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SHAREHOLDERS' AGREEMENT REGARDING INTESA SANPAOLO S.p.A.

Essential information pursuant to Article 122 of Legislative Decree 24 February 1998 no. 58 and Article 130 of Consob Regulation no. 11971 of 14 May 1999

Pursuant to Article 122 of Legislative Decree 24 February 1998 no. 58 as subsequently amended and integrated (“**Consolidated Law on Finance**”) and Article 130 of CONSOB Regulation no. 11971/1999 as subsequently amended (the “**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 (hereafter jointly the “**Parties**”) 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 of the joint list.

1. Type of agreement

Agreements included in the Shareholders’ agreement are relevant pursuant to Article 122, paragraphs 1 and 5 lett. a) of the Consolidated Law on Finance.

2. Financial instruments involved in the Shareholders’ agreement

The Shareholders’ agreement involves a total of **2,895,865,897** ordinary shares of INTESA SANPAOLO S.p.A. Registered Office Piazza San Carlo, 156 Torino, share capital 9,085,534,363.36 Euro divided into 17,509,481,027 ordinary shares traded on the *Mercato Telematico Azionario* organised and managed by Borsa Italiana S.p.A., Registration number on the Torino Company Register and Fiscal Code 007999760158, parent company of Intesa Sanpaolo banking group included in the National Register in accordance with Article 64 of legislative decree 385/93 (hereafter also the “**Issuer**”), held by the Parties and representing **16.539%** of the share capital.

3. Parties adhering to the agreement

The Parties own ordinary shares of Intesa Sanpaolo S.p.A. as indicated in the following table:

<i>Parties</i>	<i>Conferred voting rights</i>	<i>% of share capital</i>	<i>% of conferred voting rights</i>
Compagnia di San Paolo	1,188,947,304	6.79%	41%
Fondazione Cariplo	767,029,267	4.381%	26%
Fondazione Cassa di Risparmio di Padova e Rovigo	334,111,188	1.908%	12%
Fondazione Cassa di Risparmio di Firenze	323,653,747	1.848%	11%
Fondazione Cassa di Risparmio in Bologna	282,124,391	1.611%	10%
TOTAL	2,895,865,897	16.539%	100%

None of the Parties, either all or some of them jointly, shall exercise the control as a result of the Agreement.

4. Content of the Shareholders’ agreement

The Shareholders’ agreement envisages the commitment to consultation, and if the outcome of the consultation is positive, the commitment to submitting and voting at the shareholders’ meeting scheduled for 30 April 2019, 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, as well as for proposing and appointing as Chairman and Deputy Chairman, respectively, the first and the second candidate on the joint list.

5. Duration of the Shareholders’ agreement

The duration is from the date the Shareholders’ agreement was entered into to the end of the Shareholders’ Meeting of Intesa Sanpaolo scheduled for 30 April 2019 to appoint the Board of Directors, without prejudice for the Parties to withdraw before the beginning of the aforementioned Shareholders’ Meeting through communication to be sent by registered letter with return receipt (or by other mean with advice of receipt) to the remaining Parties.

6. Website for publishing essential information pursuant to Article 130 of the CONSOB Regulation

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

7. Filing with the Company Register

The Shareholders' agreement was filed on 1 March 2019 with the Torino Company Register.