



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 INTESA SEC. 2 S.R.L.
INTO INTESA SANPAOLO S.P.A.**

**MERGER BY INCORPORATION OF ADRIANO FINANCE S.R.L.
INTO INTESA SANPAOLO S.P.A.**

Intesa Sanpaolo notifies its shareholders that the Management Board of the Bank, in its meeting of March 21st 2013, approved the plans for the merger by incorporation of Intesa Sec. 2 S.r.l. and Adriano Finance S.r.l., companies wholly owned by the merging company, into Intesa Sanpaolo S.p.A., as well as the related explanatory reports.

The merger plans - following the authorisations released by the Bank of Italy pursuant to art. 57 of Legislative Decree no. 385/1993 - were filed with the Torino Company Register, as provided for by art. 2501-ter of the Italian Civil Code, **on June 27th 2013**.

The mergers shall be submitted for approval to the Management Board of Intesa Sanpaolo pursuant to art. 2505, par. 2, of the Italian Civil Code, as provided for by art. 17.2 of the Articles of Association.

The foregoing is without prejudice to the right - pursuant to art. 2505, last paragraph, of the Italian Civil Code - of the Intesa Sanpaolo S.p.A. shareholders, representing at least five per cent of the share capital, to request that the approval on the part of Intesa Sanpaolo be resolved upon by shareholders at an Extraordinary meeting in compliance with art. 2502, par. 1, of the Italian Civil Code. Shareholders who may want to exercise this right are asked to address their request **within eight days of the aforementioned filing date of the plans with the Torino Company Register, by registered mail with delivery receipt, to Intesa Sanpaolo S.p.A., Servizio Segreteria Societaria - Ufficio Soci, Piazza San Carlo n. 156, 10121 Torino, including the proper document certifying the title of the shares (documentation to be transmitted in advance to fax no. +39 011 5556396)**.

In accordance with the regulation in force, documentation relating to the present issue - which includes the merger plans, the explanatory reports of the Management Board and Boards of Directors, and the annual reports as at December 31st 2012 (in substitution of the financial statements) - was made public at the Company's registered office and at Borsa Italiana (the Italian Stock Exchange) and published on the website group.intesasanpaolo.com.

The annual reports of the last three years of the companies involved in the transactions were made public at the Company's registered office.

Shareholders may obtain a copy of the above-mentioned documentation.

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Segreteria Societaria and Investor Relations are available for further information (ph. +39 011 5558213, +39 02 87943003, from 8.30 a.m. to 5 p.m., e-mail: segreteria.societaria@intesasanpaolo.com; investor.relations@intesasanpaolo.com).

Intesa Sanpaolo S.p.A. - Registered office: Piazza San Carlo, 156 10121 Torino Secondary registered office: Via Monte di Pietà, 8 20121 Milano
Share capital 8,545,681,412.32 euro Registration number on the Torino Company Register and Fiscal Code 00799960158 VAT number 10810700152
Included in the National Register of Banks No. 5361 ABI Code 3069.2 Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund Parent Company of the "Intesa Sanpaolo" banking group, included in the national register of Banking Groups.