

*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.*

**Extract of the Shareholders' agreement published pursuant to Article 122 of Legislative Decree 24 February 1998 no. 58 ("Consolidated Law on Finance") and Article 127 of Consob resolution no. 11971 of 14 May 1999 and following, as subsequently amended ("Consob Regulation")**

Notice is hereby given that on 23 March 2016, **Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo and Fondazione Cassa di Risparmio in Bologna** entered into a Shareholders' agreement pursuant to Article 122, paragraph 1, of the Consolidated Law on Finance, by means of which **they agree:**

- **to submit and vote a joint list for appointment to the Board of Directors and the Management Control Committee of INTESA SANPAOLO S.p.A.** for financial years 2016/2017/2018 at the Shareholders' Meeting convened for 27 April 2016, which is composed as follows:

Section 1 (Candidates to the Board of Directors)

1. Gian Maria Gros-Pietro
2. Paolo Andrea Colombo
3. Carlo Messina
4. Bruno Picca
5. Rossella Locatelli
6. Giovanni Costa
7. Livia Pomodoro
8. Giovanni Gorno Tempini
9. Giorgina Gallo
10. Franco Ceruti
11. Gianfranco Carbonato
12. Pietro Garibaldi
13. Luca Galli
14. Gianluigi Baccolini

Section 2 (Candidates to the Board of Directors and the Management Control Committee)

1. Maria Cristina Zoppo
2. Edoardo Gaffeo
3. Milena Teresa Motta
4. Marina Manna

- to propose and vote in favour of the appointment of Gian Maria Gros-Pietro as Chairman and of one Deputy Chairperson in the person of Paolo Andrea Colombo.

**1. Type of agreement**

This Shareholders' agreement includes clauses which pertain to the agreement category concerning the exercise of the voting right at the Shareholders' Meeting of INTESA SANPAOLO S.p.A. on 27 April 2016.

**2. Financial Instruments involved in the Shareholders' agreement**

This Shareholders' agreement involves **3,086,253,972** Intesa Sanpaolo ordinary shares held by the Parties, representing **19.460%** of the share capital of INTESA SANPAOLO S.p.A..

**3. Website for publishing key information pursuant to Article 130 of Consob Regulation**

Relevant information for a comprehensive assessment of this Shareholders' agreement is available on the website [www.compagniadisanpaolo.it](http://www.compagniadisanpaolo.it).

**This Shareholders' agreement was filed with the Torino Company Register on 24 March 2016.**