



**Notice pursuant to art. 84 of Issuers' Regulation**

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

**MERGER BY INCORPORATION OF BANCO EMILIANO ROMAGNOLO S.p.A. AND FINANZIARIA BTB S.p.A. INTO INTESA SANPAOLO S.p.A.**

**MERGER BY INCORPORATION OF SEP SERVIZI E PROGETTI S.c.p.A. INTO INTESA SANPAOLO S.p.A.**

**MERGER BY INCORPORATION OF INTESA INVESTIMENTI S.p.A. INTO INTESA SANPAOLO S.p.A.**

**PARTIAL DEMERGER OF CASSA DI RISPARMIO DI FIRENZE S.p.A. IN FAVOUR OF INTESA SANPAOLO S.p.A., CASSA DI RISPARMIO DEL VENETO S.p.A. AND CASSA DI RISPARMIO IN BOLOGNA S.p.A.**

**FULL DEMERGER OF BANCA INFRASTRUTTURE INNOVAZIONE E SVILUPPO S.p.A. IN FAVOUR OF INTESA SANPAOLO S.p.A. AND LEASINT S.p.A.**

Intesa Sanpaolo notifies its shareholders that the Management Board of the Bank, in its meeting of June 19<sup>th</sup> 2012, approved the plan for the merger by incorporation of Banco Emiliano Romagnolo S.p.A. and Finanziaria BTB S.p.A. (companies owned by the merging company with over 99% of the capital) into Intesa Sanpaolo S.p.A., the plan for the merger by incorporation of SEP Servizi e Progetti S.c.p.A. (a company which, effective before the completion of the transaction, will be wholly owned by Intesa Sanpaolo) into Intesa Sanpaolo S.p.A. and the plan for the merger by incorporation of Intesa Investimenti S.p.A. (an Intesa Sanpaolo wholly-owned company) into Intesa Sanpaolo S.p.A. as well as the related Explanatory Reports.

The Management Board, in the same meeting, approved the plan for the partial demerger of Cassa di Risparmio di Firenze S.p.A. (a company which, effective before the finalisation of the transaction, shall be owned by Intesa Sanpaolo with over 90% of the capital) in favour of Intesa Sanpaolo S.p.A., Cassa di Risparmio del Veneto S.p.A. and Cassa di Risparmio in Bologna S.p.A..

On July 3<sup>rd</sup> 2012, the Management Board approved the plan for the full demerger of Banca Infrastrutture Innovazione e Sviluppo S.p.A. (an Intesa Sanpaolo wholly-owned company) in favour of Intesa Sanpaolo S.p.A. and Leasint S.p.A..

The merger and demerger plans - 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 September 13<sup>th</sup> 2012.**

The mergers and demergers 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 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 of the aforementioned filing date of the plans 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 merger plans, the demerger plans, the explanatory reports of the Management Board and Boards of Directors, and, where prepared, the financial statements of the companies involved - was filed and made public at the Company's Registered office and at Borsa Italiana S.p.A. (the Italian Stock Exchange) and published on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com).

In addition, the annual reports of the past three years of the companies involved in the transactions were filed with 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., e-mail: [segreteria.societaria@intesasanpaolo.com](mailto:segreteria.societaria@intesasanpaolo.com); [investor.relations@intesasanpaolo.com](mailto:investor.relations@intesasanpaolo.com)).*