

CONVOCAZIONE NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary 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 160, at 11:00 a.m. on **28 May 2012**, to discuss and pass resolutions on the following

Agenda:

1. Integration of the legal Reserve; coverage of the loss for 2011; distribution to shareholders of part of the extraordinary Reserve;
2. Appointment of Supervisory Board Members (pursuant to art. 23.9 of the Articles of Association);
3. Election of a Deputy Chairman of the Supervisory Board (pursuant to art. 23.8 of the Articles of Association);
4. Report on Remuneration: resolution pursuant to art. 123-ter, paragraph 6 of Legislative Decree 58/1998;
5. Proposal to approve the Incentive System based on financial instruments and to authorise the purchase and use of own shares.

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 (**17 May 2012** - "record date").

Those who become holders of Company shares subsequent to that date shall not be entitled to attend and to 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 **23 May 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 written proxy. For this purpose, they may use the proxy form available on the website group.intesaspaolo.com ("Governance"/"Shareholders' Meeting" section).

Proxies may be notified to the Company through the specific section of the website or by email, to notifica.delega@intesaspaolo.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 **24 May 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.

A specific web application provided and managed by Servizio Titoli S.p.A. may be used to grant the proxy. This application, which will be available on the website group.intesaspaolo.com ("Governance"/"Shareholders' Meeting" section), provides a wizard to guide users in filling in the proxy form for the Appointed Representative.

The form for issuing the proxy is also available in the aforementioned section of the website and, 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 original of the proxy must be received by the Appointed Representative by the deadline indicated above, 24 May 2012, to the following address: Servizio Titoli S.p.A., Via Nizza 262/73, 10126 Torino, possibly sending a copy in advance, with a declaration that the copy is a true copy of the original, via fax to +39 0110923202 or by email to intesaspaolo@pecserviziottitoli.it.

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 savings 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 does not hold any treasury shares.

Additions to the Meeting agenda

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 from the publication of this notice, i.e., by 7 May 2012, request the addition of items to the agenda of the Shareholders' Meeting, specifying the additional items proposed in their request.

The request to add items 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@intesaspaolo.com or by fax to +39 0115556396. The request must be accompanied by an explanatory report illustrating the matters the shareholder intends to propose for discussion, along with communications certifying that the presenting shareholders own the shares required for presenting such requests.

Any additions to 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 the notice of additions is published, the reports prepared by the requesting shareholders 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 report or plan prepared by such Boards.

Shareholders wishing to propose additional items for inclusion 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@intesaspaolo.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; for organisational reasons, said questions must be received by the end of the second open-market day prior to the date of the Shareholders' Meeting, i.e., by **24 May 2012**.

Questions may be submitted through the dedicated section of the website group.intesaspaolo.com or by email to domande.assemblea@intesaspaolo.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 concerning the issues on the agenda received prior to the Shareholders' Meeting 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.

Appointment of Supervisory Board Members

Supervisory Board Members shall be appointed without using list voting. Pursuant to art. 23.9 of the Articles of Association, the Shareholders' Meeting shall adopt a resolution by a simple majority of votes, based on the proposals submitted by participants entitled to vote.

Candidates may be proposed until the time of the Shareholders' Meeting resolution. Interested shareholders are kindly asked, however, to submit proposals - suitably in advance with respect to the date scheduled for the Shareholders' Meeting - to the Company's registered office in Piazza San Carlo 156, 10121 Torino (ref. Corporate Secretariat Office, which is available to provide any additional information: +39 0115552762 / 0115558213, fax +39 0115552322, email segreteria.societaria@intesaspaolo.com).

The proposals received by the Company shall be marked by a chronological number based on the order in which they are received and shall be published on the website group.intesaspaolo.com ("Governance"/"Shareholders' Meetings" section).

The proposals must be accompanied by a declaration with which the candidate accepts to stand for the position and declares, under his/her responsibility, that he/she is not subject to any causes of ineligibility or incompatibility and that he/she fulfils all the integrity, professional and independence requirements established for all or some of the Board members by law, regulations and the Articles of Association, together with a detailed summary of his/her personal and professional characteristics. Moreover, at the date of the Shareholders' meeting, a list of the candidate's management and control positions held in other companies must be provided pursuant to art. 2400, paragraph 4 of the Italian Civil Code.

In relation to the above and pursuant to the provisions issued by the Bank of Italy on January 11th 2012 concerning the organisation and corporate governance of banks, it is important to consider the Supervisory Board Document on its own optimum qualitative-quantitative composition, which identifies and justifies the theoretical candidate profile, including the professional and independence characteristics deemed suitable to effectively carrying out the role and duties assigned to said Board. The Document is available on the website group.intesaspaolo.com.

Election of a Deputy Chairman of the Supervisory Board

The Deputy Chairman of the Supervisory Board shall be elected by the Shareholders' Meeting, by relative majority vote pursuant to art. 23.8 of the Articles of Association, from among the members of the Supervisory Board, based on the proposal submitted by shareholders up to the time of the Shareholders' Meeting resolution.

Documentation for the Shareholders' Meeting

The documentation for the Shareholders' Meeting, including explanatory reports and (where applicable) proposals on agenda items, as well as the required report of the Supervisory Board, 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.intesaspaolo.com ("Governance"/"Shareholders' Meetings" section), which also provides additional information.

Entitled parties have the right to obtain a copy of said documentation, by forwarding a request to:

- Shareholders' Office (tel. +39 0115556227, fax +39 0115556396, email ufficio.soci@intesaspaolo.com)
 - Investor Relations Service (tel. +39 0287943003, fax +39 0287943123, email investor.relations@intesaspaolo.com)
- which are available to provide any additional information (from 8:30 a.m. to 5:00 p.m.).

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. 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.intesaspaolo.com, in the "Governance"/"Shareholders' Meeting" section.

for the Management Board
The Chairman - Andrea Beltratti