

**SANPAOLO IMI S.p.A.**  
**Shareholders' Meeting of the 27th and 28th April 2006**

*THE BOARD OF DIRECTORS' REPORT*  
*ORDINARY MEETING – POINT 3 OF THE AGENDA*

**Decisions in respect of the remuneration payable to the Directors**

Shareholders,

as you are already aware, Art. 15 of the Articles of Association provides that the Members of the Board of Directors and of the Executive Committee are entitled to annual remuneration, part fixed and part variable, to be established by the Shareholders' Meeting.

In compliance with this provision, the Shareholders' Meeting of 29 April 2005 established that for the total gross variable part payable to the Members of the Board for the year 2005 should be composed as follows:

- i. when the Group's RoE (net consolidated profit for the period/net consolidated accounting shareholders' equity calculated as the average values at the end of the year) is equal or less than 14.99%: 1 per thousand of the net profit shown in the consolidated financial statements for the year;
- ii. when the RoE is above 14.99%: 1 per thousand of that part of the net profit (shown in the consolidated financial statements for the year) determining an RoE of 14.99%, plus 1.5 per thousand of the exceeding part of net profit.

The aforementioned Meeting decided not to set any reference base for the year 2006.

Shareholders,

you are therefore invited to take the necessary decisions in respect of the above.

Turin, 23 March 2006

The Board of Directors