

# CONVOCAZIONE NOTICE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The Ordinary and Extraordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened at Palazzo di Piazza San Carlo in Turin, with entrance at number 160, at 11.00 a.m. on 9 May 2011 on first call and **10 May 2011 on second call** to discuss and pass resolutions on the following

## Agenda of the Meeting:

### Ordinary part

1. Proposal for allocation of net income for financial year ended 31 December 2010 and dividend distribution;
2. Proposal for appointment of independent auditors for financial years 2012/2020;

### Extraordinary part

1. Amendments to the Articles of Association no.7 (Shareholders' Meeting), no. 8 (Convocation), no.9 (Right to attend and vote in the Shareholders' Meeting), no.11 (Validity of resolutions) and repeal of articles no.34 (First appointments) and no.37 (Final Provision) to be implemented in accordance with shareholders' rights and related party transactions legislations for updating needs; following and related resolutions;
2. Proposal for a capital increase for consideration, pursuant to article 2441 of the Civil Code, paragraph 1,2 and 3; following and related resolutions.

### Participation in the Shareholders' Meeting

Pursuant to Article 9.1 of the Articles of Association, the 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 **28 April 2011**).

Any person who became holders of Company shares subsequent to that date shall not be entitled to participate and vote in 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 holding the Meeting on first call (i.e. by **4 May 2011**). Nevertheless, those entitled may still participate and cast their vote in the Shareholders' 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, participants in the Shareholders' Meeting 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

Pursuant to Article 9.3 of the Articles of Association, persons holding voting rights may appoint a proxy to represent them in the Shareholders' Meeting, in accordance with the provisions of law, by means of written proxy; for this purpose, they may use the proxy form available on the Company's website: [group.intesasnanpaolo.com](http://group.intesasnanpaolo.com) (section "Governance", link "Shareholders' Meeting").

The proxies may be notified to the Company through the dedicated page on the website, or by e-mail to [notifica.delega@intesasnanpaolo.com](mailto: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 Shareholders' 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 Shareholders' Meeting - with voting instruction 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., 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 5 May 2011).

The proxy has effect only for proposals for which voting instructions have been given.

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

A specific web application provided and managed by Servizio Titoli S.p.A. could be used in order to give the proxy. This application, that will be available on [group.intesasnanpaolo.com](http://group.intesasnanpaolo.com) website ("Governance" section, "Shareholders' Meeting" link) starting from no later than 20 April 2011, allows the user to fill in a proxy form for the Appointed Representative.

The form for issuing the proxy to the Appointed Representative is also available from the same section of the website stated above. If necessary, the form will be sent in hard copy upon request to Servizio Titoli S.p.A., to tel n. +39 0110059376 or to the Ufficio Soci (Shareholders' Office).

The original of the proxy should be sent to the Appointed Representative by the deadline indicated above (5 May 2011) to the following address: Servizio Titoli S.p.A., Corso Ferrucci 112/A - 10138 Turin, possibly sending in advance, by the same date, a copy of the proxy with a declaration of conformity with the original:

- via fax to n. +39 0110059379
- attached to an email to [intesasnanpaolo@pecserviziottitoli.it](mailto:intesasnanpaolo@pecserviziottitoli.it)

### Information on the share capital as at today's date

Subscribed and paid-in share capital is 6,646,547,922.56 euro, divided into no. 11,849,332,367 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 Meeting

Under Article 8.5 of the Articles of Association and Article 126-bis of Legislative Decree no. 58/1998, the Shareholders who, either severally or jointly, represent at least one fortieth of the ordinary share capital may, within ten days after publication of this notice, i.e. by **19 April 2011**, request the inclusion of additional items in the Shareholders' Meeting agenda, specifying the proposed items.

The request to add items to the agenda 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](mailto:ufficio.soci@intesasnanpaolo.com). The request must include the identification details of the requesting Shareholders, the overall number of shares held by them, and proof of ownership of the required amount of shares. By the same deadline and in the same manner, the requesting Shareholders must submit to the Company an explanatory report illustrating the matters they intend proposing for discussion at the Shareholders' Meeting.

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 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 the additions may not concern matters which, under the law, may only be proposed to the Shareholders' Meeting by the Management Board or the Supervisory Board, or on the basis of a report or a project prepared by them.

Any 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](mailto:ufficio.soci@intesasnanpaolo.com)).

### Right to submit questions on agenda items

Pursuant to Article 127-ter of Legislative Decree no. 58/1998, Shareholders may submit questions on agenda items also before the Meeting, provided the questions are received by the Company not later than **4 May 2011**.

The questions may be submitted through the dedicated section on website [group.intesasnanpaolo.com](http://group.intesasnanpaolo.com), by e-mail to [domande.assemblea@intesasnanpaolo.com](mailto: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).

The questions must include the Shareholder's identification details and proof of his/her right to submit questions. In case the 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.

Any question received before the Shareholders' Meeting shall be answered at the latest during the Meeting itself. The Company may provide one overall answer to questions having the same content.

### Documents for the Shareholders' Meeting and information to Shareholders

In accordance with current regulations, the documents for the Shareholders' Meeting, including reports and proposed decisions on agenda items, as well as the report of the Supervisory Board, are available to the public, within the deadlines provided, at the Company's registered office, at the office of Borsa Italiana S.p.A. and on website [group.intesasnanpaolo.com](http://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](mailto:ufficio.soci@intesasnanpaolo.com))
- Investor Relations Office (telephone +39 0287943003, fax +39 0287943123, e-mail [investor.relations@intesasnanpaolo.com](mailto:investor.relations@intesasnanpaolo.com)).

The above offices are also available to provide any additional information necessary (from 8.30 to 17.00 hours).

ADR Holders are kindly requested to contact The Bank of New York Mellon toll-free at +1 888 BNY ADRS (+1 888 269 2377). International callers may contact The Bank of New York Mellon at +1 201 680 6825.

Considering the shareholders' composition and on the basis of prior experience, the Shareholders' Meeting is likely to be held, on second call on **10 May 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 and to Article 8.3 of the Articles of Association, this notice is also published on the Company's website [group.intesasnanpaolo.com](http://group.intesasnanpaolo.com) and in the Official Gazette of the Italian Republic.

According to 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](http://group.intesasnanpaolo.com) (section "Governance", link "Shareholders' Meeting").

*This communication does not constitute an offer or an invitation to subscribe for or purchase any securities. The securities referred to herein have not been registered and will not be registered in the United States under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or in Australia, Canada or Japan or any other jurisdiction where such an offer or solicitation would require the approval of local authorities or otherwise be unlawful. The securities may not be offered or sold in the United States or to U.S. persons unless such securities are registered under the Securities Act, or an exemption from the registration requirements of the Securities Act is available.*

For the Management Board  
The Chairman Andrea Beltratti