

SANPAOLO IMI

Press release

SANPAOLO IMI ACQUIRES STRATEGIC STAKE IN BANCA DELLE MARCHE

Turin, 1 July 2003 – SANPAOLO IMI, Banca delle Marche, Fondazione CR Jesi, Fondazione CR Provincia di Macerata and Fondazione CR Pesaro have reached an outline agreement for the acquisition of a strategic stake in Banca delle Marche, leader in one of Italy's most dynamic regions.

SANPAOLO IMI and Banca delle Marche today agreed the terms of the agreement while the transaction will be submitted for the approval, in the next few days, of the administrative bodies of the Fondazione CR Jesi, Fondazione CR Provincia di Macerata and Fondazione CR Pesaro.

The agreement provides that SANPAOLO IMI take a share of 7%, of which 4.8% directly from the bank and 2.2% from the Fondazioni, whose share will be 51.9%. SANPAOLO IMI has also given the three Fondazioni a put option for 8% of the capital of the bank, exercisable by 31/12/06.

The agreed purchase price is 1.77 Euro per share for 7%, or 92.1 million euro.

The agreement further envisages that SANPAOLO IMI, the Fondazioni and the AVIVA Group (already partner of Banca delle Marche in *bancassurance*) will join Shareholders' Agreements, aimed at pursuing the maximum potential of Banca delle Marche.

The Agreements will be valid until 31/12/06 and may be extended by agreement among the parties. The Shareholders' Agreements will be open to other interested local partners.

SANPAOLO IMI and Banca delle Marche will enter a reciprocal collaboration agreement to develop commercial and operating synergies in fields such as wealth management, investment banking, corporate and international banking and public works financing.

Banca delle Marche operates largely with retail and SME customers, through a network of more than 260 branches in central Italia, of which 234 in the Marche. The bank has own funds of approximately 711 million euro, financial assets of almost 14 billion euro and loans to customers of approximately 9 billion euro.

For SANPAOLO IMI the transaction is part of a logical development of alliances or aggregations with medium-sized banks strongly rooted in their home territories and with operating networks largely concentrated in their particular areas.

The conclusion of the transaction is subordinate to the corporate deliberations of all parties and authorizations envisaged by current regulations of the Regulatory Authorities.

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