

Notice pursuant to Article 84 of Issuers' Regulation
(adopted by Consob with resolution no. 11971 of 14 May 1999 and subsequent amendments)

**MERGER BY INCORPORATION OF BANCA APULIA S.P.A.
INTO INTESA SANPAOLO S.P.A.**

Notice is hereby given that, in compliance with resolutions passed at the companies involved by their respective board and shareholders' meeting, the deed relating to the merger by incorporation of Banca Apulia S.p.A. into Intesa Sanpaolo S.p.A. was signed on 14 May 2019. This will lead to an increase of 128,646.96 euro in the absorbing company's share capital through the issue of 247,398 ordinary shares without nominal value.

The merger deed has been registered in the competent Company Registers and the merger will come into legal effect as of 27 May 2019.

As a consequence, from that date, the exchange transaction will start whereby 0.335 Intesa Sanpaolo ordinary shares will be assigned for every ordinary share and every preferred share of Banca Apulia S.p.A. held by entities other than the absorbing company.

With regard to the exchange transaction, the absorbing company will proceed to increase its share capital by 128,646.96 euro through the issue of 247,398 ordinary shares, with regular dividend entitlement, coupon 43, without nominal value. The newly issued shares shall be assigned to shareholders of the company to be merged, other than the absorbing company, against the cancellation and the exchange of the ordinary shares and preferred shares of Banca Apulia S.p.A.

The exchange transaction shall be carried out by intermediaries who are members of the centralised securities clearing system Monte Titoli S.p.A.

Shareholders of Banca Apulia S.p.A. who do not receive a whole number of Intesa Sanpaolo ordinary shares following the application of the exchange ratio shall be allowed to trade fractions of Intesa Sanpaolo ordinary shares to ensure that they hold a whole number of shares. For this purpose, by 25 June 2019, these shareholders may request the Appointed Intermediary, Banca IMI S.p.A., through their Depository Intermediaries, to carry out the transactions required. After that date, shareholders shall be only granted the possibility to sell their own fractions through the same Appointed Intermediary at the price indicated below.

Minority shareholders of Banca Apulia S.p.A. shall not be charged in relation to the above transactions, except for the consideration of the purchase of fractions of Intesa Sanpaolo shares.

The purchase and sale of the fractions of the shares shall be liquidated based on the official price of the Intesa Sanpaolo ordinary shares as recorded on the *Mercato Telematico Azionario* of Borsa Italiana S.p.A. on 24 May 2019, the last trading day prior to the date on which the merger comes into legal effect.