

# INTESA SANPAOLO

## Notice pursuant to Article 84 of Issuers' Regulation

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

### **INCREASE OF SHARE CAPITAL TO SERVE PRIOR PUBLIC EXCHANGE OFFER FOR ALL THE ORDINARY SHARES OF UNIONE DI BANCHE ITALIANE S.P.A.**

Notice is hereby given that the minutes of the meeting of the Board of Directors of Intesa Sanpaolo S.p.A., which was held on 16 June 2020, were registered on 19 June 2020 with the Torino Company Register. At the aforementioned meeting, the Board of Directors, in execution of the powers granted at the Extraordinary Shareholders' Meeting of 27 April 2020, approved a share capital increase for a consideration (*aumento del capitale sociale a pagamento*), without pre-emption right pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, to serve the prior public exchange offer (*offerta pubblica di scambio preventiva, "OPS"*) for all the ordinary shares of Unione di Banche Italiane S.p.A. ("**UBI Banca**").

As illustrated most recently in the Board of Directors' report prepared pursuant to Article 2441, paragraph 6, of the Italian Civil Code, and Article 70, paragraph 7, letter a) of the Issuers' Regulation, the Board of Directors, for the purposes of evaluating the assets to be contributed (that is, the UBI Banca ordinary shares that will be tendered in the OPS), has availed itself of the provisions of Article 2343-ter, paragraph 2, letter b), of the Italian Civil Code for the appraisal of the UBI Banca shares to be contributed. For this purpose, the appraisal report of Pricewaterhouse Coopers Advisory S.p.A. ("**PWC**") as at 31 March 2020 has been used.

Pursuant to Article 2443, paragraph 4, of the Italian Civil Code, within 30 days of the aforementioned registration, Intesa Sanpaolo shareholders who as at the date of the resolution represent at least one twentieth of the share capital, in the amount before the increase, may require that, upon initiative of the directors, a new valuation be drawn up in respect of the assets to be contributed (that is, the UBI Banca ordinary shares that will be tendered in the OPS), pursuant to and in accordance with Article 2343 of the Italian Civil Code.

In relation to the above, it is clarified that Intesa Sanpaolo's subscribed and paid-in share capital, in the amount before the increase, is equal to 9,085,663,010.32 euro, represented by 17,509,728,425 ordinary shares without nominal value.

Shareholders are asked to address their request, including the document certifying the title of the shares, to Intesa Sanpaolo S.p.A., Governance Capogruppo e Controllate - Soci e Gestione Assemblee, by certified email addressed to [ufficio.soci@pec.intesasanpaolo.com](mailto:ufficio.soci@pec.intesasanpaolo.com) or by fax to +390110932650.

In accordance with the regulations in force, the minutes of the Board of Directors' meeting, to which the report of the Board of Directors and the report of PWC are attached *inter alia*, are available to the public at the Company's Registered Office, as well as on the authorised storage system eMarket STORAGE and on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com).

*Any further information can be requested by writing to the following email addresses: [ufficio.soci@intesasanpaolo.com](mailto:ufficio.soci@intesasanpaolo.com); [investor.relations@intesasanpaolo.com](mailto:investor.relations@intesasanpaolo.com).*

**Intesa Sanpaolo S.p.A.** Registered Office: Piazza S. Carlo, 156 10121 Torino Italy Secondary Registered Office: Via Monte di Pietà, 8 20121 Milano Italy Share Capital Euro 9,085,663,010.32 Torino Company Register and Fiscal Code No. 00799960158 "Intesa Sanpaolo" VAT Group representative Vat Code No. 11991500015 (IT11991500015) 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 and Parent Company of the banking group "Intesa Sanpaolo" included in the National Register of Banking Groups.