

## **INFORMATION ON OWNERSHIP STRUCTURES EX ART. 123-BIS LEGISLATIVE DECREE NO. 58/1998**

### Share capital

Share capital subscribed and paid-in totals 6,646,547,922.56 euro, divided into 12,781,822,928 shares of nominal value 0.52 euro each, of which 11,849,332,367 ordinary shares (equal to 92.70% of share capital) and 932,490,561 non-convertible saving share (equal to 7.30% of share capital).

The Extraordinary Shareholders' Meeting of 1 December 2006 resolved to increase share capital for maximum 15,835,003.08 euro through the issue of maximum 30,451,929 ordinary shares reserved for senior executives of the absorbed company Sanpaolo Imi S.p.A. and its subsidiaries taking part in the share incentive plans already approved by the Board of Directors of Sanpaolo Imi S.p.A. on 17 December 2002 and 14 November 2005.

At the conclusion of the share incentive plan of 17 December 2002, the share capital was increased, from 2 to 25 April 2007, from 6,646,436,318.60 euro to the current amount following the issue of a total of 214,623 Intesa Sanpaolo ordinary shares.

At the current date there remains the share incentive plan of 14 November 2005 for a total number of shares – as at 31st December 2007 – of 27,100,500, for a total of 14,092,260 euro.

The Articles of Association do not delegate the Management Board any powers for share capital increases pursuant to article 2443 of the Italian Civil Code or powers to issue security-related financial instruments.

### Shares

Each ordinary share confers the right to cast one vote.

Saving shares, which may be in bearer form, do not confer the right to vote in ordinary and extraordinary shareholders' meetings but solely entitle the holder to attend and vote at the Special Meeting of saving shareholders.

For saving shares, the Articles of Association, in addition to pre-emptive rights with regard to the reimbursement of the entire nominal value of the shares, provide for a dividend of up to 5% of the nominal value of the non-convertible saving shares (which may be cumulated in the subsequent two financial years), resulting from the allocation of net income reported in the financial statements, net of the portion to be allocated to legal reserve and the portion which is not available pursuant to the law.

The remaining net income made available for distribution by the Shareholders' Meeting must be allocated to all shares so that the dividend attributable to non-convertible saving shares shall exceed the dividend attributable to ordinary shares (and which may not be cumulated in subsequent years) by an amount equal to 2% of the nominal value of the shares.

American Depositary Receipts (ADRs, certificates representative of Intesa Sanpaolo ordinary shares) are also in circulation, are currently deposited with and managed by Bank of New York (until 3 January 2008 they were deposited with and managed by JP Morgan Chase) and are admitted – after the deregistration process – to trading in the United States of America exclusively on the over the counter market.

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## Shareholders

According to communications made pursuant to art. 120 of the Consolidated Law on Finance or to other information which reached the company, the shareholders of Intesa Sanpaolo which directly and/or indirectly hold equity stakes in the ordinary share capital exceeding 2% are listed in the table below:

<b>Declaring Company</b>	<b>Direct shareholder (if other than the declaring company)</b>	<b>% of ordinary share capital</b>
Compagnia di San Paolo	----	7.960%
Carlo Tassara S.p.A.	Carlo Tassara S.p.A. other group company	5.886% 0.010%
Crédit Agricole S.A.	Crédit Agricole S.A. other group companies	5.411% 0.157%
Assicurazioni Generali S.p.A	Alleanza Assicurazioni S.p.A. other group companies (including Assicurazioni Generali S.p.A.)	2.332% 2.743%
Fondazione Cariplo	----	4.680%
Fondazione C.R. Padova e Rovigo	----	4.602%
Ente C. R. Firenze	----	3.378%
Fondazione C.R. in Bologna	----	2.729%
Giovanni Agnelli e C. Sapa.	Ifil Investments S.p.A.	2.447%

## Voting rights

There are no shares which confer special control rights and there are no restrictions to voting rights. For the sake of completeness, please note that, for the election to the post of member of the Supervisory Board, the Articles of Association set forth a proportional list voting system.

There are no restrictions to the transfer of shares, without prejudice, as concerns this last point, to the non-transferability of shares assigned to employees as provided for by the stock granting plans described below.

There are no particular mechanisms for the exercise of voting rights of shares attributed to employees on the basis of employee stock granting plans.

All the foregoing, without prejudice to the possibility, provided for by the law, that associations of shareholders collect proxies.

## Shareholders' agreements

There are no agreements pursuant to article 122 of the Consolidated Law on Finance, known to the Company.

## Appointment and substitution of Board Members

Supervisory Board Members in office at the date herein, excluding Giuseppe Mazzarello, were appointed by the Bank's Ordinary Shareholders' Meeting, held on 1 December 2006, pursuant to the transitory rule contained in art. 34 of the Articles of Association.

The election of the Supervisory Board occurred on the basis of lists of candidates (presented by Shareholders holding at least 1% of ordinary share capital) who have the integrity, professional and independence requirements provided for by the law and the Articles of Association.

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The appointment of Giuseppe Mazzarello - in substitution of Alfonso Iozzo, who resigned and remained in office until 30 April 2007 – occurred in accordance to the Articles of Association, on proposal put forward by a shareholder present in the Shareholders' Meeting held on 3 May 2007, which resolved on the appointment with a simple majority of votes cast.

The aforesaid Shareholders' Meeting of 3 May 2007 also resolved not to appoint two further Supervisory Board Members – provided for by the transitory rules contained in art. 34 of the Articles of Association on “First Appointments” – for which just one list of candidates had been presented, leaving unchanged the number of components of the Supervisory Board.

Supervisory Board Members remain in office for the 2007/2009 period.

If, for whatever reason, one of the Supervisory Board Members leaves service and his/her substitution with the first or the second unelected member of his/her list is not possible, the Shareholders' Meeting must proceed without delay to the appointment of a new member, with a simple majority of votes cast on proposal put forward by shareholders present.

Please note that the Articles of Association, following the amendment made by the Extraordinary Shareholders' Meeting of 3 May 2007, which adapted it to the provisions issued with Law 262 of 28 December 2005 and Legislative Decree No. 203 of 29 December 2006, provide for the election of Supervisory Board Members on the basis of lists presented by shareholders representing 0.5% or whichever percentage of ordinary share capital provided for by regulations in force; such lists must be deposited at the registered office at least 15 days before the shareholders' meeting summoned for the appointment of supervisory board members.

The lists must be complemented by an exhaustive description of the personal and professional characteristics of candidates, as well as their declaration that they possess all the requirements set forth for all or certain Board members by legal, regulatory or statutory provisions, as well as their acceptance of their candidature.

The application of the procedure for the appointment of the Supervisory Board ensures that minorities have the representation prescribed by the law for listed companies and the election of all Supervisory Board Members through a proportional list voting mechanism.

Thus, the Bank, paid particular attention to the need to reflect in the Supervisory Board the articulated structure of its shareholder base applying a criterion of fair representation of the various components of its shareholder base.

On the basis of the Articles of Association, the Management Board is composed of a minimum of 7 and a maximum of 11 components, also non shareholders, appointed by the Supervisory Board, which determines their number at the time of appointment.

The Management Board in service at the time of publication of this document was appointed by the Supervisory Board on 2 January 2007, which set in 11 the number of components, appointed Enrico Salza, Chairman and Orazio Rossi, Deputy-Chairman, by unanimous consensus. The Management Board, on the same date, appointed, as indicated by the Supervisory Board, Corrado Passera as Managing Director with Chief Executive Officer functions.

Selection and proposal functions as concerns the appointments of the members of the Management Board are attributed by the Articles of Association to the Nomination Committee.

If during the year one or more members of the Management Board leave service, the Supervisory Board substitutes them without delay.

The members appointed in this way expire on the same date as those in service at the time of their appointment.

#### Changes in the Articles of Association

As concerns the rules applicable to changes in the Articles of Association, without prejudice to the competence of the Extraordinary Shareholders' Meeting set forth by the law, the Articles of Association delegates the Supervisory Board, in accordance with art. 2436 of the Italian Civil Code, the power to resolve upon changes in the Articles of Association to comply with new legal provisions.

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### Own shares

The Shareholders' Meeting of Banca Intesa of 1 December 2006 and the Shareholders' Meeting of Intesa Sanpaolo of 3 May 2007 authorised – with resolution which ceased its effects as of 1 September 2007 – a programme for the purchase of own shares to serve a stock granting plan in favour of Group employees.

This programme, which, in the framework of the company's integrative labour contract negotiations was aimed at favouring convergence between operating performance and value creation, as well as the alignment of the interests of employees and that of shareholders, was concluded with the purchase by the Parent Company of 7,220,124 shares, for a countervalue of 40,485,219.07 euro, and was executed in 2007 with the assignment of shares to the employees which met requirements.

As already described, as concerns the employee stock granting plan resolved upon by the aforementioned Shareholders' Meeting of 3 May 2007, beneficiaries may not perform any transaction aimed at trading the shares, even in transitory forms, nor dispose of the relevant rights or grant rights or encumbrances of any nature on such shares until 2010 included. A similar constraint to the transfer of shares also applies to the shares assigned on the basis of a prior stock granting plan in favour of former Sanpaolo Imi employees with expiry 2009.

Also for the purpose of complying with and executing the commitments related to the acquisition of control of Banca C.R. Firenze S.p.A., the Shareholders' Meeting of Intesa Sanpaolo held on 2 October 2007 authorised, within the limits provided for by the law, the purchase of a maximum 800 million Intesa Sanpaolo ordinary shares of a unit nominal value of 0.52 euro.

This authorisation, in accordance with regulations, lasts 18 months and, in general, enables the Company to dispose of own ordinary shares to be used for the purposes of strategic interventions. Purchases must occur according to the means provided for by the law and at prices directly correlated to the reference price struck on the Italian stock exchange. The Shareholders' Meeting of 2 October 2007 also granted without time limits the authorisation to sell own shares held which exceed the requirement of transactions for which they were purchased.

Based on this authorisation 398,904,617 Intesa Sanpaolo ordinary shares were purchased for a total investment of 155,430,400.84 euro, subsequently swapped with Banca CR Firenze shares.

At the close of 2007 Intesa Sanpaolo held 398,904,617 own ordinary shares. Further smaller quantities of shares were held by other Group companies as part of their ordinary banking and financial activities.

### “Change of control” clauses

The Bank and the Group's other operational companies, as part of their standard activities, are normally part of framework agreements and contracts (especially for funding) which may provide for, as is standard practice in financial markets for certain types of relations, specific effects in case of a “change of control” (agreements “which take effect, alter or terminate upon a change of control of the Company and/or of any further related events”).

None of those framework agreements or contracts may be considered, in itself, significant in terms of amount or effect.

### Employment termination indemnities

There are no agreements between the Company and members of the Management Board and the Supervisory Board which envisage indemnities in the event of resignation or dismissal without just cause, or on advanced termination of their service for whichever reason.

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