

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

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

The Ordinary 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 27 April 2016**, 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 2015 and distribution of dividends;
2. Resolutions in respect of the Board of Directors (pursuant to Articles 13 and 14 of the Articles of Association, included in the text approved at the Shareholders' Meeting of 26 February 2016):
  - a) Determination of the number of members of the Board of Directors for financial years 2016/2017/2018
  - b) Appointment of members of the Board of Directors and the Management Control Committee for financial years 2016/2017/2018, on the basis of the lists of candidates submitted by shareholders
  - c) Election of the Chairman and one or more Deputy Chairpersons of the Board of Directors for financial years 2016/2017/2018;
3. Remuneration and own shares:
  - a) Remuneration policies in respect of Board Directors
  - b) Determination of the remuneration of Board Directors (pursuant to Articles 16.2 - 16.3 of the Articles of Association, included in the text approved at the Shareholders' Meeting of 26 February 2016)
  - c) 2016 remuneration policies for employees and other staff not bound by an employment agreement
  - d) Increase in the cap on variable-to-fixed remuneration for specific and limited professional categories and business segments
  - e) Approval of the Incentive Plan based on financial instruments and authorisation for the purchase and disposal of own shares
  - f) Approval of the criteria for the determination of the compensation, including the maximum amount, to be granted in the event of early termination of the employment agreement or early termination of office.

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 18 April 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 proposals for resolution on matters already on the agenda;
- exercising the right to ask questions on the items on the agenda before the Meeting;
- appointing members of the Board of Directors and the Management Control Committee on the basis of lists of candidates;
- the availability of the reports on the items 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.intesasbanpaolo.com](http://group.intesasbanpaolo.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