



**SHAREHOLDERS' MEETING  
28, 29 AND 30 APRIL 2009**

Resolution  
First item on the Ordinary Meeting Agenda

Allocation of the Company's net income

Agenda

The "Intesa Sanpaolo S.p.A." Ordinary Shareholders' Meeting, having acknowledged the Management Board's report,

resolves

- 1) to allocate the net income amounting to 1,068,659,742.12 euro as follows:

	(euro)
Net Income for the period	1,068,659,742.12
Assignment of a dividend of 0.026 euro for each of the 932,490,561 saving shares (determined pursuant to Art. 28 of the Articles of Association), for total disbursement of	24,244,754.59
Assignment to the Extraordinary reserve of <u>the residual net income</u>	<u>1,044,414,987.53</u>

- 2) to establish that the dividend on saving shares be made payable, in compliance with legal provisions, as of 21 May 2009, with detachment of the coupon on 18 May 2009.



**SHAREHOLDERS' MEETING  
28, 29 AND 30 APRIL 2009**

Resolution  
Second item on the Ordinary Meeting Agenda

Integration of the remuneration of independent auditors

Agenda

The "Intesa Sanpaolo S.p.A." Ordinary Shareholders' Meeting, having acknowledged the Supervisory Board's report,

resolves

to increase the remuneration of 1,000,000 euro per year to the Independent Auditors Reconta Ernst & Young S.p.A. for the audit of the financial statements of Intesa Sanpaolo S.p.A. for 2009, 2010 and 2011.



**SHAREHOLDERS' MEETING  
28, 29 AND 30 APRIL 2009**

Resolution  
First item on the Extraordinary Meeting Agenda

Changes to the Articles of Association

Agenda

The "Intesa Sanpaolo S.p.A." Extraordinary Shareholders' Meeting, having acknowledge the Management Board's report and the related explanatory note,

resolves

to approve the changes to be made to the Articles of Association contained in the Management Board's report distributed and illustrated to those attending the Shareholders' Meeting taking place with the object of:

- the change to article 7.3 concerning the competence of the Shareholders' Meeting with reference to the Supervisory Board's remuneration and the remuneration policy for Management Board Members and share-based plans;
- the change to articles 13.9, 14 and 15 of reference to articles regarding respectively the Nomination Committee, the Remuneration Committee and the remuneration of Management Board Members appointed to Commissions;
- the change to article 17.2 reserved to the exclusively competence of the Management Board;

- the change to article 18.2 of the resolutions that can be taken in case of urgency;
- the change to article 20.2 of the requirements of the Manager in charge of preparing the Company's financial reports;
- the change to article 22.1 concerning the number of Supervisory Board Members that must meet the independence requirements envisaged in the Corporate Governance Code promoted by Borsa Italiana S.p.A.;
- the change of article 23.13 concerning the remuneration and the compensation for presence in the meetings of Supervisory Board Members;
- the inclusion of the new article 24.9 concerning interests of Supervisory Board Members, attributing n. 24.10 to the current article 24.9;
- the change of articles 25.1, 25.3 and 25.4 concerning respectively the matters of competence of the Supervisory Board, its powers of supervision and the Control Committee;
- the inclusion of the new article 25.5 concerning the Nomination Committee and the Remuneration Committee, attributing n. 25.6 to the current article 25.5;

the inclusion of the new article 37.2 including the provision that the appointment of Commissions as per article 17.2 letter s) and the designation of the executive board members as per article 25.1.1 letter d) shall be carried out starting as of the appointment of the entire Management Board after the meeting of today and until then, therefore, the Management Board may establish advisory Committees or Commissions.