

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: MERGERS OF GROUP COMPANIES**MERGER BY INCORPORATION OF CASSA DI RISPARMIO
DEL FRIULI VENEZIA GIULIA S.P.A. INTO INTESA SANPAOLO S.P.A.****MERGER BY INCORPORATION OF BANCO DI NAPOLI S.P.A.
INTO INTESA SANPAOLO S.P.A.****MERGER BY INCORPORATION OF CASSA DI RISPARMIO
DEL VENETO S.P.A. INTO INTESA SANPAOLO S.P.A.**

Turin - Milan, 4 May 2018 – Notice is hereby given that, following the authorisations released by the European Central Bank, in accordance with the regulations in force, the plans for the mergers by incorporation of Cassa di Risparmio del Friuli Venezia Giulia S.p.A., Banco di Napoli S.p.A. and Cassa di Risparmio del Veneto S.p.A. into Intesa Sanpaolo S.p.A. were filed on 4 May 2018 with the Torino Company Register, as provided for by Article 2501-ter of the Italian Civil Code.

The mergers 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 12 May 2018, 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, by registered mail with delivery receipt to Intesa Sanpaolo S.p.A., Servizio Adempimenti Societari e Rapporti con gli Azionisti - Ufficio Soci, Corso Inghilterra 3, 10138 Torino (documentation to be transmitted in advance to email: ufficio.soci@intesasanpaolo.com).

In accordance with the regulations in force, documentation relating to the mergers of Banco di Napoli and Cassa di Risparmio del Veneto was made available today at the Registered Office of Intesa Sanpaolo, as well as on the authorised storage system [eMarket STORAGE](#) and on the website group.intesasanpaolo.com. This documentation comprises:

- Merger plan of Banco di Napoli into Intesa Sanpaolo
- Merger plan of Cassa di Risparmio del Veneto into Intesa Sanpaolo
- Explanatory reports of the Board of Directors of Intesa Sanpaolo
- Explanatory report of the Board of Directors of Banco di Napoli
- Explanatory report of the Board of Directors of Cassa di Risparmio del Veneto
- 2017 Annual Report of Intesa Sanpaolo (in substitution of the financial statements)
- 2017 Annual Report of Banco di Napoli (in substitution of the financial statements)
- 2017 Annual Report of Cassa di Risparmio del Veneto (in substitution of the financial statements).

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

Documentation relating to the merger of Cassa di Risparmio del Friuli Venezia Giulia was made available on 22 December 2017 in the same modality as the documentation above.

Ufficio Soci and Investor Relations are available for any further information at the following email addresses: ufficio.soci@intesasanpaolo.com; investor.relations@intesasanpaolo.com.

Investor Relations
+39.02.87943180
investor.relations@intesasanpaolo.com

Media Relations
+39.02.87962326
stampa@intesasanpaolo.com