

**PRESS RELEASE**

**INTESA SANPAOLO CONCLUDES ORDINARY SHARE BUY-BACK PROGRAMME FOR FREE ASSIGNMENT TO EMPLOYEES**

*Turin - Milan, 19 September 2017* – Intesa Sanpaolo communicates that it concluded, on 18 September 2017, the ordinary share buy-back programme launched on the same day and announced to the market in a press release dated 15 September 2017. The programme executes a plan that assigns, free of charge, ordinary shares of Intesa Sanpaolo to the Group’s employees; this covers the share-based incentive plan for 2016 reserved for Risk Takers who accrue a bonus in excess of the so-called “materiality threshold”, as well as for those who, among Managers or Professionals that are not Risk Takers, accrue “relevant bonuses”. The aforementioned plan was approved at the Shareholders’ Meeting of Intesa Sanpaolo on 27 April 2017. In addition, the Bank’s subsidiaries indicated in the aforementioned press release have terminated their purchase programmes of the Parent Company’s shares to be assigned, free of charge, to their employees. The programmes were approved by their respective corporate bodies within their remits and are analogous to the programme approved at the Parent Company’s Shareholders’ Meeting.

In compliance with Article 113-*ter* of Legislative Decree 58 of 24 February 1998 (*TUF*-Consolidated Law on Finance), Article 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, and Article 2 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, details concerning the purchases executed are provided below. Information is also given by Intesa Sanpaolo on behalf of the aforementioned subsidiaries.

On the day of execution of the programme (18 September 2017), the Intesa Sanpaolo Group purchased a total of 8,091,160 Intesa Sanpaolo ordinary shares through Banca IMI (which was responsible for the programme execution). These represent approximately 0.05% of the ordinary share capital and total share capital of the Parent Company (comprising ordinary shares and savings shares) at an average purchase price of 2.937 euro per share, for a total countervalue of 23,762,245 euro. The Parent Company purchased 4,263,325 shares at an average purchase price of 2.937 euro per share, for a countervalue of 12,520,115 euro.

Purchase transactions were executed in compliance with provisions included in Articles 2357 and following and 2359-*bis* and following of the Italian Civil Code and within the limits of number of shares and consideration as determined in the resolutions passed by the competent corporate bodies. Pursuant to Article 132 of *TUF* and Article 144-*bis* of the Issuers’ Regulation and subsequent amendments, purchases were executed on the regulated market MTA managed by Borsa Italiana in accordance with trading methods laid down in the market rules for these transactions.

Moreover, purchases have been arranged in compliance with the conditions and the restrictions under Article 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, Articles 2, 3, and 4 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, and market practices as allowed by Consob pursuant to Article 180, paragraph 1, letter c of *TUF*.

The total number of shares purchased and, therefore, the daily volume of purchases executed, did not exceed 25% of the daily average volume of the Intesa Sanpaolo ordinary shares traded in August 2017, which was equal to 83.7 million shares.

Details of share purchases are available in Excel format on the website [group.intesasanpaolo.com](http://group.intesasanpaolo.com) (“Investor Relations” / “Press Releases” section) and are summarised in the table below.

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**Summary of purchases of Intesa Sanpaolo ordinary shares by the Intesa Sanpaolo Group executed on 18 September 2017**

<b>COMPANY</b>	<b>NUMBER OF SHARES PURCHASED</b>	<b>AVERAGE PURCHASE PRICE (€)</b>	<b>COUNTERVALUE (€)</b>
Intesa Sanpaolo Parent Company	4,263,325	2.937	12,520,115
Intesa Sanpaolo Group Services	407,196	2.937	1,195,927
Banca CR Firenze	30,539	2.937	89,702
Banco di Napoli	57,377	2.937	168,531
Intesa Sanpaolo Private Banking	259,124	2.937	761,036
Intesa Sanpaolo Vita	218,405	2.937	641,543
Intesa Sanpaolo Assicura	34,611	2.937	101,662
Intesa Sanpaolo Life	37,017	2.937	108,730
Banca IMI	1,739,838	2.937	5,109,312
Fideuram	407,196	2.937	1,195,939
Fideuram Investimenti	39,794	2.937	116,888
Fideuram Vita	31,465	2.937	92,424
Sanpaolo Invest SIM	102,651	2.937	301,533
Fideuram Asset Management (Ireland)	46,272	2.937	135,921
Eurizon Capital SGR	158,806	2.937	466,476
Epsilon Associati SGR	111,053	2.937	326,209
Eurizon Capital S.A.	29,614	2.937	86,987
Banca Intesa Beograd	59,228	2.937	173,975
Bank of Alexandria	18,641	2.937	54,756
Intesa Sanpaolo Bank	3,749	2.937	11,012
Intesa Sanpaolo Banka Bosna i Hercegovina	35,259	2.937	103,567
<b>Total</b>	<b>8,091,160</b>	<b>2.937</b>	<b>23,762,245</b>