

*This is an English courtesy translation of the original documentation prepared in Italian language. Please consider that only the original version in Italian language has legal value.*

## SHAREHOLDERS' AGREEMENT

PURSUANT TO ART. 122 OF LEGISLATIVE DECREE 24 FEBRUARY 1998 NO. 58

By and between **FONDAZIONE CASSA DI RISPARMIO DI PADOVA E ROVIGO**, with registered office at Piazza Duomo no. 15, Padova, represented for the signature of this deed by its Chairman Antonio Finotti

and **ENTE CASSA DI RISPARMIO DI FIRENZE**, with registered office at Via Bufalini no. 6, Firenze, represented for the signature of this deed by its Chairman Michele Gremigni

and **FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA**, with registered office at Via Farini no.15, Bologna, represented for the signature of this deed by its Chairman Fabio Roversi Monaco

collectively The Parties

## WHEREAS

- The Ordinary Shareholders' Meeting of INTESA SANPAOLO S.P.A. ("the Bank") has been summoned for 11:00 am on 28 April 2010, on first call, and on 30 April 2010, on second call. Item 3 on the agenda of the Meeting is the appointment of Supervisory Board members for the financial years 2010-2011-2012.
- The Parties' stakes in the Bank's capital are the following:
  - Fondazione Cassa di Risparmio di Padova e Rovigo holds 583,404,899 ordinary shares, representing 4.924% of the ordinary share capital;
  - Ente Cassa di Risparmio di Firenze holds 400,287,395 ordinary shares, representing 3.378% of the ordinary share capital;
  - Fondazione Cassa di Risparmio in Bologna 323,955,012 ordinary shares, representing 2.734% of the ordinary share capital.
- The Parties intend to submit a joint list for the election of the Supervisory Board of the Bank.

## AGREEMENTS

- The Parties agree to determine in 19 the number of Supervisory Board members.
- The Parties agree to vote with all the shares they hold for the list they jointly submitted for the election of the Supervisory Board of INTESA SANPAOLO S.P.A. for the three-year period 2010/2012. The list is made up as follows:

1. Mario Bertolissi	4. Gianni Marchesini	7. Gianfranco Ragonesi
2. Riccardo Varaldo	5. Marco Ciabattoni	8. Leopoldo Mutinelli
3. Gianguido Sacchi Morsiani	6. Paolo Campaioli	9. Sandro Fioravanti

## DURATION

- The Parties agree that this Shareholders' agreement shall expire and be terminated upon the election of the Supervisory Board of INTESA SANPAOLO S.P.A. for the three-year period 2010/2012.

**Fondazione**  
Cassa di Risparmio  
di Padova e Rovigo

Padova 12 April 2010

**ENTE**  
CASSA DI RISPARMIO  
DI FIRENZE

Firenze 12 April 2010

**FONDAZIONE**  
CASSA DI RISPARMIO  
IN BOLOGNA

Bologna 12 April 2010