



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.**

**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 that on October 24th 2012, the minutes of the Management Board meeting held on October 23rd 2012 were filed and made public at the Company's Registered office and at Borsa Italiana S.p.A.. At the aforementioned meeting, the Management Board approved – 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 merger by incorporation of Banco Emiliano Romagnolo S.p.A. and Finanziaria BTB S.p.A. into Intesa Sanpaolo S.p.A., the merger by incorporation of SEP Servizi e Progetti S.c.p.A. into Intesa Sanpaolo S.p.A., the merger by incorporation of Intesa Investimenti S.p.A. into Intesa Sanpaolo S.p.A., and the full demerger of Banca Infrastrutture Innovazione e Sviluppo S.p.A. in favour of Intesa Sanpaolo S.p.A. and Leasint S.p.A..

On October 23rd 2012, a request was filed for the registration of the aforementioned minutes with the Turin Company Register.

Related documentation may also be consulted on the website group.intesasanpaolo.com.