

## CONVOCAZIONE NOTICE OF SHAREHOLDERS' MEETING

Shareholders are summoned to the ordinary Shareholders' Meeting to be held at the Palazzo di Piazza San Carlo in Turin, with entrance at number 158, at 11.00 a.m. on 28 April 2010 on first call and on 30 April 2010 on second call to debate and resolve upon the following

### Agenda of the Meeting

1. Proposal for allocation of net income for financial year ended 31 December 2009 and for dividend distribution;
2. Determination of the number of Supervisory Board members for financial years 2010/2011/2012;
3. Appointment of Supervisory Board members for financial years 2010/2011/2012 (on the basis of lists of candidates submitted by Shareholders, pursuant to art. 23 of the Articles of Association);
4. Election of the Chairman and Deputy Chairmen of the Supervisory Board for financial years 2010/2011/2012 (pursuant to art. 23.8 of the Articles of Association);
5. Determination of remuneration due to Supervisory Board members (pursuant to art. 23.13 of the Articles of Association);
6. Policies on remuneration due to Management Board members;
7. Share-based long term incentive plans.

### Participation in the Meeting

In accordance with art. 9.1 of the Articles of Association, Shareholders with the right to vote may attend the Shareholders' Meeting provided the Company has received notification of attendance by an authorised intermediary certifying their voting right, within the time envisaged for the commencement of the Shareholders' Meeting on first call. Shareholders are kindly requested to bring a copy of this notification of attendance with them in order to facilitate the entry to the Meeting. Shareholders are kindly asked as well to arrive in advance with respect to the time set for the Meeting for the purpose of favouring admission operations.

Pursuant to art. 9.3 of the Articles of Association Shareholders may be represented, subject to restrictions provided for by law, by means of a written proxy. A proxy form is reproduced at the foot of the notification of attendance issued by the authorised intermediary certifying that the Shareholder is entitled to participate; a facsimile of the proxy form is also available on the Company's website [group.intesasanpaolo.com](http://group.intesasanpaolo.com), section "Governance", link "Shareholders' Meeting".

There are 11,849,332,367 ordinary shares issued with a 0.52 euro nominal value each. Each share carries the right to cast one vote. The Company does not hold its own shares.

### Additions to the agenda of the Meeting upon Shareholders' request

In accordance with art. 8.5 of the Articles of Association, Shareholders who, severally or jointly, represent at least one fortieth of the share capital may request, within five days from the publication of this convocation notice - that is by 1 April 2010 - additions to the agenda of the Meeting, specifying in the request the additional items they propose. Additions are not permitted in respect of matters on which the Shareholders' Meeting must resolve upon proposal put forward by the Management Board or on the basis of a report or a plan prepared by said Board. Notices with respect to the additions to the agenda as a result of such requests shall be given in the forms required for the publication of the convocation notice, at least 10 days before the date of the Shareholders' Meeting on first call.

### Determination of the number of Supervisory Board members

The number of Supervisory Board members shall be determined on the basis of the proposals formulated by the Shareholders from the time of submission of lists of candidates and up to the moment the Meeting resolves on this item.

### Appointment of Supervisory Board members

As concerns appointments to the Supervisory Board, which will be made on the basis of lists submitted by Shareholders, these are ruled upon in articles 22 and 23 of the Articles of Association, available on the Company's website [group.intesasanpaolo.com](http://group.intesasanpaolo.com), section "Governance". In particular, the following issues are specified as of now:

- **entitlement for submission of lists:** lists may be submitted by Shareholders representing, severally or jointly, at least 0.5% of the ordinary share capital. Each Shareholder, Shareholders belonging to the same group and Shareholders who are parties to a shareholders' agreement in respect of Intesa Sanpaolo shares may neither submit nor vote for more than one list, even if by proxy or fiduciary companies. Each candidate may only feature in one list, failing which he/she shall become ineligible;
- **means of submission of lists:** lists of candidates - which shall be undersigned by the Shareholder or Shareholders submitting them, even if by proxy - shall comprise between 2 and 21 members (being the maximum number of Board members to be appointed pursuant to the Articles of Association), listed in progressive order.

Lists shall be completed with:

- information on the Shareholders submitting them, with indication of the total percentage of the shareholding held, and certification (as referred to in art. 85, par. 4, Legislative Decree 58/1998) providing proof of ownership necessary to submit a list;
- a statement from the Shareholders submitting the lists - others than Shareholders representing, severally or jointly, absolute or relative majority - attesting to the existence or non-existence as the case may be of relationships of affiliation mentioned in art. 144-*quinquies*, par. 1 of the Consob Issuers Regulation 11971/1999 ("Regolamento Emittenti"), also taking into account the cases mentioned in Consob Communication no. 9017893 of 26 February 2009. In this respect it is hereby given notice that on the basis of information in possession of the Company, Compagnia di Sanpaolo is currently the Shareholder who alone owns the largest number of Intesa Sanpaolo ordinary shares

(1,171,622,725 ordinary shares, representing 9.888% of the ordinary share capital); for any updates concerning shareholdings or shareholders' agreements, please refer to the Intesa Sanpaolo website, section "Investor relations", link "Shareholder base", and/or to the Consob website;

- a statement whereby each candidate accepts to stand for the post of Supervisory Board Member and declares that there are no grounds which would make him/her ineligible for, or incompatible with, that post, further attesting that he/she meets the professional, integrity and independence requirements prescribed by law, regulations and the Company Articles of Association to all or certain Supervisory Board Members (with respect to the above, Shareholders are asked to take into account also the indications included in Consob Communication no. 8067632 of 17 July 2008); the above notwithstanding the commitment to supply a list of the management and supervisory posts he/she will be holding at other companies as at the date of the Meeting, pursuant to art. 2400, par. 4, of the Italian Civil Code.

This statement shall also include comprehensive information regarding the candidate's personal characteristics and professional qualifications.

The Intesa Sanpaolo website makes available under section "Governance", link "Shareholders' Meeting", a format of the letter for the submission of the lists and containing the details of documents to be presented with each list, a facsimile of the declaration attesting to the existence or non-existence as the case may be of the above said relationships of affiliation, as well as a facsimile of the statement whereby each candidate accepts to stand for the post;

- **terms of presentation of the lists:** the lists of the candidates completed with the requested documentation shall be filed at least fifteen days prior to the date scheduled for the Meeting on first call, that is by 13 April 2010, with the Registered Office of Intesa Sanpaolo, Piazza San Carlo, 156 10121 Torino (address: Servizio Segreteria Societaria, the Company's secretariat, also available for any further information on this issue: ph. +39 0115552762/ +39 0115558213, fax +39 0115552322, mail [segreteria.societaria@intesasanpaolo.com](mailto:segreteria.societaria@intesasanpaolo.com)).

Lists of candidates to the Supervisory Board shall be numbered consecutively on the basis of arrival.

Lists which do not conform to laws currently in force, Articles of Association provisions or lacking the required documentation shall be treated as null and void and considered as not presented. Lists, completed with the required documentation, shall be made available to the general public without delay, and in any case within ten days before the scheduled date of the Meeting on first call, at the Company's Registered Office and at Borsa Italiana S.p.A. as well as on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com), section "Governance", link "Shareholders' Meeting".

If, as at the expiry date of the time limit for submitting the lists, the event described in art. 144-*sexies*, par. 5, of the Issuers Regulation occurs, the Company shall give prompt notice of by a press release to be sent to at least two press agencies; in such case lists can be submitted until the fifth day after said expiry date by Shareholders owning, severally or jointly, at least 0.25% of the share capital represented by ordinary shares, without prejudice to other conditions and terms of presentation.

In the case described above, lists, completed with the requested documentation, will be filed with the Company's Registered Office and made available on the Company website without delay.

### Election of the Chairman and Deputy Chairmen of the Supervisory Board

The Chairman and the two Deputy Chairmen of the Supervisory Board shall be elected by Shareholders attending the Meeting, on the basis of a relative majority pursuant to art. 23.8 of the Articles of Association, from among Supervisory Board members appointed by the Shareholders during the Meeting.

### Meeting documents and information to Shareholders

In compliance with regulations in force, reports on the proposals concerning the items on the agenda and the report of the Supervisory Board shall be deposited and made available to the public at the Registered Office and at Borsa Italiana S.p.A. at least fifteen days before the Meeting. Shareholders may obtain a copy of the aforementioned documents.

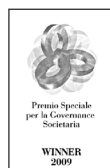
Meeting documents may be found on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) or requested to:

- Shareholders' Office (ph. +39 0115556227, fax +39 0115556396, e-mail [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com))
- Investor Relations (ph. +39 0287943003, fax +39 0287943123, e-mail [investor.relations@intesasanpaolo.com](mailto:investor.relations@intesasanpaolo.com))

which are available for any further information (from 8.30 a.m. to 5 p.m.).

ADR Holders are kindly requested to contact The Bank of New York Mellon toll-free at +1 888 BNY ADRS (+1 888 269 2377). International callers may contact The Bank of New York Mellon at +1 201 680 6825.

In consideration of Intesa Sanpaolo shareholding and on the basis of previous experiences, the Shareholders' Meeting is likely to be held on second call on 30 April 2010. A notice to inform on the effective date of the Shareholders' Meeting will be published on the same Italian and international newspapers on which this Convocation Notice is published.



for the Management Board  
Chairman Enrico Salza