

Agenda

The "Intesa Sanpaolo S.p.A." Extraordinary Shareholders' Meeting, having acknowledged the Management Board's report and the related explanatory note

resolves

1) to approve the modifications to be made to the Articles of Association contained in the Management Board's report distributed and illustrated to those attending the shareholders' meeting taking place with the object of:

. the change to article 7.3 as well as article 30 of the provisions concerning the appointment and revoking of independent auditors,

. the inclusion in article 17.2 of the decisions reserved to the exclusive competence of the Management Board,

. the broadening of article 18.2 of the resolutions that can be taken in case of urgency by the subjects indicated in the article,

. the inclusion in article 20.2 of the professional and integrity requirements of the manager in charge of preparing the Company's financial reports,

. the increase in the number of the Supervisory Board members, in article 22.1, that must meet

independence and professional requirements,

. the change to article 23 of the regulations concerning the appointment of the Supervisory Board,
. the change in the provisions contained in article 25.4 concerning the composition of the control committee,

without prejudice to the powers of the Supervisory Board pursuant to article 25.2 of the Articles of Association, to make by 30th June 2007 any further modifications consistent with the regulatory provisions under way on the part of Consob, in particular as regards article 23;

2) to authorize the chairman of the Management Board and the Managing Director, separately, to carry out, all that is necessary to obtain the approvals required by current regulations for resolutions taken, complying with any request from the Supervisory Authority.