

EXTRAORDINARY SHAREHOLDERS' MEETING CONVOCAZIONE NOTICE

The Extraordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened on **single call**, at Palazzo di Piazza San Carlo in Torino, with entrance at number 158, at 9:30 a.m. on **29 October 2012**, to discuss and pass resolutions on the following

Agenda:

1. Amendments to Articles 5 (Share capital), 7 (Shareholders' Meeting), 9 (Right to attend and vote in the Shareholders' Meeting), 10 (Chair and conduct of the Meeting. Secretary), 13 (Management Board), 15 (Remuneration of members of the Management Board who are appointed to particular positions), 16 (Meetings and resolutions of the Management Board), 17 (Powers of the Management Board), 18 (Chairman of the Management Board), 22 (Supervisory Board), 23 (Election of the Supervisory Board), 24 (Meetings and resolutions of the Supervisory Board), 25 (Competence of the Supervisory Board), 27 (General Managers), 29 (Savings shares); insertion of the new Article 36 (Provisions on gender balance in the structure of the administrative and control bodies. Additional amendments to the Articles of Association introduced by the Shareholders' Meeting on 29 October 2012).

Right to attend the Shareholders' Meeting

Persons entitled to vote may participate in the Shareholders' Meeting, provided that the Company receives the notice certifying their right to vote by the deadline established by law. Pursuant to art. 83-sexies of Legislative Decree no. 58/1998, said notice shall be provided to the Company by the intermediary on the basis of the records at the end of the accounting day on the seventh open-market day prior to the date scheduled for the Shareholders' Meeting (**18 October 2012** - "record date").

Any persons who become holders of Company shares subsequent to that date shall not be entitled to participate in or vote at the Shareholders' 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 the Shareholders' Meeting (i.e., by **24 October 2012**). Nevertheless, those entitled may still participate and cast their votes if the notice is received by the Company after the above deadline but before the start of the Meeting.

To streamline the registration and admission process, participants in the Shareholders' Meeting are kindly requested to arrive in advance of the scheduled time, and bring an identification document with them.

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

Participation and casting of votes by proxy

Persons entitled to vote may appoint a proxy to represent them in the Shareholders' Meeting, in compliance with the provisions of law, by means of proxy. For this purpose, they may use the proxy form available on the website group.intesasnpaolo.com ("Governance"/"Shareholders' Meeting" section).

Proxies may be notified to the Company through the specific section of the website or by email, to notification@intesasnpaolo.com.

If the proxy holder has sent or delivered a copy of the written proxy, when registering for admission to the Shareholders' Meeting he/she must, under his/her 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 Shareholders' Meeting - with voting instructions on all or some of the items on the agenda - may be given, at no cost to the proxy issuer, to Servizio Titoli S.p.A. as "Appointed Representative" pursuant to art. 135-undecies of Legislative Decree no. 58/1998, by the end of the second open-market day prior to the date scheduled for the Shareholders' Meeting (thus, by **25 October 2012**). The proxy is valid only for proposals on which instructions to vote have been conferred. The proxy and the voting instructions may be revoked at any time by the deadline set forth above.

In order to grant the proxy to the Appointed Representative, the specific form available on the website group.intesasnpaolo.com ("Governance"/"Shareholders' Meeting" section) must be used. The form for issuing the proxy, if necessary, can be sent in hard copy upon request to Servizio Titoli S.p.A., tel. +39 0110923200, or to the Shareholders' Office.

The proxy must be received by the Appointed Representative by the deadline indicated above, 25 October, through one of the following methods: (i) transmission of the original, addressed to Servizio Titoli S.p.A., Via Nizza 262/73 - 10126 Torino; or (ii) transmission of a computerised copy thereof (PDF) to intesasnpaolo@pecserviziottitoli.it, provided that the proxy issuer, which may also be a legal person, uses his/its certified email address or, if not in possession of such certified email address, signs the PDF using an advanced electronic signature, qualified certificate or digital certificate; or (iii) by fax to +39 0110923202.

Information on the share capital as at today's date

Share capital subscribed and paid-in totals 8,545,561,614.72 euro, divided into 15,501,281,775 ordinary shares (each of which confers the right to vote in the ordinary and extraordinary shareholders' meetings) and 932,490,561 non-convertible saving shares (with the right to vote in the special meetings reserved for this class of shares), all with a nominal unit value of 0.52 euro. The Company holds 6,547,562 treasury shares.

Additions to the agenda and submission of new proposed resolutions

Based on art. 126-bis of Legislative Decree no. 58/1998, shareholders severally or jointly representing at least one-fortieth of the ordinary share capital may, within ten days of the publication of this notice, i.e., by **9 October 2012**, request the addition of items to the agenda of the Shareholders' Meeting, specifying the additional items proposed in their request, or submit proposed resolution on matters already on the agenda.

Parties with voting right may individually submit proposed resolutions in the Shareholders' Meeting.

The requests must be sent in writing to the Company's registered office - Piazza San Carlo 156, 10121 Torino - attn: Shareholders' Office, by registered letter or by email to ufficio.soci@intesasnpaolo.com or by fax to +39 0115556396. The requests must be accompanied by a report setting forth the reasons for the proposed resolution on the new matters the shareholder intends to propose for discussion or the reasons for the proposed resolution on the matters already on the agenda, along with communications certifying that the presenting shareholders own the shares required for presenting such requests.

Any additions to the agenda or the submission of proposed resolutions on the matters already on the agenda shall be announced, at least fifteen days prior to the date scheduled for the Shareholders' Meeting, in the same manner provided for publication of this notice. When such notice is published, the reports prepared by the requesting shareholders requesting additions or the additional proposed resolutions submitted, and any comments by the Corporate Bodies, shall be made public in the same manner as provided for the Shareholders' Meeting documentation.

It should be noted that additional items are not permitted for topics which the Shareholders' Meeting addresses, by law, upon proposal by the Management Board or the Supervisory Board, or based on a plan or report prepared by such Boards, other than those pursuant to Article 125-ter, paragraph 1, of Legislative Decree no. 58/1998.

Shareholders wishing to propose additional items for inclusion on the agenda or to submit proposed resolutions on the matters already on the agenda are kindly requested to contact the Shareholders' Office in good time to define all necessary operational details (tel. +39 0115556227, email ufficio.soci@intesasnpaolo.com, fax +39 0115556396).

Right to ask questions on items on the agenda

Pursuant to art. 127-ter of Legislative Decree no. 58/1998, shareholders may submit questions on the agenda items also before the Shareholders' Meeting; said questions must be received by the end of the third day prior to the date of the Shareholders' Meeting, i.e., by **26 October 2012**.

Questions may be submitted through the dedicated section of the website group.intesasnpaolo.com or by email to domande.assemblea@intesasnpaolo.com or by fax to +39 0115556396 or by post to the Company's registered office, to the attention of the Shareholders' Office.

Requesting parties must send the Company a notice certifying their entitlement to exercise this right. If the shareholder's right to participate in the Shareholders' Meeting has been certified by intermediary's notice, it will suffice to provide the reference to the notice or, at least, the intermediary's name, in the request.

Any questions received prior to the Shareholders' Meeting or which concern the issues on the agenda shall be answered at the latest during the Meeting. The Company has the right to provide a single response to questions with the same content.

Documentation for the Shareholders' Meeting

The explanatory report of the Management Board containing the proposed resolutions shall be made available to the public, by the deadlines provided, at the Company's registered office, Borsa Italiana S.p.A. and the website group.intesasnpaolo.com ("Governance"/"Shareholders' Meetings" section), which also provides additional information.

A copy of said report may be obtained, by request, from:

- Shareholders' Office (tel. +39 0115556227, fax +39 0115556396, email ufficio.soci@intesasnpaolo.com)
- Investor Relations Service (tel. +39 0287943003, fax +39 0287943123, email investor.relations@intesasnpaolo.com)

which are available to provide any additional information (from 8:30 a.m. to 5:00 p.m.).

This notice is available on the Company's website, pursuant to art. 125-bis of Legislative Decree no. 58/1998 and art. 8.3 of the Articles of Association.

Pursuant to the Privacy Law (Legislative Decree no. 196/2003) the Data Controller is Intesa Sanpaolo S.p.A. Full disclosure on the processing of data in relation to the exercise of rights related to the Shareholders' Meeting is provided on the website group.intesasnpaolo.com, in the "Governance"/"Shareholders' Meeting" section.

for the Management Board
The Chairman - Andrea Beltratti