

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is called, on single call, at the New Headquarters in Torino, entrance in Corso Inghilterra no. 3, at 10.30 a.m. on **27 April 2015**, to discuss and pass resolutions on the following

Agenda:

- 1) Proposal for allocation of net income for the year;
- 2) Remuneration and own shares:
 - a) Report on Remuneration: resolution pursuant to Article 123-ter, paragraph 6 of Legislative Decree no. 58/1998
 - b) Proposal for the approval of the Incentive Plan based on financial instruments and authorisation for the purchase and disposal of own shares
 - c) Proposal for the approval of the criteria for the determination of the compensation to be granted in the event of early termination of the employment agreement or early termination of office
 - d) Proposal for the approval of an increase in the cap on variable-to-fixed remuneration for specific and limited professional categories and business segments.

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 (**16 April 2015 - "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 Company 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 22 April 2015). Nevertheless, those entitled may still participate and cast their votes if the notice is received by the Company after the above-mentioned 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 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 specific section of the website or by email, to notifica.delega@intesasanpaolo.com.

If the proxy holder has sent or delivered to the Company 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 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 23 April**

2015). 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) shall be used. The proxy form, if necessary, can be sent in hard copy upon request to Computershare S.p.A., tel. +39 0110923200, or to the Shareholders’ Office.

The proxy complete with voting instructions to the Appointed Representative must be received by the deadline of 23 April 2015 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, 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 8,724,861,778.88 euro, divided into 15,846,089,783 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 8,701,239 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 6 April 2015** (ten days of the publication of this notice) 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 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 the notices - 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 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. At the same time, 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.

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@intesasanpaolo.com, fax +39 0115556396).

Right to ask questions on items on the agenda

Persons entitled to vote may submit questions on the agenda items also before the Shareholders’ Meeting; said questions must be received **by 24 April 2015** (the third day prior to the date of the Shareholders’ Meeting) through the dedicated section of the website group.intesasanpaolo.com or by email to

domande.assemblea@intesasanpaolo.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 the notices - 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 to the notice or, at least, the intermediary's name, in the request.

Any questions 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.

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, on the authorised storage system (at www.emarketstorage.com), and on the website group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting" section) which also provides additional information.

A copy of said documentation may be obtained, on 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 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, in the "Governance"/"Shareholders' Meeting" section.

Torino, 27 March 2015

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

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 8,724,861,778.88 Euro Registration number on the Torino Company Register and Fiscal Code 00799960158 VAT No. 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 the Intesa Sanpaolo banking group, included in the National Register of Banking Groups.