

PRESS RELEASE

INTESA SANPAOLO: BOARD OF DIRECTORS APPROVES BOTH DRAFT FINANCIAL STATEMENTS OF THE PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

Turin, Milan, 21 February 2017 – At its meeting today, the Board of Directors of Intesa Sanpaolo approved both the draft financial statements of the parent company and the consolidated financial statements for the year ended 31 December 2016. They confirm the 2016 results approved by the Board and announced on 3 February 2017. The parent company's net income was €1,760 million euro (€2,778 million in 2015, €2,880 million restated to reflect the corporate actions undertaken in 2015 and 2016) and the consolidated net income was €3,111 million (€2,739 million in 2015).

The Board of Directors also approved the proposal for the allocation of the 2016 net income and the assignment of reserves. This reflects the resolution passed by the Board at the time of the approval of the results as at 31 December 2016 and disclosed to the market on 3 February 2017.

Therefore, the financial statements as at 31 December 2016 and the cash distribution of 17.8 euro cents on ordinary shares and 18.9 euro cents on savings shares, before tax, will be submitted for the approval of shareholders at the Ordinary Meeting scheduled for 27 April 2017. Specifically, the Board's proposal envisages the cash distribution of €2,999,282,728.16 ^(*), deriving from 17.8 euro cents on each of the 15,859,786,585 ordinary shares and 18.9 euro cents on each of the 932,490,561 savings shares. No distribution will be made to own shares held by the Bank at the record date. The cash distribution, if approved at the Shareholders' Meeting, will take place from 24 May 2017 (with coupon presentation on 22 May and record date on 23 May).

(*) The proposal envisages a cash distribution of €1,655,900,556.48 as dividends on the net income for the year (corresponding to 9.8 euro cents on each ordinary share and 10.9 euro cents on each savings share) and of €1,343,382,171.68 as reserve assignment from the Share premium reserve (corresponding to 8 euro cents on each ordinary share and savings share). The reserve assignment will be subject to the same tax rate as the dividend distribution.