

SUPPLEMENT TO THE NOTICE OF CALL OF THE SHAREHOLDERS' MEETING

(Extract pursuant to Article 125-bis, paragraph 1, of Legislative Decree no. 58/1998)

Reference is made to the **Meeting of Ordinary Shareholders** of Intesa Sanpaolo S.p.A., which was convened, **on single call**, by a **notice published on 6 February 2018** on the website group.intesasnpaolo.com ("Governance"/"Shareholders' Meeting" section), to be held at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 a.m. **on 27 April 2018**.

In respect of the above, following the additions to the agenda resolved upon by the Board of Directors and made known through the **supplement to the aforementioned notice of call**, which was published on **20 March 2018** on the website group.intesasnpaolo.com ("Governance"/"Shareholders' Meeting" section), the Shareholders' Meeting, in ordinary and extraordinary session, is called upon to discuss and resolve on the following

Agenda:

Ordinary part

1. 2017 financial statements:
 - a) Approval of the Parent Company's 2017 financial statements
 - b) Allocation of net income for the year and distribution to shareholders of dividend and part of the Share Premium Reserve;
2. Increase in the compensation of the Independent Auditors for the assignment of the statutory audit;
3. Remuneration and own shares:
 - a) 2018 remuneration policies for employees and other staff not bound by an employment agreement and for certain categories governed by an agency contract
 - b) Confirmation of the increase in the cap on the variable-to-fixed remuneration to all Risk Takers that are not part of the Corporate Control Functions
 - c) Approval of the 2017 Annual Incentive Plan based on financial instruments
 - d) Authorisation to purchase and dispose of own shares to service the 2017 Annual Incentive Plan
 - e) Approval of the 2018-2021 POP (Performance Call Option) Long-term Incentive Plan for Top Management, Risk Takers and Key Managers
 - f) Approval of the 2018-2021 LECOIP 2.0 Long-term Incentive Plan for all employees that are not recipients of the POP Plan.

Extraordinary part

1. 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;
2. Mandate to the Board of Directors to increase the share capital pursuant to Article 2443, as well as Article 2349, paragraph 1, and Article 2441, paragraph 8 of the Italian Civil Code for the purposes of implementing the 2018-2021 LECOIP 2.0 Long-term Incentive Plan based on financial instruments, referred to under item 3f) of the ordinary part, and consequent amendment of Article 5 (Share Capital) of the Articles of Association.

Information on the share capital and on:

- participating and casting votes in the Meeting (in this regard, please note that the "record date" is 18 April 2018),
- participating and casting votes in the Meeting by proxy and through the Appointed Representative (Computershare S.p.A.),
- exercising the right to add items to the agenda and the right to submit new proposed resolutions on the items already on the agenda,
- exercising the right to ask questions on the items on the agenda before the Meeting,
- the availability of the reports on the items on the agenda and the documentation relating to the Meeting,

is set forth in the aforementioned full notice of call and supplement to the notice.

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

for the Board of Directors

The Chairman – Gian Maria Gros-Pietro