

STATEMENT

Pursuant to art. 137 of CONSOB Regulation no. 11971/1999, as subsequently amended

Solicitation of proxies promoted by Intesa Sanpaolo S.p.A.

Intesa Sanpaolo S.p.A., as Promoter of the Proxy Solicitation Campaign for the Special Meeting of Savings Shareholders, held on 27 April 2018, pursuant to art. 137, par. 5 of CONSOB Regulation no. 11971/1999, declares that:

- it received through its Appointed Representative Morrow Sodali S.p.A.:
 - no. 534 valid and effective proxies with voting instructions for a total of no. 30,637,068 savings shares;
 - no. 17 formally invalid proxies for a total of no. 218,966 savings shares;
 - no. 70 proxies, representative of 1,631,477 savings shares, not admitted for vote due to the absence of the intermediary's notice;
- it did not receive proxies without voting instructions;
- it exercised, with reference to the proposal found in the Solicitation Prospectus published on 20 March 2018 and based on the proxies received from delegating parties through the Appointed Representative Morrow Sodali S.p.A., the following voting instructions regarding the proposed resolution on the only item on the Meeting's Agenda (Approval, pursuant to Article 146, paragraph 1, letter b) of Legislative Decree no. 58 of 24 February 1998, of the resolutions of the Extraordinary Shareholders' Meeting concerning the mandatory conversion of the Company's savings shares into ordinary shares of the same Company, as well as the removal of the indication of the nominal value of the shares from the Articles of Association and the relative amendments to the Articles of Association. Pertinent and consequent resolutions):
 - vote in favour for no. 30,619,868 savings shares;
 - vote against for no. 10,000 savings shares;
 - abstention for no. 7,200 savings shares.

With regard to the voting results pertaining to the only item on the agenda, the Special Meeting of Savings Shareholders approved, to the extent of its responsibility, the resolutions of the Extraordinary Shareholders' Meeting in favour of the mandatory conversion of savings shares into ordinary shares of the same Company, as well as the removal of the indication of the nominal value of the shares from the Articles of Association and the relative amendments to the Articles of Association.

This statement is simultaneously transmitted to Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A. and published on the website of Intesa Sanpaolo S.p.A. www.group.intesasanpaolo.com, "Governance / Shareholders' Meeting" section, and on the website of Morrow Sodali S.p.A. www.sodali-transactions.com.

Turin, 27 April 2018