

JOINT PRESS RELEASE

FONDAZIONE CASSA DEI RISPARMI DI FORLÌ

SANPAOLO IMI S.p.A.

CASSA DI RISPARMIO DI FIRENZE S.p.A.

29 November 2000 – Fondazione Cassa dei Risparmi di Forlì, advised by Gallo & C. (Meliorbanca Group), has appointed an industrial partner for its controlled bank Cassa dei Risparmi di Forlì S.p.A.. SANPAOLO IMI, Cassa di Risparmio di Firenze and Fondazione Cassa dei Risparmi di Forlì signed today a sale contract for a part (20%) of the share capital of the Cassa dei Risparmi di Forlì, for a total of 315 billion lire.

As a result of this sale, the share capital of Cassa dei Risparmi di Forlì will be distributed as follows:

Cassa dei Risparmi di Forlì Foundation	51.35%;
SANPAOLO IMI	15.0%;
Cassa di Risparmio di Firenze	5.0%;
other investors	28.65%.

The two buying Banks have also agreed to buy a further amount of about 8% of the share capital from other private investors, for an estimated total of 120 billion lire, through a public share offer.

Relationships among Fondazione Cassa dei Risparmi di Forlì, SANPAOLO IMI and Cassa di Risparmio di Firenze will be regulated through shareholder agreements which will give the two buying Banks the role of stable industrial partners of Cassa dei Risparmi di Forlì, with a view to encourage further business development in the key market area: this role is strengthened by an industrial agreement between Cassa dei Risparmi di Forlì and the buying Banks for the supply of products and for the development of joint initiatives in the region.

Through this operation, Fondazione Cassa dei Risparmi di Forlì proceeds according to the regulations of the “Ciampi Law” while at the same time it preserves the autonomy of Cassa dei Risparmi di Forlì and strengthens it through a long-lasting partnership with strong industrial partners. Fondazione Cassa dei Risparmi di Forlì has also been given the right to sell the remaining shares of its controlled bank, in the form of a unilateral put option.

With this transaction, SANPAOLO IMI and Cassa di Risparmio di Firenze confirm their interest in expanding in Central Italy and in Emilia Romagna and consider Cassa dei Risparmi di Forlì an excellent partner which can promote their high value added products.

Finally, private investors of the Cassa dei Risparmi di Forlì will benefit from the realisation of a fair share of profit on part of their investment portfolio and from an expected increase in the share price value going forward.

Cassa dei Risparmi di Forlì, with its 60 branches, enjoys a leadership position in Romagna, with high profitability margins: for 2000, a ROE of 10% is expected, on the basis of shareholders' equity of 347 billion lire. The ROE should improve considerably over the next two years, also as a result of the synergies that can be developed together with SANPAOLO IMI and Cassa di Risparmio di Firenze.

The transaction is subject to the necessary authorisations from the appropriate authorities.