

## EXTRACT OF THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

(pursuant to Article 125-bis, paragraph 1, of Legislative Decree 58/1998)

The Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is called, on single call, at the New Headquarters in Torino, entrance in Corso Inghilterra no. 3, at 10.30 a.m. on **27 April 2015**, to discuss and pass resolutions on the following

### Agenda:

- 1) Proposal for allocation of net income for the year
- 2) Remuneration and own shares
  - a) Report on Remuneration: resolution pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998
  - b) Proposal for the approval of the Incentive Plan based on financial instruments and authorisation for the purchase and disposal of own shares
  - c) Proposal for the approval of the criteria for the determination of the compensation to be granted in the event of early termination of the employment agreement or early termination of office
  - d) Proposal for the approval of an increase in the cap on variable-to-fixed remuneration for specific and limited professional categories and business segments.

Information on the share capital and on the methods and terms for:

- participating and casting votes in the Shareholders' Meeting (in this regard, please note that the "record date" is 16 April 2015);
- participating and casting votes in the Shareholders' Meeting by proxy and through the Appointed Representative (Computershare S.p.A.);
- exercising the right to add items to the agenda, the right to submit new proposals for resolution and the right to ask questions on items on the agenda;
- the availability of the reports on the items on the agenda and of the documentation for the Shareholders' Meeting

is set forth in the full notice of call available on the website [group.intesasbanpaolo.com](http://group.intesasbanpaolo.com) ("Governance"/"Shareholders' Meeting" section).

The "Governance/Shareholders' Meeting" section of the website (link "Route description") includes all the information on how to reach the venue of the Shareholders' Meeting.

This extract has been published in the daily newspapers "Il Sole 24 Ore", "La Stampa", "Corriere della Sera", "Financial Times" and "The Wall Street Journal".

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MILANO 2015

for the Management Board  
The Chairman - Gian Maria Gros-Pietro