PROXY FORM

Please complete with the required information, sign and send the form to the Company as indicated in the instructions. [1]

_____

I, the undersigned, [2] ....

born in ....(.........) on........./........./...............

Tax Code...

resident / registered office at *(full address)* ....

entitled to vote in my capacity as:

☐shareholder ☐manager ☐custodian ☐secured creditor ☐privileged user
☐legal representative or attorney with power to sub-delegate ☐bearer ☐other *(specify)*
....

of *(number)* ....Intesa Sanpaolo S.p.A. savings shares

registered in the deposit in the name of [3] ....

(*optional*: as indicated in notice no.[4] .... issued by the intermediary................. ....

....)

HEREBY APPOINT

Mr/Ms (Surname and Name) or Company Name

....

born in ....(.........) on........./........./...............

Tax Code...

with the right to:

- be substituted by Mr/Ms (Surname and Name) or Company Name

....

born in ....(.........) on........./........./...............

Tax Code...

or

- to arrange substitution by a person of his/her choice that is not in conflict of interest.

to represent me at the special meeting of Intesa Sanpaolo S.p.A.convened for 15 december 2014, on single call, at 11 o'clock, at the offices at Piazza San Carlo 158, Turin, with my full approval of any action he/she may take.

DATE............................... SIGNATURE ....

Instructions for filling and submission

1 The original of the proxy form must be sent to the proxy holder and then delivered by the proxy holder to the company at the time of registration. The proxy can be notified directly to the Company by one of the following electronic methods:
-        e-mail to notifica.delega@intesasanpaolo.com
-        dedicated form on the website group.intesasanpaolo.com (Governance/Shareholders' Meeting section)

The proxy holder may deliver or send a copy of the written proxy. In this case, when registering for admission to the Shareholders' Meeting he/she must, under his/her personal responsibility, declare that the proxy is a true copy of the original, and state the identity of the proxy issuer. The original of the proxy form and any voting instructions received must be kept by the proxy holder for one year from the date of the shareholders' meeting.

2 Surname and name / company name of the person signing the proxy form as holder of the voting right. In cases of co-ownership, the details and signatures of all co-owners are required.

3 Surname and name / company name of the registered owner of the shares if different from the holder of the voting right. In cases of co-ownership, the details of all co-owners are required.

4 Reference number of the notice issued by the intermediary (if any) and the name of the intermediary.

N.B.: The proxy will be valid provided that Intesa Sanpaolo timely receives the notice issued by an authorised intermediary at the request of the person authorised to attend and exercise the voting right.

DISCLOSURE*

Pursuant to art. 13, Italian Legislative Decree 196/2003, the data indicated in the proxy form will be processed by Intesa Sanpaolo – the data controller – to manage the shareholders' meeting procedures, in compliance with current regulations on personal data protection.

The data may be communicated to collaborators, specifically appointed for its processing as Data Processors or Officers, to achieve the above-mentioned purposes. The data may be communicated to specific entities to comply with a legal, regulatory or EU legal obligation, or according to instructions issued by the Authorities empowered for this purpose by law or by supervisory or controlling authorities. If the form does not contain the required data it will not be possible to allow the proxy holder to attend the Shareholders' Meeting.

The interested party has the right to be informed, at any time, of personal data held by our company, its source and how it is used, in addition to the right to arrange updating, correction, integration or cancellation of the data, request a block on the data or oppose its processing by contacting the Data Processing Manager in accordance with art. 7 (Intesa Sanpaolo S.p.A., Corporate Secretariat Service – Piazza San Carlo 156, 10121 Turin).

Signature of acknowledgement (by the representative).

_____

∗   Disclosure for natural person only.