

**PRESS RELEASE**

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

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

**INTESA SANPAOLO: MERGER BY INCORPORATION OF CASSA DI RISPARMIO DELLA PROVINCIA DI VITERBO S.P.A. INTO INTESA SANPAOLO S.P.A.**

*Turin - Milan, 20 November 2015* – Notice is hereby given that, in compliance with resolutions passed by the board and the shareholders' meeting of the companies involved, the deed relating to the merger by incorporation of Cassa di Risparmio della Provincia di Viterbo S.p.A. into Intesa Sanpaolo S.p.A. was signed on 12 November 2015. This will lead to an increase in the absorbing company's share capital of 1,993,043.52 euro through the issue of 3,832,776 ordinary shares with a nominal value of 0.52 euro each.

The merger deed was registered in the competent Company Registers and the merger will come into legal effect as of 23 November 2015.

As a consequence, from that date, the exchange transaction will start whereby

- 0.5689 Intesa Sanpaolo ordinary shares will be assigned for every Cassa di Risparmio della Provincia di Viterbo ordinary share held by entities other than the absorbing company;
- 0.4849 Intesa Sanpaolo ordinary shares will be assigned for every Cassa di Risparmio della Provincia di Viterbo savings 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 1,993,043.52 euro through the issue of 3,832,776 ordinary shares, with regular dividend entitlement, coupon 38, and a nominal value of 0.52 euro each. 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 and savings shares of Cassa di Risparmio della Provincia di Viterbo.

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

Cassa di Risparmio della Provincia di Viterbo shareholders 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 31 December 2015, 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 della Provincia di Viterbo 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 will be liquidated based on the official price of the Intesa Sanpaolo ordinary shares as recorded on the *Mercato Telematico Azionario di Borsa Italiana S.p.A.* on 20 November 2015, the last trading day prior to the date on which the merger comes into legal effect.

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