

Candidature acceptance form

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by

I, the undersigned (Fiscal Code), born in on resident in address nationality, occupation

declare

- I accept to stand as a candidate to the post of Supervisory Board member of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other list submitted to the above-mentioned Shareholders' Meeting.

Under my responsibility

I also declare

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
 - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
 - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
 - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
 - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
 - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
 - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
 - currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
 - currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as

for¹. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....²);

- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
 - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
- am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

In particular, I declare

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
 - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
 - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
 - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
 - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
 - accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the

¹ Indicate position and employer Administration.

² Add details of the authorisation, where already obtained.

- Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

Lastly, I declare

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

(place and date)

(signed)

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156.

You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department .

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.