

# SANPAOLO IMI

## DECISIONS OF THE SHAREHOLDERS' MEETING

**Turin, 30 April 2001** - The Shareholders' Meeting of SANPAOLO IMI S.p.A., meeting today in Piazza San Carlo, took the following decisions on the agenda items:

### Extraordinary part

- 1. amendment to Article 19 of the Articles and By-Laws (Board of Statutory Auditors):** Article 19 has been amended to include the indication of the professional requirements of Statutory Auditors pursuant to the Regolamento introduced by Justice Ministry Decree 162 of 30.3.2000;
- 2. amendment to Article 12 of the Articles and By-Laws (Meeting):** Article 12 has been amended to include the introduction of the meeting regulation as per point 4 of the agenda relative to the ordinary part of the meeting (see below).

### Ordinary part

- 1. approval of the financial statements for 2000 and distribution of profit for the period:** the Meeting approved the Parent Bank statements and examined the Group's consolidated financial statements at 31 December 2000. On period income of € 1,198,612,088.86 (L. 2,320,836,629,306) a dividend of L. 1,100 (approximately € 0.568) will be paid to shareholders for each of the 1,404,036,698 ordinary shares making up the equity capital: ex-dividend date will be 21 May and payment will be on 24 May. The consolidated net income of the Group at the end of 2000 amounted to €1,292 million (L. 2,502 billion) with an increase of 23% against 1999 and a RoE of 18.1% against 14% in the preceding year.
- 2. authorisation for the purchase and sale of own shares:** the Meeting approved the renewal of the **authorisation for the purchase of own shares**, within current legislation, for a period of 18 months and up to a maximum of 140 million shares, with **an increase in the specific reserve** from €980 million (approximately L. 1,898 billion) to €1,000 million (more than L. 1,936 billion). Own shares may also be used, in the context of incentive plans for employees of the Company or its subsidiaries approved by the Board of Directors, for assignment without payment or paid sales;
- 3. number and nomination of the members of the Board of Directors and of the Chairman:** as per the Article and By-Laws which sets the total number between seven and 20, the Meeting nominated **14 members** to the Board of Directors for the three years 2001/2003.

The following were thus elected:

- Rainer Stefano Masera, Chairman
- Alberto Carmi
- Giuseppe Fontana
- Gabriele Galateri di Genola
- Richard Gardner
- Alfonso Iozzo
- Mario Manuli
- Luigi Maranzana
- Virgilio Marrone
- Abel Matutes
- Iti Mihalic
- Emilio Ottolenghi
- Enrico Salza
- Remi François Vermeiren.

The Meeting also awarded the post of Honorary Chairman of the Company to Luigi Arcuti.

- 4. approval of the Meeting Regulation:** following the recommendations contained in the Code of Self-discipline for quoted companies, to which SANPAOLO IMI has subscribed, a Regulation aimed at guaranteeing the ordered and functional working of shareholders' meetings was approved.

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In the course of the Meeting first indications, based on preliminary data, of the results of the SANPAOLO IMI Group in the first quarter of 2001 were presented. These were made public to the market through a news announcement distributed this morning.

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