



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.**

Notice is hereby given that, following the authorisation released by the Bank of Italy pursuant to Article 57 of Legislative Decree no. 385/1993, the plan for the partial demerger of Mediocredito Italiano S.p.A. (a company wholly owned by Intesa Sanpaolo) in favour of Intesa Sanpaolo S.p.A. is due to be filed today with the Torino Company Register, as provided for by Article 2501-ter of the Italian Civil Code.

The demerger will be approved by the Management Board of Intesa Sanpaolo, without prejudice - pursuant to Article 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, by 29 March 2016, that the approval be resolved upon by shareholders at an Extraordinary meeting, in compliance with Article 2502, paragraph 1, of the Italian Civil Code.

Shareholders are asked to address their request, including the document certifying the title of the shares, by registered mail with delivery receipt to Intesa Sanpaolo S.p.A., Servizio Segreteria Societaria - Ufficio Soci, Corso Inghilterra 3, 10138 Torino (documentation to be transmitted in advance to email: ufficio.soci@intesasampaolo.com).

In accordance with the regulations in force, related documentation is made available at the Registered Office of Intesa Sanpaolo, as well as on the authorised storage system eMarket Storage and on the website group.intesasampaolo.com.

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Segreteria Societaria and Investor Relations are available for any further information at the following email addresses: segreteria.societaria@intesasampaolo.com; investor.relations@intesasampaolo.com.