

Notice pursuant to Article 84 of Issuers' Regulation

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

**MERGER BY INCORPORATION OF CASSA DI RISPARMIO DI PISTOIA E DELLA
LUCCHESIA S.P.A. INTO INTESA SANPAOLO S.P.A.**

Notice is hereby given that, in compliance with resolutions passed at the companies involved by their respective board and shareholders' meeting, the deed relating to the merger by incorporation of Cassa di Risparmio di Pistoia e della Lucchesia S.p.A. into Intesa Sanpaolo S.p.A. was signed on 5 February 2019. This will lead to an increase of 64,511.72 euro in the absorbing company's share capital through the issue of 124,061 ordinary shares without nominal value.

The merger deed has been registered in the competent Company Registers and the merger will come into legal effect as of 25 February 2019.

As a consequence, from that date, the exchange transaction will start whereby 0.639 Intesa Sanpaolo ordinary shares will be assigned for every Cassa di Risparmio di Pistoia e della Lucchesia S.p.A. ordinary share held by entities other than the absorbing company.

With regard to the exchange transaction, the absorbing company will proceed to increase its share capital by 64,511.72 euro through the issue of 124,061 ordinary shares, with regular dividend entitlement, coupon 42, without nominal value. The newly issued shares shall be assigned to shareholders of the company to be merged, other than the absorbing company, against the cancellation and the exchange of the ordinary shares of Cassa di Risparmio di Pistoia e della Lucchesia S.p.A.

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

Shareholders of Cassa di Risparmio di Pistoia e della Lucchesia S.p.A. who do not receive a whole number of Intesa Sanpaolo ordinary shares following the application of the exchange ratio shall be allowed to trade fractions of Intesa Sanpaolo ordinary shares to ensure that they hold a whole number of shares. For this purpose, by 20 March 2019, these shareholders may request the Appointed Intermediary, Banca IMI S.p.A., through their Depository Intermediaries, to carry out the transactions required. After that date, shareholders shall be only granted the possibility to sell their own fractions through the same Appointed Intermediary at the price indicated below.

Minority shareholders of Cassa di Risparmio di Pistoia e della Lucchesia S.p.A. shall not be charged in relation to the above transactions, except for the consideration of the purchase of fractions of Intesa Sanpaolo shares.

The 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 S.p.A. on 22 February 2019, the last trading day prior to the date on which the merger comes into legal effect.