



CONVOCAZIONE NOTIZIA TO THE SPECIAL MEETING OF SAVINGS SHAREHOLDERS

The Special Meeting of Savings Shareholders 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 11:00 a.m. on **15 December 2014**, to discuss and pass resolutions on the following

Agenda:

Appointment of the Common Representative for the financial years 2015/2017 and determination of related remuneration.

Right to attend the Shareholders' Meeting

The Meeting may be attended by persons holding voting rights at the end of the accounting day on the seventh market trading day prior to the date of the Meeting (**4 December 2014 - "record date"**), and in respect of whom the Company has received a notice of participation from the authorised intermediary.

Any persons who become holders of the Company's savings 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 market trading day prior to the date scheduled for the Meeting (i.e., by 10 December 2014). 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 in the Special Meeting may appoint a proxy to represent them, in compliance with the provisions of law, by means of a proxy. For this purpose, they may use the proxy form available on the website group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting" section).

The proxy may be granted via an IT document signed using an advanced electronic signature, qualified certificate or digital certificate pursuant to Art. 21, paragraph 2 of Legislative Decree no. 82/2005.

Proxies may be notified to the Company through the specific section of the website or by email, to notifica.delega@intesasanpaolo.com.

If the proxy holder has sent or delivered a copy of the written proxy, when registering for admission to the Savings 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 Computershare S.p.A. as "Appointed Representative" pursuant to art. 135-undecies of Legislative Decree no. 58/1998, by the end of the second market trading day prior to the date scheduled for the Shareholders' Meeting (thus, **by 11 December 2014**). 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.intesasanpaolo.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 Computershare S.p.A., tel. +39 0110923200, or to the Shareholders' Office.

The proxy must be received by the Appointed Representative by the deadline of 11 December 2014 indicated above, through one of the following methods: (i) transmission of the original, addressed to Computershare S.p.A., Via Nizza 262/73 - 10126 Torino; (ii) transmission of a computerised copy thereof (PDF) to intesasanpaolo@pecserviziotitoli.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 8,553,821,316.56 euro, divided into 15,517,165,817 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 holds 30,744,771 treasury shares.

Additions to the agenda and submission of new proposed resolutions

Shareholders severally or jointly representing at least one-fortieth of the share capital represented by savings shares may, within ten days from the publication of this notice, i.e., **by 24 November 2014**, request additions to the list of items on the agenda, specifying the additional items proposed in their request, or submit proposed resolutions on items already on the agenda.

The requests must be sent to the Company's registered office - Piazza San Carlo 156, 10121 Torino - attn: Shareholders' Office, by registered letter or by email to ufficio.soci@intesasanpaolo.com or by fax to +39 0115556396. The requests must be accompanied by a report setting forth the reasons for the proposed resolutions on the new items the shareholder intends to propose for discussion or the reasons for the proposed resolutions on the items already on the agenda. Requesting parties must send the Company a notice – via their intermediary – 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 additions to the agenda or the submission of proposed resolutions on the items 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. At the same time, the reports prepared by the 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.

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

Shareholders wishing to propose additional items for inclusion on the agenda or to submit proposed resolutions on the items 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@intesasanpaolo.com, fax +39 0115556396).

Right to ask questions on items on the agenda

Persons entitled to vote in the Savings Shareholders' Meeting may submit questions on the agenda items even before the Meeting, arranging their delivery **by 12 December 2014** (third day prior to the date of the Meeting) via the special section of the web site group.intesasanpaolo.com or by e-mail to domande.assemblea@intesasanpaolo.com or via fax to +39 0115556396 or by mail to the Shareholders' Office at the Company's registered office.

Requesting parties must send the Company a notice – via their intermediary – 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 items on the agenda shall be answered according to the methods provided by law, 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 Savings Shareholders' Meeting

The documentation relating to the Savings Shareholders' Meeting, comprising the Report concerning the item on the agenda and the Report on activities performed by the Common Representative during his mandate shall be made available to the public, by the deadlines provided, at the Company's Registered office, on the authorised storage device (www.1Info.it), and on the website group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting" section) which also provides additional information.

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

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

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

An extract of this notice has been published, pursuant to Art. 125-bis of Legislative Decree no. 58/1998, in the daily newspapers "Il Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

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

Torino, 14 November 2014

for the Management Board
The Chairman - Gian Maria Gros-Pietro