

Notice pursuant to art. 84 of Issuer Regulations

(adopted by Consob with resolution no. 11971 of 14 May 1999 and subsequent amendments)

TOTAL DEMERGER OF BANCA PER LA FINANZA ALLE OPERE PUBBLICHE E ALLE INFRASTRUTTURE S.p.A. IN FAVOUR OF INTESA SANPAOLO S.p.A., BANCA INTESA INFRASTRUTTURE E SVILUPPO S.p.A. AND FINANZIARIA PER LE OPERE PUBBLICHE E LE INFRASTRUTTURE S.p.A.

Shareholders are informed that the Management Board of the Bank in its meeting of 10 July 2007 approved the plan for the total demerger of Banca per la Finanza alle Opere Pubbliche e alle Infrastrutture S.p.A. (an Intesa Sanpaolo wholly-owned company) in favour of Intesa Sanpaolo S.p.A., Banca Intesa Infrastrutture e Sviluppo S.p.A. and Finanziaria per le Opere Pubbliche e le Infrastrutture S.p.A. and the related explanatory report.

The aforementioned demerger plan, following the authorisation of the Bank of Italy released pursuant to art. 57 of Legislative Decree no. 385/1993, was deposited with the Torino Company Register, as provided for by art. 2501-ter of the Italian Civil Code, **on 26 October 2007.**

The plan will be submitted for approval to the Management Board of the surviving company pursuant to art. 2505, par. 2, of the Italian Civil Code, as provided for by art. 17.2 of the Articles of Association.

The foregoing is without prejudice to the right – pursuant to art. 2505, last paragraph, of the Italian Civil Code – of the shareholders of Intesa Sanpaolo S.p.A. representing at least five per cent of the share capital to request that the approval of the demerger on the part of Intesa Sanpaolo be resolved upon by the extraordinary shareholders' meeting pursuant to art. 2502, par. 1, of the Italian Civil Code. Shareholders who may want to exercise this right shall address their request, **within eight days from the aforementioned date of deposit of the plan for the demerger with the Torino Company Register**, by registered mail with receipt to Intesa Sanpaolo S.p.A., Servizio Segreteria Societaria, Piazza San Carlo n. 156, 10121 Torino, with an attached certificate of share ownership (*documentation to be sent in advance to fax no. +39. 011.5556396*).

In accordance with the regulations in force, documentation relating to the aforementioned issue – which includes the plan for the demerger, the reports of the Directors as well as the financial statements of the companies involved – is deposited with and available to the public at the Company's Registered office and at Borsa Italiana S.p.A. (the Italian Stock Exchange). Documentation is also available on the Company's web site www.intesasanpaolo.com. Moreover, the Annual Reports of Intesa Sanpaolo S.p.A., Finanziaria per le Opere Pubbliche e le Infrastrutture S.p.A. and Banca per la Finanza alle Opere Pubbliche e alle Infrastrutture S.p.A. for financial years 2004, 2005 and 2006, the 2006 Annual Report of Banca Intesa Infrastrutture e Sviluppo S.p.A. are deposited with the Company's Registered office.

Shareholders may obtain a copy of the above-mentioned documentation.

MERGER BY INCORPORATION OF EURIZON FINANCIAL GROUP S.p.A. AND SANPAOLO IMI INTERNAZIONALE S.p.A. INTO INTESA SANPAOLO S.p.A.

Shareholders are informed that the Management Board of the Bank in its meeting of 11 September 2007 approved the plan for the merger by incorporation of Eurizon Financial Group S.p.A. and Sanpaolo Imi Internazionale S.p.A. (companies wholly-owned by the surviving company) into Intesa Sanpaolo S.p.A. and the related explanatory reports.

The aforementioned plans for the merger, following the authorisation of the Bank of Italy released pursuant to art. 57 of Legislative Decree no. 385/1993, were deposited with the Torino Company Register, as provided for by art. 2501-ter of the Italian Civil Code, **on 26 October 2007.**

The plans will be submitted for approval to the Management Board of the surviving company pursuant to art. 2505, par. 2, of the Italian Civil Code, as provided for by art. 17.2 of the Articles of Association.

The foregoing is without prejudice to the right – pursuant to art. 2505, last paragraph, of the Italian Civil Code – of the shareholders of Intesa Sanpaolo S.p.A. representing at least five per cent of the share capital to request that the approval of the merger on the part of the surviving company be resolved upon by the extraordinary shareholders' meeting pursuant to art. 2502, par. 1, of the Italian Civil Code. Shareholders who may want to exercise this right shall address their request, **within eight days from the aforementioned date of deposit of the plan for the merger with the Torino Company Register**, by registered mail with receipt to Intesa Sanpaolo S.p.A., Servizio Segreteria Societaria, Piazza San Carlo n. 156, 10121 Torino, with an attached certificate of share ownership (*documentation to be sent in advance to fax no. +39. 011.5556396*).

In accordance with the regulations in force, documentation relating to the aforementioned issue – which includes the merger plans, the reports of the Directors as well as the financial statements of the companies involved – is deposited with and available to the public at the Company's Registered office and at Borsa Italiana S.p.A. (the Italian Stock Exchange). Documentation is also available on the Company's web site www.intesasanpaolo.com. Moreover, the Annual Reports of Intesa Sanpaolo and Sanpaolo Imi Internazionale for financial years 2004, 2005 and 2006, the Annual Reports of the Eurizon Financial Group for financial years 2005 and 2006 are deposited with the Company's Registered office.

Shareholders may obtain a copy of the above-mentioned documentation.

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Servizio Segreteria Societaria and Servizio Investor Relations are available for further information (tel.+39.011.5558213,+39.02.87943571, from 8.30 a.m. to 5 p.m., e-mail: segreteria.societaria@intesasanpaolo.com; investor.relations@intesasanpaolo.com).