

*This is an English courtesy translation of the original documentation prepared in Italian language. Please consider that only the original version in Italian language has legal value.*

Compagnia di San Paolo

Fondazione Cariplo

**NOTICE OF TERMINATION OF SHAREHOLDERS' AGREEMENT  
PURSUANT TO ART. 122 OF THE LEGISLATIVE DECREE 24 FEBRUARY 1998 NO. 58**

Notice is hereby given that, following the appointment of the Supervisory Board of INTESA SANPAOLO S.p.A. for the financial years 2010/2011/2012 by Shareholders at the Bank's Meeting held on 30 April 2010, the shareholders' agreement entered into by and between COMPAGNIA DI SAN PAOLO and FONDAZIONE CARIPLO on 29 March 2010 and filed with the Torino Company Register on 31 March 2010 was automatically terminated.

*Torino, 30 April 2010*