

## EXTRACT OF THE NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

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

The Extraordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened, **on single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10.30 a.m. on **26 February 2016**, to discuss and pass resolution on the following

### Agenda:

Approval of new Articles of Association in relation to the adoption of the one-tier corporate governance system; related and consequent resolutions.

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 17 February 2016);
- 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 proposed resolutions and the right to ask questions on the item on the agenda;
- the availability of the report on the item on the agenda and of the documentation for the Shareholders' Meeting

is set forth in the full notice of call available on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.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