



# SPAFID CONNECT

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Diffusione presunta

Oggetto : INTESA SANPAOLO: PURCHASE OF SAVINGS SHARES, SETTLEMENT OF PRE-EMPTION AND PRE-EMPTIVE RIGHTS OFFERING AND EFFECTIVENESS OF THE MANDATORY CONVERSION

*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

## **PURCHASE OF INTESA SANPAOLO SAVINGS SHARES PURSUANT TO ARTICLE 2437-QUATER OF THE ITALIAN CIVIL CODE, SETTLEMENT OF THE PRE-EMPTION AND PRE-EMPTIVE RIGHTS OFFERING AND EFFECTIVENESS OF THE MANDATORY CONVERSION**

*Turin - Milan, 1 August 2018* – Today, the Board of Directors of Intesa Sanpaolo S.p.A. (“**Intesa Sanpaolo**” or the “**Company**”) resolved to proceed with the reimbursement through the purchase by the Company, pursuant to Article 2437-*quater*, paragraph 5 of the Italian Civil Code, of no. 14,962,024 savings shares of Intesa Sanpaolo following withdrawal that remained unsold (the “**Shares**”) after the pre-emption and pre-emptive rights offering (the “**Offering**”) which ended on 17 July 2018. This was in accordance with 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.

Accordingly, the Shares will not be offered on the market, as permitted by Article 2437-*quater*, paragraph 4 of the Italian Civil Code. The Shares will be purchased by using available reserves of the Company at the liquidation value of the shares following withdrawal, set in accordance with the provisions under Article 2437-*ter*, paragraph 3 of the Italian Civil Code, of Euro 2.74 each, with settlement date on 3 August 2018.

In accordance with the resolutions taken by the Extraordinary Meeting of the ordinary shareholders of Intesa Sanpaolo on 27 April 2018, the Shares purchased by the Company will be subsequently sold 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 disposal transaction, decreased by ten per cent.

Furthermore, it should be noted that:

- the settlement of the Shares and related operations following the exercise of the pre-emption and pre-emptive rights under the Offering shall take place on 3 August 2018;
- the last trading date of the Intesa Sanpaolo savings shares shall be 6 August 2018;
- the Mandatory Conversion of savings shares into ordinary shares will become effective on 7 August 2018 and, therefore, from that date only Intesa Sanpaolo ordinary shares will be traded on the Mercato Telematico Azionario of Borsa Italiana;

- once the Mandatory Conversion of the no. 932,490,500 savings shares into ordinary shares becomes effective, the share capital of Intesa Sanpaolo, fully subscribed and paid-in, equal to Euro 9,084,056,582.12, will be composed of no. 17,506,639,140 ordinary shares without nominal value;
- any fractions resulting from the Mandatory Conversion of savings shares into ordinary shares will be managed by an intermediary appointed by the Company, with settlement in cash to be carried out by the beneficiaries' intermediaries.

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