

Merger

Agenda

The shareholders' meeting of
"SANPAOLO IMI S.p.A.", in extraordinary session:

deliberates

1. the approval of the project of merger by incorporation into
"SANPAOLO IMI S.p.A.", registered office in Turin, Piazza San
Carlo 156, of its wholly owned subsidiary "CARDINE
FINANZIARIA S.p.A.", registered office in Padua, Via Trieste
57/59;
2. the conferral to the president of the board of directors, the
deputy chairmen and the managing directors in office,
separately among them, each with the ability to substitute
special delegates for himself, of all the necessary powers to
execute the merger, in due observance of law, and in
particular, in respect of legal dispositions and that which
is contained in the merger project, to effect such merger, to
make and sign the relative act and in general any act, also
in rectification, clarification or integration, and to do
everything necessary or also simply appropriate to conclude
successfully the operation.