

## CONVOCAZIONE NOTICE OF SHAREHOLDERS' MEETING

Shareholders are summoned for the ordinary and extraordinary shareholders' Meeting to be held in the Palazzo of Piazza San Carlo in Torino, with entrance from number 158, at 11.00 a.m. on 28 April 2009 on first call, on 29 April 2009 on second call for the extraordinary Meeting, on 30 April 2009 on second call for the ordinary Meeting and on third call for the extraordinary Meeting, to debate and resolve upon the following

Agenda of the meeting:

ordinary part:

1. Proposal for the allocation of net income for the financial year ended 31 December 2008 and dividend distribution;
2. Proposal for integration of the remuneration of independent auditors Reconta Ernst & Young;

extraordinary part:

1. Changes to following Articles of Association: 7 (Shareholders' Meeting), 13 (Management Board), 14 (Remuneration of the Management Board), 15 (Remuneration of members of the Management Board who are appointed to particular positions), 17 (Powers of the Management Board), 18 (Chairman of the Management Board), 20 (Manager responsible for preparing the Company's financial reports), 22 (Supervisory Board), 23 (Election of the Supervisory Board), 24 (Meetings and resolutions of the Supervisory Board), 25 (Competence of the Supervisory Board) and 37 (Final Provisions). Changes to be adopted also in accordance with "Supervisory Provisions concerning banks' organisation and corporate governance" issued by the Bank of Italy on 4 March 2008.

In accordance with art. 9.1 of the Articles of Association, participation in the Meeting is limited to shareholders with the right to vote provided a notice by the authorised intermediary certifying their voting rights is given to the Company within the time envisaged for the commencement of the Shareholders' Meeting on first call.

To facilitate entry to the Meeting, Shareholders are kindly requested to arrive with a copy of the aforementioned notice.

In compliance with regulations in force, reports on the proposals regarding the points on the agenda and the report of the Supervisory Board will be made available to the general public at the Company's registered office and at Borsa Italiana S.p.A. at least fifteen days before the Meeting.

Shareholders may obtain a copy of the aforementioned documents.

For the Management Board  
Chairman Enrico Salza

### INFORMATION FOR SHAREHOLDERS

Meeting documents may be found on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) or requested from the following addresses: fax +39 011 555 6396, +39 02 8794 3123; e-mail: [segreteria.societaria@intesasanpaolo.com](mailto:segreteria.societaria@intesasanpaolo.com), [investor.relations@intesasanpaolo.com](mailto:investor.relations@intesasanpaolo.com).

The Company Secretariat and Investor Relations are available for further information (ph. +39 011 555 6227, +39 02 8794 3571, from 8.30 a.m. to 5 p.m). ADR Holders, please 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.

Shareholders are kindly requested to arrive at the Meeting before the time of convocation to facilitate entry procedures and therefore allow the meeting to begin punctually.