

SANPAOLO IMI

Comunicato stampa

L'ASSEMBLEA APPROVA LA FUSIONE CON BANCA INTESA

Torino, 1 dicembre 2006 - L'Assemblea degli Azionisti di SANPAOLO IMI S.p.A., riunitasi oggi in seduta straordinaria nella sede di Piazza San Carlo, ha deliberato in merito alla proposta di fusione per incorporazione in Banca Intesa S.p.A. di SANPAOLO IMI S.p.A.

L'Assemblea ha approvato il progetto di fusione per incorporazione di SANPAOLO IMI S.p.A., in BANCA INTESA S.p.A., società con sede in Milano, piazza Paolo Ferrari n. 10.

Il rapporto di cambio è pari a n. 3,115 azioni ordinarie da nominali euro 0,52 della società incorporante per ogni azione ordinaria o privilegiata della società incorporanda da nominali euro 2,88, senza conguagli in denaro, con assegnazione agli azionisti della società incorporanda - in concambio e sostituzione delle azioni ordinarie o privilegiate dagli stessi possedute - di massime n. 5.841.113.544 azioni ordinarie della società incorporante aventi godimento regolare.

La società incorporante, a seguito della fusione e con efficacia dalla data di effetto della stessa, modificherà la propria denominazione in Intesa Sanpaolo S.p.A., trasferirà la propria sede legale a Torino, adotterà un sistema di amministrazione e controllo dualistico ed un nuovo statuto sociale.

Anche l'Assemblea speciale degli azionisti privilegiati di SANPAOLO IMI, ugualmente riunitasi in data odierna, ha approvato il progetto di fusione.

SANPAOLO IMI
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IMPORTANT INFORMATION

The Banca Intesa securities referred to herein that will be issued in connection with the merger described herein have not been, and are not intended to be, registered under the U.S. Securities Act of 1933 (the “Securities Act”) and may not be offered or sold, directly or indirectly, into the United States except pursuant to an applicable exemption. The Banca Intesa securities will be made available within the United States in connection with the merger pursuant to an exemption from the registration requirements of the Securities Act.

The merger described herein relates to the securities of two foreign (non-U.S.) companies and is subject to disclosure requirements of a foreign country that are different from those of the United States. Financial statements included in the document, if any, have been prepared in accordance with foreign accounting standards that may not be comparable to the financial statements of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under U.S. federal securities laws, since Banca Intesa and Sanpaolo IMI are located in Italy, and some or all of their officers and directors may be residents of Italy or other foreign countries. You may not be able to sue a foreign company or its officers or directors in a foreign court for violations of the U.S. securities laws. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court’s judgment.

You should be aware that Banca Intesa may purchase securities of Sanpaolo IMI otherwise than in the merger, such as in open market or privately negotiated purchases.

This communication does not constitute an offer to purchase, sell or exchange or the solicitation of an offer to purchase, sell or exchange any securities, nor shall there be any purchase, sale or exchange of securities in any jurisdiction in which such offer, solicitation or sale or exchange would be unlawful prior to the registration or qualification under the laws of such jurisdiction. The distribution of this communication may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. To the fullest extent permitted by applicable law, the companies involved in the proposed business combination disclaim any responsibility or liability for the violation of such restrictions by any person.

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking information and statements about Sanpaolo IMI S.p.A. and Banca Intesa S.p.A. and their combined businesses after completion of the proposed business combination. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements are generally identified by the words “expects,” “anticipates,” “believes,” “intends,” “estimates” and similar expressions. Although the managements of Sanpaolo IMI S.p.A. and Banca Intesa S.p.A. believe that the expectations reflected in such forward-looking statements are reasonable, investors and holders of Sanpaolo IMI S.p.A. and Banca Intesa S.p.A. shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Sanpaolo IMI S.p.A. and Banca Intesa S.p.A., that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public documents sent by Sanpaolo IMI S.p.A. and Banca Intesa S.p.A. to CONSOB and under “Risk Factors” in the annual report on Form 20-F for the year ended December 31, 2005 filed by Sanpaolo IMI S.p.A. with the SEC on June 29, 2006. Except as required by applicable law, neither Sanpaolo IMI S.p.A. nor Banca Intesa S.p.A. undertakes any obligation to update any forward-looking information or statements.