

# SANPAOLO IMI

S.p.A.

A Company registered in the Register of Banks  
Reporting Bank of the SANPAOLO IMI Banking Group  
registered in the Register of Banking Groups

Registered Office at Piazza San Carlo 156, Turin

Share capital Euro 5,217,679,140.80 wholly paid up

Tax code, VAT number and Registered in the Company Register of Turin 06210280019

Italian Banking Association Code Number 1025-6

Member of the Interbank Deposit Guarantee Fund

## NOTICE OF SHAREHOLDERS' MEETING

Shareholders are invited to an Ordinary Meeting at the offices in Piazza San Carlo in Turin (entrance at Piazza San Carlo 158) at 11 am on 28 April 2005 (first call) and 29 April 2005 (second call) to discuss and decide on the following

Agenda:

1. Financial statements at 31 December 2004, reports of the Board of Directors and of the Board of Statutory Auditors; distribution of income for the year; Group consolidated financial statements at 31 December 2004;
2. Authorisation for the purchase and sale of own shares;
3. Nomination of the Board of Statutory Auditors for the years 2005/2006/2007 (as pursuant to Article 20 of the Articles and By-Laws);
4. Determination of the compensation due to the Members of the Board of Statutory Auditors;
5. Motions concerning the compensations of the Directors.

It should be noted that the Board of Statutory Auditors is nominated on the basis of lists presented by the Shareholders. The terms and methods for the presentation of the lists are defined in Article 20 of the Articles and By-Laws, available at [www.grupposanpaoloimi.com](http://www.grupposanpaoloimi.com) and to which reference is made for further details.

Shareholders who present the appropriate certificate confirming their participation in the central securities management system will have the right to take part in the Meeting.

Pursuant to Article 82 of the Regolamento approved with Consob Delibera 11971/1999 as successively modified and integrated, the draft annual and consolidated financial statements at 31 December 2004, approved by the Board of Directors on 22 March 2005, will be made available at the Registered Office and at the Italian Stock Exchange (Borsa Italiana S.p.A.) by 31 March 2005.

Pursuant to current regulations, the reports of the Board of Statutory Auditors and independent auditors as well as the reports of the Directors on the proposals concerning the matters in the agenda will be deposited for public availability, in the same way, at least 15 days before the Shareholders' Meeting.

As required by law, the documentation envisaged by Article 2429, paragraph 3, Italian Civil Code, will be deposited at the Registered Office.

Shareholders may obtain a copy of the above documentation.

For the Board of Directors  
Managing Director - Alfonso Iozzo

### **INFORMATION TO SHAREHOLDERS**

Documentation for the shareholders' meeting is available at the web site [www.grupposanpaoloimi.com](http://www.grupposanpaoloimi.com) or on request by fax +39 011 555 6396, +39 011 555 2989 or e-mail:

[segreteria.societaria@sanpaoloimi.com](mailto:segreteria.societaria@sanpaoloimi.com), [investor.relations@sanpaoloimi.com](mailto:investor.relations@sanpaoloimi.com).

For further information, please contact the Office of Corporate Secretary and Investor Relations (tel. +39 011 555 6093 or +39 011 555 3518 from 8.30 am to 5 pm) or JPMorgan Chase Bank + 1 (781) 575 4328.