



SPAFID CONNECT

Informazione Regolamentata n. 0033-121-2018	Data/Ora Ricezione 24 Luglio 2018 15:12:49	MTA
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Societa' : INTESA SANPAOLO

Identificativo : 106635

Informazione
Regolamentata

Nome utilizzatore : BINTESAN01 - Tamagnini

Tipologia : 3.1

Data/Ora Ricezione : 24 Luglio 2018 15:12:49

Data/Ora Inizio : 24 Luglio 2018 15:12:50

Diffusione presunta

Oggetto : INTESA SANPAOLO: RESULTS OF PRE-EMPTION/PRE-EMPTIVE RIGHTS OFFERING OF SAVINGS SHARES. 108,453 SAVINGS SHARES FOLLOWING WITHDRAWAL HAVE BEEN PURCHASED

Testo del comunicato

Vedi allegato.

The securities of Intesa Sanpaolo S.p.A. have not been and will not be registered under the Securities Act, or with any securities regulatory authority of any state of the United States or other jurisdiction in the United States, and may not be offered, sold, pledged or otherwise transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. There will be no such public offering of shares of Intesa Sanpaolo S.p.A. in the United States.

PRESS RELEASE

Notice pursuant to Article 84 of Consob Regulation no. 11971/1999

RESULTS OF THE PRE-EMPTION AND PRE-EMPTIVE RIGHTS OFFERING OF INTESA SANPAOLO SAVINGS SHARES PURSUANT TO ARTICLE 2437-QUATER OF THE ITALIAN CIVIL CODE

108,453 SAVINGS SHARES FOLLOWING WITHDRAWAL HAVE BEEN PURCHASED PURSUANT TO THE PRE-EMPTION AND PRE-EMPTIVE RIGHTS OFFERING

Turin - Milan, 24 July 2018 – Intesa Sanpaolo S.p.A. (“**Intesa Sanpaolo**” or the “**Company**”) hereby announces that, at the end of the pre-emption and pre-emptive offering period (the “**Offering**”), which ended on 17 July 2018 (the “**Offering Period**”), with regard to the savings shares of Intesa Sanpaolo subject to withdrawal (the “**Shares**”, each a “**Share**”), following the resolution of the special meeting of savings shareholders of 27 April 2018 which approved the mandatory conversion of the Intesa Sanpaolo savings shares into ordinary shares (the “**Mandatory Conversion**”) and the consequent amendments to the Company’s Articles of Association, pre-emption rights have been exercised in relation to 37,061 Shares and pre-emptive rights have been exercised in relation to 71,392 Shares.

Furthermore, following the expiration of the term for exercising the right of withdrawal (6 June 2018) and the date on which the number of shares offered in the context of the Offering was communicated pursuant to Article 2437-*quater* of the Italian Civil Code (18 June 2018), additional withdrawal statements were received in relation to 5,396 shares of the Company that were sent by the abovementioned term of 6 June 2018; therefore, the right of withdrawal has been exercised in relation to a total of 15,070,477 shares.

Recalling that:

- in view of the outcome of the Offering and, as previously announced, given the overall amount of exercised withdrawal rights, the condition precedent to the execution of the Mandatory Conversion has been formally satisfied. The condition stipulates that the amount owed to those electing to exercise the withdrawal right must not exceed Euro 400 million at the end of the offering period relating to the Shares.
- the Shares were offered on a pre-emption rights basis in accordance with a ratio of 1 Share per 1,113 pre-emption rights at a price, set in accordance with the provisions set forth under Article 2437-*ter*, paragraph 3 of the Italian Civil Code, of Euro 2.74 each;
- the conversion ratio is 1.04 Intesa Sanpaolo ordinary shares per each savings share;

it should be noted that:

- as a result of the Offering, 14,962,024 shares following withdrawal remain, the value of which is equal to Euro 40,995,946;
- the Company shall announce in accordance with provisions of law: (i) the subsequent methods of liquidation in relation to the remaining Shares following the Offering that the Company deems more appropriate and (ii) the terms and methods of settlement of the Shares purchased following the exercise of the pre-emption and pre-emptive rights.

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Fine Comunicato n.0033-121

Numero di Pagine: 4