

**Notice pursuant to art. 84 of Issuers' Regulation**

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

**SETTLEMENT WITH DEFENDANTS IN THE ACTION BROUGHT BY FORMER BANCO EMILIANO ROMAGNOLO S.P.A. (BER BANCA S.P.A.) AGAINST ITS CEASED DIRECTORS AND STATUTORY AUDITORS AND ITS FORMER GENERAL MANAGER**

At its meeting of April 7<sup>th</sup> 2014, the Supervisory Board of Intesa Sanpaolo, pursuant to art. 2409-*decies* of the Italian Civil Code, authorised the settlement of the action brought by the Extraordinary Commissioners of Banco Emiliano Romagnolo S.p.A. (BER Banca) against the former directors and statutory auditors and the former general manager and managing director at the above-mentioned bank.

The action was brought by a writ of summons dated December 27<sup>th</sup> 2010 against persons who had carried out management and supervisory functions in fiscal years prior to July 8<sup>th</sup> 2009, the date on which BER Banca was placed under extraordinary administration by decree of the Ministry of Economy and Finance. Intesa Sanpaolo S.p.A. has succeeded BER Banca in this action following the merger by incorporation of the latter, effective December 3<sup>rd</sup> 2012.

The Supervisory Board's resolution and the related documentation were made available at the Registered office of Intesa Sanpaolo, as well as on the authorised storage device ([www.1Info.it](http://www.1Info.it)) and on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) on May 23<sup>rd</sup> 2014. Shareholders of Intesa Sanpaolo S.p.A. representing at least five per cent of the share capital can oppose the aforementioned resolution, as provided for in art. 2409-*decies*, fourth paragraph, of the Italian Civil Code.

Shareholders who may want to exercise this right are asked to address their request **within twenty days of the date of publication of this notice, by registered mail with delivery receipt, to Intesa Sanpaolo S.p.A., Servizio Segreteria Societaria - Ufficio Soci, Piazza San Carlo 156, 10121 Torino, including the proper document certifying the title of the shares** (*documentation to be transmitted in advance to fax no. +39 011 5556396*).

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*Segreteria Societaria and Investor Relations are available for further information (ph. +39 011 5558213, +39 02 87943003, from 8.30 a.m. to 5 p.m.; e-mail: [segreteria.societaria@intesasanpaolo.com](mailto:segreteria.societaria@intesasanpaolo.com) - [investor.relations@intesasanpaolo.com](mailto:investor.relations@intesasanpaolo.com)).*