

PRESS RELEASE

INTESA SANPAOLO IS AVAILABLE TO ACQUIRE CERTAIN ASSETS AND LIABILITIES OF BANCA POPOLARE DI VICENZA AND VENETO BANCA UNDER SPECIFIC CONDITIONS

Turin - Milan, 21 June 2017 – At its meeting today, the Board of Directors of Intesa Sanpaolo has unanimously decided that the Bank is available to acquire certain assets and liabilities and certain legal relationships of Banca Popolare di Vicenza and Veneto Banca, provided that the related terms and conditions ensure, also on the legal and regulatory level, that the transaction is fully neutral in terms of the Common Equity Tier 1 ratio and the dividend policy of the Intesa Sanpaolo Group. The potential transaction, therefore, rules out any capital increase for Intesa Sanpaolo.

Intesa Sanpaolo is available to acquire a segregated scope which excludes NPLs (bad loans, unlikely-to-pay loans and past due exposures), high-risk performing loans and subordinated bonds issued, as well as shareholdings and other legal relationships that Intesa Sanpaolo does not consider functional to the acquisition.

Specifically, Intesa Sanpaolo believes that a legislative framework, that is approved and definitive, is necessary for the finalisation and the effectiveness of the transaction. This shall also ensure the measures that are necessary to achieve the targets of full neutrality of the transaction in terms of the Group's Common Equity Tier 1 ratio and dividend policy, the coverage of integration and rationalisation charges, and the sterilisation of risks, obligations and claims against Intesa Sanpaolo due to events occurred prior to the sale or relating to assets/liabilities or relationships not included among those transferred.

The transaction is subject to the unconditional approval of any competent Authority, including with reference to the related legislative and regulatory framework.

The transfer of the assets and liabilities, if finalised, will be against a token payment.