

Plan for the merger by incorporation
of Sanpaolo IMI Internazionale S.p.A.
into Intesa Sanpaolo S.p.A.

pursuant to art. 2501-ter of the Italian Civil Code

Plan for the merger by incorporation
of Sanpaolo IMI Internazionale S.p.A.
into Intesa Sanpaolo S.p.A.

The Management Board and the Board of Directors of:

- Intesa Sanpaolo S.p.A. ("**Intesa Sanpaolo**" or "**Surviving company**")
- Sanpaolo IMI Internazionale S.p.A. ("**Spiminter**" or "**Company to be merged**")

respectively prepared the following plan for the merger, pursuant to art. 2501-*ter* of the Italian Civil Code (the "**Plan for the merger**").

1. TYPE, NAME AND REGISTERED OFFICE OF THE COMPANIES TAKING PART IN THE MERGER

1.1 Surviving company

Intesa Sanpaolo S.p.A., a company with Registered office in Torino, Piazza San Carlo 156, and a secondary registered office with standing representation in Milano, Via Monte di Pietà 8, with subscribed and paid-in share capital of Euro 6,646,547,922.56, fiscal code and Torino Company Register No. 00799960158, included in the National Register of Banks, Parent Company of banking group Intesa Sanpaolo included in the National Register of Banking Groups, Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund.

1.2 Company to be merged

Sanpaolo IMI Internazionale S.p.A., a company with Registered office in Padova, Via Trieste 57/59, with subscribed and paid-in capital of Euro

103,678,000.00, fiscal code and Padova Company Register No. 02226791206, listed in the register of financial intermediaries as per art. 113 of Legislative Decree no. 385 dated 1 September 1993 under no. 33821, a company whose activity is managed and coordinated by the sole shareholder Intesa Sanpaolo and belonging to banking group Intesa Sanpaolo included in the National Register of Banking Groups.

2. ARTICLES OF ASSOCIATION OF THE SURVIVING COMPANY

The text of the Articles of Association of the Surviving company in force is attached to this Plan for the merger under letter a). The merger will not require any changes in the Articles of Association of the Surviving company since Spiminter is wholly-owned by Intesa Sanpaolo.

3. EFFECTS OF THE MERGER

Legal effects of the merger will start from the date determined in the merger deed. Effects of the merger may also start after the date of the last registration provided for by art. 2504 *bis* of the Italian Civil Code.

4. RECORDING OF OPERATIONS OF THE COMPANY TO BE MERGED IN THE FINANCIAL STATEMENTS OF THE SURVIVING COMPANY

The operations carried out by the Company to be merged shall be recorded in the financial statements of the Surviving company, also for tax purposes, as of 1 January of the year in which the merger deed comes into legal effects.

5. TREATMENT WHICH MAY BE RESERVED TO SPECIAL CATEGORIES OF SHAREHOLDERS AND HOLDERS OF SECURITIES OTHER THAN SHARES

No particular treatment is provided for in favour of specific categories of shareholders or holders of securities other than shares of the companies taking part in the merger.

6. PARTICULAR ADVANTAGES IN FAVOUR OF THE DIRECTORS OF THE COMPANIES TAKING PART IN THE MERGER

No particular advantage is provided for in favour of the Directors of the companies taking part in the merger.

ATTACHMENTS

Attachment A: Articles of Association of the Surviving company

On behalf of the Management Board of
Intesa Sanpaolo S.p.A.

On behalf of the Board of Directors of
Sanpaolo IMI Internazionale S.p.A