

# SANPAOLO IMI

S.p.A.

A Company registered in the Register of Banks  
Reporting Bank of the SANPAOLO IMI Banking Group  
registered in the Register of Banking Groups  
Registered Office at Piazza San Carlo 156, Turin  
Share capital Euro 5,144,064,800 wholly paid up  
Tax code, VAT number and Registered in the Company Register of Turin 06210280019  
Italian Banking Association code number 1025-6  
Member of the Interbank Deposit Guarantee Fund

## NOTICE OF SHAREHOLDERS' MEETING

Shareholders are invited to an Ordinary Meeting at the offices in Piazza San Carlo in Turin (entrance at Piazza San Carlo 158) at 11 am on 28 April 2004 (first call) and 29 April 2004 (second call) to discuss and decide on the following

Agenda:

1. Financial statements at 31 December 2003, reports of the Board of Directors and of the Board of Statutory Auditors; distribution of income for the year; Group consolidated financial statements at 31 December 2003;
2. Nomination, given their number, of the members of the Board of Directors and the Chairman for the years 2004/2005/2006; related remuneration;
3. Appointment of auditors of the annual financial statements, the half-year report and the Annual Report on Form 20-F for the years 2004/2005/2006;
4. Authorisation for the purchase and sale of own shares;
5. Nomination of a Supplementary Auditor, pursuant to Article 2401 of the Italian Civil Code.

Shareholders who present the appropriate certificate confirming their participation in the central securities management system will have the right to take part in the Meeting.

Pursuant to current regulations, the reports of the Directors concerning the agenda proposals will be deposited at the registered office of the Company and at the Italian Stock Exchange (Borsa Italiana S.p.A.), available to the public, at least 15 days before the Shareholders' Meeting; Shareholders may obtain a copy of the above documentation.

For the Board of Directors  
Chairman Rainer Masera

### **INFORMATION TO SHAREHOLDERS**

*Documentation for the shareholders' meeting is available at the web site [www.grupposanpaoloimi.com](http://www.grupposanpaoloimi.com) or on request by fax +39 011 555 6396, +39 011 555 2989, +39 06 5959 3031 or e-mail: [segreteria.societaria@sanpaoloimi.com](mailto:segreteria.societaria@sanpaoloimi.com), [investor.relations@sanpaoloimi.com](mailto:investor.relations@sanpaoloimi.com).*

*For further information, please contact the Office of Corporate Secretary and Investor Relations (tel. + 39 011 555 6093 +39 011 555 2526 or +39 06 5959 3387 from 8.30 am to 5 pm) or JPMorgan Chase Bank + 1 (781) 575 4328.*