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SHAREHOLDERS' AGREEMENT PURSUANT TO
ART. 122 OF LEGISLATIVE DECREE
24 FEBRUARY 1998 NO. 58

By and between

- Fondazione Cassa di Risparmio di Padova e Rovigo, with registered office at Piazza Duomo, n. 15, Padova, represented for the signature of this deed by its Chairman Antonio Finotti
- and
- Ente Cassa di Risparmio di Firenze, with registered office at Via Bufalini n. 6, Firenze, represented for the signature of this deed by its Chairman Gian Piero Maracchi
- and
- Fondazione Cassa di Risparmio in Bologna, with registered office at Via Farini n. 15, Bologna, represented for the signature of this deed by its Chairman Fabio Roversi Monaco

collectively The Parties

WHEREAS

- The Ordinary Shareholders' Meeting of INTESA SANPAOLO S.P.A. ("the Bank") has been summoned to be held on 22 April 2013, at 10:30, on single call. Item 2.b on the agenda of the Meeting is the appointment of Supervisory Board members for the financial years 2013/2014/2015 (on the basis of lists of candidates submitted by shareholders, pursuant to Art. 23 of the Articles of Association).
- The Parties' stakes in the Bank's capital are the following:
 - Fondazione Cassa di Risparmio di Padova e Rovigo holds 700,092,011 ordinary shares, representing 4.516% of the ordinary share capital;
 - Ente Cassa di Risparmio di Firenze holds 514,655,221 ordinary shares, representing 3.320% of the ordinary share capital;
 - Fondazione Cassa di Risparmio in Bologna holds 313,656,442 ordinary shares, representing 2.023% of the ordinary share capital.
- The Parties intend to submit a joint list for the election of the Supervisory Board of the Bank.

AGREEMENTS

- The Parties agree to determine in 19 the number of Supervisory Board members;
- The Parties agree to vote with all the shares they hold for the list they jointly submitted for the election of the Supervisory Board of INTESA SANPAOLO S.P.A. for the three-year period 2013/2015. The list is made up as follows:

- | | |
|----------------------------|-----------------------------|
| 1. Mario Bertolissi | 7. Stefano Caselli |
| 2. Jacopo Mazzei | 8. Marina Manna |
| 3. Gianluigi Baccolini | 9. Giuseppe Rogantini Picco |
| 4. Edoardo Gaffeo | 10. Andrea Cammelli |
| 5. Francesco Bianchi | |
| 6. Cristina Finocchi Mahne | |

DURATION

- The Parties agree that this Shareholders' agreement shall expire and be terminated upon the election of the Supervisory Board of INTESA SANPAOLO S.P.A. for the three-year period 2013/2015.

Torino, 21 March 2013