

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened, **on single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 a.m. **on 30 April 2019**, to discuss and pass resolutions on the following

Agenda:

1. 2018 financial statements:
 - a) Approval of the Parent Company's 2018 financial statements
 - b) Allocation of net income for the year and distribution of dividend to shareholders
 - c) Approval of the 2018 financial statements of the merged subsidiary Intesa Sanpaolo Group Services S.c.p.A.
 - d) Approval of the 2018 financial statements of the merged subsidiary Cassa di Risparmio di Pistoia e della Lucchesia S.p.A.;
2. Appointment of the independent auditors for the financial years 2021-2029 and determination of their fees;
3. Resolutions in respect of the Board of Directors pursuant to Articles 13 and 14 of the Articles of Association:
 - a) Determination of the number of Board Directors for the financial years 2019/2020/2021
 - b) Appointment of Board Directors and members of the Management Control Committee for the financial years 2019/2020/2021, on the basis of the lists of candidates submitted by shareholders
 - c) Election of the Chairman and one or more Deputy Chairpersons of the Board of Directors for the financial years 2019/2020/2021;
4. Remuneration and own shares:
 - a) Remuneration policies in respect of Board Directors
 - b) Determination of the remuneration of Board Directors pursuant to Articles 16.2 - 16.3 of the Articles of Association
 - c) Remuneration and incentive policies of the Intesa Sanpaolo Group for 2019
 - d) Increase in the cap on the variable-to-fixed remuneration to certain categories of personnel belonging to Asset Management Companies (*Società di Gestione del Risparmio*) of the Intesa Sanpaolo Group
 - e) Integration to the criteria for the determination of the compensation to be granted in the event of early termination of the employment agreement or early termination of office
 - f) Approval of the 2018 Annual Incentive Plan based on financial instruments
 - g) Authorisation to purchase and dispose of own shares to service the 2018 Annual Incentive Plan;
5. Proposal for settlement of the liability action brought against the former Chairman and the former General Manager of the merged subsidiary Banca Monte Parma S.p.A.

Right to attend the Shareholders' Meeting

The Meeting may be attended by persons holding the relative voting rights at the close of the accounting day on the seventh trading day prior to the date of the Meeting (**17 April 2019 - "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 the Company's 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 trading day prior to the date scheduled for the Shareholders' Meeting (i.e., by 25 April 2019). Nevertheless, those entitled may still participate and cast their votes if the notice is received by the Company after the deadline stated above 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 in the Shareholders' Meeting may appoint a proxy to represent them, 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 ("Governance" / "Shareholders' Meeting").

The proxy may be granted via an electronic document signed using a digital certificate, any other qualified certificate or advanced electronic signature pursuant to Article 20, paragraph 1-bis, 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.

If the proxy holder has sent or delivered a copy of the 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

The 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 Computershare S.p.A. as the "Appointed Representative" pursuant to Article 135-undecies of Legislative Decree no. 58/1998, by the end of the second trading day prior to the date of the Shareholders' Meeting (i.e., **by 26 April 2019**). 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 stated above.

In order to grant the proxy to the Appointed Representative, the specific proxy form available on the website group.intesasanpaolo.com ("Governance" / "Shareholders' Meeting") must be used. Should it be necessary to obtain the proxy form in hard copy, it can be requested from Computershare S.p.A., tel. +39 0110923200, or from the Shareholders' Office.

The proxy, complete with voting instructions reserved for the Appointed Representative, must be received by the deadline of 26 April 2019 stated 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@pecserviziotitoli.it, provided that the proxy issuer, which may also be a legal person, uses his/her/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

Subscribed and paid-in share capital is 9,085,534,363.36 euro, divided into 17,509,481,027 ordinary shares without nominal value (each ordinary share confers the right to cast one vote at ordinary and extraordinary shareholders' meetings). The Company holds 17,686,785 own shares.

Additions to the agenda and submission of new proposed resolutions

Shareholders severally or jointly representing at least one-fortieth of the share capital may request **by 30 March 2019** (ten days from publication of this notice) additions to the list of items on the agenda or submit proposed resolutions on the items already on the agenda, specifying the additional items or proposals in their request.

Parties with voting right may individually submit proposed resolutions in the Shareholders' Meeting.

The requests must be sent to Intesa Sanpaolo, for the attention of the Shareholders' Office - Corso Inghilterra no. 3, 10138 Torino - by registered letter or by email to ufficio.soci@intesasanpaolo.com or by fax to +39 0110932650. The requests must be accompanied by a report setting forth the reasons for the proposed resolutions on the new items the shareholder intends to propose for discussion or the reasons for the proposed resolutions on the items already on the agenda. Requesting parties must send notices to the Company, via their intermediary, 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 details of 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 items already on the agenda shall be announced at least fifteen days prior to the date scheduled for the Shareholders' Meeting (i.e., **by 15 April 2019**) in the same manner regulating the publication of this notice. At the same time, the reports prepared by the

shareholders requesting additions and/or the additional proposed resolutions submitted, and any comments by the Board of Directors, shall be made public in the same manner regulating the Shareholders' Meeting documentation.

Additional items are not permitted for topics which the Shareholders' Meeting addresses, by law, upon proposal by the Board of Directors, or based on a plan or report prepared by this Board, 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 items 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, fax +39 0110932650).

Right to ask questions on items on the agenda

Persons entitled to vote in the Shareholders' Meeting may submit questions on the items on the agenda also before the Meeting; said questions must be received **by 27 April 2019** (i.e., the third day prior to the date of the Shareholders' Meeting) through the dedicated section of the website group.intesanpaolo.com, by email to domande.assemblea@intesanpaolo.com, by fax to +39 0110932650 or by post for the attention of the Shareholders' Office, Corso Inghilterra no. 3, 10138 Torino.

Requesting parties must send notices to the Company, via their intermediary, 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 details or, at least, the intermediary's name in the request.

Any questions which concern the items on the agenda shall be answered according to the methods provided for by law, at the latest during the Meeting. The Company has the right to provide a single response to questions with the same content.

Resolutions in respect of the Board of Directors

The resolutions in respect of the Board of Directors set forth in item 3 of the agenda will be passed in accordance with the provisions of Articles 13 and 14 of Intesa Sanpaolo's Articles of Association.

Determination of the number of Board Directors

The number of Board Directors shall be determined on the basis of the proposals submitted by entitled parties.

Appointment of Board Directors and members of the Management Control Committee

Board Directors and members of the Management Control Committee shall be appointed on the basis of lists of candidates submitted by Shareholders. While reference should be made to Article 14 of the Articles of Association, available on the website group.intesanpaolo.com, "Governance" section, and to the document "Information concerning the procedure for the appointment of the Board of Directors and the Management Control Committee", available on the website group.intesanpaolo.com ("Governance" / "Shareholders' Meeting"), the following points should be noted henceforth:

- **composition of lists:** the lists of candidates shall contain a minimum of 2 and a maximum of 19 candidates, the maximum number of Directors to be elected as provided for by the Articles of Association. Each list shall be divided into two sections and contain the names of the candidates numbered progressively (i.e. candidates must be listed from number one upwards in each section). Each list shall indicate, separately, in the first section the candidates to the Board of Directors who are not candidates to the Management Control Committee and in the second section the candidates to the Board of Directors who are also candidates to the Management Control Committee;
- **right to submit lists:** Shareholders that, jointly or severally, hold at least 0.5% of the share capital have the right to submit lists. Ownership of the number of shares required to submit a list shall be certified by a specific notice sent by the intermediary to the Company. This notice may be received by the Company after the filing of the lists, provided that it is received by 9 April 2019.
Individual Shareholders, Shareholders belonging to the same group and Shareholders which are parties to a shareholders' agreement in respect of Intesa Sanpaolo shares shall not submit, nor those who have a right to vote shall be entitled to vote, more than one list, including via a third party or fiduciary companies. Candidates may only feature in one list and, within a list, only in one section, failing which they will become ineligible;
- **methods for submitting lists:** the lists undersigned by the Shareholder or Shareholders submitting them, including by means of a proxy must, be accompanied by:
 - information on the Shareholders submitting the lists, along with an indication of the total percentage stake held by them;

- a statement from Shareholders other than those that, jointly or severally, represent a controlling or relative majority interest, stating they are not linked in any way, even indirectly, as per Article 147-ter, paragraph 3, of Legislative Decree no. 58 /1998 and Article 144-quinquies of the Issuers' Regulation, with the latter; in this regard, it should be taken into account the cases set forth in Consob Communication no. 9017893/2009, specifically with respect to the absence of material relationships of affiliation, as defined in the mentioned regulations, identifiable on the basis of notifications of significant shareholdings pursuant to Article 120 of Legislative Decree no. 58/1998 or the publication of shareholders' agreements pursuant to Article 122 of the same Decree (see the website group.intesasanpaolo.com "Investor Relations" / "Shareholder base" and/or the website consob.it). In this respect, information is given that, as of the preparation of this notice of call, the Company has been informed, pursuant to Article 122 of Legislative Decree no. 58/1998, that a shareholders' agreement was stipulated by and between the following shareholders: Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna;
- a statement whereby each candidate accepts to stand for election to the Board of Directors/the Management Control Committee and declares, under his/her personal responsibility, that he/she is not subject to any causes of ineligibility and incompatibility and that he/she fulfils all the integrity, professional and independence requirements established for all or some of the Board Directors by law, regulations and the Articles of Association (in this regard, Shareholders should also consider the indications provided by Consob in Communication no. 8067632/2008); the above pledging to provide, pursuant to Article 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.
This statement shall be accompanied by exhaustive information on the personal and professional characteristics of the candidates and on the management, administration and supervisory roles held in other companies.

With respect to the foregoing, Shareholders are invited to consult the Board of Directors' document: "Qualitative and Quantitative Composition of the Board of Directors" - drawn up in accordance with the provisions of the Bank of Italy regarding corporate governance, as set out in Circular Letter no. 285/2013 - which contains guidelines and recommendations that the outgoing Board of Directors of Intesa Sanpaolo makes available to the Shareholders. The document is available on the website group.intesasanpaolo.com ("Governance" / "Shareholders' Meeting").

In addition, each list containing a number of candidates equal to, or greater than, three shall: (i) be composed in such a way to ensure the gender balance envisaged by current law (at least one third of candidates shall belong to the less-represented gender); (ii) contain a number of candidates satisfying the independence requirement set forth in Article 13.4 of the Articles of Association, equal to at least two-thirds of the total candidates on the list; (iii) contain, in the first section, at least one candidate satisfying the professionalism requirement set forth in Article 13.4, paragraph 2, letter a) of the Articles of Association and, in the second section, at least one candidate every two or fraction of two who meets the same professionalism requirement (for the present purposes, the rounding criteria pertinent to each requirement, as governed, respectively, by Articles 13.1 and 13.4, paragraph 2, letter b) of the Articles of Associations, shall apply to the portion of candidates who meet the requirements included in each list).

A template of the letter to be used to file lists is available on the website group.intesasanpaolo.com ("Governance" / "Shareholders' Meeting"), indicating the documentation that must accompany such lists, along with the templates to be used to declare the acceptance of candidature for the position of Board Director and member of the Management Control Committee and to declare the existence or absence of any relationships of affiliation;

- **deadlines for submitting lists:** the lists of candidates accompanied by the required documentation shall be filed at least twenty five days before the date of the Shareholders' Meeting, i.e., **by 5 April 2019**, using one of the following methods: (i) filing the original at the Registered Office in Piazza San Carlo 156 10121 Torino; (ii) filing in electronic format (PDF), sent to segreteria.societaria@pec.intesasanpaolo.com, provided that the filing party, whether an individual or a legal person, uses his/her/its own certified email address or, lacking such address, signs the document with an advanced, qualified or digital electronic signature (Corporate Duties and Shareholders Relations is available for information: tel. +39 0115557142 / 0115558213, email adempimenti.societari@intesasanpaolo.com).

The candidate lists shall be assigned a progressive number based on the order in which they are received.

Lists submitted which do not comply with the current provisions of regulations and the Articles of Association, or lists lacking the required documentation, shall be declared unacceptable and considered as if they were not

submitted. However, any irregularities in the lists concerning single candidates shall not result in the automatic exclusion of the entire list, but only of the candidates involved in the irregularities.

Lists, accompanied by the required documentation, shall be made available to the public at least twenty-one days before the date set for the Shareholders' Meeting (i.e., by 9 April 2019), at the Company's Registered Office, on the authorised storage system (on www.emarketstorage.com) and on the website group.intesasanpaolo.com ("Governance" / "Shareholders' Meeting").

If at the end of the term for submitting lists (i) a single list has been filed, (ii) a single list has been filed with candidates limited to the second section, (iii) one or more lists have been filed with candidates limited to the first section only, or (iv) the only lists submitted have been presented by Shareholders who are regarded as affiliated with one another in accordance with applicable legislation, the Company will promptly inform the market via a press release sent to at least two press agencies. In this case, lists may be submitted until 8 April 2019 by Shareholders jointly or severally holding at least 0.25% of the share capital, without prejudice to the other conditions and submission requirements.

In the above case, the lists, accompanied by the required documentation, shall be made available to the public in accordance with the terms and methods indicated above.

Election of the Chairman and one or more Deputy Chairpersons of the Board of Directors

The Chairman and one or more Deputy Chairpersons of the Board of Directors shall be elected by the Shareholders' Meeting, by relative majority pursuant to Article 14.8 of the Articles of Association, from the Board Directors appointed by the Shareholders' Meeting, on the basis of the proposals submitted by entitled parties.

Documentation for the Shareholders' Meeting

The reports on the items on the agenda and the 2018 Annual Report - comprising the consolidated financial statements and the Parent Company's draft financial statements as at 31 December 2018, as well as the related documentation pursuant to Article 154-ter, paragraph 1 of Legislative Decree no. 58/1998 - the Reports of the Independent Auditors pursuant to Articles 14 and 16 of Legislative Decree no. 39/2010, the Report of the Management Control Committee required under Article 153 of Legislative Decree no. 58/1998, as well as the 2018 draft financial statements of Intesa Sanpaolo Group Services S.c.p.A. and of Cassa di Risparmio di Pistoia e della Lucchesia S.p.A. shall be made available to the public, by the deadlines provided, at the Company's Registered Office, on the authorised storage system (on www.emarketstorage.com), and on the website group.intesasanpaolo.com ("Governance" / "Shareholders' Meeting") where further information can be found.

A copy of said documentation may be obtained, by request, from:

- Shareholders' Office (tel. +39 0115556227, fax +39 0110932650, email ufficio.soci@intesasanpaolo.com)
 - Investor Relations (tel. +39 0287943003, fax +39 0287943123, email investor.relations@intesasanpaolo.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 is published, pursuant to Article 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 Regulation (EU) 2016/679 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.intesasanpaolo.com, in the "Governance" / "Shareholders' Meeting".

Torino, 20 March 2019

for the Board of Directors
The Chairman - Gian Maria Gros-Pietro

Intesa Sanpaolo S.p.A. Registered Office: Piazza S. Carlo, 156 10121 Torino Italy Secondary Registered Office: Via Monte di Pietà, 8 20121 Milano Italy Share Capital Euro 9,085,534,363.36 Torino Company Register and Fiscal Code No. 00799960158 "Intesa Sanpaolo" VAT Group representative Vat Code No. 11991500015 (IT11991500015) 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 and Parent Company of the banking group "Intesa Sanpaolo" included in the National Register of Banking Groups