

PRESS RELEASE

INTESA SANPAOLO: ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Torino, Milano, 10 May 2011 – The Ordinary and Extraordinary Shareholders' Meeting was held today chaired by Giovanni Bazoli and resolved upon the following items:

Ordinary part

1. the allocation of an 8 euro cent gross dividend on each of the 11,849,332,367 outstanding ordinary shares and a 9.1 euro cent gross dividend on each of the 932,490,561 outstanding savings shares, for a total disbursement of 1,032,803,230.41 euro. The dividend will be payable starting from 26 May 2011 (with coupon presentation on 23 May). The ratio between the dividend per share and the Intesa Sanpaolo stock price of yesterday, 9 May, returns a dividend yield of 3.8% for ordinary shares and 4.8% for savings shares;
2. the appointment of KPMG S.p.A. as independent auditor for financial years 2012-2020;

Extraordinary part

1. the approval of the proposal to change the following Articles of Association 7 (Shareholders' Meeting), 8 (Convocation), 9 (Right to attend and vote in the Shareholders' Meeting), 11 (Validity of resolutions) and repeal articles 34 (First appointments) and 37 (Final Provision), in accordance with the legislation on shareholders' rights and the procedures governing transactions with related parties, and for the purpose of text updating;
2. the approval of the proposal of a share capital increase, for consideration, of a total maximum amount of 5 billion euro, inclusive of the share premium, in divisible form, to be executed within 31 December 2011, through the issuance of book entry ordinary shares, with a nominal value of 0.52 euro each, to be offered with pre-emptive rights to the shareholders owning ordinary shares and to owners/holders of savings shares of the Company, pursuant to Article 2441, paragraphs 1, 2 and 3 of the Italian Civil Code. The issue price (inclusive of the share premium) of the new ordinary shares and consequently of the maximum number of ordinary shares to be issued and the ratio of the new shares to be offered through pre-emptive rights shall be determined by the Management Board at a time close to the starting date of the rights issue in accordance with market practices.

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