



Notice pursuant to art. 84 of Issuers' Regulation

(adopted by Consob with resolution no. 11971 of 14 May 1999 and subsequent amendments)

**PARTIAL DEMERGER OF BANCA CR FIRENZE S.P.A.
IN FAVOUR OF INTESA SANPAOLO S.P.A.**

**MERGER BY INCORPORATION INTO INTESA SANPAOLO S.P.A.
OF CASSA DI RISPARMIO DI CIVITAVECCHIA S.P.A.,
CASSA DI RISPARMIO DI RIETI S.P.A.
AND CASSA DI RISPARMIO DELLA PROVINCIA DI VITERBO S.P.A.**

Intesa Sanpaolo notifies its shareholders that the Management Board of the Bank, at its meeting of 11 May 2015, approved the plan for the partial demerger of Banca CR Firenze S.p.A. (a company wholly owned by Intesa Sanpaolo) in favour of Intesa Sanpaolo S.p.A. The Management Board also approved the relevant explanatory report.

At the same meeting, the Management Board of the Bank approved the plan for the merger by incorporation into Intesa Sanpaolo S.p.A. of Cassa di Risparmio di Civitavecchia S.p.A., Cassa di Risparmio di Rieti S.p.A. (these companies shall be wholly owned by Intesa Sanpaolo as a result of the partial demerger of Banca CR Firenze) and Cassa di Risparmio della Provincia di Viterbo S.p.A. (this company shall be over 90% owned by Intesa Sanpaolo as a result of the partial demerger of Banca CR Firenze). The Management Board also approved the relevant explanatory report.

The demerger plan and the merger plan, following the authorisation released by the Bank of Italy pursuant to art. 57 of Legislative Decree no. 385/1993, were filed with the Torino Company Register, as provided for by art. 2501-ter of the Italian Civil Code, **on 24 August 2015**.

The demerger and the merger shall be submitted for the approval of the Management Board of Intesa Sanpaolo pursuant to art. 2505, par. 2, and art. 2505-bis, par. 2, of the Italian Civil Code, as provided for by art. 17.2 of the Articles of Association.

The foregoing is without prejudice - pursuant to art. 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 that the approval from Intesa Sanpaolo be resolved upon by shareholders at an Extraordinary meeting, in compliance with art. 2502, par. 1, of the Italian Civil Code. Shareholders who may want to exercise this right are asked to address their request, **within eight days of the aforementioned filing date of the plans with the Torino Company Register, and by registered mail with delivery receipt, to Intesa Sanpaolo S.p.A., Servizio Segreteria Societaria - Ufficio Soci, Corso Inghilterra n. 3, 10138 Torino, including the appropriate document certifying the title of the shares (documentation to be transmitted in advance to fax no. +39 011 5556396 or to email: ufficio.soci@intesasnpaolo.com).**

In accordance with the regulation in force, the documentation relating to the present issues 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, as of 30 June 2015. This documentation includes the demerger plan, the merger plan, the explanatory reports of the Management Board and the Boards of Directors, the Annual Reports as at 31 December 2014 of the companies involved in the transactions (in substitution of the financial statements) and, with regard to the merger transaction of Cassa di Risparmio della Provincia di Viterbo, the opinion of the Board of Statutory Auditors of the company to be merged and the report of independent auditors KPMG S.p.A. pursuant to art. 2505-bis, par. 1, of the Italian Civil Code.

The annual reports for 2012 and 2013 of the companies involved in the transactions are available at the Company's Registered Office.

Shareholders may obtain a copy of the above-mentioned documentation.

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Segreteria Societaria and Investor Relations are available for further information (ph. +39 011 5558213, +39 02 87943003, from 8.30 a.m. to 5 p.m., email: segreteria.societaria@intesasnpaolo.com; investor.relations@intesasnpaolo.com).