INTESA m SANPAOLO

EXTRACT OF THE NOTICE OF CALL OF EXTRAORDINARY SHAREHOLDERS' MEETING

(pursuant to Article 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

The Extraordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened, **on single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10.30 a.m. on **26 February 2016**, to discuss and pass resolution on the following

Agenda:

Approval of new Articles of Association in relation to the adoption of the one-tier corporate governance system; related and consequent resolutions.

Information on the share capital and on the methods and terms for:

- participating and casting votes in the Shareholders' Meeting (in this regard, please note that the "record date" is 17 February 2016);
- participating and casting votes in the Shareholders' Meeting by proxy and through the Appointed Representative (Computershare S.p.A.);
- exercising the right to add items to the agenda, the right to submit new proposed resolutions and the right to ask questions on the item on the agenda;
- the availability of the report on the item on the agenda and of the documentation for the Shareholders' Meeting

is set forth in the full notice of call available on the website group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting" section).

This extract has been published in the daily newspapers "II Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

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 8,731,874,498.36 euro Registration number on the Torino Company Register and Fiscal Code 0079960158 VAT number 10810700152 Included in the National Register of Banks No. 5361 ABI Code 3069.2 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund Parent Company of the "Intesa Sanpaolo" banking group, included in the national register of Banking Groups