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

By and between **COMPAGNIA DI SAN PAOLO**, with registered office at Corso Vittorio Emanuele II, n. 75, Torino, represented for the signature of this deed by its Chairman Angelo Benessia

and **FONDAZIONE CARIPLO** with registered office at Via Manin n. 23, Milano, represented for the signature of this deed by its Chairman Giuseppe Guzzetti

collectively The Parties

WHEREAS

- The Ordinary Shareholders' Meeting of INTESA SANPAOLO S.P.A. ("the Bank") has been summoned to be held at 11:00 am on 28 April 2010 on first call and on 30 April 2010 on second call. Item 3 on the agenda of the Meeting is the appointment of Supervisory Board members for the financial years 2010-2011-2012.
- The Parties' stakes in the Bank's capital are the following:
 - Compagnia di San Paolo holds 1,171,622,725 ordinary shares, representing 9.888% of the ordinary share capital;
 - Fondazione Cariplo holds 554,578,319 ordinary shares, representing 4.680% of the ordinary share capital.
- The Parties intend to submit a joint list for the election of the Supervisory Board of the Bank.

AGREEMENTS

- The Parties agree to determine in 19 the number of Supervisory Board members;
- The Parties agree to vote with all the shares they hold for the list they jointly submitted for the election of the Supervisory Board of INTESA SANPAOLO S.P.A. for the three-year period 2010/2012. The list is made up as follows:

- | | | |
|---------------------------|----------------------|------------------------|
| 1. Giovanni Bazoli | 7. Livio Torio | 13. Fabrizio Gnocchi |
| 2. Elsa Fornero | 8. Fabio Pasquini | 14. Paolo Arlandini |
| 3. Franco Dalla Sega | 9. Gianluca Ferrero | 15. Mario Romano Negri |
| 4. Pietro Garibaldi | 10. Marco Spadacini | 16. Giuseppe Russo |
| 5. Ferdinando Targetti | 11. Eugenio Pavarani | |
| 6. Giulio Stefano Lubatti | 12. Guido Ghisolfi | |

DURATION

- The Parties agree that this Shareholders' agreement shall expire and be terminated upon the election of the Supervisory Board of INTESA SANPAOLO S.P.A. for the three-year period 2010/2012.

Torino, 29 March 2010

Milano, 29 March 2010