



Notice pursuant to art. 84 of Issuers Regulation

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

**PLAN FOR THE PARTIAL DEMERGER OF NEOS BANCA S.p.A.
IN FAVOUR OF INTESA SANPAOLO S.p.A. AND
CONSUMER FINANCIAL SERVICES S.r.l.**

This is to inform Intesa Sanpaolo's shareholders that the Management Board of the Bank, in its meeting of 30 April 2008, approved both the plan for the partial demerger of Neos Banca S.p.A. (a company wholly owned by Intesa Sanpaolo) in favour of Intesa Sanpaolo S.p.A. and Consumer Financial Services S.r.l. (a company totally controlled by Neos Banca) and the related explanatory report.

The aforementioned demerger plan, following the authorisation released by the Bank of Italy pursuant to art. 57 of Legislative Decree no. 385/1993 on 2 September 2008, was deposited with the Torino Company Register, as provided for by art. 2501-ter of the Italian Civil Code, **on 4 September 2008**.

The plan will be submitted for approval to the Intesa Sanpaolo Management Board 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 shareholders representing at least 5 per cent of the share capital, to request that the approval of the demerger on the part of Intesa Sanpaolo 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 demerger 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 demerger plan, the reports of the Directors as well as the 2007 annual reports (in place of the financial statements) of the companies involved - has been deposited with and available to the public at the Company's Registered office and at Borsa Italiana S.p.A. (the Italian Stock Exchange) as of 30 June 2008. Documentation is also been available on the Company's web site group.intesasanpaolo.com as of the same date. In addition, the annual reports of Intesa Sanpaolo S.p.A., Neos Banca S.p.A. and Consumer Financial Services S.r.l. for financial years 2005 and 2006 have been 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.