

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 BANCA IMI S.P.A. INTO INTESA SANPAOLO S.P.A.

Turin - Milan, 2 April 2020 – Notice is hereby given that, following the authorisation released by the European Central Bank in accordance with the regulations in force, on 2 April 2020 the plan for the merger by incorporation of Banca IMI S.p.A. into Intesa Sanpaolo S.p.A. was filed 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 10 April 2020, 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, to Intesa Sanpaolo S.p.A., Governance Capogruppo e Controllate - Soci e Gestioni Assemblee by certified email addressed to segreteria.societaria@pec.intesasanpaolo.com or by fax to +39 0110932650.

In accordance with the regulations in force, documentation relating to the aforementioned merger has been made available at the Registered Office of Intesa Sanpaolo, as well as on the authorised storage system [eMarket STORAGE](#) and at group.intesasanpaolo.com. This documentation comprises:

- Merger plan
- Explanatory report of the Board of Directors of Intesa Sanpaolo
- Explanatory report of the Board of Directors of Banca IMI
- 2019 Draft Annual Report of the Intesa Sanpaolo Parent Company (in substitution of the Intesa Sanpaolo financial statements)
- 2019 Draft Annual Report of Banca IMI S.p.A. (in substitution of the financial statements).

The annual reports for the last three years of the companies involved in the transaction are available at the Registered Office of Intesa Sanpaolo.

Any further information can be requested by writing to the following email addresses: ufficio.soci@intesasanpaolo.com; investor.relations@intesasanpaolo.com.

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