

PRESS RELEASE

INTESA SANPAOLO CONCLUDES ORDINARY SHARE BUY-BACK PROGRAMME FOR FREE ASSIGNMENT TO EMPLOYEES

Turin - Milan, 17 November 2016 – Intesa Sanpaolo communicates that it concluded, on 16 November 2016, the ordinary share buy-back programme launched on the same day and announced to the market in a press release dated 15 November 2016. The programme executes a plan that assigns, free of charge, ordinary shares of Intesa Sanpaolo to the Group’s employees; this covers the share-based incentive plan for 2015 reserved for the so-called “risk takers”, as well as managers or professionals accruing a “relevant bonus”. The aforementioned plan was approved at the Shareholders’ Meeting of Intesa Sanpaolo on 27 April 2016. In addition, the Bank’s subsidiaries indicated in the aforementioned press release have terminated their purchase programmes of the Parent Company’s shares to be assigned, free of charge, to their employees. The programmes were approved by their respective corporate bodies within their remits and are analogous to the programme approved at the Parent Company’s Shareholders’ Meeting.

In compliance with Article 113-*ter* of Legislative Decree 58 of 24 February 1998 (*TUF*-Consolidated Law on Finance), Article 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, and Article 2 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, details concerning the purchases executed are provided below. Information is also given by Intesa Sanpaolo on behalf of the aforementioned subsidiaries.

On the day of execution of the programme (16 November 2016), the Intesa Sanpaolo Group purchased a total of 8,440,911 Intesa Sanpaolo ordinary shares through Banca IMI (which was responsible for the programme execution). These represent approximately 0.05% of the ordinary share capital and total share capital of the Parent Company (comprising ordinary shares and savings shares) at an average purchase price of 2.149 euro per share, for a total countervalue of 18,139,446 euro. The Parent Company purchased 3,582,633 shares at an average purchase price of 2.149 euro per share, for a countervalue of 7,697,307 euro.

Purchase transactions were executed in compliance with provisions included in Articles 2357 and following and 2359-*bis* and following of the Italian Civil Code and within the limits of number of shares and consideration as determined in the resolutions passed by the competent corporate bodies. Pursuant to Article 132 of *TUF* and Article 144-*bis* of the Issuers’ Regulation and subsequent amendments, purchases were executed on the regulated market MTA managed by Borsa Italiana in accordance with trading methods laid down in the market rules for these transactions.

Moreover, purchases have been arranged in compliance with the conditions and the restrictions under Article 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, Articles 2, 3, and 4 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, and market practices as allowed by Consob pursuant to Article 180, paragraph 1, letter c of *TUF*.

The total number of shares purchased and, therefore, the daily volume of purchases executed, did not exceed 25% of the daily average volume of the Intesa Sanpaolo ordinary shares traded in October 2016, which was equal to 94 million shares.

Details of share purchases are available in Excel format on the website group.intesasanpaolo.com (“Investor Relations” / “Press Releases” section) and are summarised in the table below.

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Summary of purchases of Intesa Sanpaolo ordinary shares by the Intesa Sanpaolo Group executed on 16 November 2016

COMPANY	NUMBER OF SHARES PURCHASED	AVERAGE PURCHASE PRICE (€)	COUNTERVALUE (€)
Intesa Sanpaolo Parent Company	3,582,633	2.149	7,697,307
Intesa Sanpaolo Group Services	324,688	2.149	697,897
Cassa di Risparmio in Bologna	25,975	2.149	55,829
Intesa Sanpaolo Private Banking	1,262,253	2.149	2,713,125
Intesa Sanpaolo Vita	123,584	2.149	265,633
Intesa Sanpaolo Assicura	30,439	2.149	65,425
Intesa Sanpaolo Life	31,251	2.149	67,171
Banca IMI	1,959,292	2.149	4,210,182
Fideuram	118,921	2.150	255,630
Fideuram Investimenti	78,706	2.149	169,173
Fideuram Vita	32,468	2.150	69,793
Eurizon Capital SGR	627,054	2.151	1,348,484
Epsilon	129,875	2.150	279,207
Eurizon Capital S.A.	24,351	2.150	52,348
Banca Intesa Beograd	54,236	2.150	116,600
Intesa Sanpaolo Banka Bosna i Hercegovina	35,185	2.150	75,641
Total	8,440,911	2.149	18,139,446