

PRESS RELEASE

INTESA SANPAOLO LAUNCHES ORDINARY SHARE BUY-BACK PROGRAMME FOR FREE ASSIGNMENT TO EMPLOYEES

Turin - Milan, October 10th 2014 – Intesa Sanpaolo communicates that, having obtained the Bank of Italy's specific authorisation, it will launch an ordinary share buy-back programme on October 13th 2014 and complete this by October 17th 2014 in relation to a plan of assignment, free of charge, of Intesa Sanpaolo ordinary shares to its employees, as approved at the Shareholders' Meeting held on May 8th 2014. The plan is part of the investment plan based on financial instruments, named *Leverage Employee Co-Investment Plan* ("*Lecoip*"), already disclosed to the market.

The *Lecoip* is an instrument of broad-based shareholding which the Intesa Sanpaolo Group, at the time that it launches the 2014-2017 Business Plan, offers to all its employees - as key enablers in the achievement of the Business Plan's objectives. Employees, having been assigned, without charge, Intesa Sanpaolo ordinary shares purchased on the market ("Free Shares"), will be offered a multi-year investment opportunity ("Investment Plan") that has the same time horizon as the Business Plan. Employees joining the Investment Plan will subscribe to certain financial instruments ("Certificates") issued by Credit Suisse; alternatively, employees may freely dispose of the Free Shares that have been assigned to them. The Investment Plan provides for the assignment to employees adhering to the Plan, of additional, newly-issued Intesa Sanpaolo ordinary shares deriving from a free share capital increase ("Matching Shares"). It also provides for the subscription of employees to newly issued Intesa Sanpaolo ordinary shares deriving from a share capital increase made against payment and reserved for employees, through the issue of shares at a discounted price ("Discounted Shares").

Certificates, issued by Credit Suisse, will be divided into three categories and have different characteristics according to whether they are reserved for individuals considered 'risk-takers', executives, or all other employees, as detailed in each related prospectus filed with Consob on October 3rd 2014 following its approval as per notice 0078575/14 of October 3rd 2014. In general, certificates will reflect the terms of certain options that have Intesa Sanpaolo ordinary shares as their underlying instruments, and will allow employees to receive at maturity, in the absence of trigger events as defined in each prospectus, an amount in cash (or in Intesa Sanpaolo ordinary shares) equal to the original market value of the Free Shares and the Matching Shares, and a portion of any appreciation in the Free Shares, Matching Shares and Discounted Shares compared to their original market value. Participation in the Investment Plan does not involve any cash outlay from employees. In fact, at the time employees subscribe to the Certificates, they will enter into a forward sale agreement with Credit Suisse in respect of the Free Shares, the Matching Shares and the Discounted Shares (together, the "Shares"). The terms provide that Credit Suisse, upon execution of the forward sale agreement, pay employees the price of the Shares, although employees will deliver the Shares only at the end of the Investment Plan. Proceeds deriving from the forward sale agreement will be used by employees partly to subscribe to the Discounted Shares and partly to purchase the Certificates.

Upon issuing the Certificates, Credit Suisse will presumably adopt a hedging strategy. Intesa Sanpaolo will carry its trading activities with respect to the purchase of own shares in an autonomous and separate way, in compliance with the terms approved at the Shareholders' Meeting.

As required by article 113-*ter* of Legislative Decree 58 of February 24th 1998 (*TUF*-Consolidated Law on Finance) and article 144-*bis* of Consob Resolution 11971/99 (Issuers' Regulation), the details of the share buy-back programme are provided hereafter. Information is hereby given by Intesa Sanpaolo also on behalf of its subsidiaries which have passed resolutions to implement analogous initiatives with respect to the Parent Company's ordinary shares.

Authorisation was obtained at the Intesa Sanpaolo Shareholders' Meeting, for the purchase, in one or more tranches, of ordinary shares with a nominal value of 0.52 euro each, up to a maximum number of 54,097,875 ordinary shares which is approximately 0.3% of the ordinary share capital and total share capital (comprising ordinary shares and savings shares) of Intesa Sanpaolo. This number takes into account the shares reserved for the Parent Company employees, as well as those for employees of companies directly and/or indirectly controlled by Intesa Sanpaolo.

This programme concerns the purchase on the market of the maximum number of ordinary shares authorised for the Parent Company, as well as the subsidiaries whose competent corporate bodies have already approved relevant resolutions, equal to 49,476,201.

Purchases of shares to be assigned, without charge, will be carried out in compliance with provisions included in article 2357 and following ones of the Italian Civil Code within the limits of distributable income and available reserves as determined in the financial statements most recently approved. Pursuant to article 132 of Legislative Decree 58 of February 24th 1998 and article 144-*bis* of Issuers' Regulation and related implementing provisions, purchases will be carried out on the regulated market MTA managed by Borsa Italiana in accordance with trading methods laid down in the market rules for these transactions.

Moreover, as for the purchase modality, transactions will be carried out in compliance with conditions and restrictions under articles 5 and 6 of the EU Commission Regulation 2273/2003 and market practices allowed by Consob pursuant to article 180, paragraph 1, letter c of *TUF*.

In accordance with the authorisation obtained at the Intesa Sanpaolo Shareholders' Meeting, which is effective up to 18 months, purchases will be executed at a price identified on a case-by-case basis, net of accessory charges, in the range of a minimum and maximum price. This price can be determined using the following criteria:

- the minimum purchase price cannot be lower than the reference price the share recorded in the stock market session on the day prior to each single purchase transaction, less 10 per cent;
- the maximum purchase price cannot be higher than the reference price the share recorded in the stock market session on the day prior to each single purchase transaction, plus 10 per cent.

At any rate, the purchase price will not be higher than the higher of the price of the last independent trade and the highest current independent bid on the market. Purchases may occur at one or more times.

Purchases will be executed between October 13th and October 17th 2014 (included). The maximum number of shares to be purchased daily will not exceed 25% of the daily average volume of the Intesa Sanpaolo ordinary shares traded in September 2014, which was equal to 143 million shares.

Pursuant to article 2357-ter of the Italian Civil Code, the Intesa Sanpaolo Shareholders' Meeting authorised the disposal on the regulated market of own ordinary shares exceeding the actual need of the *Lecoip* under the same conditions as applied to their purchase and at a price of no less than the reference price recorded by the share in the stock market session on the day prior to each single transaction, less 10 per cent. Alternatively, these shares can be retained for future incentive plans.

In relation to the free assignment plans reserved for subsidiaries' employees, the purchase of Intesa Sanpaolo ordinary shares has been authorized, with respect to the companies whose competent corporate bodies have already passed resolutions, to take place in the same period as indicated above with regard to the Parent Company for a total maximum number of 27,554,405 shares, as detailed below (this number is included in the aforementioned maximum number of 54,097,875 shares reserved for the entire Intesa Sanpaolo Group, and in the 49,476,201 shares being purchased under this programme).

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COMPANIES	SHARE NUMBERS	CORPORATE BODY WITH POWER TO PASS RESOLUTIONS	RESOLUTION DATE
Intesa Sanpaolo Parent Company	21,921,796	Shareholders' Meeting	8 May 2014
Banca dell'Adriatico	861,738	Shareholders' Meeting	8 May 2014
Banco di Napoli	3,158,059	Shareholders' Meeting	7 May 2014
Cassa dei Risparmi di Forlì e della Romagna	394,975	Shareholders' Meeting	15 May 2014
Cassa di Risparmio del Veneto	1,840,794	Shareholders' Meeting	5 May 2014
Cassa di Risparmio di Venezia	577,499	Shareholders' Meeting	8 May 2014
Cassa di Risparmio in Bologna	970,394	Shareholders' Meeting	6 May 2014
Cassa di Risparmio del Friuli Venezia Giulia	523,981	Shareholders' Meeting	7 May 2014
Banca di Trento e Bolzano	227,188	Shareholders' Meeting	12 May 2014
Cassa di Risparmio di Firenze	1,468,756	Shareholders' Meeting	7 May 2014
Cassa di Risparmio di Civitavecchia	97,125	Shareholders' Meeting	7 May 2014
Cassa di Risparmio di Pistoia e Lucca	346,875	Shareholders' Meeting	8 May 2014
Cassa di Risparmio della Provincia di Viterbo	132,738	Shareholders' Meeting	12 May 2014
Cassa di Risparmio di Rieti	154,013	Shareholders' Meeting	6 May 2014
Cassa di Risparmio dell'Umbria	442,013	Shareholders' Meeting	7 May 2014
Banca di Credito Sardo	490,950	Shareholders' Meeting	7 May 2014
Banca Monte Parma	250,896	Shareholders' Meeting	7 May 2014
Intesa Sanpaolo Group Services	5,952,727	Shareholders' Meeting	5 May 2014
Infogroup	300,750	Shareholders' Meeting	8 May 2014
Intesa Sanpaolo Private Banking	882,876	Shareholders' Meeting	7 May 2014
Mediocredito Italiano	614,016	Shareholders' Meeting	8 May 2014
Mediocredito Italiano (*)	391,176	Shareholders' Meeting	18 June 2014
Banca Prossima	84,047	Shareholders' Meeting	5 May 2014
Setefi	214,038	Shareholders' Meeting	7 May 2014
Sirefid	67,702	Shareholders' Meeting	5 May 2014
Intesa Sanpaolo Personal Finance	483,313	Shareholders' Meeting	7 May 2014
Intesa Sanpaolo Vita	385,647	Shareholders' Meeting	7 May 2014
Intesa Sanpaolo Assicura	173,345	Shareholders' Meeting	7 May 2014
Intesa Sanpaolo Previdenza	15,000	Shareholders' Meeting	7 May 2014
Equiter	29,115	Shareholders' Meeting	6 May 2014
IMI Investimenti	15,716	Shareholders' Meeting	7 May 2014
IMI Fondi Chiusi	101,435	Shareholders' Meeting	5 May 2014
Banca IMI	2,248,185	Shareholders' Meeting	14 May 2014
Banca Fideuram	1,329,780	Shareholders' Meeting	6 May 2014
Fideuram Fiduciaria	42,200	Shareholders' Meeting	7 May 2014
Fideuram Investimenti	233,913	Shareholders' Meeting	5 May 2014
Sanpaolo Invest	64,750	Shareholders' Meeting	6 May 2014
Fideuram Vita	153,481	Shareholders' Meeting	6 May 2014
Eurizon Capital	925,908	Shareholders' Meeting	8 May 2014
Epsilon	77,088	Shareholders' Meeting	8 May 2014
Intesa Sanpaolo Life Limited	65,500	Board of Directors	7 May 2014
Fideuram Asset Management (Ireland) Ltd	67,500	Board of Directors	7 May 2014
Fideuram Bank (Luxembourg) S.A.	84,329	Board of Directors	6 May 2014
Financière Fideuram S.A.	550	Board of Directors	7 May 2014
Fideuram Gestions S.A.	59,378	Board of Directors	6 May 2014
Euro-Trésorerie S.A.	1,100	Board of Directors	7 May 2014
Eurizon Capital S.A.	143,896	Shareholders' Meeting	8 May 2014
Intesa Sanpaolo Holding International	25,800	Board of Directors	6 May 2014
Société Européenne de Banque S.A.	261,400	Board of Directors	6 May 2014
Intesa Sanpaolo Bank Ireland Plc	52,650	Board of Directors	7 May 2014
Lux Gest Asset Management S.A.	25,250	Board of Directors	7 May 2014
Private Equity International	1,100	Board of Directors	5 May 2014
Intesa Sanpaolo Servitia S.A.	41,750	Board of Directors	8 May 2014

(*) Incorporation of Mediofactoring.