

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 10:30 a.m. **on 27 April 2017**, to discuss and pass resolutions on the following

Agenda

1. 2016 financial statements:
 - a) Approval of the Parent Company's 2016 financial statements
 - b) Allocation of net income for the year and distribution to shareholders of dividend and part of Share Premium Reserve;
2. Remuneration and own shares:
 - a) 2017 remuneration policies for employees and other staff not bound by an employment agreement and for certain categories governed by an agency contract
 - b) Extension of the increase in the cap on the variable-to-fixed remuneration to all the Risk Takers who are not part of the Corporate Control Functions
 - c) Approval of the criteria for the determination of the compensation, including the maximum amount, to be granted in the event of early termination of the employment agreement or early termination of office
 - d) Approval of the 2016 Incentive Plan based on financial instruments
 - e) Authorisation to purchase and dispose of own shares to service the 2016 Incentive Plan.

Right to attend the Shareholders' Meeting

The Meeting may be attended by persons holding voting rights at the close of the accounting day on the seventh business day prior to the date of the Meeting (**18 April 2017** – “**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 Company 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 business day prior to the date scheduled for the Shareholders' Meeting (i.e., by 24 April 2017). 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 may appoint a proxy to represent them in the Shareholders' Meeting, 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” section).

The proxy may be granted via a PDF document signed using an advanced electronic signature, qualified certificate or digital certificate pursuant to Article 21, paragraph 2 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 written 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 - with voting instructions on all or some of the items on the agenda - may also 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 business day prior to the date scheduled for the Shareholders' Meeting (i.e., **by 25 April 2017**). 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 form available on the website group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting" section) 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 25 April 2017 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@pecserviziolitoli.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

Share capital subscribed and paid-in totals 8,731,984,115.92 euro, divided into 15,859,786,585 ordinary shares (each of which confers the right to vote in the ordinary and extraordinary shareholders' meetings) and 932,490,561 non-convertible savings shares (with the right to vote in the special meetings reserved for this class of shares), all with a nominal unit value of 0.52 euro. The Company holds 8,587,277 treasury shares.

Additions to the agenda and submission of new proposed resolutions

Shareholders severally or jointly representing at least one-fortieth of the ordinary share capital may request **by 26 March 2017** (ten days after the publication of this notice) additions to the list of items on the agenda or submit proposed resolutions on items already on the agenda, specifying the additional items or proposed resolutions 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 e-mail 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 the Company a notice 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 12 April 2017**), 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 the Board, other than those pursuant to Article 125-ter paragraph 1 of Legislative Decree 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 may submit questions on the agenda items also before the Shareholders' Meeting; said questions must be received by **24 April 2017** (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 of the notice 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.

Documentation for the Shareholders' Meeting

The reports on the items on the agenda, as well as the 2016 Annual Report, comprising the consolidated financial statements and the Parent Company's draft financial statements as at 31 December 2016 and the related documentation pursuant to Article 154-ter, paragraph 1 of Legislative Decree 58/1998, the Reports of the Independent Auditors pursuant to Articles 14 and 16 of Legislative Decree 39/2010 and the Report of the Management Control Committee required under Article 153 of Legislative Decree no. 58/1998 are made available to the public within the terms provided, at the Company's Registered Office, on the authorised storage system (on www.emarketstorage.com), and on the website group.intesanpaolo.com (in the "Governance"/"Shareholders' Meeting" section) 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, e-mail ufficio.soci@intesanpaolo.com)
- Investor Relations (tel. +39 0287943003, fax +39 0287943123, e-mail investor.relations@intesanpaolo.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 Privacy Law (Legislative Decree no. 196/2003) 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.intesanpaolo.com, in the "Governance"/"Shareholders' Meeting" section.

Torino, 16 March 2017

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

Intesa Sanpaolo S.p.A. Registered office: Piazza San Carlo, 156 10121 Torino Secondary registered office: Via Monte di Pietà, 8 20121 Milano Share capital 8,731,984,115.92 Euro Registration number on the Torino Company Register and Fiscal Code 00799960158 VAT number 10810700152 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. Parent Company of the "Intesa Sanpaolo" banking group, included in the National Register of Banking Groups.