



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 MEDIOCREDITO ITALIANO S.p.A. IN FAVOUR OF INTESA SANPAOLO S.p.A.

Intesa Sanpaolo notifies its shareholders that the Management Board of the Bank in its meeting of 23 June 2009 approved the plan for the partial demerger of Mediocredito Italiano S.p.A., a company wholly-owned by Intesa Sanpaolo S.p.A., in favour of the latter, and the related Explanatory report.

The aforementioned demerger plan, following the authorisation released by the Bank of Italy pursuant to art. 57 of Legislative Decree no. 385/1993, was deposited with the Torino Company Register, as provided for by art. 2501-ter of the Italian Civil Code, **on 14 October 2009**.

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

The foregoing is without prejudice to the right - pursuant to art. 2505, last paragraph, of the Italian Civil Code - of the Intesa Sanpaolo S.p.A. shareholders, representing at least five per cent of the share capital, to request that the approval of the demerger on the part of 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 from the aforementioned date of deposit of the demerger plan with the Torino Company Register, by registered mail with delivery receipt, to Intesa Sanpaolo S.p.A., Servizio Segreteria Societaria - Ufficio Soci, Piazza San Carlo n. 156, 10121 Torino, including the proper document certifying the title of the shares (documentation to be transmitted in advance to fax no. +39 011 5556396).**

In accordance with the regulation in force, documentation relating to the present issue - which includes the demerger plan, the explanatory reports of the Directors as well as the 2008 annual reports (in place of the financial statements) of the companies involved - was deposited with and made available to the public at the Company's Registered office and at Borsa Italiana S.p.A. (the Italian Stock Exchange). Documentation is also available on the Company's web site group.intesasanpaolo.com. In addition, the annual reports of Intesa Sanpaolo and Mediocredito Italiano for 2006 and 2007 were deposited with the Company's Registered office.

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

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., e-mail: segreteria.societaria@intesasanpaolo.com; investor.relations@intesasanpaolo.com).

Intesa Sanpaolo S.p.A. Registered Office: Piazza San Carlo 156 10121 Torino Secondary Registered Office: Via Monte di Pietà, 8 20121 Milano - Share Capital €6,646,547,922.56 fully paid-in Registration number on the Torino Company Register and Fiscal Code 00799960158 VAT number 10810700152 Included in the National Register of Banks No. 5361 Bank ABI Code 3069.2 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund Parent Company of the "Intesa Sanpaolo" banking group, included in the national register of Banking Groups