

CERTIFICATE OF STIPULATION OF DEED OF MERGER

I Ettore MORONE,

Notary public enrolled on the Notary Roll of the Districts of Torino and Pinerolo, with residence in Torino,

hereby certify

that today was stipulated with a deed under my hand and seal, file n. 109.563/17.118, to be registered as provided for by the law, the merger for incorporation of

SANPAOLO IMI S.p.A., with Registered office in Torino, piazza San Carlo, 156, with share capital of 5,400,253,255.68 euro, registered at the Company Register of Torino with No. 06210280019,

with and into

BANCA INTESA S.p.A., with Registered office in Milano, piazza Paolo Ferrari, 10, with share capital of 3,613,001,195.96 euro, registered at the Company Register of Milano with No. 00799960158.

Pursuant to the merger plan, in the deed of merger for incorporation, and amongst other issues, the parties provided for:

. the merger vis-à-vis third parties, pursuant to art. 2504 bis, par. 2 of the Italian Civil Code,

shall come into effect as of 1st January 2007,

. the transactions of the merged company shall be recorded in the books of the surviving company, also for tax purposes pursuant to par. 9 of art. 172 of Presidential Decree 917/86, as of 1st January 2007.

As a consequence of the merger, the surviving company shall succeed, *ipso iure*, to all of the merged company's assets and liabilities, in force or *in fieri*, both in Italy and abroad, and therefore all the assets, rights and legal relationships of any kind of the merged company shall be transferred to the surviving company, such as in particular the concessions, authorisations and licences of whatever nature and type, the trade names, the company names, the logos, the distinctive signs, lease contracts of any kind, insurance, procurement, public tender, labour, service or supply contracts of whatever type, even those not yet executed, including orders pending or in execution, credits, debits, deposits of whatever nature with whoever made, the rights and commitments, legal filings, litigations, the legal, judicial, administrative, fiscal and tax actions and, moreover in general, all securities or real

estate assets and titles, tangible or intangible, principal or accessory, without exceptions or limitations of any type, which are or may arise in the merged company.

In particular, the surviving company shall succeed:

- to all the mandates conferred to the merged company as well as to all the mandates given by the merged company and to the related powers attributed to the latter or conferred by the latter;
- to all the deeds in general of the merged company which attribute faculties (including powers of signature, expenditure and to grant and manage credit) and powers, as well as to the relevant powers of attorney, including those for legal representation in court proceedings and in other circumstances.

Furthermore, the following are also confirmed:

- all the mandates conferred to the surviving company as well as all mandates given by the surviving company and the related powers attributed to the latter or conferred by the latter;
- all the powers and faculties (including powers of signature, expenditure and to grant and manage credit) attributed by the surviving company and the

powers of attorney conferred by the latter, including those for legal representation in court proceedings and in other circumstances.

As of 1st January 2007 the other resolutions of the Extraordinary Shareholders' Meeting of the surviving company held on 1st December 2006 shall also come into effect and, amongst other issues, provide for,:

- the change in the corporate name to "Intesa Sanpaolo S.p.A.",
- the transfer of the Registered office to Torino, Piazza San Carlo, 156,
- the institution of a secondary registered office in Milano, via Monte di Pietà, 8.

This certificate is issued upon request of the surviving company.

Torino, twenty-eighth December two-thousand-and-six.