	22	2019 .
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002	CONN	EUR	22	2019 .
			12:00	
003	ABST	EUR	22	2019 .
			12:00	
004	SPLI	EUR	22	2019 .
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005 PROX EUR 22 2019 .
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EUROCLEAR BANK»

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ADMISSION
CARD NEEDS TO BE SENT EMAIL ADDRESS TO WHICH THE

D. « »

--- SWIFT MT 565 ---

A. 95V:OWND

B. (SPLI «
»)
70E:INST :
CONY (« »): RESOLUTION X, Y, Z (),
CONN (« »): RESOLUTION X, Y, Z (),
ABST (« »): RESOLUTION X, Y, Z
();

ADMISSION CARD

PROX.

95V:OWND :

1.

2.

:
IF THE BENEFICIAL OWNER IS REPRESENTED, ALSO CLEARLY MENTION THE
ATTENDEES FULL NAME, BUSINESS OR PRIVATE ADDRESS, PASSPORT OR
DRIVERS LICENSE NUMBER, THE NUMBER OF VOTED SHARES

3. INCLUDE IN ANY CASE THE NUMBER OF VOTED SHARES AND CLEARLY
MENTION WHETHER THE ATTENDEE IS A BENEFICIAL OWNER OR A
REPRESENTATIVE.

70E:INST EMAIL ADDRESS TO WHICH THE
ADMISSION CARD NEEDS TO BE SENT

D. 70E:PACO

--- ISO 20022 ---

A.

<CorporateActionInstruction/Document/CorpActnInstr/BnfclOwncDtls/OwncId/NmAndAdr/Nm>
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B. (SPLI « »)

<CorporateActionInstruction/Document/CorpActnInstr/CorpActnInstr/AddtlInf/InstrAddtlInf>:
CONY (« »): RESOLUTION X, Y, Z (),
CONN (« »): RESOLUTION X, Y, Z (),
ABST (« »): RESOLUTION X, Y, Z
();

ADMISSION CARD

PROX.

<CorporateActionInstruction/Document/CorpActnInstr/BnfclOwncDtls/OwncId/NmAndAdr/Nm>
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1. ,

2. .

IF THE BENEFICIAL OWNER IS REPRESENTED, ALSO CLEARLY MENTION THE ATTENDEES FULL NAME, BUSINESS OR PRIVATE ADDRESS, PASSPORT OR DRIVERS LICENSE NUMBER, THE NUMBER OF VOTED SHARES

3. INCLUDE IN ANY CASE THE NUMBER OF VOTED SHARES AND CLEARLY MENTION WHETHER THE ATTENDEE IS A BENEFICIAL OWNER OR A REPRESENTATIVE.

<CorporateActionInstruction/Document/CorpActnInstr/CorpActnInstr/AddtlInf/InstrAddtlInf>
EMAIL ADDRESS TO WHICH THE ADMISSION CARD NEEDS TO BE SENT

D. <CorporateActionInstruction/
Document/CorpActnInstr/AddtlInf/PtyCtctNrrtv>

Euroclear Bank S.A./N.V.
(POA)

STUDIO TREVISAN.

(«`»), <https://www.nsd.ru/ru/documents/workflow/>, / /

ISO 15022 WEB-

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Euroclear Bank S.A./N.V.:
NOTE/NOTICE TO BE SENT BY
PARTICIPANT
CAED/ORDINARY GENERAL MEETING

----- EVENT DETAILS -----

AGENDA: 1. 2018 FINANCIAL STATEMENTS: A) APPROVAL OF THE PARENT COMPANY'S 2018 FINANCIAL STATEMENTS B) ALLOCATION OF NET INCOME FOR THE YEAR AND DISTRIBUTION OF DIVIDEND TO SHAREHOLDERS. C) APPROVAL OF THE 2018 FINANCIAL STATEMENTS OF THE MERGED SUBSIDIARY INTESA SANPAOLO GROUP SERVICES S.C.P.A.. D) APPROVAL OF THE 2018 FINANCIAL STATEMENTS OF THE MERGED SUBSIDIARY CASSA DI RISPARMIO DI PISTOIA E DELLA LUCCHESIA S.P.A.. 2. APPOINTMENT OF THE INDEPENDENT AUDITORS FOR THE FINANCIAL YEARS 2019-2021 AND DETERMINATION OF THEIR FEES. 3. RESOLUTIONS IN RESPECT OF THE BOARD OF DIRECTORS PURSUANT TO ARTICLES 13 AND 14 OF THE ARTICLES OF ASSOCIATION: A) DETERMINATION OF THE NUMBER OF BOARD DIRECTORS FOR THE FINANCIAL YEARS 2019/2020/2021. B) APPOINTMENT OF BOARD DIRECTORS AND MEMBERS OF THE MANAGEMENT CONTROL COMMITTEE FOR THE FINANCIAL YEARS 2019/2020/2021, ON THE BASIS OF THE LISTS OF CANDIDATES SUBMITTED BY SHAREHOLDERS. C) ELECTION OF THE CHAIRMAN AND ONE OR MORE DEPUTY CHAIRMEN OF THE BOARD OF DIRECTORS FOR THE FINANCIAL YEARS 2019/2020/2021. 4. REMUNERATION AND OWN SHARES: A) REMUNERATION POLICIES IN RESPECT OF BOARD DIRECTORS. B) DETERMINATION OF THE REMUNERATION OF BOARD DIRECTORS PURSUANT TO ARTICLES 16.2 - 16.3 OF THE ARTICLES OF ASSOCIATION. C) REMUNERATION AND INCENTIVE POLICIES OF THE INTESA SANPAOLO GROUP FOR 2019. D) INCREASE IN THE CAP ON THE VARIABLE-TO-FIXED REMUNERATION TO CERTAIN CATEGORIES OF PERSONNEL BELONGING TO ASSET MANAGEMENT COMPANIES (SOCIETA DI GESTIONE DEL RISPARMIO) OF THE INTESA SANPAOLO GROUP. E) INTEGRATION TO THE CRITERIA FOR THE DETERMINATION OF THE COMPENSATION TO BE GRANTED IN THE EVENT OF EARLY TERMINATION OF THE EMPLOYMENT AGREEMENT OR EARLY TERMINATION OF OFFICE. F) APPROVAL OF THE 2018 ANNUAL INCENTIVE PLAN BASED ON FINANCIAL INSTRUMENTS. G) AUTHORISATION TO PURCHASE AND DISPOSE OF OWN SHARES TO SERVICE THE 2018 ANNUAL INCENTIVE

PLAN. 5. PROPOSAL FOR SETTLEMENT OF THE LIABILITY ACTION BROUGHT AGAINST THE FORMER CHAIRMAN AND THE FORMER GENERAL MANAGER OF THE MERGED SUBSIDIARY BANCA MONTE PARMA S.P.A..

NOTE:

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TREATMENT OF YOUR INSTRUCTED POSITION DEPENDS ON THE RECORD DATE:

. IF THE RECORD DATE IS BEFORE THE DEADLINE, YOUR INSTRUCTION WILL BE POSITIONED ONLY AFTER CLOSE OF BUSINESS ON THE RECORD DATE

. IF THE RECORD DATE IS ON OR AFTER THE DEADLINE, INSTRUCTED POSITIONS WILL BE BLOCKED UNTIL 1 BUSINESS DAY AFTER THE RECORD DATE.

. IF THERE IS NO RECORD DATE ANNOUNCED, INSTRUCTED POSITION WILL BE BLOCKED UNTIL 1 BUSINESS DAY AFTER THE MEETING DATE

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----- ACTION TO BE TAKEN -----

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HOLDERS MAY INSTRUCT TO VOTE THROUGH EUROCLEAR BANK OR TO REQUEST AN ADMISSION CARD FOR EITHER THE BENEFICIAL OWNER (BO) OR A REPRESENTATIVE FOR THE BO.

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TO VOTE THROUGH EUROCLEAR BANK, IN ADDITION TO YOUR ELECTRONIC INSTRUCTION, A POWER OF ATTORNEY IN FAVOUR OF STUDIO TREVISAN IS NEEDED.

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WE WILL FORWARD BUT NOT VALIDATE ANY FREE TEXT IN YOUR INSTRUCTION.

.

AS THIS SECURITY IS A DOMESTIC ITALIAN SECURITY, WITH AN ITALIAN ISSUER, SPECIFIC INFORMATION ON THE BENEFICIAL OWNER NEEDS TO BE DISCLOSED. THIS INFORMATION WILL BE FORWARDED BUT NOT REVIEWED BY EUROCLEAR BANK. YOU REMAIN RESPONSIBLE FOR THE ACCURACY AND COMPLETENESS OF THE INFORMATION.

.

WE ARE NOT RESPONSIBLE FOR THE TIMELINESS, COMPLETENESS OR ACCURACY OF THE PAPER FORMS NEEDED TO INSTRUCT ON THIS CORPORATE ACTION. THE VALIDITY OF THESE DOCUMENTS, AND THE RECEIPT BY THE AGENT BEFORE THE DEADLINE, ARE SOLELY YOUR RESPONSIBILITY.

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REQUIRED DISCLOSE INFORMATION:

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IF THE BENEFICIAL OWNER IS AN INDIVIDUAL:

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. NAME AND SURNAME

. VAT CODE

. DATE OF BIRTH

. SEX

. MUNICIPALITY AND DISTRICT OF BIRTH

. NATIONALITY

. MUNICIPALITY, DISTRICT, STATE CODE AND BUSINESS ADDRESS OF RESIDENCE
. ZIP CODE

. IF THE BENEFICIAL OWNER IS AN ENTITY:

. COMPANY NAME
. TAX CODE
. NATIONALITY
. MUNICIPALITY, DISTRICT, STATE CODE AND BUSINESS ADDRESS OF RESIDENCE
. ZIP CODE

. I. TO VOTE ELECTRONICALLY:

A. FREE FORMAT MT 599/MT 568 USERS:
YOUR DEADLINE IS 10:00 (BRUSSELS TIME) ON THE BUSINESS DAY BEFORE THE DEADLINE DATE. INCLUDE THE REQUIRED DISCLOSURE INFORMATION.

. B. EASYWAY USERS:
FOR ANY VOTE, INCLUDE THE REQUIRED DISCLOSURE INFORMATION AND YOUR CONTACT NAME AND TELEPHONE NUMBER IN FIELD 'BENEFICIARY DETAILS'.

. OPTION 'SPLIT INSTRUCTION': MENTION IN FIELD 'NARRATIVE TO EUROCLEAR BANK':
./CONY: RESOLUTION X, Y AND Z, IF ANY,./CONN: RESOLUTION X,Y AND Z IF ANY,./ABST: RESOLUTION X,Y AND Z IF ANY'

. C. EUCLID USERS:
FOR ANY VOTE, INCLUDE THE REQUIRED DISCLOSURE INFORMATION AND YOUR CONTACT NAME AND TELEPHONE NUMBER IN FIELD 88D:

. 1. TO VOTE ON ALL RESOLUTIONS, SEND AN INSTRUCTION TYPE '54' WITH ONE OF THE FOLLOWING SUBTYPES:

. 'CONY' TO VOTE IN FAVOUR
. 'CONN' TO VOTE AGAINST
. 'ABST' TO ABSTAIN

. 2. TO VOTE ON EACH RESOLUTION SEPARATELY, SEND AN INSTRUCTION TYPE '54', SUBTYPE 'SPLI'. IN FIELD 72, MENTION:

. /CONY: RESOLUTION X, Y AND Z' IF ANY
. /CONN: RESOLUTION X, Y AND Z' IF ANY
. /ABST: RESOLUTION X, Y AND Z' IF ANY

. 3. TO TAKE NO ACTION, SEND AN INSTRUCTION TYPE '54' SUBTYPE ' NOAC'. SPECIFY THE EVENT NUMBER IN FIELD 72 AS FOLLOWS: 'EVNB: CA00000XXXXXXXX' (WHERE XXXXXXXX IS THE CORPORATE ACTION EVENT

NUMBER).

.
D. SWIFT MT 565 USERS:

FOR ANY VOTE, INCLUDE THE REQUIRED DISCLOSURE INFORMATION AND YOUR CONTACT NAME AND TELEPHONE NUMBER IN FIELD 95V:OWND

. CAOP SPLI: MENTION IN FIELD 70E:INST /CONY: RESOLUTION X, Y AND Z, IF ANY,/CONN: RESOLUTION X,Y AND Z IF ANY,/ABST: RESOLUTION X,Y AND Z IF ANY'.

.
POWER OF ATTORNEY (POA):

POA IS PREPARED BY STUDIO TREVISAN BASED ON YOUR ELECTRONIC INSTRUCTION AFTER EUROCLEAR BANK DEADLINE. IT IS SENT DIRECTLY BY STUDIO TREVISAN TO THE CONTACT DETAILS PROVIDED IN YOUR INSTRUCTION.

EUROCLEAR BANK DOES NOT RECEIVE A COPY OR ORIGINAL OF YOUR BO'S POA. IF YOU HAVE ANY QUESTIONS OR ISSUES WITH POA, CONTACT STUDIO TREVISAN DIRECTLY

THE BO NEEDS TO COMPLETE AND SIGN A POA FOR EACH ELECTRONIC INSTRUCTION SENT TO US. THE BO'S NAME HAS TO BE PRECEDED BY ' EUROCLEAR/ '.

TWO DAYS BEFORE THE MEETING DATE, AT THE LATEST, FAX A DULY COMPLETED AND SIGNED COPY OF THE POWER OF ATTORNEY TO STUDIO TREVISAN ON +39 (0)2 869 0111 OR EMAIL IT TO PROXYVOTING(AT)TREVISANLAW.IT AS WELL AS MAIL(AT)TREVISANLAW.IT KEEP THE ORIGINAL ON FILE IN CASE THE ISSUER REQUESTS IT AT A LATER STAGE.

.
II. TO REQUEST AN ADMISSION CARD

A. FREE FORMAT: MT599/MT568 USERS:

YOUR DEADLINE IS 10:00 (BRUSSELS TIME) ON THE BUSINESS DAY BEFORE THE DEADLINE DATE. INCLUDE THE REQUIRED DISCLOSURE INFORMATION.

.
B. EASYWAY USERS:

MENTION THE REQUIRED DISCLOSURE INFORMATION IN FIELD: 'BENEFICIARY DETAILS'

.
IF THE BENEFICIAL OWNER IS REPRESENTED, ALSO CLEARLY MENTION THE ATTENDEES FULL NAME, BUSINESS OR PRIVATE ADDRESS, PASSPORT OR DRIVERS LICENSE NUMBER, THE NUMBER OF VOTED SHARES

.
INCLUDE IN ANY CASE THE NUMBER OF VOTED SHARES AND CLEARLY MENTION WHETHER THE ATTENDEE IS A BENEFICIAL OWNER OR A REPRESENTATIVE.

.
INCLUDE IN FIELD 'NARRATIVE TO EUROCLEAR BANK' AN EMAIL ADDRESS

TO WHICH THE ADMISSION CARD NEEDS TO BE SENT AND YOUR CONTACT NAME AND NUMBER

.
B. EUCLID USERS:

SEND AN INSTRUCTION TYPE '54' WITH A SUBTYPE 'PROX' MENTION THE REQUIRED DISCLOSURE INFORMATION IN FIELD 88D

.
IF THE BENEFICIAL OWNER IS REPRESENTED, ALSO CLEARLY MENTION THE ATTENDEES FULL NAME, BUSINESS OR PRIVATE ADDRESS, PASSPORT OR DRIVERS LICENSE NUMBER, THE NUMBER OF VOTED SHARES

.
INCLUDE IN ANY CASE THE NUMBER OF VOTED SHARES AND CLEARLY MENTION WHETHER THE ATTENDEE IS A BENEFICIAL OWNER OR A REPRESENTATIVE.

.
INCLUDE IN FIELD 72 AN EMAIL ADDRESS TO WHICH THE ADMISSION CARD NEEDS TO BE SENT AND YOUR CONTACT NAME AND NUMBER

.
C. SWIFT MT565 USERS:

SEND AN INSTRUCTION WITH CAOP PROX: MENTION THE REQUIRED DISCLOSURE INFORMATION IN FIELD 95V:OWND

.
IF THE BENEFICIAL OWNER IS REPRESENTED, ALSO CLEARLY MENTION THE ATTENDEES FULL NAME, BUSINESS OR PRIVATE ADDRESS, PASSPORT OR DRIVERS LICENSE NUMBER, THE NUMBER OF VOTED SHARES

.
INCLUDE IN ANY CASE THE NUMBER OF VOTED SHARES AND CLEARLY MENTION WHETHER THE ATTENDEE IS A BENEFICIAL OWNER OR A REPRESENTATIVE.

.
INCLUDE IN FIELD 70E:INST AN EMAIL ADDRESS TO WHICH THE ADMISSION CARD NEEDS TO BE SENT AND YOUR CONTACT NAME AND TELEPHONE NUMBER

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: (495) 956-27-90, (495) 956-27-91/ For
details please contact your account manager (495) 956-27-90, (495) 956-27-91