

PRESS RELEASE

INTESA SANPAOLO: FILING NOTICE

Turin - Milan, 16 March 2016 – Intesa Sanpaolo communicates that, in accordance with the regulations in force, the following documents were made available today at the Company's Registered Office, as well as on the authorised storage system [eMarket Storage](#) and on the website group.intesasanpaolo.com:

- the 2015 Annual Report of Intesa Sanpaolo S.p.A., which contains the parent company and the consolidated financial statements for the year ended 31 December 2015, the report on operations, the certification pursuant to Article 154-bis of Legislative Decree no. 58/1998, the Independent Auditors' Report;
- Basel 3 Pillar 3, disclosure as at 31 December 2015;
- the Report on Corporate Governance and Ownership Structures prepared in accordance with Article 123-bis of Legislative Decree no. 58/1998, and the Report on Remuneration pursuant to Article 123-ter of Legislative Decree no. 58/1998.

Today, also the following documents, in accordance with the regulations in force, were made available at the Company's Registered Office, on the authorised storage system [eMarket Storage](#) and on the website group.intesasanpaolo.com:

- the Report of the Supervisory Board pursuant to Article 153 of Legislative Decree no. 58/1998;
- reports to shareholders on the proposals concerning the items numbered 1 to 3 on the agenda of the Ordinary Shareholders' Meeting convened, on single call, for 27 April 2016.

The reports to shareholders consist of:

- 1) Proposal for allocation of net income relating to the financial statements as at 31 December 2015 and distribution of dividends;
- 2) Resolutions in respect of the Board of Directors (pursuant to Articles 13 and 14 of the Articles of Association, included in the text approved at the Shareholders' Meeting of 26 February 2016):
 - a) Determination of the number of members of the Board of Directors for financial years 2016/2017/2018
 - b) Appointment of members of the Board of Directors and the Management Control Committee for financial years 2016/2017/2018, on the basis of the lists of candidates submitted by shareholders
 - c) Election of the Chairman and one or more Deputy Chairpersons of the Board of Directors for financial years 2016/2017/2018;
- 3) Remuneration and own shares:
 - a) Remuneration policies in respect of Board Directors

- b) Determination of the remuneration of Board Directors (pursuant to Articles 16.2 - 16.3 of the Articles of Association, included in the text approved at the Shareholders' Meeting of 26 February 2016)
- c) 2016 remuneration policies for employees and other staff not bound by an employment agreement
- d) Increase in the cap on variable-to-fixed remuneration for specific and limited professional categories and business segments
- e) Approval of the Incentive Plan based on financial instruments and authorisation for the purchase and disposal of own shares
- f) Approval of the criteria for the determination of the compensation, including the maximum amount, to be granted in the event of early termination of the employment agreement or early termination of office.

With reference to item 3 e), the Information Document pursuant to Article 84-bis, paragraph 1, of Consob Issuers' Regulation relating to the Incentive Plan based on financial instruments was made available today in the same modality as the documents above.

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