

## EXTRACT OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING CONVOCAZIONE NOTICE

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

The Ordinary and 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 160, at 10:30 a.m. on **8 May 2014**, to discuss and pass resolutions on the following

### Agenda:

#### ordinary part

1. Integration of the Legal Reserve; coverage of the loss for 2013; distribution of part of the Extraordinary Reserve to the shareholders;
2. Remuneration, Investment Plan and own shares:
  - a) Report on Remuneration: resolution pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998
  - b) Proposal for approval of the disclosure document drawn up in accordance with Article 84-bis of CONSOB Regulation no. 11971 of 14 May 1999, as subsequently amended and integrated, concerning the Investment Plan based on financial instruments of Intesa Sanpaolo S.p.A.
  - c) Purchase and disposal of own shares;

#### extraordinary part

1. Proposal for amendment of Article 5 (Share capital) of the Articles of Association, in relation to the Investment Plan based on financial instruments referred to under ordinary part 2 b) above;
2. Proposal to authorise the Management Board to increase the share capital pursuant to art. 2349, paragraph 1, and art. 2441, paragraph 8, of the Italian Civil Code for the purposes of implementing the Investment Plan based on financial instruments referred to under ordinary part 2 b) above, and consequent amendment of Article 5 (Share capital) of the Articles of Association.

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

- participating and casting votes in the Shareholders' Meeting (in this regard, please note that the "record date" is 28 April 2014);
- 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 and the right to ask questions on items on the agenda;
- the availability of the reports on the items on the agenda and of the documentation for to the Shareholders' Meeting,

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

This extract has been 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 - Gian Maria Gros-Pietro