

## NOTICE OF CALL OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

The Extraordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. is convened, **on single call**, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 on **27 April 2018**, to discuss and pass resolution on the following

### **Agenda:**

Mandatory conversion of savings shares into ordinary shares and concurrent removal of the indication of nominal value for the shares of Intesa Sanpaolo from the Articles of Association. Amendment of Articles 5 and 29 and removal of Article 30 of the Articles of Association. Pertinent and consequent resolutions.

### **Right to attend the Shareholders' Meeting**

The Meeting may be attended by persons holding the relative voting rights at the close of the accounting day on the seventh business day prior to the date of the Meeting (**18 April 2018 - "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 the Company's 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 2018). 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 in the Shareholders' Meeting may appoint a proxy to represent them, 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](http://group.intesasanpaolo.com) ("Governance"/"Shareholders' Meeting" section).

The proxy may be granted via an electronic 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 e-mail to [notifica.delega@intesasanpaolo.com](mailto:notifica.delega@intesasanpaolo.com).

If the proxy holder has sent or delivered a copy of the 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 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 2018**).

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 proxy form available on the website [group.intesasanpaolo.com](http://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 2018 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@pecserviziottitoli.it](mailto:intesasanpaolo@pecserviziottitoli.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 10,127,350 own ordinary 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 within ten days of the publication of this notice (*i.e.*, by **16 February 2018**) additions to the list of items on the agenda or submit proposed resolutions on the 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](mailto: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 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 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 2018**) 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 such Board, 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@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com), fax +39 0110932650).

## **Right to ask questions on the items on the agenda**

Persons entitled to vote in the Shareholders' Meeting may submit questions on the items on the agenda also before the Meeting; said questions must be received by the third day prior to the date of the Shareholders' Meeting (*i.e.*, **by 24 April 2018**) through the dedicated section of the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com), by email to [domande.assemblea@intesasanpaolo.com](mailto:domande.assemblea@intesasanpaolo.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 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 documentation relating to the Meeting is made available to the public within the terms provided, at the Company's Registered Office, on the authorised storage system (on [www.emarketstorage.com](http://www.emarketstorage.com)), and on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) ("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, email [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com))
- Investor Relations (tel. +39 0287943003, fax +39 0287943123, email [investor.relations@intesasanpaolo.com](mailto: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.

## **Publication of this notice**

This notice is published on 6 February 2018 on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com), pursuant to Article 125-*bis* of Legislative Decree no. 58/1998 and also for the purposes of Article 2437-*ter*, par. 3 of the Italian Civil Code. An extract of this notice will also be published in the following 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](http://group.intesasanpaolo.com), in the "Governance"/"Shareholders' Meeting" section.

Torino, 6 February 2018

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

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**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.