

EXTRACT OF THE ORDINARY SHAREHOLDERS' MEETING CONVOCAATION NOTICE

(pursuant to Art. 125-bis, paragraph 1 of Legislative Decree 58/1998)

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 10:30 a.m. on **22 April 2013**, to discuss and pass resolutions on the following

Agenda:

1. Proposal for allocation of net income relating to the financial statements as at 31 December 2012 and distribution of dividends;
2. Resolutions with respect to the Supervisory Board:
 - a) Determination of the number of Supervisory Board members for financial years 2013/2014/2015
 - b) Appointment of Supervisory Board members for financial years 2013/2014/2015 (on the basis of lists of candidates submitted by shareholders, pursuant to Art. 23 of the Articles of Association)
 - c) Election of the Chairman and Deputy Chairpersons of the Supervisory Board for financial years 2013/2014/2015 (pursuant to Art. 23.8 of the Articles of Association)
 - d) Determination of remuneration due to Supervisory Board members (pursuant to Art. 23.13 of the Articles of Association)
3. Remuneration and own shares:
 - a) Remuneration policy for Management Board Members
 - b) Report on Remuneration: resolution pursuant to Art. 123-ter paragraph 6 of Legislative Decree 58/1998
 - c) Proposal to approve the Incentive System based on financial instruments and to authorise the purchase and use of own shares.

Information regarding the share capital and the methods and terms for:

- participating and casting votes in the Shareholders' Meeting (please note that the "record date" is 11 April 2013),
- participating and casting votes in the Shareholders' Meeting by proxy and through the Appointed Representative Servizio Titoli S.p.A.,
- exercising the right to add items to the agenda, the right to submit new proposed resolutions and the right to ask questions on the issues on the agenda,
- the appointment of Supervisory Board members on the basis of lists of candidates,
- the availability of the reports on the items on the agenda and the documentation relating to the Shareholders' Meeting

is set forth in the convocation notice available on the website group.intesasanpaolo.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 Management Board
The Chairman – Andrea Beltratti