



Notice pursuant to art. 84 of Issuers Regulation

(adopted by Consob with resolution no. 11971 of 14 May 1999 and subsequent amendments)

**MERGER BY INCORPORATION OF EURIZON INVESTIMENTI SGR S.p.A.
INTO INTESA SANPAOLO S.p.A.**

This is to inform Intesa Sanpaolo's shareholders that the Management Board of the Bank, in its meeting of 11 April 2008, approved both the plan for the merger by incorporation of Eurizon Investimenti SGR S.p.A., a company wholly owned by the surviving company, into Intesa Sanpaolo S.p.A. and the related explanatory report.

The aforementioned merger plan, following the authorisation released by the Bank of Italy pursuant to art. 57 of Legislative Decree no. 385/1993 and, after consulting Consob, art. 34 par. 4 of Legislative Decree no. 58/1998, was deposited with the Torino Company Register, as provided for by art. 2501-ter of the Italian Civil Code, **on 30 June 2008**.

The plan will be submitted for approval to the Management Board of the surviving company pursuant to art. 2505, par. 2, of the Italian Civil Code, as provided for by art. 17.2 of the Articles of Association. The foregoing is without prejudice to the right – pursuant to art. 2505, last paragraph, of the Italian Civil Code – of the Intesa Sanpaolo S.p.A. shareholders representing at least 5 per cent of the share capital, to request that the approval of the merger on the part of the surviving company be resolved upon at the extraordinary shareholders' meeting in compliance with art. 2502, par. 1, of the Italian Civil Code. Shareholders who may want to exercise this right shall address their **request within eight days from the aforementioned date of deposit of the plan for the merger with the Torino Company Register by registered mail with receipt to Intesa Sanpaolo S.p.A., Servizio Segreteria Societaria-Ufficio Soci, Piazza San Carlo n. 156, 10121 Torino including the proper document certifying the title of the shares (documentation to be sent in advance to fax no. 011/5556396).**

In accordance with the regulation in force, documentation relating to the aforementioned issue - which includes the merger plan, the reports of the Directors as well as the 2007 annual reports (in place of the financial statements) of the companies involved - is deposited with and available to the public at the Company's Registered office and at Borsa Italiana S.p.A. (the Italian Stock Exchange). Documentation is also available on the Company's web site group.intesasanpaolo.com. In addition, the annual reports of Intesa Sanpaolo and Eurizon Investimenti SGR S.p.A. for financial years 2005 and 2006 are deposited with the Company's Registered office.

Shareholders may obtain a copy of the above-mentioned documentation.

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Servizio Segreteria Societaria and Servizio Investor Relations are available for further information (ph.+39.011.5558213, +39.02.87943571, from 8.30 a.m. to 5 p.m., e-mail: segreteria.societaria@intesasanpaolo.com; investor.relations@intesasanpaolo.com).

Intesa Sanpaolo SpA Registered office: Piazza San Carlo, 156 10121 Torino Secondary registered office: Via Monte di Pietà, 8 20121 Milano Share Capital Euro 6,646,547,922.56 Registration number on the Torino Company Register and Fiscal Code 00799960158 Vat number 10810700152 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund Included in the National Register of Banks No. 5361 and Parent Company of banking group "Intesa Sanpaolo", included in the National Register of Banking Groups.