

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING CONVOCAZIONE NOTICE

The Ordinary and Extraordinary 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 **8 May 2014**, to discuss and pass resolutions on the following

### **Agenda:**

#### ordinary part

- 1) Integration of the Legal Reserve; coverage of the loss for 2013; distribution of part of the Extraordinary Reserve to the shareholders;
- 2) Remuneration, Investment Plan and own shares:
  - a) Report on Remuneration: resolution pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998
  - b) Proposal for approval of the disclosure document drawn up in accordance with Article 84-bis of CONSOB Regulation no. 11971 of 14 May 1999, as subsequently amended and integrated, concerning the Investment Plan based on financial instruments of Intesa Sanpaolo S.p.A.
  - c) Purchase and disposal of own shares;

#### extraordinary part

- 1) Proposal for amendment of Article 5 (Share capital) of the Articles of Association, in relation to the Investment Plan based on financial instruments referred to under ordinary part 2 b) above;
- 2) Proposal to authorise the Management Board to increase the share capital pursuant to art. 2349, paragraph 1, and art. 2441, paragraph 8, of the Italian Civil Code for the purposes of implementing the Investment Plan based on financial instruments referred to under ordinary part 2 b) above, and consequent amendment of Article 5 (Share capital) of the Articles of Association.

### **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 (**28 April 2014** -“**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 must 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 5 May 2014). 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](http://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](mailto: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 Computershare S.p.A. as "Appointed Representative" pursuant to art. 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 6 May 2014**). 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](http://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 Computershare S.p.A., tel. +39 0110923200, or to the Shareholders' Office.

The proxy must be received by the Appointed Representative by the deadline of 6 May 2014 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@pecserviziitolitoli.it](mailto:intesasanpaolo@pecserviziitolitoli.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 8,549,266,378.64 euro, divided into 15,508,406,321 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 10,114,426 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 18 April 2014** (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](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 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. 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@intesanpaolo.com](mailto:ufficio.soci@intesanpaolo.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 5 May 2014** (the third day prior to the date of the Shareholders' Meeting) through the dedicated section of the website [group.intesanpaolo.com](http://group.intesanpaolo.com) or by email to [domande.assemblea@intesanpaolo.com](mailto: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 a notice 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, Borsa Italiana S.p.A. and the website [group.intesanpaolo.com](http://group.intesanpaolo.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@intesanpaolo.com](mailto:ufficio.soci@intesanpaolo.com))
- Investor Relations Service (tel. +39 0287943003, fax +39 0287943123, email [investor.relations@intesanpaolo.com](mailto:investor.relations@intesanpaolo.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 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.intesanpaolo.com](http://group.intesanpaolo.com), in the "Governance"/"Shareholders' Meeting" section.

Torino, 7 April 2014

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 8,549,266,378.64 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.