



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 SUDAMERIS S.A. INTO INTESA SANPAOLO S.P.A.**

Notice is hereby given that, in compliance with resolutions passed by shareholders' meetings and boards of the companies involved, a deed was signed on December 2nd 2013 relating to the merger by incorporation of Sudameris S.A. into Intesa Sanpaolo S.p.A., with an increase in the absorbing company's share capital from 8,545,681,412.32 euro to 8,545,738,608.16 euro through the issue of 109,992 ordinary shares with a nominal value of 0.52 euro each.

The merger deed was registered in the Turin Company Registers, and the merger will come into legal effect as of December 9th 2013.

Therefore, as of that date the exchange transaction will begin whereby 13.645 Intesa Sanpaolo ordinary shares will be attributed for every Sudameris ordinary share held by entities other than the absorbing company.

The absorbing company shall proceed to increase its share capital by 57,195.84 euro in respect of the exchange through the issue of 109,992 ordinary shares, with a nominal value of 0.52 euro each and regular dividend entitlement, coupon 36. The newly-issued shares shall be attributed to shareholders of the company to be merged, against the cancellation and the exchange of Sudameris ordinary shares.

The exchange transaction shall be carried out by intermediaries, members of the centralised securities clearing system Monte Titoli S.p.A..

Sudameris shareholders, who do not receive a whole number of Intesa Sanpaolo ordinary shares as a result of the application of the exchange ratio, shall be allowed to trade fractions of Intesa Sanpaolo ordinary shares in order to hold a whole number. For this purpose, by January 31st 2014, these shareholders can request the appointed intermediary, Banca Imi S.p.A., through their depository intermediaries, to carry out the necessary transactions. After that date, shareholders shall be granted only the possibility to sell their own fractions through the same appointed intermediary at the price indicated below.

Minority shareholders of Sudameris will not be charged in relation to the above transactions, except for the consideration for the purchase of fractions of Intesa Sanpaolo shares.

Purchase and sale of the fractions of the shares shall be liquidated based on the official price of the Intesa Sanpaolo ordinary shares as recorded on the *Mercato Telematico Azionario* of Borsa Italiana on December 6th 2013, the last trading day preceding the date on which the merger comes into legal effect.