

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

Extract of the shareholders' agreement published pursuant to Article 122 of Legislative Decree 24 February 1998 no. 58 ("Consolidated Law on Finance") and Articles 127 and following of Consob resolution no. 11971 of 14 May 1999 as subsequently amended ("Consob Regulation")

Notice is hereby given that on 1 March 2019, Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna entered into a shareholders' agreement pursuant to Article 122, paragraphs 1 and 5 lett. a) of the Consolidated Law on Finance regarding consultation, as well as submission and voting at the shareholders' meeting scheduled for 30 April 2019 of a joint list for the appointment of the Board of Directors and the Management Control Committee of INTESA SANPAOLO S.p.A. for financial years 2019/2020/2021, and the proposal and appointment as Chairman and Deputy Chairman of, respectively, the first and the second candidate on the joint list.

1. Type of agreement

This Shareholders' agreement includes clauses which pertain to the agreement category concerning the exercise of the voting right at the shareholders' meeting of INTESA SANPAOLO S.p.A. scheduled for 30 April 2019.

2. Financial Instruments involved in the Shareholders' agreement

This Shareholders' agreement involves **2,895,865,897** INTESA SANPAOLO S.p.A. ordinary shares held by the Parties, representing **16.539%** of the share capital.

3. Website for publishing key information pursuant to Article 130 of CONSOB Regulation

Relevant information for a comprehensive assessment of this Shareholders' agreement is available on the website www.compagniadisanpaolo.it.

