

PRESS RELEASE

Notice pursuant to Article 84 of Issuers' Regulation

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

INTESA SANPAOLO: MERGER BY INCORPORATION OF ACCEDO S.P.A. INTO INTESA SANPAOLO S.P.A.

Turin - Milan, 21 December 2016 – Notice is hereby given that, following the authorisation released by the Bank of Italy pursuant to Article 57 of Legislative Decree no. 385/1993, the plan for the merger by incorporation of Accedo S.p.A. into Intesa Sanpaolo S.p.A. was filed on 20 December 2016 with the Torino Company Register, as provided for by Article 2501-ter of the Italian Civil Code.

The merger will be approved by the Board of Directors of Intesa Sanpaolo, without prejudice, pursuant to Article 2505, last paragraph, of the Italian Civil Code, to the right of Intesa Sanpaolo shareholders holding at least five per cent of the Bank's share capital, to request, by 28 December 2016, that the approval be resolved upon by shareholders at an Extraordinary meeting, in compliance with Article 2502, paragraph 1, of the Italian Civil Code.

Shareholders are asked to address their request, including the document certifying the title of the shares, by registered mail with delivery receipt to Intesa Sanpaolo S.p.A., Servizio Adempimenti Societari, Rapporti con gli Azionisti e Processi Autorizzativi - Ufficio Soci, Corso Inghilterra 3, 10138 Torino (documentation to be transmitted in advance to email: ufficio.soci@intesasnpaolo.com).

In accordance with the regulations in force, the documentation relating to the aforementioned merger has been made available as of 20 October 2016 at the Registered Office of Intesa Sanpaolo, as well as on the authorised storage system [eMarket Storage](#) and on the website group.intesasnpaolo.com.

Ufficio Soci and Investor Relations are available for any further information at the following email addresses: ufficio.soci@intesasnpaolo.com; investor.relations@intesasnpaolo.com.

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