

PRESS RELEASE

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

Turin - Milan, 19 September 2019 – Intesa Sanpaolo communicates that it concluded, on 18 September 2019, the ordinary share buy-back programme launched on 17 September 2019 and announced to the market in a press release dated 16 September 2019. 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 2018 reserved for Risk Takers who accrue a bonus in excess of the so-called "materiality threshold", as well as for those who, among Managers or Professionals that are not Risk Takers, accrue "relevant bonuses". In addition, the programme has been implemented in order to grant, when certain conditions occur, severance payments to Risk Takers upon early termination of employment. The programme has been carried out in accordance with the terms approved at the Shareholders' Meeting of Intesa Sanpaolo on 30 April 2019. Moreover, the Bank's subsidiaries indicated in the aforementioned press release have concluded 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 two days of execution of the programme (17 and 18 September 2019), the Intesa Sanpaolo Group purchased a total of 17,137,954 Intesa Sanpaolo ordinary shares through Banca IMI (which was responsible for the programme execution). These represent approximately 0.10% of the share capital of the Parent Company. The average purchase price was 2.129 euro per share, for a total countervalue of 36,481,543 euro. The Parent Company purchased 12,393,958 shares at an average purchase price of 2.129 euro per share, for a countervalue of 26,388,935 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, and Articles 2, 3, and 4 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016.

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 August 2019, which was equal to 127.3 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 17 and 18 September 2019**

COMPANY	NUMBER OF SHARES PURCHASED	AVERAGE PURCHASE PRICE (€)	COUNTERVALUE (€)
Intesa Sanpaolo Parent Company	12,393,958	2.129	26,388,935
Intesa Sanpaolo Innovation Center	42,844	2.127	91,150
Mediocredito Italiano	53,556	2.128	113,946
Fideuram	685,518	2.128	1,458,461
Sanpaolo Invest SIM	214,224	2.128	455,766
Intesa Sanpaolo Private Banking	856,898	2.128	1,823,103
SIREF Fiduciaria	25,706	2.130	54,746
Intesa Sanpaolo Vita	312,767	2.127	665,408
Intesa Sanpaolo Assicura	96,401	2.127	205,091
Intesa Sanpaolo Life	68,551	2.127	145,836
Fideuram Vita	59,982	2.127	127,596
Banca IMI	2,142,245	2.127	4,557,318
Bank of Alexandria	88,903	2.127	189,122
Banca Intesa Beograd	96,401	2.127	205,065
Total	17,137,954	2.129	36,481,543