Banca Intesa GRUPPO SANPAOLO IMI

Italian Leader with European Scale

Setting a New Benchmark for Value Creation

The Merger Project

Milan, 13 October 2006

Disclaimer

IMPORTANT INFORMATION

In connection with the proposed business combination, the required information document will be sent to Commissione Nazionale per le Società e la Borsa ("CONSOB") and, to the extent that the shares issued of Banca Intesa S.p.A. and Sanpaolo IMI S.p.A. in connection with the proposed business combination will be required to be registered in the United States, a registration statement on Form F-4, which will include a prospectus, may be filed with the United States Securities and Exchange Commission ("SEC"). If an exemption from the registration requirements of the U.S. Securities Act of 1933 (the "Securities Act") is available, the shares issued in connection with the proposed business combination will be made available within the United Sates pursuant to such exemption and not pursuant to an effective registration statement on Form F-4. **Investors are strongly advised to read the documents that will be sent to CONSOB, the registration statement and prospectus, if and when available, and any other relevant documents sent to CONSOB and/or the SEC, as well as any amendments or supplements to those documents, because they will contain important information.** If and when filed, investors may obtain free copies of the registration statement, the prospectus as well as other relevant documents filed with the SEC, at the SEC's web site at www.sec.gov and will receive information at an appropriate time on how to obtain these transaction-related documents for free from the parties involved or a duly appointed agent.

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The shares to be issued in connection with the proposed business combination may not be offered or sold in the United States except pursuant to an effective registration statement under the Securities Act or pursuant to a valid exemption from registration.

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking information and statements about Banca Intesa S.p.A and Sanpaolo IMI S.p.A. and their combined businesses after completion of the proposed business combination. Forward-looking statements are statements that are not historical facts. These statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future operations, products and services, and statements regarding future performance. Forward-looking statements are generally identified by the words "expects," "anticipates," "believes," "intends," "estimates" and similar expressions. Although the managements of Banca Intesa S.p.A. and Sanpaolo IMI S.p.A. believe that the expectations reflected in such forward-looking statements are reasonable, investors and holders of Banca Intesa S.p.A. and Sanpaolo IMI S.p.A. shares are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Banca Intesa S.p.A. and Sanpaolo IMI S.p.A., that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include those discussed or identified in the public documents sent by Banca Intesa S.p.A. and Sanpaolo IMI S.p.A. to CONSOB and under "Risk Factors" in the annual report on Form 20-F for the year ended December 31, 2005 filed by Sanpaolo IMI S.p.A. with the SEC on June 29, 2006. Except as required by applicable law, neither Banca Intesa S.p.A. nor Sanpaolo IMI S.p.A. undertakes any obligation to update any forward-looking information or statements.

Foreword

- This presentation describes the Merger agreement and focuses on the industrial rationale and the value creation potential of the Transaction
- The data herein provided takes into account the impact of the announced disposal of branches / banking subsidiaries to Crédit Agricole and does not include any potential further antitrust requirements
- The New Group Business Plan will be developed by the new management team and will be presented in the first half of 2007

Agenda

Undisputed Italian Leader with European Scale

The Italian Leader	■ Undisputed leader in all segments with a market share of >20% in customer loans and deposits, roughly twice the next largest player ■ Clear leadership in most attractive products ■ Strong capital base and best in-class asset quality
Unique Customer Reach	■ Largest domestic branch network: ~5,500 branches, ~17% market share and ~12 million clients ■ Best branch footprint making the Group truly nationwide: market share >15% in 15 regions out of 20 ■ High penetration of local markets: market share <5% only in 9 provinces out of 103 ■ Particular strength in the wealthiest areas of Italy: strong retail presence covering more than 70% of Italian household wealth
Strategic and Complementary International Presence	■ Strong and complementary presence in Central and Eastern Europe reaching over 6 million clients in 10 countries through ~1,400 branches(1) ■ Most extensive international network among Italian banks with a presence in 34 countries

Undisputed leadership in attractive Italian market with strategic international scale

Note: Data as of 2005 year end pro-forma for the announced disposal of branches / subsidiaries to Crédit Agricole
(1) Including Ukrsotsbank in Ukraine and Panonska in Serbia (acquisitions underway)

Significant Value Creation with Very Low Execution Risk

Significant Synergy Generation

- ~€1.6bn estimated pre-tax synergies in 2009, with a further ~€100m of cost synergies in 2010
  - ~€1bn cost synergies, equivalent to ~10.6% of 2005 combined cost base(1) and representing ~63% of total synergies 2009
  - ~€0.6bn revenue synergies, equivalent to ~3.5% of 2005 combined revenue base(1) and representing ~37% of total synergies 2009
- One-off integration costs estimated at ~€1.6bn

Very low execution risk due to the friendly nature of the merger, proven track record in managing integrations and compatible organisational models

(1) 2005 combined revenues and costs pro-forma for the announced disposal of branches / subsidiaries to Crédit Agricole

A Shared Commitment to Sustainable Growth

The Merger of Two Banks Sharing Common Values

- Solid value creation fostering social cohesion and taking a long term approach to preserving the environment
- Building on local strengths, promoting local economies and respecting local differences
- Client-oriented policies
- Valuing relationships through high quality services and products
- Harnessing human capital as a strong lever to enhance corporate value
- Taking a responsible attitude towards all stakeholders through continuous and constructive dialogue

Ready to face the challenges of delivering sustainability

Attractive Proposition for All Stakeholders

Shareholders	■ Ordinary payout in excess of 60% while maintaining a sound capital base ■ Possibility to return excess capital to shareholders ■ Transaction EPS accretive for both Banca Intesa and Sanpaolo IMI shareholders ■ Higher growth potential than stand-alone entities ■ Modern governance rules ensuring fair representation of all Shareholders and effective management
Clients	■ A true "local" bank in all Italian regions with unrivalled retail presence ■ Enhanced product and service offering as result of new investments in technology and product innovation ■ Even more competitive pricing for clients in some products thanks to cost efficiencies
Employees	■ Creation of an industry leader, able to attract and retain talent ■ Professional growth opportunities for all employees ■ Stimulating and transparent environment where merit is rewarded ■ Transparent rules and disclosure of strategies in order to enhance internal cohesion
Society and Environment	■ An important growth engine for the countries where the Group operates, particularly Italy, able to favour infrastructure development initiatives and Italian corporates' main business projects in Italy as well as abroad ■ Great attention to the specific needs of all segments of society and promotion of financial inclusion (i.e. immigrants, young people, Third Sector, etc.) ■ Strong commitment to the protection of the environment and local communities strengthening sustainable performances

Fully committed to value creation, leveraging a unique market presence

Key Terms and Clear Corporate Governance

Key Terms and Conditions	■ Friendly transaction to be implemented via a merger of equals ■ 3.115 new Banca Intesa ordinary shares for each Sanpaolo IMI ordinary / privileged share ■ Combined market capitalisation of ~€72bn(1) ■ Conditions: subject to shareholders' and relevant regulatory approval
Agreement with Crédit Agricole	■ Disposal of CR Parma, FriulAdria and 193 branches to Crédit Agricole ■ Feasibility study to assess the possibility of a pan-European joint-venture in asset management ■ Put / Call agreements with Crédit Agricole on the activities attributable to 65% of Nextra sold in 2005 if the joint-venture in AM is not considered feasible

Clear Corporate Governance	■ Legal HQ in Turin, operating HQs in Milan and in Turin
	■ Modern corporate governance proposition through Dual Model:
	  ■ Supervisory Board - Approval of strategic decisions
	  ■ Management Board - Group management
	■ Well-defined allocation of responsibilities
	  ■ One Chairman at Supervisory Board level (Giovanni Bazoli) and 1 Chairman at Management Board level (Enrico Salza)
	  ■ One Empowered CEO: Corrado Passera, part of the Management Board
	  ■ Two general managers. One of them, Pietro Modiano, deputy to the CEO

Organisational Model	■ Enhancement of the "Banca dei Territori" model: the most appropriate way for managing different regional realities ■ Adoption of a single national brand for Banca Intesa S.p.A. and Sanpaolo IMI S.p.A. branch networks

(1) Based on share prices as of 11 October 2006

Key Transaction Dates

		Status
26 August 2006	■ Approval of the Merger Project guidelines by Banca Intesa and Sanpaolo IMI Boards	✓
12 October 2006	■ Approval of the Agreement with Crédit Agricole by Banca Intesa Board ■ Approval of the Merger Project by Banca Intesa and Sanpaolo IMI Boards	✓
End November / Beginning December 2006	■ Approval of Merger Documentation (“Progetto di Fusione”) by Banca Intesa and Sanpaolo IMI EGMs	
By End December 2006	■ All relevant regulatory approval	
1 January 2007	■ Merger effective	

Note: Timetable is indicative and may change depending on legal and regulatory considerations

Agenda

1. Transaction Summary

2. **Industrial Rationale**

3. The Agreement with Crédit Agricole

4. Corporate Governance and Organisational Model

5. Value Creation

6. Integration Process

7. Closing Remarks

The Undisputed Italian Leader

Product / Segment	Market Share	Ranking (#)	Δ vs. Next Largest Player
Loans to Customers	20.2%	1	+9.6pp
Mortgages	19.0%	1	+2.0pp
Consumer Credit[(1)]	15.4%	1	+4.1pp
Factoring	25.3%	1	+9.5pp
Customer Deposits	20.4%	1	+10.0pp
Asset Management	30.9%	1	+15.8pp
Bancassurance	27.5%	1	+14.8pp
Private Banking	23.4%	1	+6.6pp
Foreign Trade Settlements	27.4%	1	+13.6pp

Source: 2005 Annual Reports, Bank of Italy, UIC, IAMA, Assifact, Assogestioni, Assofin, Ass. Italiana Private Banking and Thomson Financial
Note: Data as of 2005 year end pro-forma for the announced disposal of branches / subsidiaries to Crédit Agricole, except for asset management (June 2006). Market shares based on the following metrics: for mortgages and consumer credit, new business; for asset management, OICR funds; for bancassurance, life new premiums; for private banking, total assets' clients; for factoring, cumulated turnover; for foreign trade settlements, total value of payments (goods)
(1) Including Agos

The Italian Market Has High Growth Potential

Products	Indicators	Italy	Europe[(1)]	Δ
Current accounts	Current accounts/ inhabitant	0.8	1.0	-20%
Credit cards	Cards/inhabitant	0.5	0.8	-38%
Life insurance	Reserves/GDP (%)	26.1	49.7	-23.6p.p.
Mortgages	Stock/GDP (%)	19.2	52.7	-33.5p.p.
Consumer finance	Stock/GDP (%)	5.5	8.9	-3.4p.p.

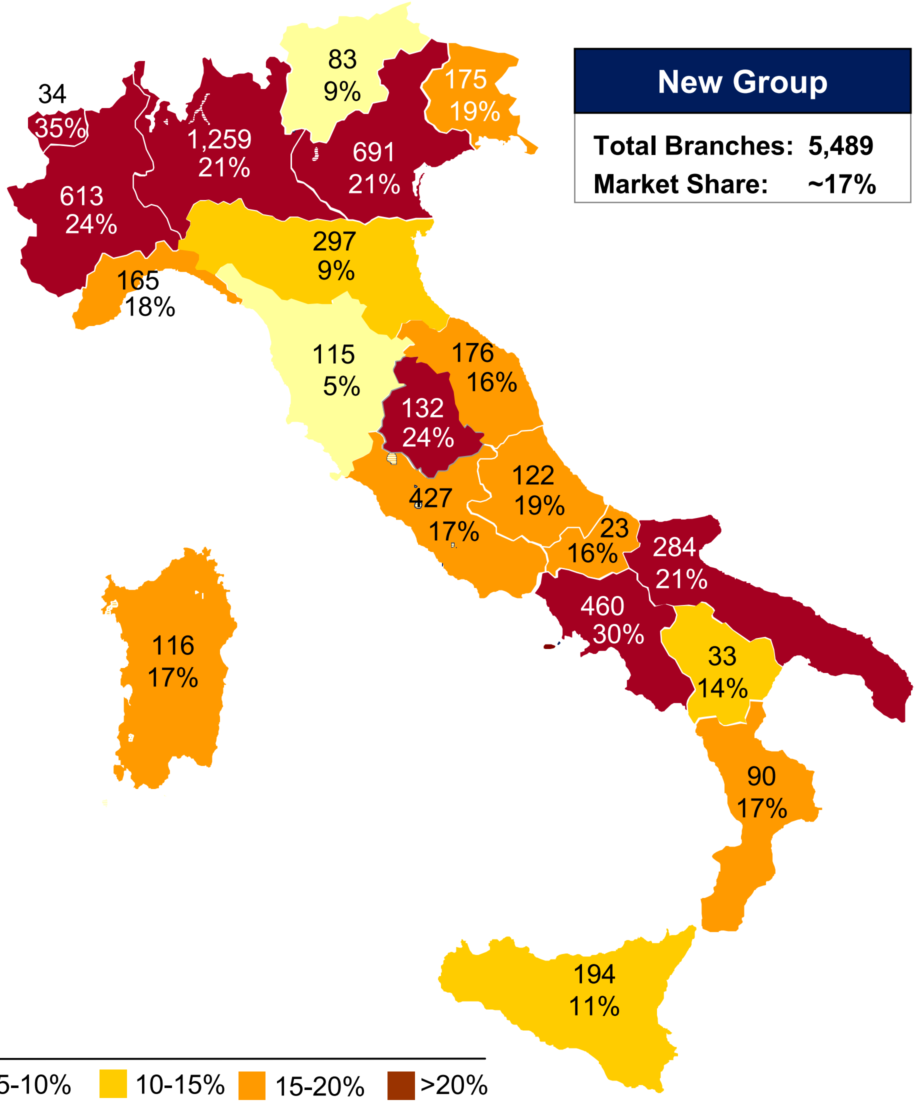
Source: Central Banks, RBR Payment Cards in Europe, local category associations, McKinsey analysis
(1) Includes: France, Germany, UK, Spain, Portugal, Belgium, Sweden, the Netherlands, Switzerland

Financial Strength Built on Best in Class Asset Quality and Sound Capital Base

	New Group	Main Italian Competitors(2)
NPL(1) Coverage	72%	62%
Net NPLs(1) / Net Loans	0.8%	2.2%
Core Tier 1 Ratio	8.8%	6.2%

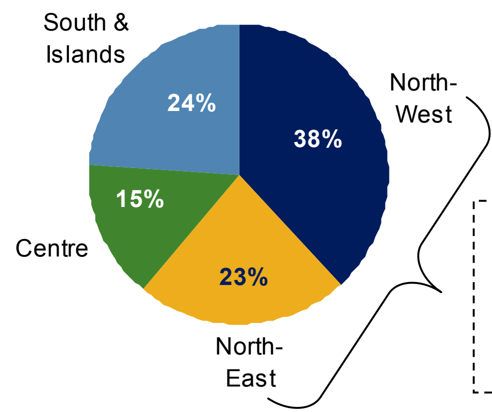
Note: Data as of 2005 year end pro-forma for the announced disposal of branches / subsidiaries to Crédit Agricole, including capital gains
(1) Sofferenze
(2) UniCredit, Capitalia, MPS, BNL

Unique Customer Reach

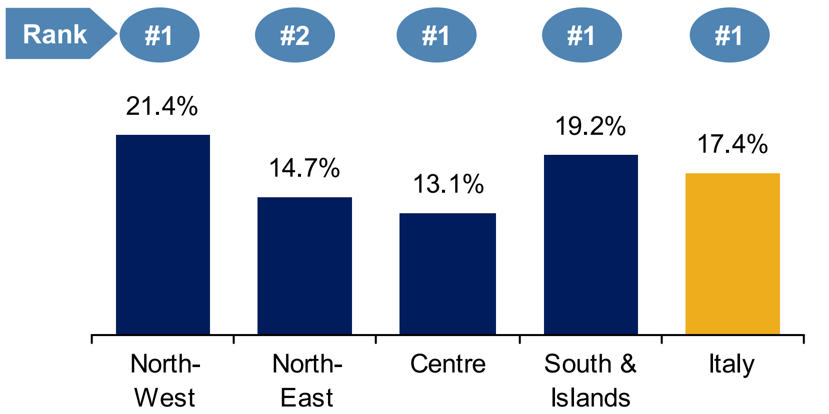


New Group	
Total Branches:	**5,489**
Market Share:	**~17%**

Branch Distribution by Geography



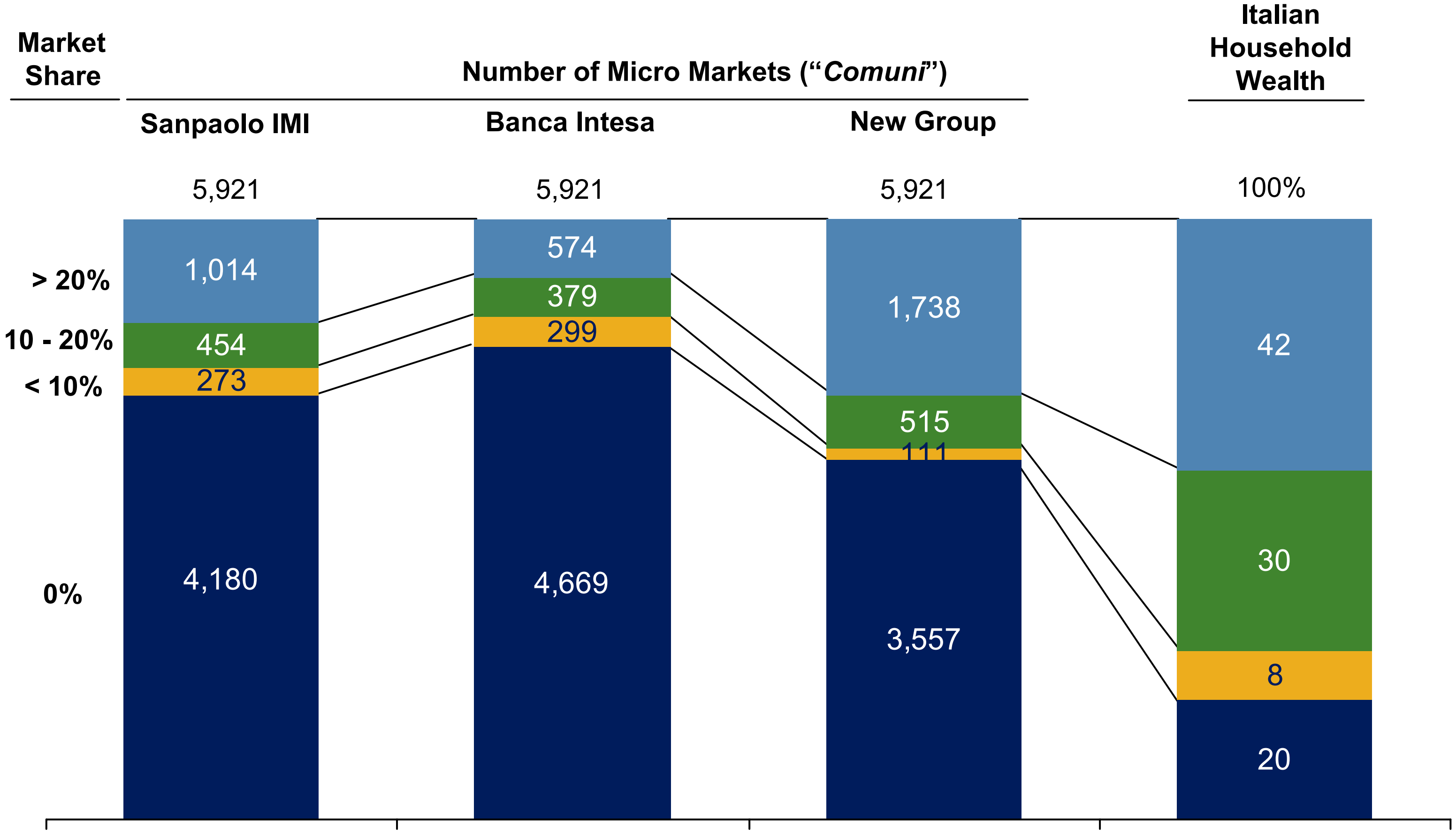
Market Share and Positioning of the New Group



Source: Bank of Italy. Data as of 2005 year end pro-forma for the announced disposal of branches / subsidiaries to Crédit Agricole
(1) Source: Bank of Italy regional accounting reports as of May 2006 based on 2005 data

High Penetration of Local Markets, Particularly Strong in the Wealthiest Areas

Strong Retail Presence in Areas Representing ~70% of Household Wealth

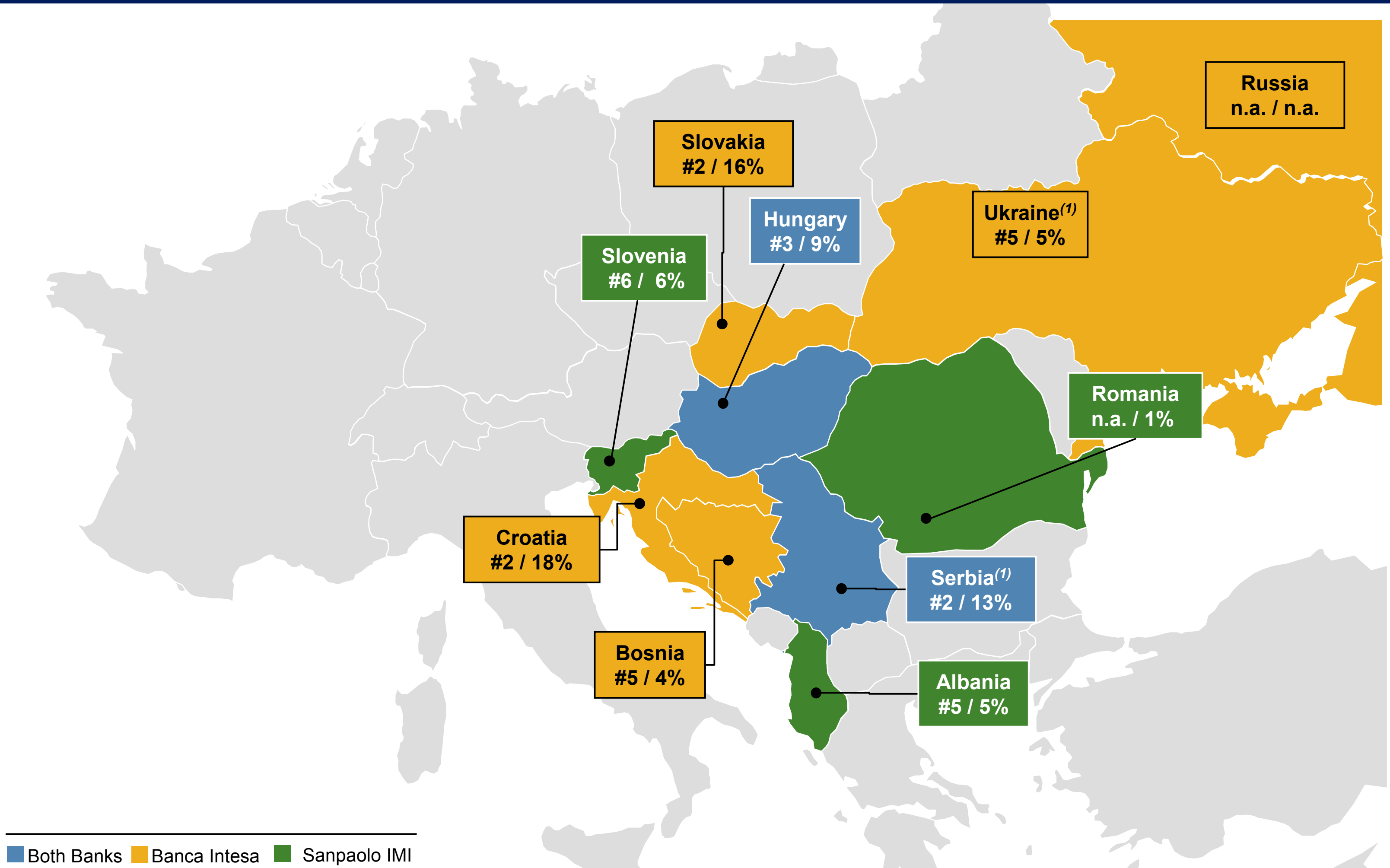


"Banca dei Territori" organisational model with strong local brands will help to maximise local reach

Source: Istat, Bank of Italy
Note: Data as of 2005 year end pro-forma for the announced disposal of branches / subsidiaries to Crédit Agricole

Strong and Complementary Strategic Presence in Fast Growing Central and Eastern European Markets

Combined Presence in CEE



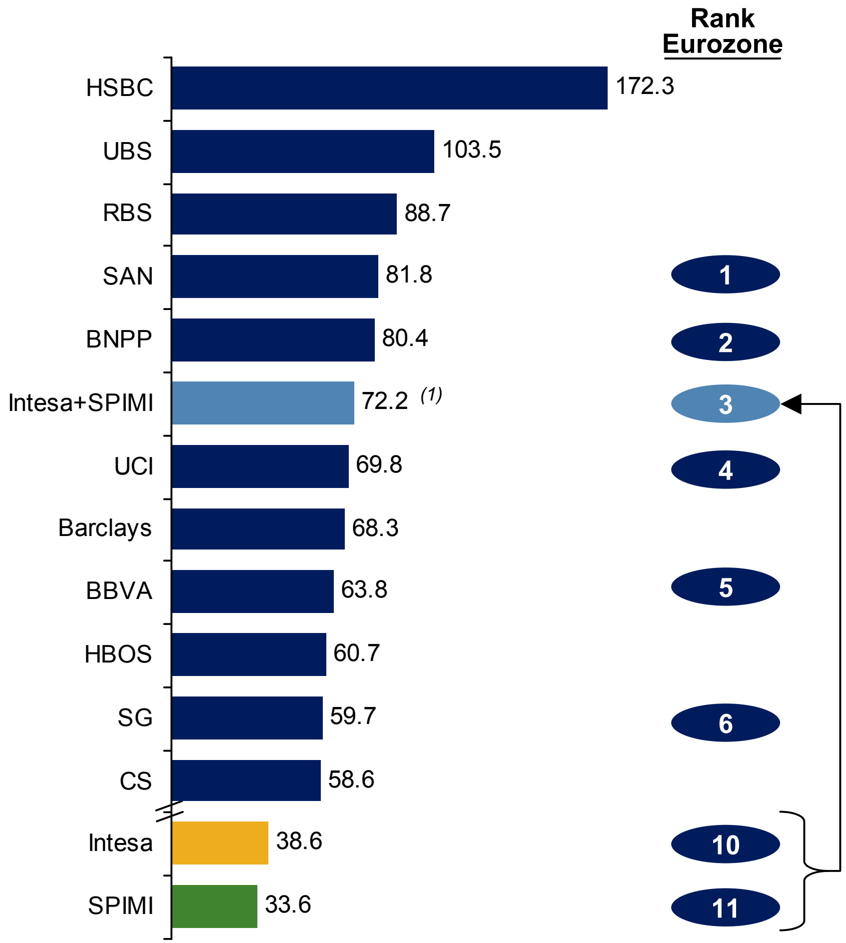
Presence in 10 countries, total assets of over €25bn and ~1,400 branches[1]

Source: Annual reports, public information. Market shares and rankings calculated on total assets

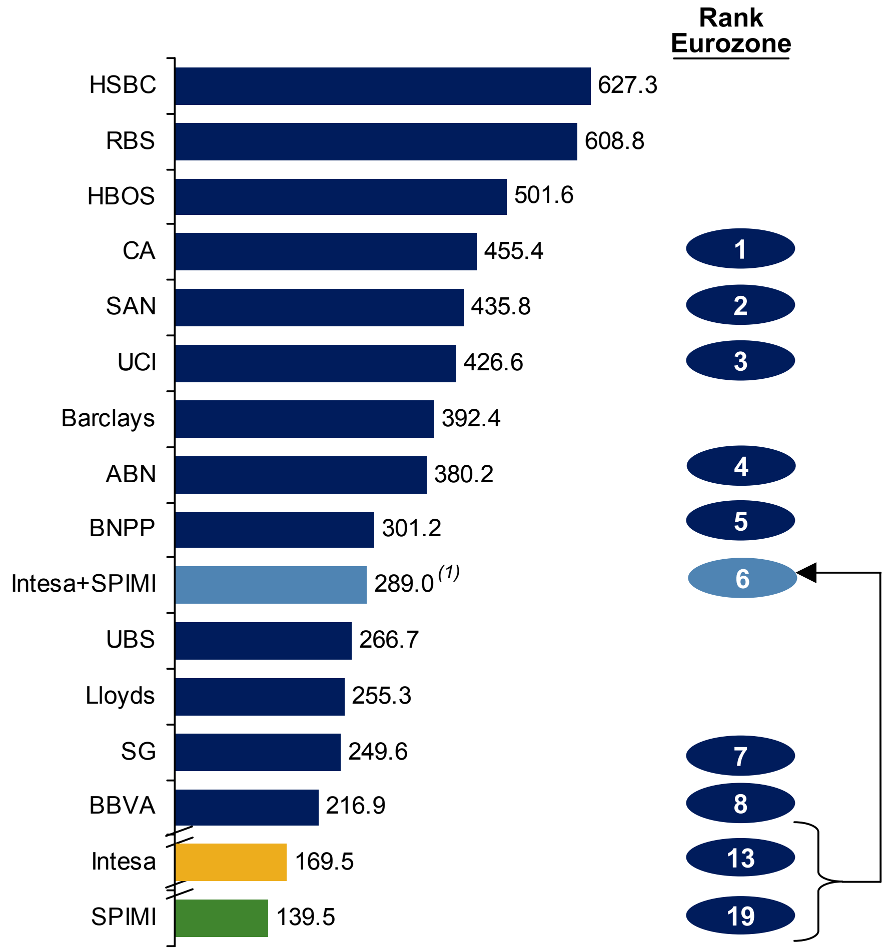
(1) Including Ukrsotsbank in Ukraine and Panonska in Serbia (acquisitions underway)

Leading European Player

Market Capitalisation (€bn)



Customer Loans (€bn)



The New Group will be one of the top Eurozone banks

Source: FactSet. 2005 Annual Reports. Sample including only publicly traded European banks, except ING and Fortis (due to the high weight of the insurance business)
Prices as of 11 October 2006
(1) Data as of 2005 year end pro-forma for the announced disposal of branches / subsidiaries to Crédit Agricole

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2. Industrial Rationale
3. **The Agreement with Crédit Agricole**
4. Corporate Governance and Organisational Model
5. Value Creation
6. Integration Process
7. Closing Remarks

The Agreement at a Glance: Summary and Strategic Rationale

Strategic Rationale

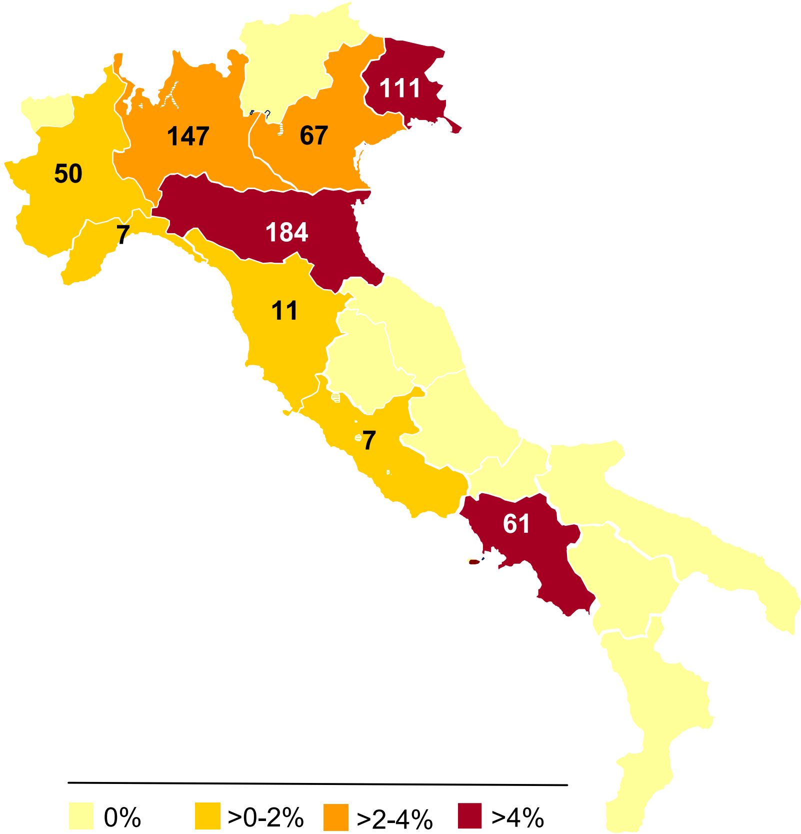
- Pre-emptively addressing antitrust issue
- Address branch overlap
- Maximise value from disposals
- Restore all options to develop New Group asset management business

Banking Network	■ Disposal to Crédit Agricole ("CA") of ▪ 100% of CR Parma e Piacenza (310 branches as of 30 June 2006) ▪ 76% of FriulAdria (149 branches as of 30 June 2006) ▪ Additional 193 retail branches, again to pre-empt antitrust issues ■ Aggregate cash purchase price of ~€6bn ■ Pre-tax capital gain of ~€4bn
Asset Management	■ Assess the possibility of a pan-European joint-venture in asset management ■ Put / Call agreements up to October 2007 with CA on the activities attributable to the 65% of Nextra sold in 2005 by Banca Intesa to CA at a price in line with the price of the original sale
Other	■ Consumer credit joint venture - related to Banca Intesa network - to remain in force for 3 year period, at the end of which a call / put option is exercisable for the sale to CA of Banca Intesa's 49% interest in Agos ■ Transaction closing conditional on the merger

Sizeable pre-tax capital gain of ~€4bn and complete freedom in developing the New Group's asset management business

Banking Network: Disposal of 652 Branches to Crédit Agricole

Agreed Banking Perimeter (1)



Key Financials

	Data (1H06)	Implied Multiple
Net Equity	€2bn	3.2x
Direct Customer Deposits	€24bn	0.26x
Indirect Customer Deposits	€44bn	0.14x
Net Income	€201m	16.6x(2)
Branches	652	€9.6m per branch

Cash consideration of ~€6bn, with a pre-tax capital gain of ~€4bn, fully recognises value of sold assets

(1) Bank of Italy. Data as of December 2005
(2) Based on FY06 expected Net Income

Asset Management: Re-Acquiring Full Flexibility

Current Structure

Key Terms of the Agreement

- Feasibility study to assess the possibility of a pan-European joint-venture in asset management
- If joint-venture project not feasible
  - Put / call agreement on the activities attributable to the 65% of Nextra sold in 2005 at a price in line with the price of the original sale (€816m)
  - Exercise period: from the date of the branches' sale (Jan-Mar 2007) up to October 2007
- Existing agreements to remain in force with respect to the exclusive distribution until exercise of the call/put options, with the exception of the following
  - Crédit Agricole shall waive the right to purchase, following the merger, Sanpaolo IMI AM companies
  - Crédit Agricole acknowledges that Sanpaolo IMI branch network does not fall within the scope of the distribution agreement

The New Group will have complete freedom in developing the significant potential of the asset management business

Agenda

Effective Corporate Governance through Dual Model and One Empowered CEO

Supervisory Board

- Members elected by the General Shareholders' Meeting
- Supervising the activities of the Management Board
- Specifically responsible for the approval of main strategic initiatives proposed by the Management Board

Management Board

- Members elected by Supervisory Board
- Responsible for the group management in accordance with the general strategic guidelines defined by the Supervisory Board

CEO

- One empowered CEO, member of the Management Board

Modern governance rules ensuring fair representation of all shareholders and effective management

Divisional Model with Clearly Identified Business Units (1/2)

Parent Company (Operating Holding)

- Legal HQ in Turin
- Operating HQs in Milan and Turin

Banca dei Territori(1)

Clients:
- Retail
- Private
- Small business
- SME

Corporate & Investment Banking

- Corporate
- Financial institutions

Public & Infrastructure Financing

- Sovereign / public authorities
- Public utilities
- Other PA service providers
- Infrastructures

Foreign Subsidiary Banks

- Presence in 10 CEE countries

Eurizon

- Asset management
- Life and P&C insurance
- PFA network

Other Product Companies

- Under the Group business units' control

Business Units | Products Companies

(1) Domestic commercial banking

Divisional Model with Clearly Identified Business Units (2/2)

	Banca dei Territori[1]	Corporate & Investment Banking	Public & Infrastructure Financing	Foreign Subsidiary Banks
Key Characteristics	■ The leading banking distribution network in Italy - ~5,500 domestic branches with ~12m retail clients - creation of a specialised "Private Bank" with 190 dedicated service centres - ~300 specialised SME centres - ~4,000 investment advisors in the branch network - unique platform for direct channels ■ Co-ordination of an integrated product companies platform, incl.: - Credit cards - Leasing	■ Largest corporate player in Italy ■ Group provider for corporate and investment banking services, working closely with other business units to leverage strong customer base ■ Leading Italian debt equity capital markets platform, with critical mass in several plain vanilla and structured products ■ Undisputed leadership in factoring ■ Leveraging strong competencies and brands	■ Creation of a leading Italian player through the merger of Banca OPI / BIIS - ~€23bn lending to PA customers - 22% market share in Italy ■ Dedicated product offer, incl.: - Lending - Municipal bonds - Project financing - Equity investments - Advisory - Securitisations	■ Strong CEE positioning with enhanced growth potential[2] : - presence in 10 countries - ~1,400 branches - €25bn total assets

(1) Domestic commercial banking
(2) Including Ukrsotsbank in Ukraine and Panonska in Serbia (acquisitions underway)

Enhancing Territorial Strength through the “Banca dei Territori” Model

Main Features

- Clear flat and effective management structure with key role of area managers
- Local character maintained through valuable brands and separate legal entities
- Specialisation through dedicated branches and customer service models
- Full use of multi-channel delivery of banking services
- Single operating and back office platform

Benefits for the New Group

- Clear management ownership and accountability
- Build on the strong local ties of the Group’s regional brands
- Enable effective management of local diversity and meet customer needs
- Reduce cost to serve customer and improve convenience
- Ensure scale efficiencies and effective business process management

The New Group Network Model

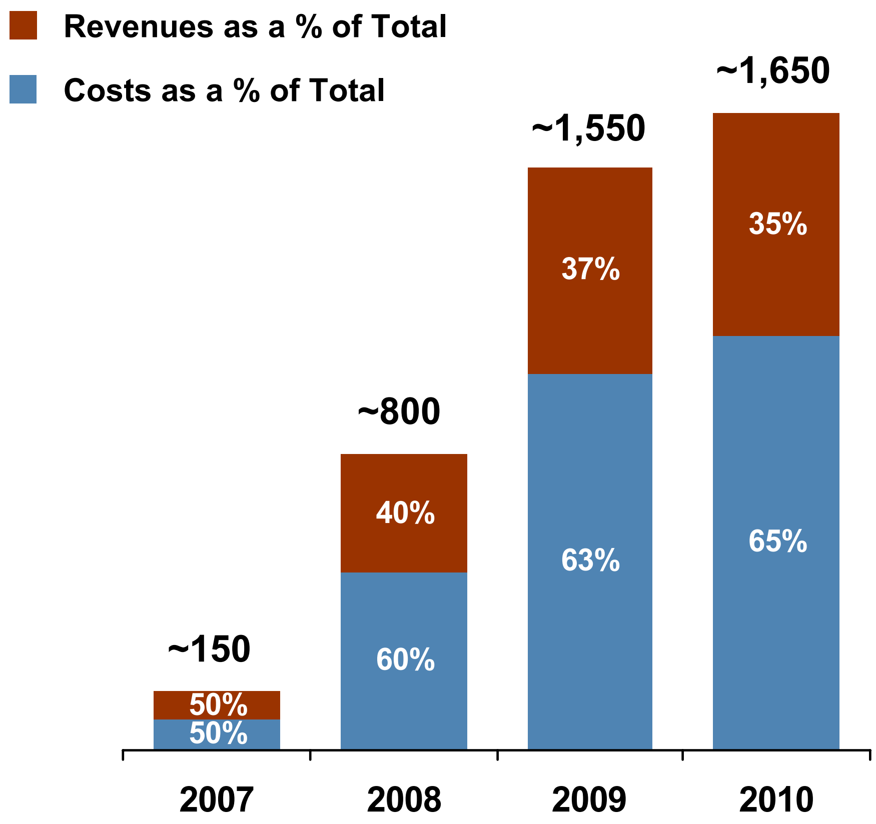
- Enhanced territorial strength through regional banks concentrated in their traditional geographical areas
- A network of the merged Banca Intesa S.p.A. / Sanpaolo IMI S.p.A. branches under a common umbrella brand complemented by regional banks with strong local brands
- Elimination of commercial overlap through branch transfers facilitating customer reach

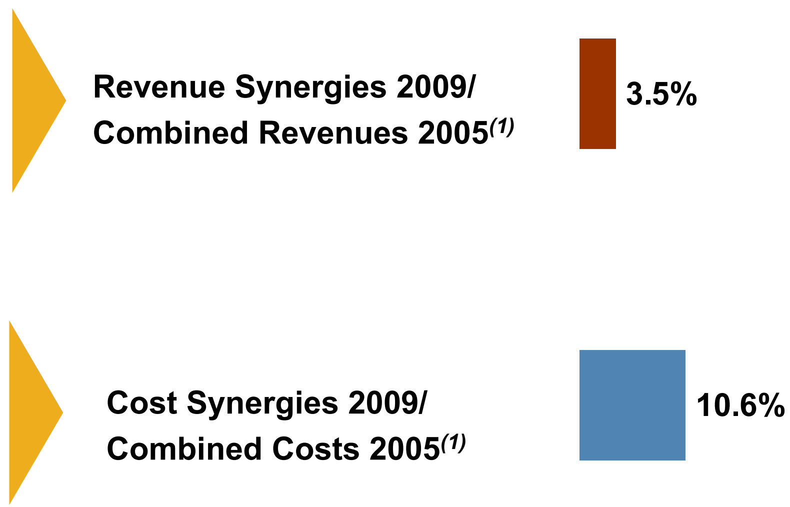
The most appropriate way for managing different regional realities

Agenda

€1.6bn Synergies by 2009, with Further ~€100m in 2010

Pre-Tax Synergies (€m)





(1) Data pro-forma for the announced disposal of branches / subsidiaries to Crédit Agricole

Cost Synergies Breakdown and Key Actions

	Amount (€m)	% of Total	Key Actions
IT	270	28%	■ Unification of IT architecture ■ Rationalisation of software / hardware management and info providers
Central Functions	140	14%	■ Integration and rationalisation of new combined structure
Administrative Expenses	310	32%	■ Economies of scale ■ Unification of procurement functions ■ Renegotiation of purchasing agreements
Back Office/ Support Structures Banking Network	160	16%	■ Integration of back office at both central and local level ■ Alignment to best practice
Product Companies	90	9%	■ Integration of product companies (e.g. Leasint / Intesa Leasing)
International Network	10	1%	■ Economies of scale in overlapping CEE banking subsidiaries ■ Integration of international offices
Total 2009	980	100%	Personnel cost savings 07-09 equal to €360m, representing ~7% of combined personnel costs in 2005, mainly from central functions and back office rationalisation

Revenue Synergies Breakdown and Key Actions

	Amount (€m)	% of Total	Key Actions
Retail	405	70%	■ Higher penetration in local markets leading to an increase in cross-selling and share of wallet ■ Improved pricing competitiveness ■ Launch of new products ■ Best practice transfer
Corporate	250	43%	■ Increased number of commercial staff per client enables improved market coverage ■ Alignment of internal best practice in terms of productivity / margins thanks to product sharing, IT and strengthened commercial approach ■ Enhancement of investment banking / capital markets factory
Revenue Attrition	(75)	(13%)	■ Estimated potential reduction of business volumes related to corporate clients exceeding appropriate risk reward ratio in share of wallet
Total 2009	580	100%	

Key Factors Empowering the Growth Potential of the Group

Drivers to Enhanced Growth Potential as a Result of the Merger

Penetration	Increased number of micro markets with "optimal" critical mass	Truly national coverage of market Strengthened commercial focus thanks to improved deployment of customer managers
Relative Strength	Increased "reach" / optimised dimension in substantially fragmented markets	Marketing / Communication Product Innovation Networking
Alignment of Best Practices	Performance enhancement driven by knowledge sharing	Flat organisational structure facilitates sharing of best practices
Pooling of Talents effect	Opportunity to draw on best talent in all geographical and product areas	Enhanced commercial effectiveness Allocation of best managers to key clients

Greater growth potential for New Group in highly fragmented local Italian banking markets

Integration Costs Estimated at €1.6bn

	Amount (€m)	% of Total	Description
Personnel	1,070	69%	■ Costs related to expected redundancies ■ Training costs
Advertising	80	5%	■ New Group institutional advertising ■ Commercial development initiatives
IT	300	19%	■ Hardware / software ■ Write-offs ■ Related costs (mobility, training, etc)
Rebranding and Other	100	6%	■ Rebranding: from branches to stationery ■ Legal and consultancy costs
Total 07-09	1,550	100%	

Main Combined Financial Targets

	Combined 2005 Adjusted (1)	Excluding Restructuring Costs 2009	Excluding Restructuring Costs CAGR 05-09
Operating Margin (€bn)	7.2	13.4	16.9%
Net Income (€bn)	3.9	7.0	14.9%
EPS (€)	0.31	0.54	14.9%

Strong value creation with further upside potential returns from excess capital

(1) Data pro-forma for the announced disposal of branches / subsidiaries to Crédit Agricole (not including the capital gain) and adjusted excluding main non-recurring items

Agenda

Integration Process Timeline

	Description	Expected Timeline
Phase 1: Merger Agreement	▪ Creation of one integration unit reporting directly to the CEO ▪ Definition of procedures for co-ordination of former Sanpaolo IMI and Banca Intesa networks ▪ Definition of new divisional business model	▪ Now – Year End
Phase 2: Merger Process	▪ Appointment of the management team ▪ IT diagnostic, choice of target IT system and software development ▪ Integration of central functions ▪ Organisation and IT migration	▪ 18-24 months after merger

Merger completion, with full roll-out of Banca dei Territori, by 2008

Low Execution Risk

Integration Process with a Low Execution Risk thanks to:

- Friendly nature of the transaction
- Proven track-record in managing integrations
- Empowered Chief Executive Officer
- Dedicated integration unit directly reporting to the Chief Executive Officer
- Compatible organisational models

Agenda

Closing Remarks

Italian leader with European scale

Unique customer reach, with high penetration of local markets, creates one of the best domestic competitive positions in European banking

Significant synergy generation due to the domestic nature of the deal

Low execution risk due to friendly nature of the deal, proven track record in managing integrations and compatible organisational models

Full commitment to value creation for all stakeholders