INTESA SANPAOLO

PRESS RELEASE

INTESA SANPAOLO TO SET UP A SIIQ, A LISTED REAL ESTATE INVESTMENT COMPANY

Torino, Milano, 14 November 2007 – Today, Intesa Sanpaolo's Management Board approved a project for the setting up of a *Società di Investimento Immobiliare Quotata* (SIIQ), a listed real estate investment company. Intesa Sanpaolo is the first bank in Italy to seize the opportunity of developing a new business offered by the recent introduction in Italy - with Law 296/2006 and Ministerial Decree no. 174/2007 - of SIIQs *i.e.* listed companies having the management of real estate portfolios and generation of lease income as the core business to which beneficial tax treatment applies.

This project has the aim of enhancing the value of the Intesa Sanpaolo Goup's non-core real estate assets through the forming of a leading company offering an attractive level of profitability in a sector with interesting investment opportunities. The initiative, in particular, includes:
- the contribution, by the end of 2007, to a newco of a non-core real estate portfolio of the Group, fulfilling the requirements provided for by law, having a fair value for an amount of approximately one billion euro and consisting of: i) real estate assets leased out to third parties (including branches sold to Crédit Agricole and to Banca Carige, Credito Valtellinese, Veneto Banca and Banca Popolare di Bari), ii) real estate assets coming free in consequence of space occupancy optimisation following the merger, iii) real estate assets currently used by the Intesa Sanpaolo Group with medium-term optimisation potential;
- the Intesa Sanpaolo Group maintaining 100% control of the newco till it is listed;
- listing of the newco on the Italian Stock Exchange by 30 April 2008, with share placement of 51% on the MTA market.

The contribution will have no significant impact on the consolidated financial statements of the Intesa Sanpaolo Group. The listing will result in a freeing up of liquidity with no other significant effects for the Group's consolidated financial statements.

The aforementioned regulation sets forth, in short, that a SIIQ shall meet the following requirements:
- it shall be an Italian joint-stock company whose shares are traded on Italian regulated markets;
- no shareholder shall hold, directly or indirectly, more than 51% of the capital and at least 35% of the capital shall be held by shareholders, none of which is entitled to more than 1%;
- at least 80% of the company's overall assets shall be made up of real estate to be leased out;
- at least 80% of the company's total revenues shall be made up of income deriving from the real estate lease business;
- at least 85% of the net income deriving from the real estate lease business shall be distributed as dividends.

Moreover, a SIIQ shall have beneficial tax treatment whose main features are detailed below:
- any capital gains generated from contribution and disposal of real estate for lease can be subject to a 20% substitutive tax replacing corporate income (IRES) and regional income (IRAP) payable in up to five yearly instalments, provided that the ownership of the real estate is retained for at least 3 years and the listing takes place by 30 April 2008;
- income from real estate lease is exempt for IRES and IRAP purposes;
- dividends paid out by a SIIQ are subject to a 20% withholding tax as tax on resident individuals and non-resident investors (double tax treaties apply if more favourable) and as a tax advance for resident companies (fully taxable dividends for IRES purposes with deduction for tax withheld). Dividends paid to Italian pension funds, Undertakings for Collective Investment in Transferable Securities (inclusive of real estate funds) and other SIIQs are tax exempt.

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