

<b>Informazione Regolamentata n. 0033-109-2015</b>	<b>Data/Ora Ricezione 29 Giugno 2015 19:35:29</b>	<b>MTA</b>
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 Oggetto : Intesa Sanpaolo: results of the voluntary  
 exchange offer of its subordinated notes

<i>Testo del comunicato</i>
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Vedi allegato.

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## PRESS RELEASE

### INTESA SANPAOLO: RESULTS OF THE VOLUNTARY EXCHANGE OFFER OF ITS SUBORDINATED NOTES

Turin - Milan, June 29<sup>th</sup> 2015 – Intesa Sanpaolo S.p.A. (“ISP” or the “Offeror”) announces that, in the context of the voluntary exchange offer of its subordinated notes (the “Existing Notes”) up to a maximum nominal amount of Euro 1,576,000,000, with new Tier 2 subordinated debt notes to be issued by the Offeror, named “Intesa Sanpaolo S.p.A. Subordinato Tier 2 Tasso Variabile 30/06/2015 – 30/06/2022” ISIN IT0005118838 (the “Exchange Notes”) (the “Offer” or the “Transaction”), the aggregate nominal value of the Existing Notes validly tendered in the Offer and accepted by the Offeror amounts to Euro 737,700,000.00 (i.e. the 47% of the total outstanding amount).

The Condition blocking the effectiveness of the Offer not having occurred, as indicated in the offer memorandum published on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) (the “Offer Memorandum”), Exchange Notes for an aggregate nominal amount of Euro 781,962,000.00 will be issued by ISP and assigned to investors.

The Offer will be settled on June 30<sup>th</sup> 2015, in accordance with the provisions of the Offer Memorandum.

\* \* \*

*DISCLAIMER This announcement must be read in conjunction with the Offer Memorandum. This announcement and the Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Offer Memorandum or the action you should take, you are recommended to seek your own financial and legal advice, including as to any tax consequences. Any individual or company whose Existing Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender the Existing Notes to the Offer. None of Banca IMI S.p.A., or Deutsche Bank, or the Offeror or any of its affiliates, makes any recommendation as to whether the holders of Existing Notes should tender the Existing Notes pursuant to the Offer.*

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