

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 2016**, to discuss and pass resolutions on the following

Agenda:

1. Proposal for allocation of net income relating to the financial statements as at 31 December 2015 and distribution of dividends;
2. Resolutions in respect of the Board of Directors (pursuant to Articles 13 and 14 of the Articles of Association, included in the text approved at the Shareholders' Meeting of 26 February 2016):
 - a) Determination of the number of members of the Board of Directors for financial years 2016/2017/2018
 - b) Appointment of members of the Board of Directors and the Management Control Committee for financial years 2016/2017/2018, 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 financial years 2016/2017/2018;
3. 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, included in the text approved at the Shareholders' Meeting of 26 February 2016)
 - c) 2016 remuneration policies for employees and other staff not bound by an employment agreement
 - d) Increase in the cap on variable-to-fixed remuneration for specific and limited professional categories and business segments
 - e) Approval of the Incentive Plan based on financial instruments and authorisation for the purchase and disposal of own shares
 - f) 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.

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 2016** – "**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 22 April 2016). Nevertheless, those entitled may still participate and cast their votes if the notice is received by the Company after the above deadline 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@intesanpaolo.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 for participation in this Shareholders' Meeting, 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 "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 (thus, **by 25 April 2016**). 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 set forth above.

In order to grant the proxy to the Appointed Representative, the specific form available on the website group.intesanpaolo.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 2016 indicated 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 intesanpaolo@pecserviziitolit.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 8,731,874,498.36 euro, divided into 15,859,575,782 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 7,097,593 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 2016** (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@intesanpaolo.com or by fax to +39 0110932650. The requests must be accompanied by a report setting forth the reasons for the proposed resolution 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 2016**), 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 Corporate Bodies, 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 Management Board or the Supervisory Board, or based on a plan or report prepared by such Boards, 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 may submit questions on the items on the agenda before the Shareholders' Meeting; said questions must be received by **24 April 2016** (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 the 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 in accordance with 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 2 of the agenda will be passed according to the provisions of Articles 13 and 14 of Intesa Sanpaolo's Articles of Association, included in the text approved at the Shareholders' Meeting of 26 February 2016.

Determination of the number of members of the Board of Directors

The number of members of the Board of Directors shall be determined on the basis of the proposals submitted by Shareholders at the time of submission of the lists or at the Meeting up to the time of the related resolution.

Appointment of members of the Board of Directors and the Management Control Committee

The members of the Board of Directors and 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 aforementioned Articles of Association, available on the website group.intesanpaolo.com, section "Governance", 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 (section "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 which, alone or jointly with others, hold at least 0.5% of the ordinary 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 6 April 2016. 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 declaration from Shareholders, with the exception of those that alone or jointly represent a controlling or relative majority interest, stating whether they are affiliated with the latter to a material degree, as defined in Article 144-quinquies of the Issuers' Regulation, also taking account of the cases set forth in Consob Communication no. 9017893/2009. In this regard, based on the information in the Company's possession, the shareholder which, alone, currently holds the highest number of ordinary shares of Intesa Sanpaolo (1,481,372,075 ordinary shares, equal to 9.341% of ordinary share capital) is Compagnia di Sanpaolo. For all updates regarding shareholdings or shareholders' agreements concerning the Company, refer to the website group.intesasanpaolo.com, "Investor Relations" section ("Shareholder base" link) and/or to the website of the Commissione Nazionale per le Società e la Borsa (www.consob.it);
- 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 or incompatibility and that he/she fulfils all the integrity, professional and independence requirements established for all or some of the Board members 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 declaration shall also 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 Supervisory Board's document: "Assessment of the 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 Supervisory Board of Intesa Sanpaolo makes available to the Shareholders, in order to help them formulate proposals for the composition of the Bank's Board of Directors. The document is available on the website group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting" section).

In addition, each list containing a number of candidates equal to, or greater than, 3 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 laid down 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).

The "Governance" section of the website ("Shareholders' Meeting" link) contains a template of the letter to be used to file lists, indicating the documentation that must accompany such lists, along with the outlines to be used to declare the acceptance of candidature for the position of member of the Board of Directors 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 **2 April 2016**, 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 (the Corporate Secretariat is available for information: tel. +39 0115557888/0115552762, email segreteria.societaria@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 6 April 2016), at the Company's Registered Office, on the authorised storage system (www.emarketstorage.com) and on the website group.intesasanpaolo.com, "Governance" section ("Shareholders' Meeting" link).

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 5 April 2016 by Shareholders individually or jointly holding at least 0.25% of the ordinary 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 without delay in accordance with the 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 included in the text approved at the Shareholders' Meeting of 26 February 2016, from the members of the Board of Directors appointed by the Shareholders' Meeting, on the basis of the proposals submitted by entitled parties at the time of submission of the lists or at the Meeting up to the time of the related resolution.

Documentation for the Shareholders' Meeting

The reports on the items on the agenda shall be made available to the public, by the deadlines provided, at the Company's Registered Office, on the authorised storage system (www.emarketstorage.com) and on the website group.intesasanpaolo.com ("Governance"/"Shareholders' Meeting" section), which also provides additional information.

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 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.intesasanpaolo.com, in the "Governance"/"Shareholders' Meeting" section.

Torino, 16 March 2016

for the Management Board
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 8,731,874,498.36 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.