



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 ADRIANO FINANCE 2 S.R.L.
INTO INTESA SANPAOLO S.P.A.**

Intesa Sanpaolo notifies its shareholders that the Management Board of the Bank, at its meeting of July 15th 2014, approved the plan for the merger by incorporation of Adriano Finance 2 S.r.l. (a company wholly owned by the merging company) into Intesa Sanpaolo S.p.A., as well as the related explanatory report.

The merger plan - following the authorisation released by the Bank of Italy pursuant to art. 57 of Legislative Decree no. 385/1993 - was filed with the Torino Company Register, as provided for by art. 2501-ter of the Italian Civil Code, **on October 20th 2014**.

The merger 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 plan 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 or to e-mail: ufficio.soci@intesasanpaolo.com)**.

In accordance with the regulation in force, documentation relating to the present issue - which includes the merger plan, the explanatory reports of the Management Board and the Board of Directors, as well as the Half-yearly Report as at June 30th 2014 of Intesa Sanpaolo (in substitution of the financial statements) and the financial statements of Adriano Finance 2 - was made available at the Registered office of Intesa Sanpaolo, as well as on the Info authorised storage device and on the website group.intesasanpaolo.com. The annual reports of the last three years of the companies involved in the transaction 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).