

## EXTRACT OF THE NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

(pursuant to Article 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

The Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened, **on single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:30 a.m. **on 27 April 2017**, to discuss and pass resolutions on the following

### Agenda

1. 2016 financial statements:
  - a) Approval of the Parent Company's 2016 financial statements
  - b) Allocation of net income for the year and distribution to shareholders of dividend and part of Share Premium Reserve;
2. Remuneration and own shares:
  - a) 2017 remuneration policies for employees and other staff not bound by an employment agreement and for certain categories governed by an agency contract
  - b) Extension of the increase in the cap on the variable-to-fixed remuneration to all the Risk Takers who are not part of the Corporate Control Functions
  - c) Approval of the criteria for the determination of the compensation, including the maximum amount, to be granted in the event of early termination of the employment agreement or early termination of office
  - d) Approval of the 2016 Incentive Plan based on financial instruments
  - e) Authorisation to purchase and dispose of own shares to service the 2016 Incentive Plan.

Information on the share capital and on:

- participating and casting votes in the Shareholders' Meeting (in this regard, please note that the "record date" is 18 April 2017),
- participating and casting votes in the Shareholders' Meeting by proxy and through the Appointed Representative (Computershare S.p.A.),
- exercising the right to add items to the agenda, the right to submit new proposals for resolution on items already on the agenda,
- exercising the right to ask questions on items on the agenda before the Meeting,
- the availability of the reports on the items on the agenda and of the documentation for the Shareholders' Meeting,

is set forth in the full notice of call available on the website [group.intesasbanpaolo.com](http://group.intesasbanpaolo.com) ("Governance"/"Shareholders' Meeting" section).

This extract is published in the daily newspapers "Il Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

for the Board of Directors  
The Chairman - Gian Maria Gros-Pietro