

CONVOCAZIONE NOTICE SPECIAL MEETING OF SAVINGS SHAREHOLDERS

The Special Meeting of the Savings Shareholders of Intesa Sanpaolo S.p.A. will be held at Palazzo di Piazza San Carlo in Turin, with entrance at number 158, on 30 November 2011 at 3.00 p.m. on first call and, if necessary, on 1 December 2011 at 3.00 p.m. on second call and on **2 December 2011 at 11.00 a.m. on third call** to discuss and pass resolutions on the following

Agenda:

1. Appointment of the Common Representative for financial years 2012-2014; following and related resolutions.

Participation in the Special Meeting of Savings Shareholders

Persons entitled to vote may participate in the Meeting, provided that the Company receives the notice certifying their right to vote within the deadline established by law. Pursuant to Article 83-sexies of Legislative Decree no. 58/1998, said notice shall be provided to the Company by the intermediary on the basis of the evidence at the end of the accounting day on the seventh open-market day prior to the date scheduled for holding the Meeting on first call ("record date", falling on **21 November 2011**).

Persons who become holders of Company savings shares subsequent to that date shall not be entitled to participate and vote in the Meeting.

The intermediary's notice must be received by the Company by the end of the third open-market day prior to the date scheduled for holding the Meeting on first call (i.e. by **25 November 2011**). Nevertheless, those entitled may still participate and cast their vote in the Meeting if the notice is received by the Company after the above deadline but before the start of the Meeting on each call.

To streamline the registration and admission process and ensure the Meeting starts on time, participants are kindly requested to arrive in advance of the scheduled time, bringing a personal identification document.

No provisions are made for voting by post or by electronic media.

Participation and casting of votes by proxy

Persons holding voting rights may appoint a proxy to represent them in the Meeting, in accordance with the provisions of law, by means of a written proxy; for this purpose, they may use the proxy form available on the Company's website at group.intesasnanpaolo.com (section "Governance", link "Shareholders' Meeting").

Proxies may be notified to the Company by using the dedicated page on the website or by e-mail to the following address: notifica.delega@intesasnanpaolo.com.

If the proxy holder has sent or delivered a copy of the written proxy to the Company, when registering for admission to the Meeting he/she must, under his/her personal responsibility, declare that the proxy is a true copy of the original, and state the identity of the proxy issuer.

Representative appointed by the Company

Proxy for participation in this Meeting - with voting instructions on the item on the agenda - may be given, at no cost to the proxy issuer, to Servizio Titoli S.p.A. acting in the capacity of "Appointed Representative" designated by the Company pursuant to Article 135-undecies of Legislative Decree no. 58/1998. The proxy could be given within the end of the second open-market day preceding the date scheduled for the Meeting on first call (i.e. by **28 November 2011**).

The proxy and the voting instructions could be withdrawn within the term indicated above.

The proxy to the Appointed Representative shall be issued by using the specific form available on the group.intesasnanpaolo.com website (section "Governance", link "Shareholders' Meeting").

The original proxy must reach the Appointed Representative by the deadline indicated above (28 November 2011) at the following address: Servizio Titoli S.p.A., Corso Ferrucci 112/A - 10138 Turin. A copy of the proxy may be sent in advance, by the same date, along with a statement declaring the copy conforms to the original:

- to fax no. +39 0110059379,
- attached to an e-mail to intesasnanpaolo@pecserviziotitoli.it.

Information on the share capital as at today's date

Subscribed and paid-in share capital is 8,545,561,614.72 euro, divided into no. 15,501,281,775 ordinary shares (each of which confers the right to vote in ordinary and extraordinary shareholders' meetings) and no. 932,490,561 non-convertible savings shares (which confer the right to vote in the special meetings reserved for this class of shares), all having a nominal value of 0.52 euro per share. The Company holds no treasury shares.

Additions to the agenda of the Special Meeting of Savings Shareholders

Pursuant to Article 126-bis of Legislative Decree no. 58/1998, Savings Shareholders who, either severally or jointly, hold at least one fortieth of the share capital represented by savings shares may request within ten days after publication of this notice, i.e. by **7 November 2011**, that items be added to the agenda, listed in Article 146, paragraph 1 of Legislative Decree no. 58/1998, indicating the additional items proposed in the question.

The request for additional items must be made in writing to the Company's registered office - Piazza San Carlo 156, 10121 Torino - Ufficio Soci (Shareholders' Office), by registered letter, by fax to no. +39 0115556396, or by email to ufficio.soci@intesasnanpaolo.com. The request must include information regarding the identity of the Savings Shareholders submitting the request, with an indication of the overall percentage shareholding owned, and proof of the ownership of the number of shares required in order to submit the request.

By the same deadline and in the same manner Savings Shareholders requesting additional items must submit an explanatory report to the Company on the items they propose for discussion.

Any additions to the Meeting agenda so submitted shall be notified, at least fifteen days prior to the date scheduled for the Meeting on first call, in the same manner as this notice. When the notice of the additions is published, the reports prepared by the requesting Savings Shareholders and any comments by the Company's governance bodies will be immediately made public, in the same manner as the other Meeting documents.

It should be noted that additions to the agenda cannot be made for matters upon which, in accordance with law, the Meeting resolves on the basis of a proposal of either the Management Board or the Supervisory Board or on the basis of a report or project prepared by said Boards.

Savings Shareholders wishing to propose additional items for inclusion in the agenda are kindly requested to contact the Shareholders' Office in good time, to define all necessary operational details (telephone +39 0115556227, fax +39 0115556396, e-mail ufficio.soci@intesasnanpaolo.com).

Right to submit questions on agenda items

Pursuant to Article 127-ter of Legislative Decree no. 58/1998, Savings Shareholders may submit questions on agenda items also before the Meeting, provided the questions are received by the Company not later than **25 November 2011**, through the dedicated section on website group.intesasnanpaolo.com, by e-mail to domande.assemblea@intesasnanpaolo.com, by fax to no. +39 0115556396, or by post to the Company's registered office, to the attention of the Ufficio Soci (Shareholders' Office).

Questions must include the Savings Shareholder's identification details and proof of his/her right to submit questions. In case the Savings Shareholder's right to participate in the Meeting has been certified by the intermediary's notice, it will suffice to provide the reference to the notice or, at least, the intermediary's name.

Questions received before the Meeting shall be answered during the Meeting at the latest. The Company may provide a single reply to questions having the same content.

Documents for the Special Meeting of Savings Shareholders and information to Savings Shareholders

The documents for the Meeting, including the Report on the agenda item as well as the Report of the Common Representative on the activities carried out during his term of office, are available to the public, within the terms provided by law, at the Company's registered office, at the office of Borsa Italiana S.p.A. and on website group.intesasnanpaolo.com (section "Governance", link "Shareholders' Meeting").

Those entitled may obtain a copy of said documents by forwarding a request to:

- Shareholders' Office (telephone +39 0115556227, fax +39 0115556396, e-mail ufficio.soci@intesasnanpaolo.com)
- Investor Relations Office (telephone + 39 0287943003, fax +39 0287943123, e-mail investor.relations@intesasnanpaolo.com)

The above offices are also available to provide any additional information necessary (from 8.30 a.m. to 5.00 p.m.).

Considering the shareholders' composition and on the basis of prior experience, the Special Meeting of Savings Shareholders is likely to be held on third call on **2 December 2011**. A specific notice will be published in the same newspapers in which this convocation notice is published.

Pursuant to Article 125-bis of Legislative Decree no. 58/1998, this notice is also published on the Company's website group.intesasnanpaolo.com where additional information is available.

In accordance with the provisions of Legislative Decree no. 196/2003 (Code on the protection of personal information), the Party responsible for the treatment of personal information is Intesa Sanpaolo S.p.A.. An exhaustive report on such treatment in relation to exercising shareholders' rights is available on website group.intesasnanpaolo.com (section "Governance", link "Shareholders' Meeting").

For the Management Board
The Chairman Andrea Beltratti