



KPMG S.p.A.
Revisione e organizzazione contabile
Via Vittor Pisani, 25
20124 MILANO MI
Telefono +39 02 6763.1
Email it-fmauditaly@kpmg.it
PEC kpmgspa@pec.kpmg.it

(Translation from the Italian original which remains the definitive version.
KPMG does not assume nor accept any responsibility for the correctness of the translation of the report. The Italian text shall prevail in the event of any differences or discrepancies with the English translation.)

Auditors' report pursuant to article 2441, fourth paragraph, sentence 1, and sixth paragraph of the Italian Civil Code, and article 158, first paragraph, of legislative decree no. 58/98 on the issuance price of shares in the share capital increase with the exclusion of pre-emption rights.

*To the Board of Directors of
Intesa Sanpaolo S.p.A.*

1 Purpose and Object of the engagement

In relation to the delegation granted by the Extraordinary Shareholders' Meeting of 27 April 2020 of Intesa Sanpaolo S.p.A. ("ISP" or the "Bank") to the Board of Directors (the "Board of Directors" or the "Directors") pursuant to art. 2443 of the Italian Civil Code (the "Delegation"), related to the share capital increase with the exclusion of pre-emption rights functional to the Offer (as defined below) pursuant to article 2441, fourth paragraph, first sentence, and sixth paragraph of the Italian Civil Code and article 158, first paragraph, of the Legislative Decree no. 58/98 (the "Italian Consolidated Financial Act or "TUF""), we have received from ISP the report of the Board of Directors dated 16 June 2020 pursuant to article 2441, sixth paragraph, of the Italian Civil Code (the "Report" or the "Directors' Report"), which describes and provides reasons for the aforementioned proposed share capital increase with the exclusion of the pre-emption rights, and indicates in paragraph 4 the criteria identified by the Directors to determine the price of the newly issued shares of ISP.

The proposal of the Board of Directors, as described in the Report, concerns ISP's share capital increase to be carried out through the issuance of a maximum of 1,945,284,755 new ordinary shares without nominal value and with the same characteristics as the outstanding ordinary shares, to be paid up by way of contribution in kind, to service the voluntary public exchange offer (the "Offer"), launched by ISP, pursuant to articles 102 and 106, fourth paragraph of the TUF, on all ordinary shares of Unione Banche Italiane S.p.A. ("UBI"), it being reserved to UBI's



shareholders tendering in the Offer (or in any case contributed to ISP, for the fulfilment of the sell/out right and/or squeeze-out pursuant to articles 108 and 111 TUF, if applicable) (the "Share Capital Increase Reserved to the Offer"). Pursuant to the Delegation, the Directors can execute the Share Capital Increase reserved to the Offer within 31 December 2020, in one or more tranches and in a divisible manner (in via scindibile), in an amount of share capital equal to €0.52 for each newly issued share (amount corresponding to the implied par value, rounded to the second decimal place, of the currently outstanding shares of ISP, calculated by the Directors by dividing the current share capital of ISP by the number of outstanding shares) and, as a consequence, for a maximum share capital amount equal to Euro 1,011,548,072.60, plus the share premium.

On 13 March 2020, PricewaterhouseCoopers Advisory S.p.A. issued, appointed as independent expert by ISP pursuant to article 2343-ter, second paragraph, letter b), of the Italian Civil Code (the "Independent Expert"), its fair value report on the shares of UBI Banca to be contributed ("UBI Shares"), which has been made available to the public pursuant to and in accordance with the procedures set out in applicable law during the Shareholders Meeting of ISP held on 27 April 2020.

The fair value report of the Independent Expert was later updated, on the request of the Board of Directors of ISP, on 31 March 2020.

On 15 June 2020, the Independent Expert issued a new fair value report, which was prepared taking into account the data and information available as of 31 March 2020 (and thus, with reference to the latter date) which, thus, constitutes the new reference date of the aforementioned report.

In connection with the transaction described above, we have been engaged by the Board of Directors to provide our report (parere sulla congruità del prezzo di emissione), pursuant to article 2441, fourth paragraph, first sentence, and sixth paragraph of the Italian Civil Code and article 158, first paragraph, of the TUF, on the adequacy of the criteria identified by the Directors in order to determine the issuance price of the newly issued shares of ISP, as indicated in paragraph 4 of the Report.

During the first part of the Board of Directors meeting held today, the Directors approved the Report in order to allow us to carry out our activities pursuant to article 2441 of the Italian Civil Code and to article 158 of TUF. Once the consistency between the Report approved by the Directors with the draft version previously provided to us, together with the documents necessary to perform our work, was verified, we issued this report in order to allow the Directors to finalize the procedure required for the abovementioned capital increase, during the second part of today's meeting.



2 Overview of the Transaction

As pointed out in the Report, on 17 February 2020, ISP announced, pursuant to art. 102, paragraph 1 of TUF and to article 37 of Consob Regulation no. 11971 of 14 May 1999, the intention to launch the Offer on all of the shares of UBI, traded on the Mercato Telematico Azionario organized and managed by Borsa Italiana S.p.A.

As indicated in the Report, the Offer has the purpose of allowing an aggregation between ISP and UBI Banca, thus enabling the full enhancement of the potential of the two groups through the creation of an entity able to strengthen their respective stakeholders, including the Italian component in the European banking sector, and to consolidate the leadership in the Corporate Social Responsibility, with the aim of becoming a point of reference for individuals and companies in Italy, as well as creating value for their shareholders through the distribution of dividend flows that are sustainable over time also by means of the synergies deriving from the aggregation.

In accordance with the Report, ISP will offer to UBI Banca's shareholders tendering in the OPS, for each UBI Banca shares tendered - and as a consideration thereof - No. 1,700 newly issued ordinary shares of ISP (the "Consideration").

ISP's ordinary shares offered as Consideration will be issued in execution of the Share Capital Increase Reserved to the Offer (also in the exercise of the sell-out and/or squeeze-out rights pursuant to articles 108 and 111 of TUF, if applicable), will be traded on the Mercato Telematico Azionario managed by Borsa Italiana S.p.A. and will have the same characteristics as the ordinary ISP shares outstanding on the date of the relevant issuance.

On 27 April 2020, the Extraordinary Shareholders' meeting of ISP granted the Board of Directors with the Delegation to resolve upon the execution of the Share Capital Increase Reserved to the Offer pursuant to article 2443 of the Italian Civil Code.

The Directors declared that, on 2 June 2020 the European Central Bank (the "ECB") ascertained that, pursuant to articles 56 and 61 of the Legislative Decree 1 September 1993, n. 385 (the "Consolidated Banking Act"), the amendments to the Articles of Association related to the Delegation and to the Share Capital Increase Reserved to the Offer, do not conflict with a sound and prudent management of ISP.

On 5 June 2020, the ECB authorized ISP to acquire the control of UBI and IW Bank S.p.A. through the Offer, as well as to acquire a qualified participation in Zhong OuAsset Management Company Co. Ltd.. As a result, the resolution of ISP Shareholders' Meeting related to the Delegation Powers and the amendments to ISP's Articles of Association have been filed with the Companies' Register.



In addition, the Directors declared that on 8 June 2020, Bank of Italy authorized the indirect acquisition of a controlling interest in UBI Banca Group companies Pramerica SGR S.p.A. (as well as a qualified interest in POLIS Fondi SGR S.p.A.), pursuant to Article 15 of TUF, and UBI Leasing S.p.A., UBI Factor S.p.A. and Prestitalia S.p.A., pursuant to Articles 19 and 110 of TUB.

In addition, the Directors declared that on 10 June 2020 Luxembourg's Authority - Commission de Surveillance de Secteur Financier (CSSF) - authorized the indirect acquisition of a majority interest in Pramerica Management S.A., with registered offices in Luxembourg.

3 Nature and scope of this report

As set out in the Report, and specifically in paragraph 4 which represents the subject matter of this report, the issuance price of the new shares will be determined by the Directors when executing the Share Capital Increase Reserved to the Offer, subsequently to the date of this report, through the automatic application of the criteria identified by the Directors and described in the following paragraph 5.

In this context, this report, issued pursuant to article 2441, sixth paragraph of the Italian Civil Code and to article 158, first paragraph, of the TUF, aims at strengthening the information available to the shareholders excluded from pre-emption rights, pursuant to article 2441, fourth paragraph, first sentence of the Italian Civil Code, about the method adopted by the Directors to determine the issuance price of the new shares for the Share Capital Increase Reserved to the Offer.

Considering the specific features and characteristics of the transaction outlined above, as detailed in the Report, this report sets out the criteria identified by the Directors to determine the issuance price of the new shares and any difficulties that the Directors may have encountered and includes our considerations on the adequacy of this criteria, in terms of its reasonableness and non-arbitrariness in the circumstances.

Therefore, the purpose of this report is not to express:

- (i) an economic valuation of ISP, that was exclusively performed by the Directors;
- (ii) an economic valuation of the UBI Shares, which is the scope of the fair value report issued by the Independent Expert pursuant to article 2343-ter of the Italian Civil Code;
- (iii) an opinion on the adequacy of the exchange ratio between the newly issued shares of ISP and the UBI Shares, determined by the Directors and already subject of the "Independent Limited Assurance Report to Intesa Sanpaolo S.p.A. on the methods adopted by the Intesa Sanpaolo's Directors to determine



the Exchange Ratio in connection with the Voluntary Public Exchange Offer launched by Intesa Sanpaolo S.p.A. on all the shares of Unione Banche Italiane S.p.A." issued by KPMG on 25 March 2020.

4 Documentation used

In performing our work, we obtained directly from ISP the documents and the information deemed useful in this circumstance. In particular, we obtained and analysed the following documentation:

- minutes of the Extraordinary Shareholders' Meeting of ISP held on 27 April 2020, including the related annexes;
- draft and final versions of the Report approved by the Directors on 16 June 2020 prepared pursuant to art. 2441, sixth paragraph, of the Italian Civil Code and art. 70 of Consob's Regulation 11971/99;
- current Articles of Association of ISP;
- Interim Statement of ISP as of 31 March 2020;
- ISP's separate and consolidated financial statements as of 31 December 2019 and 31 December 2018, audited by us, in relation to which we issued the auditors' reports on 18 March 2020 and 20 March 2019, respectively;
- ISP's half-yearly financial reports as of 30 June 2019 and 30 June 2018, audited by us, in relation to which we issued the auditors' reports on 2 August 2019 and 3 August 2018, respectively;
- "Piano d'Impresa 2018-2021" of Gruppo Intesa Sanpaolo approved by the Board of Directors of ISP on 6 February 2018;
- price trend of ISP's shares during the six months before the date of the Report;
- press releases related to the transaction;
- accounting, non-accounting and statistical elements, as well as any other information deemed useful in carrying out our engagement.

Additionally, for information purposes only of the overall transaction, we obtained the fair value report issued by the Independent Expert on 13 March 2020, pursuant to article 2343-ter, second paragraph, letter b), of the Italian Civil Code on the valuation of the UBI Shares that are subject of the Offer, as well as the related *addendum* dated 31 March 2020 and the new fair value report issued by the Independent Expert on 15 June 2020.

Furthermore, on 16 June 2020, we obtained a specific and explicit representation letter from ISP specifying that, to the best knowledge of the Directors and management of ISP, no significant changes, events or circumstances have occurred



requiring necessary changes to the assumptions, data and information that we considered in performing our analyses and / or that could have a significant impact on valuations performed.

5 Valuation method adopted by the Board of Directors to determine the issuance price of the shares

As reported in the Report, the Share Capital Increase Reserved to the Offer foresees the issuance of a maximum number of 1,945,284,755 ordinary shares of ISP, based on the exchange ratio of 1.70000 newly issued ordinary shares of ISP for each UBI Share tendered to the Offer, for an amount of share capital equal to €0.52 for each newly issued share (amount corresponding to the implied par value, rounded to the second decimal place, of the currently outstanding shares of ISP) and, thus, for a maximum share capital amount equal to Euro 1,011,548,072.60, plus the share premium.

As indicated in the Report, on 16 June 2020, the Board of Directors, without prejudice to the exchange ratio set out and analyzed in paragraph 3 of its Report, identified the criteria to determine the issuance price and the share premium, i.e. the portion of the issuance price not intended to be allocated to the share capital, but, exactly, to the share premium reserve.

In this regard, the Directors point out that, in the context of capital increase transactions with the exclusion of pre-emption rights as it is to be paid up by way of contribution in kind, the applicable international accounting principles, as known, pursuant to primary mandatory rule, require the recognition, against the issue of new shares, of an overall increase in ISP net assets (share capital plus premium) equal to the fair value of ISP shares that will be assigned to the entities participating in the Offer, net of additional charges directly attributable to the issue of the new shares. The Directors' Report states that this fair value will correspond, more precisely, to the stock exchange listing (reference price) of ISP share on the trading day prior to the date of the settlement of the exchange with the UBI Shares tendered in the Offer.

According to the Report, and based on the foregoing, in the context of the Offer, it is the current regulatory framework, including accounting regulations, requiring that the unit issuance price of ISP shares, which by definition means the increase in ISP net assets (capital and share premium), following the share issuance, is equal to the fair value, i.e. the stock exchange listing (reference price) of ISP share on the previous trading day: (i) the payment date of the consideration for the Offer (subject to the fulfilment or waiver, if applicable, of the conditions precedent for its effectiveness), as well as, if applicable, (ii) the subsequent payment date of the consideration in



execution of the sell-out and/or squeeze-out rights pursuant to articles 108 and 111 of the TUF, as provided for in the Offer document; in any case, thus, upon execution of the contribution of the UBI Shares tendered (or in any case contributed to ISP, for the fulfilment of the sell/out right and/or squeeze-out pursuant to articles 108 and 111 TUF, if applicable).

The reference price thus identified will be considered as the fair issuance price by the Directors.

The Directors indicate that there will be no prejudice to the limit consisting of the value that the Independent Expert, in its fair value report, attributed to UBI Shares subject to contribution in kind pursuant to articles 2440, paragraph 2, and 2343-ter of the Italian Civil Code.

The Report indicates that, for illustrative purposes and on the basis of the currently available data, if the shares were issued on the date of the Report, the issuance price of the same would be equal to their stock exchange reference price as of 15 June 2020, or Euro 1.604 (rounded to the third decimal place) per share, to be allocated to the share capital as per Euro 0.52 and to the share premium reserve as per Euro 1.084.

In addition, the Board of Directors also highlights in the Report that the choice of the aforementioned method is in line with the constant conduct of professional practice, both at domestic and international level, for corporate capital increases with listed shares, where the stock market prices method is commonly accepted and applied.

The Directors state that, in fact, stock market prices, generally express, in an efficient market, the value attributed by the market to the shares being traded and consequently provide relevant information on the value of a company to which the shares refer to, since they correspond to the information available to analysts and investors, as well as their expectations relating to the economic and financial performance of ISP.

In addition, the Directors state that for the purposes of applying the stock market prices method, it is assumed that:

- the security is traded on an efficient market;
- a free float exists, with reference to the stake of the share capital traded on the financial markets, such as to guarantee a level of liquidity, as to the volume of daily trades, that is significant with respect to the standards characterizing the main securities in the reference stock exchange listing;
- there is a significant coverage by financial analysts and such as to make the market promptly informed in relation to exogenous and endogenous phenomena as communicated by the issuer, which may affect the share price.



6 Valuation difficulties encountered by the Board of Directors

The Directors' Report does not indicate any specific difficulties encountered by the Directors in the valuation referred to in the previous paragraph.

7 Work performed

For the purpose of our engagement, we carried out the following main activities:

- analysis of the minutes of the Extraordinary Shareholders' meeting of ISP held on 27 April 2020, including the related annexes;
- critical analysis of the draft versions of the Directors' Report that were provided to us by ISP (with subsequent updates) ahead of its approval by the Directors occurred during the first part of today's meeting;
- verification that the Directors' Report approved during the first part of today's Board of Directors' meeting did not present substantial changes compared to the draft versions of the Report previously provided to us, with specific reference to paragraph 4 "Determination of the issuance price";
- analysis, for the purposes of this engagement, of the Bank's current Articles of Association;
- analysis, for information purposes only on the overall transaction, of the fair value report issued by the Independent Expert on 13 March 2020, pursuant to article 2343-ter, second paragraph, letter b), of the Civil Code on the valuation of the UBI Shares that are subject of the Offer, as well as the related addendum issued on 31 March 2020 and the new fair value report issued on 15 June 2020;
- analysis, on the basis of the discussions held with the management of ISP, of the work performed by ISP in identifying the criteria for the determination of the issuance price of the new ISP's shares in order to verify the consistency of such criteria, as it is reasonable, grounded and non-arbitrary in the circumstances;
- verification of the completeness and consistency of the reasons provided by the Board of Directors regarding the valuation criteria they adopted to determine the issuance price of the shares;
- analysis of the elements necessary to assess whether such criteria was technically appropriate, under the specific circumstances, to determine the issuance price of the new shares;
- controls on the trend in ISP share prices in different time intervals, during the last six months prior to the Directors' Report date;



- collection of publicly available information, and analyses on volumes and volatility of ISP's shares, features of its free float and level of liquidity;
- analysis of the recommendations, in terms of target prices, reported in the equity research reports issued by leading financial analysts;
- sensitivity analyses on the criteria adopted by the Board of Directors as well as further independent assessments based on the market methodologies of target prices and comparable pricing analysis;
- obtainment of a formal representation that, to the best knowledge of ISP's management, there were no significant changes to the information used in carrying out our analysis that could have a significant impact on the data and information considered.

8 Comments and clarifications on the adequacy of the valuation method adopted by the Directors for the determination of the issuance price of the shares

In accordance with the content of the above paragraph 5, the Board of Directors of ISP has identified the criteria that it will apply (automatically and without discretion) when executing the Share Capital Increase Reserved to the Offer. Paragraph 4 of the Directors' Report describes the reasons underlying their choice and the logical process followed to identify the criteria for determining the issuance price of the new ISP shares in the context of the Share Capital Increase Reserved to the Offer.

In this regard, considering the specific characteristics of the Share Capital Increase Reserved to the Offer mentioned above, we express below our considerations exclusively on the adequacy, in terms of reasonableness and non-arbitrariness in the circumstances, of the method adopted by the Board of Directors for the purpose of identifying the issuance price of the new ISP shares, as reported in paragraph 4 of the Directors' Report.

- Pursuant to article 2441, sixth paragraph, of the Civil Code, the issuance price of the shares, in case of exclusion of the pre-emption right, must be determined "*on the basis of the shareholders' equity (patrimonio netto), taking into account, for shares listed on the stock exchange, the share price trend in the last six months*". With regard to the expression "*shareholders' equity*", scholars maintain that the legislator intended not to refer to the accounting reported value of the *shareholders' equity (patrimonio netto contabile)*, but rather to the current value of the company's economic capital. With regard to the "*share price trend in the last six months*", scholars and practitioners agree that it should not be necessarily intended as referred to a six month average of the prices, but also to more limited or punctual reference periods, depending on the circumstances and on the

specific characteristics of the stock, with the aim to identify the current value of the issuing company.

- The reference to the stock market prices method identified by the Directors is commonly accepted and used both at national and international level and is in line with the professional practice for companies with shares listed on regulated stock exchanges. In an efficient market, in fact, stock prices tend to express the value attributed by the market to the shares traded and accordingly provide significant information about the value of the company to which the shares refer to, since prices reflect the information available to analysts and investors, as well as their expectations on the company's economic and financial performance. The adoption of the stock market prices method is also based on the aforementioned provision of the sixth paragraph of article 2441 of the Civil Code. Considering the above, the adoption of the stock market prices method appears, in the circumstances, reasonable and not arbitrary.
- The adoption, for the purpose of determining the issuance price of the shares, of a criteria based on the identification of a specific reference price recorded on the trading day preceding the execution of the contribution of the UBI Shares tendered, in these circumstances, seems appropriate also in consideration of the specific characteristics of ISP's stock. As generally acknowledged by scholars and by the evaluation practice, in analysing a stock, the more significant is the traded stock in terms of traded volumes, the less extended the time horizon could be, being the traded prices the result of a large and continuous number of negotiations carried out freely by shareholders and investors operating on the market in the absence of external influences.
- In our opinion, the aforementioned characteristics have been verified with respect to ISP's stock and confirmed by the analyses performed by us on the free float, on the turnover ratio (i.e. the ratio between the average daily value of the trades and the free float), on the bid-ask spread (i.e. the price difference between the demand and the offer at which the stock is traded on the market) and the analysts' coverage of the stock. In light of the concrete characteristics of the ISP security, the methodological choice of the Board of Directors to use the reference price of the share on a specific trading day as the issuance price, appears, in the circumstances, reasonable and not arbitrary.
- Additionally, the Directors pointed out that the choice of setting the issuance price of ISP's shares equal to the stock exchange listing (reference price) of ISP's share on the trading day prior to the execution of the contribution of the UBI Shares tendered, is consistent with what is specifically required by the applicable accounting regulations. In fact, the international accounting standards require the recognition, against the issue of new shares, of an overall increase in ISP's shareholders' equity (share capital plus share premium) corresponding to the fair value of ISP's shares that will be assigned to those who tendered their shares in the context of the Offer, net of additional charges directly attributable to the issue



of the new shares. The correspondence between the issuance price of the new shares and their fair value is consistent for accounting purposes and confirms, in terms of reasonableness and non-arbitrariness, the methodological choice of the Directors to use a specific reference price recorded on the trading day immediately prior to the transaction's settlement.

- In line with the aforementioned accounting regulations, the Board of Directors did not apply methods, other than that of stock market prices, that would have been objectively difficult to apply in the circumstances. This choice of Directors, in light of the specific characteristics of the transaction, can be considered reasonable and not arbitrary.

The aspects discussed above were duly taken into consideration for the purpose of issuing this report.

9 Limitations encountered by the auditors and significant aspects emerged in performing this engagement

- The stock market prices method - on which the issuance price of the new ISP shares is based, in line with the rationale expressed by the Board of Directors - is influenced by the performance of the financial markets; Financial markets, by their nature, may be subject to material fluctuations over time, also in relation to the uncertainty of the current general economic outlook. As such, the application of market methods can lead to different values, to a more or less significant extent, depending on the moment on which the valuation is carried out, it being understood that these considerations are general in nature and should be regarded in the context of the specific characteristics of this Share Capital Increase Reserved to the Offer functional to the share exchange envisaged by the Offer.
- As anticipated, the transaction structured by the Board of Directors foresees the issuance of new shares by ISP through a share capital increase with the exclusion of pre-emption rights, pursuant to article 2441, fourth paragraph, first sentence, of the Civil Code. Such new shares will be issued to service the contribution in kind of the UBI Shares by the recipients of the Offer, subject to the approval by Consob of the prospectus relating to the newly issued ISP shares, as well as the offer document relating to the Offer. The object of this report is exclusively represented by our considerations on the adequacy, in terms of reasonableness and non-arbitrariness, in the circumstances, of the criteria to determine the issuance price of the new ISP shares described in paragraph 4 of the Report.



- The Directors point out that this report, which is exclusively issued on the criteria indicated in paragraph 4 of their Report, shall not require any update, when, upon execution of the contribution of the UBI Shares, on the payment date of the Offer Consideration (also in the exercise of the sell-out and/or squeeze-out rights pursuant to arts. 108 and 111 of TUF, if applicable), the issuance price will be determined by the Board of Directors automatically and definitively, on the basis of the updated data available on that date and in application of the identified criteria.
- The Directors have determined the maximum number of new ISP shares to be issued to service Offer, on the basis of the exchange ratio calculated by them on the basis of the methodological approach described in paragraph 3 of their Report, which is not the subject of this report. With specific regard to the exchange ratio, following the request of ISP, on 25 March 2020 KPMG issued a "Independent Limited Assurance Report to Intesa Sanpaolo S.p.A. on the methods adopted by the Intesa Sanpaolo's Directors to determine the Exchange Ratio in connection with the Voluntary Public Exchange Offer launched by Intesa Sanpaolo S.p.A. on all the shares of Unione Banche Italiane S.p.A.".
- With reference to the maximum amount of the Share Capital Increase Reserved to the Offer, the Directors point out in their Report that this amount is subject to the limit consisting of the value that the Independent Expert, in its fair value report, attributed to the UBI Shares subject to contribution pursuant to articles 2440, second paragraph, and 2343-ter of the Italian Civil Code. When examining the criteria for determining the issuance price of the shares adopted by the Directors, we have not carried out an economic assessment of the UBI Shares, which will be subject to contribution in the context of the Offer. As anticipated, the value of the UBI Shares is exclusively subject to the assessment made by the Independent Expert appointed by ISP pursuant to article 2343-ter, second paragraph, letter b), of the Civil Code.
- Additionally, any considerations on the Directors' decisions upon the transaction's structure, the related obligations (also from a legal and tax standpoint), the timing, the start and the execution of the transaction and any related choices are excluded from our scope of work.
- Without prejudice to what is stated in articles 2343-quarter, fourth paragraph, and 2443, fourth paragraph, of the Civil Code, the Report does not indicate any temporal constraints regarding the disposal of the newly issued ordinary shares of ISP, with the subsequent full right for the holders of UBI Shares, following the delivery by ISP of the new ISP shares exchanged, to trade the aforementioned shares on the market.



Intesa Sanpaolo S.p.A.
Auditors' report
16 June 2020

10 Conclusions

Based on the documents examined and the procedures indicated above, and considering the nature and the scope of our work, as detailed in this report (parere di congruità), without prejudice to what is indicated in paragraph 9, we believe that the criteria identified by the Board of Directors, as illustrated in paragraph 4 of their Report, is adequate, as it is reasonable and not arbitrary in the circumstances, for the purpose of determining the issuance price of a maximum number of 1,945,284,755 new ordinary shares of Intesa Sanpaolo S.p.A. in the context of the share capital increase with the exclusion of pre-emption rights reserved to the shareholders of Unione di Banche Italiane S.p.A..

Milan, 16 June 2020

KPMG S.p.A.

(signed on the original)

Mario Corti
Director of Audit