

*Proxy form for participation in the Shareholders' Meeting*

To  
INTESA SANPAOLO S.p.A.  
Piazza San Carlo, 156  
10121 TORINO  
ITALY

Subject: *Appointment of proxy holder for participation in the Shareholders' Meeting*

I, the undersigned [*first and last name / company name*].....,  
born in ..... on ...../...../..... resident in  
[with ..... registered ..... office ..... in]  
..... address  
....., fiscal code .....,

HEREBY APPOINT

Mr/Ms.....

to represent me, with respect to all the shares whose voting rights I hold, in the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A., summoned for 11:00 am on 28 and 30 April 2010 at the Palazzo of Piazza San Carlo 158 in Torino (Italy).

I henceforth pledge to fully approve of his/her actions.

\_\_\_\_\_  
(date)

\_\_\_\_\_  
(signed)