

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: MERGER BY INCORPORATION OF BANCA PROSSIMA S.P.A. INTO INTESA SANPAOLO S.P.A.

Turin - Milan, 27 March 2019 – Notice is hereby given that, following the authorisation released by the European Central Bank in accordance with the regulations in force, on 27 March 2019 the plan for the merger by incorporation of Banca Prossima S.p.A. into Intesa Sanpaolo S.p.A. was filed with the Torino Company Register, as provided for by Article 2501-ter of the Italian Civil Code.

The merger 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 4 April 2019, 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@intesasnpaolo.com).

In accordance with the regulations in force, documentation relating to the aforementioned merger has been made available at the Registered Office of Intesa Sanpaolo, as well as on the authorised storage system [eMarket STORAGE](#) and on the website group.intesasnpaolo.com. This documentation comprises:

- Merger plan
- Explanatory report of the Board of Directors of Intesa Sanpaolo
- Explanatory report of the Board of Directors of Banca Prossima
- 2018 Draft Annual Report of the Intesa Sanpaolo Parent Company (in substitution of the Intesa Sanpaolo financial statements)
- 2018 Annual Report of Banca Prossima (in substitution of the financial statements).

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

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

Investor Relations
+39.02.87943180
investor.relations@intesasnpaolo.com

Media Relations
+39.02.87962326
stampa@intesasnpaolo.com

group.intesasnpaolo.com