

ORDINARY SHAREHOLDERS' MEETING CONVOCATION NOTICE

The Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened **on single call**, at Palazzo di Piazza San Carlo in Torino, with entrance at number 160, at 10:30 a.m. on **22 April 2013**, to discuss and pass resolutions on the following

Agenda:

1. Proposal for allocation of net income relating to the financial statements as at 31 December 2012 and distribution of dividends;
2. Resolutions with respect to the Supervisory Board:
 - a) Determination of the number of Supervisory Board members for financial years 2013/2014/2015
 - b) Appointment of Supervisory Board members for financial years 2013/2014/2015 (on the basis of lists of candidates submitted by shareholders, pursuant to Art. 23 of the Articles of Association)
 - c) Election of the Chairman and Deputy Chairpersons of the Supervisory Board for financial years 2013/2014/2015 (pursuant to Art. 23.8 of the Articles of Association)
 - d) Determination of remuneration due to Supervisory Board members (pursuant to Art. 23.13 of the Articles of Association)
3. Remuneration and own shares:
 - a) Remuneration policy for Management Board Members
 - b) Report on Remuneration: resolution pursuant to Art. 123-ter paragraph 6 of Legislative Decree 58/1998
 - c) Proposal to approve the Incentive System based on financial instruments and to authorise the purchase and use of own shares.

Right to attend the Shareholders' Meeting

Persons entitled to vote may participate in the Shareholders' Meeting, provided that the Company receives the notice certifying their right to vote by the deadline established by law. Pursuant to Art. 83-sexies of Legislative Decree no. 58/1998, said notice shall be provided to the Company by the intermediary on the basis of the records at the end of the accounting day on the seventh open-market day prior to the date scheduled for the Shareholders' Meeting (and, therefore, **11 April 2013** - "record date").

Any persons who become holders of Company shares subsequent to that date shall not be entitled to participate in or vote at the Shareholders' Meeting.

The intermediary's notice must be received by the Company by the end of the third open-market day prior to the date scheduled for the Shareholders' Meeting (i.e., by 17 April 2013). 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 ("Governance"/"Shareholders' Meeting" section).

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

Proxies may be notified to the Company through the specific section of the website or by email, to notifica.delega@intesasanpaolo.com.

If the proxy holder has sent or delivered a copy of the written proxy, 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

Proxy for participation in this Shareholders' Meeting - with voting instructions on all or some of the items on the agenda - may be given, at no cost to the proxy issuer, to Servizio Titoli S.p.A., as "Appointed Representative" pursuant to Art. 135-undecies of Legislative Decree no. 58/1998, by the end of the second open-market day prior to the date scheduled for the Shareholders' Meeting (thus, **by 18 April 2013**). 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 form available on the website group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting" section) must be used. The form for issuing the proxy, if necessary, can be sent in hard copy upon request to Servizio Titoli S.p.A., tel. +39 0110923200, or to the Shareholders' Office.

The proxy must be received by the Appointed Representative by the deadline of 18 April 2013 indicated above, through one of the following methods: (i) transmission of the original, addressed to Servizio Titoli S.p.A., Via Nizza 262/73 - 10126 Torino; (ii) transmission of a computerised copy thereof (PDF) to intesasanpaolo@pecserviziotitoli.it, provided that the proxy issuer, which may also be a legal person, uses his/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 8,545,681,412.32 euro, divided into 15,501,512,155 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 6,471,971 treasury shares.

Additions to the agenda and submission of new proposed resolutions

Based on Art. 126-bis of Legislative Decree no. 58/1998, shareholders severally or jointly representing at least one-fortieth of the ordinary share capital may, within ten days of the publication of this notice, i.e., by 23 March 2013, request additions to the list of items on the agenda, specifying the additional items proposed in their request, or submit proposed resolutions on matters already on the agenda.

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

The requests must be sent in writing to the Company's Registered office - Piazza San Carlo 156, 10121 Torino - attn: Shareholders' Office, by registered letter or by email to 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 matters the shareholder intends to propose for discussion or the reasons for the proposed resolutions on the matters already on the agenda. Requesting parties must send the Company – through their intermediaries - a notice certifying their entitlement to exercise this right. If an intermediary's notice for the participation in the Shareholders' Meeting has been requested, it will suffice to provide the reference to 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 matters already on the agenda shall be announced, at least fifteen days prior to the date scheduled for the Shareholders' Meeting, in the same manner provided for publication of this notice. When such notice is published, the reports prepared by the shareholders requesting additions or the additional proposed resolutions submitted, and any comments by the Corporate Bodies, shall be made public in the same manner as provided for the Shareholders' Meeting documentation.

It should be noted that 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 matters 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@intesanpaolo.com, fax +39 0115556396).

Right to ask questions on items on the agenda

Pursuant to Art. 127-ter of Legislative Decree no. 58/1998, persons entitled to vote may submit questions on the agenda items also before the Shareholders' Meeting; said questions must be received by the end of the third day prior to the date of the Shareholders' Meeting, i.e., by 19 April 2013.

Questions may be submitted through the dedicated section of the website group.intesanpaolo.com or by email to domande.assemblea@intesanpaolo.com or by fax to +39 0115556396 or by post to the Company's Registered office, to the attention of the Shareholders' Office.

Requesting parties must send the Company - through their intermediaries - a notice certifying their entitlement to exercise this right. If an intermediary's notice for the participation in the Shareholders' Meeting has been requested, it will suffice to provide the reference to the notice or, at least, the intermediary's name, in the request.

Any questions received prior to the Shareholders' Meeting and which concern the issues on the agenda shall be answered according to the methods provided by law, at the latest during the Meeting. The Company has the right to provide a single response to questions with the same content.

Determination of the number of Supervisory Board members

The number of members of the Supervisory Board shall be determined based on proposals submitted by Shareholders from the time of submission of the lists up to the time of the Shareholders' Meeting resolution.

Appointment of Supervisory Board members

Supervisory Board members shall be appointed on the basis of lists of candidates submitted by Shareholders. With reference to Articles 22 and 23 of the Articles of Association, available on the website group.intesanpaolo.com, "Governance" section, the following points are noted henceforth:

- **right to submit lists:** Shareholders who, alone or jointly with others, hold at least 0.5% of ordinary share capital have the right to submit lists. Ownership of the number of shares necessary to submit a list shall be certified, according to the provisions of Art. 144-sexies of the Issuers' Regulation, by the specific notice sent by the intermediary to the Company. This notice may also be received by the Company following the filing of the lists, provided that it is received by 2 April 2013. Each Shareholder, Shareholders belonging to the same group and Shareholders who are parties to a shareholders' agreement concerning Intesa Sanpaolo shares may not submit or vote for more than one list, even by proxy or fiduciary companies. Each candidate may only be part of one list, if such condition is not met the candidate shall not be eligible;
- **methods for submitting lists:** the lists - signed by the Shareholder or Shareholders submitting them, also by proxy - must contain a number of candidates from 2 to 21, which is the maximum number of Board members which may be elected pursuant to the Articles of Association, listed in order of progressive number.

The lists must be accompanied by:

- information on the Shareholders submitting the lists, with the indication of the total percentage stake held;
- a declaration from Shareholders, with the exception of those that alone or jointly represent a controlling or relative majority interest, stating whether they are affiliated in any way with the latter, pursuant to Art. 144-quinquies of the Issuers' Regulation, also taking account of the cases set forth in Consob Communication no. 9017893/2009. In this regard, based on the information in the Company's possession, the shareholder which, alone, currently holds the highest number of ordinary shares of Intesa Sanpaolo (1,506,372,075 ordinary shares, equal to 9.718% of ordinary share capital) is Compagnia di Sanpaolo. For all updates regarding shareholdings or shareholders' agreements concerning the Company, refer to the website group.intesanpaolo.com, "Investor Relations" section ("Shareholder base" link) and/or to the website of the Commissione Nazionale per le Società e la Borsa (www.consob.it);

- a declaration by each candidate accepting to stand for the position and stating, under his/her personal responsibility, that he/she is not subject to any causes of ineligibility or incompatibility and that he/she fulfils all the professional, integrity and independence requirements established for all or some of the Board members by law, regulations and the Articles of Association (in this regard, Shareholders should also consider the indications provided by Consob in Communication no. 8067632/2008); the above pledging to provide, pursuant to Art. 2400 paragraph 4 of the Italian Civil Code, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting.

Said declaration must be accompanied by an exhaustive description of the personal and professional characteristics of candidates.

In relation to the above and pursuant to the provisions of the Bank of Italy concerning banks' organisation and governance dated 11 January 2012, it is important to consider the Supervisory Board document concerning its optimum quali-quantitative composition, which identifies and justifies the theoretical candidate profile, including the professional and independence characteristics deemed suitable to effectively carrying out the role and duties assigned to said Board. The document is available on the website group.intesasanpaolo.com.

Moreover, each list containing a number of candidates equal to or greater than 3 must be composed in such a way as to ensure the balance of genders envisaged by current law.

For those interested, the "Governance" section of the website ("Shareholders' Meeting" link) contains a template of the cover letter for the lists, which states the documentation that must accompany the lists, along with a facsimile of the candidature acceptance form and the declaration certifying the existence or the absence of any relationships of affiliation;

- **deadlines for submitting lists:** the lists of candidates accompanied by the required documentation must be filed at least twenty five days before the date of the Shareholders' Meeting, i.e. by 28 March 2013, using one of the following methods: (i) filing the original at the Registered office in Piazza San Carlo 156, 10121 Torino, (ii) filing a computerised copy thereof (PDF), sent to segreteria.societaria@pec.intesasanpaolo.com, provided that the filing party uses his/her own certified email address or, lacking such address, signs the document using an advanced electronic signature, qualified certificate or digital certificate (the Corporate Secretariat may be contacted for more information in this regard: +39 0115552762 / 0115558213, email segreteria.societaria@intesasanpaolo.com).

The candidate lists shall be assigned a progressive number based on the order in which they are received.

Lists for which the current provisions of regulations and the Articles of Association have not been complied with, or lists lacking the required documentation shall be declared unacceptable and considered as if they were not submitted. However, any irregularities concerning single candidates shall not result in the automatic exclusion of the entire list, but only of the candidates to whom the irregularities refer.

The lists, accompanied by the required documentation, shall be made available to the public at least twenty one days before the date set for the Shareholders' Meeting, at the Company's Registered office and Borsa Italiana S.p.A., and published on the website group.intesasanpaolo.com, "Governance" section ("Shareholders' Meeting" link).

If at the expiry of the term for submitting the lists, the situation set forth in Art. 144-sexies paragraph 5 of the Issuers' Regulation occurs, the Company shall promptly inform the market via a press release sent to at least two press agencies. In this case, lists may be submitted by 2 April 2013 by Shareholders who, alone or jointly with others, represent at least 0.25% of the ordinary share capital, without prejudice to the other conditions and means of submission.

In the above cases, the lists, accompanied by the required documentation, shall be promptly filed at the Registered office and published on the Company's website.

Election of the Chairman and Deputy Chairpersons of the Supervisory Board

The Chairman and the two Deputy Chairpersons of the Supervisory Board shall be elected by the Shareholders' Meeting, by relative majority vote pursuant to Art. 23.8 of the Articles of Association, from among the members of the Supervisory Board appointed by the Shareholders' Meeting, based on the proposals submitted by entitled parties up to the time of the Shareholders' Meeting resolution.

Documentation for the Shareholders' Meeting

The reports on the items on the agenda shall be made available to the public, by the deadlines provided, at the Company's Registered office, Borsa Italiana S.p.A. and the website group.intesasanpaolo.com (“Governance”/“Shareholders' Meeting” section), which also provides 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)
- Investor Relations Service (tel. +39 0287943003, fax +39 0287943123, email 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 has also been published, pursuant to Art. 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, in the “Governance”/“Shareholders' Meeting” section.

Torino, 12 March 2013

for the Management Board
The Chairman – Andrea Beltratti

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 8,545,681,412.32 Euro Registration number on the Torino Company Register and Fiscal Code 00799960158 VAT number 10810700152 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund, included in the National Register of Banks No. 5361 and Parent Company of “Intesa Sanpaolo”, included in the National Register of Banking Groups.