

PRESS RELEASE

INTESA SANPAOLO: FILING NOTICE

Turin - Milan, 24 March 2017 – Intesa Sanpaolo communicates that the reports to shareholders on the proposals concerning the items numbered 1 and 2 on the agenda of the Ordinary Shareholders' Meeting convened, on single call, for 27 April 2017 were made available today at the Company's Registered Office, as well as on the authorised storage system [eMarket STORAGE](#) and on the website group.intesasanpaolo.com. This is in accordance with regulations in force.

The proposals concerning item 1 - 2016 financial statements - relate to:

- a) Approval of the Parent Company's 2016 financial statements
- b) Allocation of net income for the year and distribution to shareholders of dividend and part of Share Premium Reserve;

The proposals concerning item 2 - Remuneration and own shares - relate to:

- a) 2017 remuneration policies for employees and other staff not bound by an employment agreement and for certain categories governed by an agency contract
- b) Extension of the increase in the cap on the variable-to-fixed remuneration to all the Risk Takers who are not part of the Corporate Control Functions
- c) Approval of the criteria for the determination of the compensation, including the maximum amount, to be granted in the event of early termination of the employment agreement or early termination of office
- d) Approval of the 2016 Incentive Plan based on financial instruments
- e) Authorisation to purchase and dispose of own shares to service the 2016 Incentive Plan.

With reference to item 2 d), the Information Document pursuant to Article 84-*bis*, paragraph 1, of Consob Issuers' Regulation relating to the Incentive Plan based on financial instruments was made available today in the same modality as the documents above.

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