

## NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

The Extraordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened, **on single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10.30 a.m. on **26 February 2016**, to discuss and pass resolution on the following

### Agenda:

**Approval of new Articles of Association in relation to the adoption of the one-tier corporate governance system**; related and consequent resolutions.

*Please note that an application for issue of the verification notice from the Supervisory Authority has been submitted. The process is still underway and should be completed in the next few days.*

### Right to attend the Shareholders' Meeting

The Meeting may be attended by persons holding voting rights at the close of the accounting day on the seventh market trading day prior to the date of the Meeting (**17 February 2016** - **"record date"**), and in respect of whom the Company has received a notice of participation from the authorised intermediary. Any persons who become holders of the Company's shares subsequent to that date shall not be entitled to participate in, or vote at, the Shareholders' Meeting.

The intermediary's notice shall be received by the Company by the end of the third market trading day prior to the date scheduled for the Shareholders' Meeting (i.e., by 23 February 2016). Nevertheless, those entitled may still participate and cast their votes if the notice is received by the Company after the above deadline but before the start of the Meeting.

To streamline the registration and admission process, participants in the Shareholders' Meeting are kindly requested to arrive in advance of the scheduled time, and bring an identification document with them.

No provisions are made for voting by post or via electronic media.

### Participation and casting of votes by proxy

Persons entitled to vote may appoint a proxy to represent them in the Shareholders' Meeting, in compliance with the provisions of law, by means of a proxy. For this purpose, they may use the proxy form available on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting" section).

The proxy may be granted via a PDF document signed using an advanced electronic signature, qualified certificate or digital certificate pursuant to Article 21, paragraph 2, of Legislative Decree no. 82/2005.

Proxies may be notified to the Company through the appropriate section of the website or via e-mail to [notifica.delega@intesasanpaolo.com](mailto:notifica.delega@intesasanpaolo.com).

If the proxy holder has sent or delivered a copy of the written proxy to the Company, when registering for admission to the Shareholders' Meeting he/she must, under his/her responsibility, declare that the proxy is a true copy of the original and state the identity of the proxy issuer.

### Representative Appointed by the Company

The proxy for participation in this Shareholders' Meeting, with voting instructions on all or some of the items on the agenda, may also be given, at no cost, to Computershare S.p.A. as "Appointed Representative" pursuant to Article 135-undecies of Legislative Decree no. 58/1998, by the end of the second market trading day prior to the date scheduled for the Shareholders' Meeting (thus, **by 24 February 2016**). The proxy is valid only for proposals on which instructions to vote have been conferred. The proxy and the voting instructions may be revoked at any time by the deadline set forth above.

In order to grant the proxy to the Appointed Representative, the specific proxy form available on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting" section) shall be used. Should it be

necessary to obtain the proxy form in hard copy, it can be requested from Computershare S.p.A., tel. +39 0110923200, or from the Shareholders' Office.

The proxy, complete with voting instructions reserved for the Appointed Representative, must be received by the deadline of 24 February 2016 indicated above, through one of the following methods: (i) transmission of the original, addressed to Computershare S.p.A., Via Nizza 262/73 - 10126 Torino; (ii) transmission of a computerised copy thereof (PDF) to [intesasanpaolo@pecserviziotitoli.it](mailto:intesasanpaolo@pecserviziotitoli.it), provided that the proxy issuer, which may also be a legal person, uses his/her/its certified email address or, if not in possession of such certified email address, signs the PDF using an advanced electronic signature, qualified certificate or digital certificate; or (iii) by fax to +39 0110923202.

#### **Information on the share capital as at today's date**

Share capital subscribed and paid-in totals 8,731,874,498.36 euro, divided into 15,859,575,782 ordinary shares (each of which confers the right to vote in the ordinary and extraordinary shareholders' meetings) and 932,490,561 non-convertible savings shares (with the right to vote in the special meetings reserved for this class of shares), all with a nominal unit value of 0.52 euro. The Company holds 7,097,593 treasury shares.

#### **Additions to the agenda and submission of new proposed resolutions**

Shareholders severally or jointly representing at least one-fortieth of the ordinary share capital may request by **5 February 2016** (ten days after the publication of this notice) additions to the list of items on the agenda, or submit proposed resolutions on the item already on the agenda, specifying in their request the additional items or proposed resolutions.

Parties with voting rights may individually submit proposed resolutions in the Shareholders' Meeting.

The requests must be sent to Intesa Sanpaolo, attn: Shareholders' Office - Corso Inghilterra no. 3, 10138 Torino - by registered letter or by email to [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com) or by fax to +39 0115556396. The requests must be accompanied by a report setting forth the reasons for the proposed resolution on the new items the shareholder intends to propose for discussion, or the reasons for the proposed resolutions on the item already on the agenda. Requesting parties must send the notices to the Company, via their intermediaries, certifying their entitlement to exercise this right. If the shareholder's right to participate in the Shareholders' Meeting has been certified by intermediary's notice, it will suffice to provide the reference details of the notice or, at least, the intermediary's name in the request.

Any additions to the agenda or the submission of proposed resolutions on the item already on the agenda shall be announced at least fifteen days prior to the date scheduled for the Shareholders' Meeting (i.e. **by 11 February 2016**) in the same manner regulating the publication of this notice. At the same time, the reports prepared by the shareholders requesting additions and/or the additional proposed resolutions submitted, and any comments by the Corporate Bodies, shall be made public in the same manner regulating the Shareholders' Meeting documentation.

Additional items are not permitted for topics which the Shareholders' Meeting addresses, by law, upon proposal by the Management Board or the Supervisory Board, or based on a plan or report prepared by such Boards, other than those pursuant to Article 125-ter, paragraph 1, of Legislative Decree no. 58/1998.

Shareholders wishing to propose additional items for inclusion on the agenda or to submit proposed resolutions on the item already on the agenda are kindly requested to contact the Shareholders' Office in good time to define all necessary operational details (tel. +39 0115556227, email [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com), fax +39 0115556396).

#### **Right to ask questions on the item on the agenda**

Persons entitled to vote may submit questions on the item on the agenda before the Shareholders' Meeting; said questions must be received **by 23 February 2016** (the third day prior to the date of the Shareholders' Meeting) through the dedicated section of the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) or by email to [domande.assemblea@intesasanpaolo.com](mailto:domande.assemblea@intesasanpaolo.com) or by fax to +39 0115556396 or by post to the attention of the Shareholders' Office, Corso Inghilterra no. 3, 10138 Torino.

Requesting parties must send the notices to the Company, via their intermediary, certifying their entitlement to exercise this right. If the shareholder's right to participate in the Shareholders' Meeting has been certified

by intermediary's notice, it will suffice to provide the reference details of the notice or, at least, the intermediary's name in the request.

Any questions which concern the issue on the agenda shall be answered in accordance with the methods provided for by law, at the latest during the Meeting. The Company has the right to provide a single response to questions with the same content.

### **Documentation for the Shareholders' Meeting**

The reports on the item on the agenda shall be made available to the public, by the deadlines provided, at the Company's Registered Office, on the authorised storage system ([www.emarketstorage.com](http://www.emarketstorage.com)), and on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting" section) which includes additional information.

A copy of said documentation may be obtained, by request, from:

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

which are available to provide any additional information (from 8:30 a.m. to 5:00 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.

An extract of this notice is published, pursuant to Article 125-bis of Legislative Decree no. 58/1998, in the daily newspapers "Il Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

Pursuant to the Privacy Law (Legislative Decree no. 196/2003) the Data Controller is Intesa Sanpaolo S.p.A. Full disclosure on the processing of data in relation to the exercise of rights related to the Shareholders' Meeting is provided on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com), "Governance"/"Shareholders' Meeting" section.

Torino, 26 January 2016

for the Management Board  
The Chairman - Gian Maria Gros-Pietro

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**Intesa Sanpaolo S.p.A.** Registered office: Piazza San Carlo, 156 10121 Torino Secondary registered office: Via Monte di Pietà, 8 20121 Milano Share capital 8,731,874,498.36 euro Registration number on the Torino Company Register and Fiscal Code 00799960158 VAT number 10810700152 Included in the National Register of Banks No. 5361 ABI Code 3069.2 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund Parent Company of the "Intesa Sanpaolo" banking group, included in the national register of Banking Groups