

INTESA SANPAOLO S.p.A. – Shareholders' Meeting May 8, 2014 Proxy form and Voting instructions to Computershare S.p.A.

Computershare S.p.A., through its employee or duly entrusted staff member, acting as **Appointed Representative** of **INTESA SANPAOLO S.p.A. (the Company)** pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF), shall collect proxies for the Ordinary and Extraordinary Shareholders' Meeting convened on **May 8, 2014** on single call, in accordance with the terms and conditions stated in the Notice of the Meeting published on the company's website group.intesasanpaolo.com (Governance/Shareholders' Meeting section)

The proxy and voting instructions, to be conferred by **May 6, 2014**, may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is free of charge, except where transmission or postal charges apply.

Art. 135-*decies* of Legislative Decree 58/98 (Conflicts of interest of representative and substitute)

Computershare S.p.A., acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article 135-*decies* of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, Computershare **does not intend** to vote in a manner incompatible with the instructions received.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

* mandatory information

The undersigned *		Place of birth *	
Date of birth *	Tax code *	Resident in (town/city) *	
At (street address) *			
Telephone no. *		e-mail	
entitled to vote at the close of business of 28/04/2014 (record date)		as (2): <input type="checkbox"/> registered shareholder	
<input type="checkbox"/> legal representative or agent with authority to sub-delegate		<input type="checkbox"/> Pledgee <input type="checkbox"/> Taker-in <input type="checkbox"/> Beneficial interest holder	
<input type="checkbox"/> official receiver <input type="checkbox"/> manager <input type="checkbox"/> other (specify)			
for no. *	Intesa Sanpaolo Ordinary shares		
(3) registered in the name of	Place of birth *		
Date of birth *	Tax code *	Resident in (town/city) *	
At (street address) *			
Registered in the securities account (4) no.	At	Bank code (ABI)	Branch code (CAB)
as resulting from communication no. (5)		Made by (Bank)	

DELEGATES the above Appointed Representative to attend and vote at the above mentioned meeting, with reference to the above shares, in accordance with the instructions provided and

DECLARES that he/she is aware that the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred.

DATE	Form of identification (6) (type)*	Issued by *	no. *	SIGNATURE
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It is not possible to grant this proxy form without the voting instructions form to be downloaded from the company's website group.intesasanpaolo.com (Governance/Shareholders' Meeting section). Voting instruction form can be requested also by phone at no. +39 011 0923200.

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VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

The undersigned **(7)**

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders' meeting as follow **(8)**

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS <i>Section A: F (for), C (against), A (abstain)</i> <i>Section B/C: Confirm, Cancel, Modify previous instructions</i>
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ORDINARY PART

1. (item 1) Integration of the Legal Reserve; coverage of the loss for 2013; distribution of part of the Extraordinary Reserve to the shareholders					
<i>Section A</i> – vote for resolution proposed by the Management Board (9)			F	C	A
<i>Sections B and C</i> (11)	Conf	Canc	Mod voting instruction		
<i>B</i> – vote for unknown circumstances	Conf	Can	F	C	A
<i>C1</i> – vote for amendment/integration proposed in the meeting by Company Bodies (12)	Conf	Can	F	C	A
<i>C2</i> – vote for amendment/integration proposed by holder of relevant interest (12)	Conf	Can	F	C	A
<i>C3</i> – vote for amendment/integration proposed by holder of minority interest (12)	Conf	Can	F	C	A
2. (item 2a) Report on Remuneration: resolution pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998					
<i>Section A</i> – vote for resolution proposed by Management Board (9)			F	C	A
<i>Sections B and C</i> (11)	Conf	Canc	Mod voting instruction		
<i>B</i> – vote for unknown circumstances	Conf	Can	F	C	A
<i>C1</i> – vote for amendment/integration proposed in the meeting by Company Bodies (12)	Conf	Can	F	C	A
<i>C2</i> – vote for amendment/integration proposed by holder of relevant interest (12)	Conf	Can	F	C	A
<i>C3</i> – vote for amendment/integration proposed by holder of minority interest (12)	Conf	Can	F	C	A

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3. (item 2b) Proposal for approval of the disclosure document drawn up in accordance with Article 84-bis of CONSOB Regulation no. 11971 of 14 May 1999, as subsequently amended and integrated, concerning the Investment Plan based on financial instruments of Intesa Sanpaolo S.p.A.				
Section A – vote for resolution proposed by the Management Board (9)		F	C	A
Sections B and C (11)		Conf	Canc	Mod voting instruction
B – vote for unknown circumstances		Conf	Can	F C A
C1 – vote for amendment/integration proposed in the meeting by Company Bodies (12)		Conf	Can	F C A
C2 – vote for amendment/integration proposed by holder of relevant interest (12)		Conf	Can	F C A
C3 – vote for amendment/integration proposed by holder of minority interest (12)		Conf	Can	F C A

4. (item 2c) Purchase and disposal of own shares				
Section A – vote for resolution proposed by the Management Board (9)		F	C	A
Sections B and C (11)		Conf	Canc	Mod voting instruction
B – vote for unknown circumstances		Conf	Can	F C A
C1 – vote for amendment/integration proposed in the meeting by Company Bodies (12)		Conf	Can	F C A
C2 – vote for amendment/integration proposed by holder of relevant interest (12)		Conf	Can	F C A
C3 – vote for amendment/integration proposed by holder of minority interest (12)		Conf	Can	F C A

EXTRAORDINARY PART

5. (item 1) Proposal for amendment of Article 5 (Share capital) of the Articles of Association, in relation to the Investment Plan based on financial instruments referred to under ordinary part 2 b) above				
Section A – vote for resolution proposed by the Management Board (9)		F	C	A
Sections B and C (11)		Conf	Canc	Mod voting instruction
B – vote for unknown circumstances		Conf	Can	F C A
C1 – vote for amendment/integration proposed in the meeting by Company Bodies (12)		Conf	Can	F C A
C2 – vote for amendment/integration proposed by holder of relevant interest (12)		Conf	Can	F C A
C3 – vote for amendment/integration proposed by holder of minority interest (12)		Conf	Can	F C A

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6. (item 2) Proposal to authorise the Management Board to increase the share capital pursuant to art. 2349, paragraph 1, and art. 2441, paragraph 8, of the Italian Civil Code for the purposes of implementing the Investment Plan based on financial instruments referred to under ordinary part 2 b) above, and consequent amendment of Article 5 (Share capital) of the Articles of Association						
Section A – vote for resolution proposed by the Management Board (9)				F	C	A
Sections B and C (11)	Conf	Canc	Mod voting instruction			
B – vote for unknown circumstances	Conf	Can	F	C	A	
C1 – vote for amendment/integration proposed in the meeting by Company Bodies (12)	Conf	Can	F	C	A	
C2 – vote for amendment/integration proposed by holder of relevant interest (12)	Conf	Can	F	C	A	
C3 – vote for amendment/integration proposed by holder of minority interest (12)	Conf	Can	F	C	A	

DATE _____

SIGNATURE _____

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Instructions for filling in and submitting the form

1. The **Proxy form** must be notified to the Company (together with the documentation providing proof of the signatory power as per the following point) via the Appointed Representative together with the **Voting Instructions reserved to him** within **May 6, 2014**, using one of the following alternative methods:
 - as an attachment in PDF format to an e-mail sent to intesasanpaolo@pecserviziitolitoli.it provided that the attachment is signed by an advanced, qualified or digital signature, pursuant the Italian “digital code law” or, failing that, through a secure (certified) e-mail box of the delegating party, even if he is a legal person, or
 - by fax: no. +39 011 0923202, or
 - in original to Computershare S.p.A., Via Nizza 262/73, 10126, Turin, Italy.
2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. Pursuant to article 135-undecies, subsection 3, of Italian Legislative Decree no. 58/1998, “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried”.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website group.intesasanpaolo.com. Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A, B and C.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Company Bodies had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. If any resolutions not provided in the proposals published as required by law, the Appointed Representative won’t be able to vote without instructions. Therefore, should circumstances of importance which amend or integrate published resolutions occur, which were unknown at the time of issue of the proxy, which cannot be provided to delegating party and could modify the voting instructions, one of the following options may be chosen in sections B and C: **Conf** (confirm), **Canc** (cancel) or **Mod** (modify) the voting instruction already expressed. If no choice is made, the voting instructions in Section A are confirmed.

Particularly, if a motion that take the place of the published one is put to a vote or if an alternative resolution to the previously that did not obtain the majority of for-votes required for its approval is proposed, the delegating party shall give voting instructions in Section C which replace or integrate those of Section A.
12. The various voting intentions expressed in relation to the proponents’ identity may be identical to each other but such instructions are binding on the Appointed Representative who shall vote only if the proponent’s identity is as indicated in the relevant voting instructions.

In the absence of a proposal presented by the Company Bodies, an integrative proposal presented to the meeting shall be approved. Therefore, the voting instructions are collected by the Appointed Representative in Section C as solely vote instruction on the proposals presented to the meeting by the proponents specified in that section.

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Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) Has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) Is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) Is a member of the administrative or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) Is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) Is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) Is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
 2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
 3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the approval of resolutions.
 4. The person appointed as representative shall notify any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
 5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-*decies* may express a vote other than that indicated in the voting instructions.
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PROTECTION OF PERSONS AND OTHER SUBJECTS WITH REGARDS TO THE PROCESSING OF PERSONAL DATA" INFORMATION NOTICE EX ART. 13 OF ITALIAN LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003

Pursuant to article 13 of Italian Legislative Decree no. 196 of 30 June 2003, containing the code for the processing of personal data (hereafter: "the Code"), Computershare S.p.A., con sede in Milano, Via Lorenzo Mascheroni 19 (hereafter: "ServizioTitoli") as data controller of the personal data (hereafter: "Data") intends informing you of the following.

1. PURPOSE OF DATA PROCESSING

The Data provided will be processed by Computershare with the aid of computerised and/or paper means for the following purposes:

- a) Carrying out the fulfilments regarding representation in the shareholders' meeting and expressing the represented subject's vote in compliance with the instructions provided by the subject to Computershare;
- b) Fulfilling the obligations prescribed by law, regulations and EU legislation, as also the provisions laid down by Authorities and Supervisory Bodies, and administrative practice.

The provision of data and relevant processing by Computershare for such purposes, which are necessary for managing the contractual relationship or connected to the fulfilment of legislative obligations, is mandatory and consequently does not need explicit consent, which would otherwise prevent Computershare from developing and managing the relationship.

The Data are exclusively accessible to persons requiring them within Computershare on account of the activities and tasks they carry out, without prejudice to point 4, subsection two of this information notice. These persons, whose number shall be as limited as possible, process data as "Data Processors", are Appointed for this purpose and suitably trained in order to avoid any loss, destruction, and unauthorised access or processing of the data.

The data controller and data manager is Computershare in the person of the Director appointed for this function.

2. COMMUNICATION OF DATA TO THIRD PARTIES

Computershare may notify the Data for the same purposes for which they have been collected to Authorities and Supervisory and control bodies, or other subjects indicated by them, under the provisions issued by them, or determined by laws, including EU laws, regulations or administrative practice.

3. DATA PROCESSING METHODS

Computershare processes the Data of interested parties in a lawful and correct manner, ensuring their confidentiality and safety. Processing – which includes the collection and any other operation contemplated in the definition of "processing" pursuant to article 4 of the Code (including, merely by way of example and in no way exhaustive, the registration, organization, elaboration, communication, storage and destruction of Data) – is performed using manual, computerised and/or telematic tools, with organisational procedures and logics that are strictly related to the above indicated purposes.

The Data shall be stored for the amount of time strictly necessary in relation to the purposes for which they have been collected, in compliance with the law and of any provisions laid down by the Privacy Guarantor.

4. EXERCISING OF RIGHTS

Interested parties may exercise their rights under article 7 of the Code; this article also provides that the interested party may request access to his/her Data, obtain a copy of the information processed and, where applicable, the updating, rectification, integration, cancellation or blocking of data, and may also oppose, in whole or in part, for legitimate reasons, the processing of his/her Data.

Interested parties may exercise their rights by contacting the above-identified Data Controller or Manager of Computershare S.p.A., via Lorenzo Mascheroni, 19, 20145 Milan, in compliance with the procedures laid down by law.

This information notice was updated in January 2014.

Computershare S.p.A.