



ORDINARY SHAREHOLDERS' MEETING OF 27 APRIL 2016

CANDIDACIES FOR THE NOMINATION AS A MEMBER OF THE BOARD
OF DIRECTORS AND OF THE MANAGEMENT CONTROL COMMITTEE

LIST N. 1 presented by:

Compagnia di Sanpaolo - Fondazione Cariplo - Fondazione Cassa di
Risparmio di Padova e Rovigo - Fondazione Cassa di Risparmio in Bologna

This is an English translation of the original Italian document. The original version in Italian takes precedence.

INTESA SANPAOLO S.p.A.
Piazza San Carlo, 156
10121 TORINO

Subject: Submission of the list of candidates for appointment as members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A., pursuant to Article 14 of the Articles of Association.

With regard to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. ("the Company"), convened for 27 April 2016, on single call, to resolve, among other things, on the appointment of members of the Board of Directors and, among them, the members of the Management Control Committee for financial years 2016/2017/2018,

- given that, under the current regulations and the Articles of Association of Intesa Sanpaolo ("the Articles of Association"), individual shareholders, shareholders belonging to the same group and shareholders which are parties to a shareholders' agreement in respect of the Company's shares may not submit more than one list, including through a third party or through a fiduciary company,

2) the shareholders:

- **COMPAGNIA DI SAN PAOLO** with registered office in Torino, C.so Vittorio Emanuele II, 75, codice fiscale n. 00772450011,
- **FONDAZIONE CARIPLO**, with registered office in Milano, via Manin 23, codice fiscale n. 00774480156,
- **FONDAZIONE CASSA DI RISPARMIO DI PADOVA E ROVIGO**, with registered office in Padova, Piazza Duomo 15, codice fiscale n. 92057140284
- **FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA**, with registered office in Bologna, Via Farini 15, codice fiscale n. 00499230373;

holding a total of **3.086.253.972** shares, corresponding to **19,460%** of the ordinary share capital,

- having acknowledged the requirements prescribed by law and the Articles of Association for members of the Board of Directors and the Management Control Committee;
- considering the content of the EBA¹ regulations, with particular reference to the identification and the selection of candidates on the basis of qualification and experience;
- having acknowledged the guidelines and recommendations provided by the current Supervisory Board in the "Assessment of the qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, in particular, the representations contained therein with reference to personal characteristics, the requirements of professionalism and integrity, the criteria of competence, fairness and availability required of Board members as well as an appropriate balance between the outgoing members, deemed able to ensure the necessary continuity, and a significant renewal;

¹ EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

- propose, also in connection with Article 13.1 of the Articles of Association, and with reference to paragraph 2, letter a), of the agenda of the Shareholders' Meeting, that a number of 19 (nineteen) directors be appointed to the Board;
- submit, pursuant to Article 14 of the Articles of Association, and with reference to paragraph 2, letter b), of the Shareholders' Meeting agenda, the attached list consisting of 18 (eighteen) candidates divided into two sections, both in a progressive order indicating, in the first section, candidate Directors who are not also candidate members of the Management Control Committee and, in the second section, candidate Directors and members of the Management Control Committee;
- attest in this regard that the list:
 - ensures the balance of genders set by current regulations;
 - contains a number of candidates who meet the independence requirement as defined in Article 13.4 of the Articles of Association representing at least two-thirds of the total candidates on the list, without prejudice to the fact that all candidates in the second section must meet the abovementioned independence requirement;
 - contains, in the first section, at least one candidate who meets the professionalism requirement as defined in Article 13.4.2, letter a), of the Articles of Association;
 - contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement.

* * *

In accordance with current regulations and the Articles of Association, and in support of the aforementioned list, the original of the following documentation is attached:

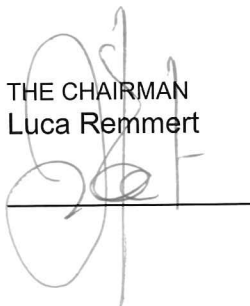
- 1) Communications certifying the title by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio in Bologna, of the shareholding required for the presentation of the list;
- 2) declaration whereby each candidate accepts his/her nomination to the post of member of the Board of Directors / the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the requirements of professionalism, integrity and independence required of all or some of the Board members by law, regulations and the Articles of Association, and, for candidate members of the Management Control Committee, the commitment to immediately cease any offices which are incompatible with the provisions of Article 13.5.4 of the Articles of Association in the event of appointment, attaching detailed information in support of his/her personal and professional requirements; undertaking to provide, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the Shareholders' Meeting date.

Best regards,

Milano, **24 MAR. 2016**

**COMPAGNIA DI
SAN PAOLO**

THE CHAIRMAN
Luca Remmert



**FONDAZIONE
CARIPLO**

THE CHAIRMAN
Giuseppe Guzzetti



**FONDAZIONE
CASSA DI
RISPARMIO DI
PADOVA E ROVIGO**

THE CHAIRMAN
Antonio Finotti



**FONDAZIONE
CASSA DI
RISPARMIO IN
BOLOGNA**

THE VICE CHAIRMAN
Gianfranco Ragonesi



SEZIONE 1

1. Gian Maria GROS-PIETRO
2. Paolo Andrea COLOMBO
3. Carlo MESSINA
4. Bruno PICCA
5. Rossella LOCATELLI
6. Giovanni COSTA
7. Livia POMODORO
8. Giovanni GORNO TEMPINI
9. Giorgina GALLO
10. Franco CERUTI
11. Gianfranco CARBONATO
12. Pietro GARIBALDI
13. Luca GALLI
14. Gianluigi BACCOLINI

SEZIONE 2

1. Maria Cristina ZOPPO
2. Edoardo GAFFEO
3. Milena Teresa MOTTA
4. Marina MANNA



Gianfranco Carbonato
Autore di "L'Uchi"

24 MAR. 2016

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Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Gian Maria Gros-Pietro (fiscal code GRSGMR42B04L219N), born in Torino on 4 February 1942 and resident in Torino strada Val Salice 89, nationality italian, profession university professor,

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - x I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴
 - registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

⁵ Article 13.4.2, letter b), of the Articles of Association

- meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements, having been Chairman of the Company in the last three years;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD
 - Knowledge of the banking business, its strategies, the assessment and risk management techniques
 - Ability to read and interpret the financial statements data of a financial institution

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

- x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- x Experience in business and entrepreneurial management and in the organisation of business activities
- x Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- x Knowledge of the regulation of financial activities
- x Experience in remuneration and incentive systems and tools
- x International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
- x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present

- I
 - x have adequate knowledge of the English language.
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

Turin, 23 March 2016

(Place and date)

Gian Maria Gros-Pietro

(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

Gian Maria Gros-Pietro è Presidente del Consiglio di Gestione di Intesa Sanpaolo dal maggio 2013. E' Vicepresidente dell'Associazione Bancaria Italiana e fa parte del Comitato Corporate Governance di Borsa Italiana. Dall'aprile 2012 è anche Presidente (non esecutivo, indipendente) di ASTM, il secondo gruppo autostradale italiano, concessionario di circa 1.500 km di autostrade in Italia, che ha recentemente raggiunto con il Gruppo Almeida un accordo di co-gestione di 1.800 km di autostrade in Brasile. E' Lead Independent Director di Edison, secondo produttore italiano elettrico e di idrocarburi (gruppo Electricité de France), con campi di idrocarburi in Italia, Egitto, Mare del Nord, Norvegia, Falklands. E' stato per nove anni (2005-2014) Consigliere Indipendente di Fiat, presiedendone anche l'Audit Committee, dalla fine dell'alleanza con General Motors sino all'acquisizione di Chrysler e al filing per la quotazione di Fiat Chrysler Automobiles al NYSE. Dal 2002 al 2010 è stato Presidente di Atlantia, uno dei maggiori operatori infrastrutturali al mondo, con attività in Italia, Cile, Brasile, Portogallo, Regno Unito, India. Tra gli incarichi precedenti, di particolare rilievo la Presidenza di Eni (1999-2002), durante la quale la capitalizzazione della società passò da 39 a 65 miliardi, e di Iri (1997-1999) per la privatizzazione delle principali controllate. In campo bancario è stato Consigliere del Credito Valtellinese (2010-2012), Presidente del Credito Piemontese (2009-2011), Senior Advisor per l'Italia di Société Générale Corporate & Investment Banking (Milano, Parigi 2005-2009), membro dello European Advisory Board di Rothschild & Cie Banque (Londra, 2002-2005), Consigliere di Banca CRT (2000-2002). Ha diretto (1974-1995) l'Istituto di Ricerca sull'Impresa e lo Sviluppo, facendone il maggior organo del Consiglio Nazionale delle Ricerche in campo economico.

Torino, 21 marzo 2016



Gian Maria Gros-Pietro chairs the Management Board of Intesa Sanpaolo since May 2013. He is Vicepresident of the Italian Banking Association (ABI) and a member of the Corporate Governance Committee of the Italian Stock Exchange. He also chairs (as a non-executive independent) the Board of ASTM (since April 2012), a listed holding controlling the second Italian toll-roads operator, with 1.500 km under concession, having recently signed an agreement with the Almeida Group to co-operate 1.800 km of toll-roads in Brazil. He is the Lead Independent Director at Edison, the third Italian energy producer (Electricité de France group) operating oil and gas fields in Italy, Egypt, North Sea, Norway, Falklands. He served nine years as Independent Director on the Fiat Board (2005-2014), also chairing the Audit Committee, from the end of the alliance with General Motors to the acquisition of Chrysler, to the filing for listing Fiat Chrysler Automobiles at the NYSE. From 2002 to 2010 he chaired the Board of Atlantia, one of the leading infrastructure operators in the world, with operations in Italy, Chile, Brazil, Portugal, United Kingdom, India. Among previous positions, it is worth mentioning the Chair of Eni, 1999-2002: in that period the market capitalization of Eni passed from 39 to 65 bn€. Previously, in the position of Chairman and CEO of the State-owned Iri, he proceeded to the privatization of its main participations. In the banking sector he served as: Member of the Board at Credito Valtellinese (2010-2012), Chairman of the Board at Credito Piemontese (2009-2011), Senior Advisor for Italy to Société Générale Corporate & Investment Banking (Milan, Paris 2005-2009), member of the European Advisory Board at Rothschild & Cie Banque (London, 2002-2005), Member of the Board and of the Executive Committee at Banca CRT (2000-2002). He has been the Director of the Institute for Research on Business and Development (1974-1995), making of it the main entity of the National Research Council in economics.

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Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Paolo Andrea Colombo (fiscal code CLMPND60D12F205T), born in Milano on 12 April 1960 and resident in Milano via Ippolito Nievo 10, nationality italian, profession chartered accountant

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - x I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - x I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

- x registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - x meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - x I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - x I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

- x Knowledge of the banking business, its strategies, the assessment and risk management techniques
- x Ability to read and interpret the financial statements data of a financial institution
- x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- x Experience in business and entrepreneurial management and in the organisation of business activities
- x Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- x Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- x Knowledge of the regulation of financial activities
- x Experience in remuneration and incentive systems and tools
- x International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
- x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present

– I

- x have adequate knowledge of the English language.
- do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____ Milan, 23 March 2016 _____

(Place and date)

Paolo Andrea Colombo

(Signed)

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You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

PROF. PAOLO A. COLOMBO

PIAZZA DEI MERCANTI, 11

20123 MILANO

TEL: +39 02 778787217

FAX: +39 02 778787225

e-mail: pcolombo@borghesicolombo.it

CURRICULUM VITAE

- Born in Milano on 12.4.1960
- Exchange Student at New York University in 1982-83
- Graduated in Business Economics on 27.2.1984 from Milano "Luigi Bocconi" University with 110/110 summa cum laude
- On 14.2.1985 he sat the State exam at Milano "Luigi Bocconi" University and qualified to practice as a Chartered Accountant
- Auditor
- Research Fellow in "Accounting and Financial Statements" at the Milano "Luigi Bocconi" University (1989-2010) and currently a Senior Full Professor at the same university
- Registered with the Register of Technical Consultants of Milano Court
- 1985-1993: he worked at the Firm of Prof. Angelo Provasoli
- 1993-2006: owner of the consulting firm bearing his name
- 2006-2012: Founding Member and Managing Director of Borghesi Colombo & Associati, an independent consulting services firm
- from 2012: Founding Member and Chairman of Colombo & Associati, a consulting services company that deals in the following fields:

1) Corporate Finance

- company valuations;
- finding counterparties for the sale and purchase of companies and shareholdings;
- assistance for contracts and value analysis in negotiations for the acquisition or transfer of companies or shareholdings in Companies;
- economic-financial consulting services for extraordinary transactions (mergers, contributions, spin-offs, capital transactions);
- economic-financial assistance for company and financial reorganisation and restructuring;
- assistance for attracting financial resources as debt and risk capital in the different technical forms;
- assistance to companies for filing insolvency proceedings;
- consulting services to companies who make acquisitions of companies or shareholders from companies in insolvency proceedings;

2) Company Advisory Services

- corporate governance;
- company reorganisation and restructuring;
- assistance to family-run companies with generational changes

3) Estimates/Expert Reports

- *fairness opinions* for corporate transactions such as sales of shareholdings or businesses, mergers, spin-offs, share swaps, takeover bids, etc.
- expert's reports in accordance with Articles 2343 (contributions) and 2343-*bis* of the Italian Civil Code (sales to companies within two years of incorporation);

- fairness opinions in accordance with Articles 2501-*quinquies* and 2504-*novies* of the Italian Civil Code (exchange ratios in mergers and spin-offs):
- arbitration proceedings involving estimates

- **Current company positions**

Board Director and Statutory Auditor of the following companies:

- Chairman of **Saipem**;
- Member of the Board of Directors of **Alitalia**;
- Chairman of the Board of Statutory Auditors of **GE Capital Interbanca** (*General Electric Group*), *standing auditor of Gian Marco Moratti S.a.p.A. and Massimo Moratti S.a.p.A. (holdings of Saras), Humanitas Mirasole (Techint Group) SACBO.*

- **Previous company positions**

He was previously a Board Member and a Statutory Auditor of many industrial companies and holdings including the following:

- Chairman of **ENEL** and **ENEL Distribuzione**;
- Board Member of **ENI, Mediaset and Publitalia '80 (Mediaset Group), Interbanca (Banca Popolare Antonveneta Group), GFT (HDP Group), Aurora (Unipol Group), Pirelli Pneumatici (Pirelli Group), RCS Quotidiani (RCS Mediagroup Group)** and independent director of **Cartiera Sottrici Binda** as representative of shareholder banks in the reorganisation plan of the Company; independent director and member of the *Audit Committee of Saipem (ENI Group), as representative of the minority designated by a group of institutional investors, and an independent director of Tim* (until the incorporation in Telecom Italia), **Fila Holding, RCS Libri and RCS Broadcast (RCS Mediagroup Group), SIAS (Gavio Group), Ceresio SIM, Tassara, Versace**, and Chairman of **Sintesi** (holding of *Cabassi Group*) and **Partecipazioni Italiane (Banca Popolare Group)** whose financial restructuring plans he prepared;
- Chairman of the Board of Statutory Auditors of **Eni, Stream (Telecom - Newscorp Europe), Saipem (Eni Group), Ansaldo STS (Finmeccanica Group)** and of **Aviva Vita**;
- Stranding auditor of **Winterthur and Credit Suisse (Italy) (Credit Suisse Group), Postecom (Poste Italiane Group), Banca Intesa and Caboto SIM (Banca Intesa Group), Intermonte Securities SIM (Montepaschi di Siena Group), Agos Service (Credit Agricole Group), Münchener Rück Italia, Credit Agricole Assicurazioni Italia (Credit Agricole Group), Technint Finanziaria, HDPNet (HDP Group), Internazionale F.C. and Videotime (Mediaset Group)**, he was also an auditor of **Montedison** (until the latter was incorporated into **Compart**) appointed by a group of institutional investors and a standing auditor of **Legler** as representative of the creditor banks in the restructuring plan of the Company.

PUBLICATIONS

- The determination of the economic capital of a company: valuation of shareholdings, published in *Rivista dei Dottori Commercialisti*, 1986, no. 2
- The valuation criteria in "CE Directives IV and VII in the implementation project", Giuffrè, 1989
- Fiscal aspects of acquisition and merger transactions in "Mergers and acquisitions: strategic, financial and organisational aspects", McGraw Hill, 1990
- Cost management in a financial holding with respect to company decisions concerning the financial structure, the investment policy and operation diversification, in "Papers in honour of Prof. Carlo Masini"
The corporate law reform, *business combinations and intangibles*: a partial and transitory solution, in "The Valuation of Companies" 2002, no, 27

Milan, 21 March 2016

Signed by Prof. Paolo A. Colombo

I hereby authorise the publication of this curriculum vitae

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Carlo Messina (fiscal code MSSCRL62D06H501Y), born in Roma on 6 April 1962 and resident in Roma Via Agri 14, nationality Italian, profession Manager

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - x I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am³
 - registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁴
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁵;

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.2, letter a), of the Articles of Association

⁴ Article 13.4.2, letter b), of the Articles of Association

⁵ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

- x do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - x I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁶ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - x I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD
 - x Knowledge of the banking business, its strategies, the assessment and risk management techniques
 - x Ability to read and interpret the financial statements data of a financial institution
 - x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options

⁶ Please insert duties and details of Public Authority employer.

- x Experience in business and entrepreneurial management and in the organisation of business activities
- x Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- x Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- x Knowledge of the regulation of financial activities
 - x Experience in remuneration and incentive systems and tools
 - x International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
- x have adequate knowledge of the English language.
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____Turin, 23 March 2016_____
(Place and date)

Carlo Messina
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.



Carlo Messina

(Roma, 1962)

Managing Director and Chief Executive Officer of Intesa Sanpaolo since 29 September 2013, Head of the Retail Division since May 2013. A graduate of Economics and Business from the Luiss University of Roma, he began his professional career in the Finance department of Banca Nazionale del Lavoro in 1987, rising to the position of Manager in charge of Corporate Finance in 1990. While developing his professional career, he carried out intense academic activities as Professor of Economics of Financial Intermediaries at the Business Administration Master of the Luiss School of Management and Professor of Corporate Finance at the Faculty of Economics and Business of Ancona. In 1995, he joined Banco Ambrosiano Veneto as Manager in charge of the Planning Department. He held important positions through the different integration stages: Head of Planning and Research and Head of the Control Department within Intesa BCI; Head of the Planning and Control department and Head of the Risk Management Department within Banca Intesa; Head of the Value Creation Governance until June 2008, Chief Financial Officer and a General Manager until May 2013, General Manager Deputy to the CEO and responsible for the Chief Financial Officer Governance Area from May to September 2013 within Intesa Sanpaolo. He is currently a member of the ABI's Executive Committee (Italian Bankers' Association) and, since November 2014, member of the Bocconi University Board.

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Bruno Picca (fiscal code PCCBRN50C30G228I), born in Paesana (CN) on 30 March 1950 and resident in Torino Via Meucci 1, nationality italian, profession Bank Manager,

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I am³
 - x registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁴
 - x do not meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁵;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quarter of Legislative Decree 58/1998;
- I also declare

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.2, letter a), of the Articles of Association

⁴ Article 13.4.2, letter b), of the Articles of Association

⁵ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

- x I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - x I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
 SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD
 - x Knowledge of the banking business, its strategies, the assessment and risk management techniques
 - x Ability to read and interpret the financial statements data of a financial institution
 - x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
 - x Experience in business and entrepreneurial management and in the organisation of business activities
 - x Risk management expertise and knowledge of corporate functions
 - x Understanding of the global dynamics of the economic and financial system
 - x Experience in audit and/or control
 SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD
 - x Knowledge of the regulation of financial activities
 - x Experience in remuneration and incentive systems and tools
 - x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
 - x have adequate knowledge of the English language.

Lastly I declare

- having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",
- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
 - I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;

- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____ Turin, 23 March 2016 _____
(Place and date)

Bruno Picca
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

CURRICULUM VITAE OF BRUNO PICCA

PERSONAL INFORMATION

Born in Paesana (CN) on 30 March 1950

Resident in Torino, Via Meucci no. 1

Married, with two children

In 1973, graduated *magna cum laude* in Business & Economics at the University of Torino

Listed in the Chartered Accountants' Register of Torino

Listed in the Auditors' Register

Chief Risk Officer and Member of the Management Board of Intesa Sanpaolo S.p.A.

Board Member and Member of the Committee of Fondo Interbancario di Tutela dei Depositi

Board Member of ABI (Italian Bankers' Association)

WORK EXPERIENCE

After working for a period as a researcher at the Torino-based Agnelli Foundation (1971-1974) and following an assignment at SIP S.p.A. (now Telecom) in the Management Control sector (1974-1976), he joined Sanpaolo (now Intesa Sanpaolo), where he has held several positions, first in the territorial branches, and then at the headquarters, in the following sectors: General Secretariat, Shareholdings, Accounting, Management Control, Branch Coordination and Finance.

From 1993 to 2000, he was Head of the Accounts and Management Control Division, then of the Accounts and Administration Division, then Deputy General Manager "Financial" of Sanpaolo IMI. From 2001 to 2004, he was Head of Rete Bancaria Italia of Sanpaolo IMI, also holding the post of Managing Director of Banco di Napoli.

From late 2004 to late 2006, he was Chief Financial Officer of Sanpaolo IMI Group.

From 2007 to 2008, he was Head of the Administration Governance and Manager responsible for preparing the Intesa Sanpaolo Group's financial reports.

Since 16 June 2008, he has held the post of Chief Risk Officer of the Intesa Sanpaolo Group. In May 2013, he joined the Management Board.

He is currently a Board Member and a Member of the Committee of Fondo Interbancario di Tutela dei Depositi and a Board Member of ABI –the Italian Bankers' Association.

Mr Picca has held posts in several Intesa Sanpaolo Group companies, including: Managing Director of Banco di Napoli, Deputy Chairman of Banque Sanpaolo (France), Chairman of Sanpaolo Immobiliare, Chairman of Sanpaolo IMI International SA (Lux), Director of Cardine Banca S.p.A., Director of Crediop, Director of Sanpaolo IMI Wealth Management, Chairman of the Board of Statutory Auditors of SEP S.p.A., Chairman of the Board of Statutory Auditors of Fispao S.p.A., Standing Auditor of Immobiliare Colonna S.p.A., Standing Auditor of Lingotto Uffici S.p.A., etc.

Turin, 21 March 2016

signed Bruno Picca

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Rossella Locatelli (fiscal code LCTRSL60E45D869U), born in Gallarate (VA) on 5 May 1960 and resident in Cassano Magnago (VA) Via Mazzei 18/D, nationality Italian, profession university Professor

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - x I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - x I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

- registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am full professor at Università degli Studi dell'Insubria⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

- x Knowledge of the banking business, its strategies, the assessment and risk management techniques
- x Ability to read and interpret the financial statements data of a financial institution
- x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- Experience in business and entrepreneurial management and in the organisation of business activities
- x Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- x Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- x Knowledge of the regulation of financial activities
 - x Experience in remuneration and incentive systems and tools
 - International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
- x have adequate knowledge of the English language.
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

____Cassano Magnago, 21 March 2016_____
(Place and date)

____*Rossella Locatelli*_____
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

CURRICULUM VITAE of ROSSELLA LOCATELLI

Born in Gallarate (Va) on 5 May 1960. Married, 3 children.

QUALIFICATIONS AND CURRENT ACADEMIC POSITIONS

Full Professor of Economics of Financial Intermediaries (SSD SECS/P11, corresponding sector 13/B4 - Economics of Financial intermediaries and Corporate Finance), Department of Economics, University of Insubria, Varese - Como. Currently professor in Economics of Financial Intermediaries, Banking Economics (Banking Management), Insurance Economics.

Deputy Rector for relations with production entities and for Expo 2015 (from February 2014).

President of the Association of Teachers of Economics of Intermediaries and of Financial Markets (ADEIMF) (from March 2016).

Director of the CREARES (Research Centre for Ethics of Affairs and Corporate Social Responsibility) set up in 2004 at the Department of Economics of the University of Insubria.

Member appointed by the Academic Senate of the Board of Directors of the Foundation "Giovanni Valcavi for the University of Insubria".

Member of the Scientific Committee of several magazines, including "Banca Impresa Società", Il Mulino

Member of the Scientific Committee of some Research Centres established at the University of Insubria and Research Associations

Member of some Observatories established by the Chamber of Commerce, Industry, Handicraft and Agriculture (CCCIAA) of Varese (on Credit, on Cooperation and on Social Entrepreneurship)

PROFESSIONAL POSITIONS CURRENTLY HELD

Member of the Supervisory Board of Intesa Sanpaolo (since April 2013, end of mandate April 2016). Since January 2015, she has been a member of the Risk Committee. She was Chairman of the Budget Committee (from April 2013 until December 2014, following the termination of the Committee). She has been a member of the Governance Commission, established in December 2014.

Chairman of the Board of Directors of Bonifiche Ferraresi S.p.A., an agricultural company listed on Borsa Italiana. She is chairman of the Control and Risk Committee and member of the Related Parties Committee.

Member of the Supervisory Board of Darma Sgr Spa under compulsory administrative liquidation (Procedure for appointment of the Bank of Italy of 8 November 2009).

ACADEMIC AND SCIENTIFIC EXPERIENCE

ACADEMIC CURRICULUM

- Degree in Economics and Banking Sciences obtained from Università Cattolica del S. Cuore of Milan on 10 July 1984, with the mark of 110/110 cum laude, supervisor Prof. Francesco Cesarini.
- Scholarship "M. Liguori" for postgraduate specialization at Università Cattolica del S. Cuore of Milan granted by the Istituto Superiore "G. Toniolo" for academic years 1984/1985 and 1985/1986.
- University Researcher at the Faculty of Banking, Financial and Insurance Sciences of Università Cattolica del S. Cuore from 1986 to 1998.
- Enrolled as associate professor at the Faculty of Economics of the University of Insubria on 1 November 1998.
- Enrolled as temporary Professor at the Faculty of Economics of the University of Insubria on 1 June 2001.
- Appointed full professor at the same faculty with effect from 1 June 2004.
- Dean of the Faculty of Economics, University of Insubria (October 2002 - October 2008)
- Member of the Academic Senate and of Senate Committees (Construction, Resources, Research) (October 2002- October 2008)
- Coordinator of the Committee of University Resources (November 2007 - October 2008)
- Rector's Delegate for relations with local authorities (November 2004 - October 2012)

SCIENTIFIC ACTIVITY AND SCIENTIFIC TASKS

- She is the author of numerous publications on the management and regulation of the banking and insurance sectors and of the market structure of banking and insurance intermediaries.
- She has been a speaker at numerous conferences on issues of interest to the

disciplinary-scientific sector of Economics of Financial Intermediaries, as well as on social cooperation and voluntary work and on issues of interest for Territorial Development.

- She has organized several conferences and training initiatives (masters and training courses) on topics of interest in the field of credit and finance, territorial development, entrepreneurship, social cooperation, voluntary work, as well as social and corporate responsibility.
- She coordinated the preparation of the Social Report of the University of Insubria on the occasion of its tenth anniversary.
- Member of the Association of Teachers of Economics of Financial Intermediaries and Corporate Finance (ADEIMF) since its establishment. From February 2013 Member of the Executive Council of ADEIMF. From March 2106 President of the ADEIMF Association.
- Member of the Scientific Council of the Centre for Scientific Culture "Alessandro Volta" - Como (April 2007 - April 2010).
- Member of the Scientific Council of the Centre for Research on Local Economies (CRIEL) established at the Faculty of Economics, University of Insubria
- Member of the Scientific Council of the Interdisciplinary Research Center on Economics, Health, Innovation and Territory (Cresit) established at the University of Insubria
- Member of the Scientific Committee of ARIME, Research Association on Companies, Intermediaries, Markets (since January 2012)
- Member (since its establishment) of the Observatory "Cooperation and Social Entrepreneurship", established in 2009 by the Chamber of Commerce, Industry, Handicraft and Agriculture of Varese
- Member of the Observatory on Credit, established by the Chamber of Commerce, Industry and Handicraft of Varese (since 2005)

RESEARCH AREAS

The scientific activity has been conducted over time along different lines, hereby summarized as follows:

- The institutional characteristics of the German banking system and major operational and strategic issues of universal banks.
- A comparative examination of the main financial systems in order to identify the brokerage models which are theoretically feasible and to outline the trends.
- The evolution of the main instruments of prudential and structural supervision and the

impact of supervisory controls on some operational issues of banks. Issues related to the solvency of banks and measures to prevent banking crises.

- The in-depth analysis of some aspects of bank management issues, including the link between profitability and value creation in management and organizational problems of the banks.
- The analysis and the measurement of productivity of banks and issues related to the management of banks personnel. The interest focused on the one hand, on issues related to national bargaining in the credit sector and, secondly, on how to encourage bank staff through incentives.
- Some aspects of the topics related to raising capital on the market by credit institutions. This line also includes focus on issues of transformation of public banks into joint-stock banks and of conversion of foundations of banking origin.
- Some aspects of the relationship between banks and insurance companies. The survey focused on the one hand on the in-depth analysis of distribution issues and of the relationship between banks and insurance companies within multi-function group structures and financial conglomerates. On the other hand, the survey focused on the identification of risk profiles that characterize the banking and insurance business and the analysis of the nature of intermediation carried out by banks and insurers as well as the comparative study of techniques for the selection and management of own characterizing risks by two types of intermediaries.
- Analysis of the technical characteristics of the main insurance products in the life business with social security and financial content.
- Certain aspects of the management and the function of foundations of banking origin, as well as the theme of solidarity in financial intermediary activities.
- The third sector and aspects of the structure of voluntary activities and of social enterprises, with special focus to the province of Varese.
- Reputational risk, CSR and social reporting in banks.
- Governance issues and internal control systems of banks.

PROFESSIONAL EXPERIENCE

She held the following main positions and performed the following professional activities:

- She was a member of the Infogroup SCPA Board of Directors (non-banking company of the IntesaSanPaolo group) (from March 2009 to April 2013)
- She was Chairman of the Board of Directors of Fondamenta SGR SpA (from 24 April 2012 to 21 April 2013)
- She was in charge of some open-ended pension funds promoted by IntesaSanpaolo Previdenza Sim (from June 2007 and until the end of May 2013 for Mia Prevenzione and Previmaster, from June 2007 to June 2014 for il Mio Domani, former Previdlavoro).

- She was a member of the Board of Directors of Artigianfidi Varese (March 2009 - March 2011).
- She was a member of the Supervisory Board of Banca MB SpA subject to extraordinary administration (Procedure for appointment of the Bank of Italy of 10 July 2009. Closing of extraordinary administration on 5 May 2001).
- She worked as a technical consultant to a party (for the Public Prosecutor) in some criminal proceedings concerning banks (Banca Popolare Luino e Varese, Banca121) and CTU in civil cases on banking issues.

MAIN PUBLICATIONS

L. PROSPERETTI – R. LOCATELLI, *La produttività delle aziende di credito*, Nomisma Report to the CNEL, Edited by Sole 24 Ore, Milano, 1987 (Chapter 4 and paragraphs 1.2, 1.3, 3.4, 3.7, 5.2, 5.3, 5.4,5.5, 5.6)

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L'Accordo-Quadro di rinnovo e l'Accordo per il Fondo di Solidarietà nel settore creditizio in "Osservatore Monetario", no. 2, 1998 (with D. GOTTARDI), pages 80-104

Le banche e la bancassurance. Esperienze realizzate e prospettive di sviluppo, in "Bancanotizie", no. 3, 1998

Sistemi di compensation e retribuzione flessibile del personale bancario, in A.A.V.V., *Incentivi per il personale e piani di stock option nelle banche*, Associazione per lo Sviluppo degli Studi di Banca e Borsa (A.S.S.B.B.) – Università Cattolica del Sacro Cuore, Faculty of Economics and Commerce, dossier no. 168, March 1999

Scelte legislative in tema di gestione del patrimonio e di attività istituzionale delle fondazioni di origine bancaria, in "Banca Impresa Società" no. 1, 2000

Redditività e creazione di valore nella gestione delle banche, Il Mulino, Bologna, 2001

Le operazioni finanziarie. Strumenti finanziari e contratti assicurativi, Il Mulino, Bologna, 2001 (chapters 1, 5, 6, 7) (co-author Mario Anolli)

I rischi operativi: i temi sul tappeto, in a.a.v.v., *Il rischio operativo*, Associazione per lo Sviluppo degli Studi di Banca e Borsa (A.S.S.B.B.) – Università Cattolica del Sacro Cuore, Faculty of Economics and Commerce, dossier no. 168, March 2002

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Le organizzazioni di volontariato nella provincia di Varese. Stato dell'Arte e profili evolutivi (with M.Ampollini and A.Uselli), Franco Angeli, Milano, 2006

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Le imprese sociali: modelli di governance e problemi gestionali (Volume drafted with F. Cesarini), Franco Angeli, Milano 2007

Preface to the volume *Guida pratica al Secondo Pilastro di Basilea 2* (care of P. Pogliaghi and W. Vandali, Bancaria Editrice, Roma, 2008

Le organizzazioni di volontariato nella provincia di Varese nel 2006 (con A. Uselli), dossier Cesvov, Strumenti per la Solidarietà no. 5, 2008

Le organizzazioni di volontariato nella provincia di Varese nel 2007 (con A. Uselli), dossier Cesvov, Strumenti per la Solidarietà no. 9, 2009

Riflessioni su reputazione e responsabilità sociale nelle banche (with C. Schena), in *Scritti in Onore di Tancredi Bianchi* (care of M. Comana and M. Brogi), Bancaria Editrice, 2009

Le organizzazioni di volontariato nella provincia di Varese nel 2008 (con A. Uselli), dossier Cesvov, Strumenti per la Solidarietà no. 11, 2010

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(with C. Schena), *Responsabilità e rendicontazione sociale nel sistema universitario: il caso italiano*, in A. Arcari-G. Grasso (care of), *Ripensare l'università. Un contributo interdisciplinare sulla legge n. 240 del 2010*, Giuffrè Editore, Milano, 2011 (pp 35-64)

La redditività sostenibile per le compagnie di assicurazione, in "Bancaria", n. 7-8, 2011 (pages 49-60)

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(with Paolo Baroli, Claudia Imperatore, Marco Trombetta), *Evolución de las Fundaciones Bancarias italianas: de Holding de sociedades bancarias a un modelo innovador de "Beneficencia Privada"*, Funcas, Estudios de la Fundación, Serie Economía y Sociedad, Madrid, 2014

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Varese, 21 March 2016

[Signature]
Rossella Locatelli

The undersigned hereby consent to the processing of her personal data pursuant to Legislative Decree no. 196 of 30/6/2003 and subsequent amendments and integrations.

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Giovanni Costa (fiscal code CSTGNN42L30D530L), born in Feltre (BL) on 30 July 1942 and resident in Padova via Monte Grappa 17, nationality Italian, profession retired university professor (emeritus professor from January 2012),

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I am³ not registered with the Register of independent auditors;
- I⁴ don't meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁵;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.2, letter a), of the Articles of Association

⁴ Article 13.4.2, letter b), of the Articles of Association

⁵ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD
 - x Knowledge of the banking business, its strategies, the assessment and risk management techniques
 - x Ability to read and interpret the financial statements data of a financial institution
 - x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
 - x Experience in business and entrepreneurial management and in the organisation of business activities (N.B. My knowledge of these problems was not acquired through direct managerial experience but through research work in the field linked to my work as University lecturer and researcher in corporate business studies and my free lance work as a managerial consultant)
 - x Risk management expertise and knowledge of corporate functions
 - x Understanding of the global dynamics of the economic and financial system
 - Experience in audit and/or control
 SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD
 - x Knowledge of the regulation of financial activities
 - x Experience in remuneration and incentive systems and tools (N.B. My knowledge of these problems was not acquired through direct managerial experience but from governance roles and my research work in the field linked to my work as University lecturer and researcher in corporate business studies)
 - International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present (N.B. My knowledge of this field stems from the fact that as University lecturer and researcher of corporate business studies I am a keen observer of these realities through scientific literature, the international press and my participation in conferences etc. above all in Europe and North America),
- I
 - x have adequate knowledge of the English language. (N.B. I have good English reading, writing and comprehension skills while my English speaking skills are not as good).

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____Padova, 23 March 2016_____

(Place and date)

Giovanni Costa
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

Curriculum Vitae of Giovanni Costa

Born in Feltre (BL) on 30 July 1942

Italian citizen

Resident in Padova, Via Monte Grappa no. 17

Summary

Giovanni Costa is Professor emeritus at the Padova University, where he holds a course in Business Strategy. He graduated at the Ca' Foscari University in Venezia with Prof. Pasquale Saraceno, of whom he became assistant, has taught at the Ca' Foscari University, SDA Bocconi, CUOA University Center in Vicenza (as visiting professor), Essec di Cergy-Pontoise (Paris) and has been Deputy Pro-rector in charge of the Relations with the Enterprises and the financial institutions of the Padova University. He is the author of many volumes and essays on management, organization and business strategy, and he is a member of ENTER's Scientific Committee, the Research Center Entrepreneurship and Entrepreneurs of the Bocconi University, the *Journal of Management and Governance* (Springer) and other economic/managerial magazines. As a freelance, he has worked for many years as a management consultant participating in various management development programs. He has a multi-year experience in governance roles held in banking companies and in a large holding company. He is a honorary member of the Italian Business Administration Academy.

Governance posts currently held

April 2013 – present	Executive Deputy Chairman of the Management Board of Intesa Spa and a member of the Group's Risk Governance Committee and Financial Risks Committee; delegated by the Management Board to liaise with the local banks
June 2007 – present	Independent member of the Board of Directors of Edizione srl, the holding company of the Benetton family (NAV of about Euro 11 billion at December 2015)
Sept 2014 – present	Member of the Board of ABI Italian Bankers' Association

Governance posts held in the past

May 2010 – April 2013	Deputy Chairman of the Management Board of Intesa Sanpaolo Spa and coordinator of the Financial Statements Commission and member of the Strategy Commission
April 2011 – March 2014	Chairman of Cassa di Risparmio del Veneto, an Intesa Sanpaolo Group bank
Jan 2007 – April 2010	Member of the Supervisory Board of Intesa Sanpaolo Spa, member of the Financial Statements Committee and of the Strategy Committee
April 2006 – Nov 2006	Member of the Board of Directors of Sanpaolo Imi Fondi Chiusi sgr
March 2005 – Dec 2006	Member of the General Council of Cassa di Risparmio di Padova e Rovigo Foundation

- April 2005 – April 2012 Member of the Board of Directors of Veneto Nanotech scpa
- Jan 1999 – Feb 2002 Member of the Board of Directors of CAD IT, a company active in the banking software sector and listed in the STAR segment of the Italian Stock Exchange

Other professional assignments

- Nov 1986 – May 2011 Full Professor in economic/management subjects at Ca' Foscari University in Venezia (Management of Industrial Companies, Business Organization, Human Resources Management) until 1996 and subsequently at Padova University (Management Organization and Business Strategy)
- Jan 2012 – present Professor emeritus at the Padova University where he holds a course in Business Strategy
- March 2001 – Oct 2002 Vce-rector at the Padova University in charge of the relations with the enterprises and financial institutions; in this role has held governance posts in the subsidiaries of the Padova University Research and Scientific and Technological Park Galileo, created the Office of technological transfer, contributed to the Start Cup Foundation, business plan competition for university spinoffs and Start Cub, university incubator for startups
- June 2001 – Sept 2005 Member of Comité Scientifique of “Enterprise et personnel”, management consulting company, Paris

Studies and academic career

- 1971 – 1986 After receiving a degree in Business and Economics from Ca' Foscari University in Venezia (1967-18 academic year) he went through all the academic steps until he reached the position of full Professor in Management of Industrial Companies in 1986. During his studies and the early years after graduation, he took study and research courses at various companies, including Olivetti in Ivrea, and Deutsche Grammophon in Hannover, and spent a period as a visiting scholar at the Business School of the NY university (1984).
- 1978-2001 Along with university teaching, he developed a teaching activity in master and executive programs at CUOA, SDA Bocconi, Master in Bank Management of Cefor (Cooperative Banks Training Center), Essec of Cergy-Pontoise (Paris). At the same time, he worked as a freelance consultant. In his studies and professional activity, he has deepened subjects relating to entrepreneurial and managerial roles in the preparation and implementation of growth and internationalization strategies, organization, change processes and human resources development.

A selection of recent publications

- Campagnolo D., Cabigiosu A., Furlan A., Costa G. “Modularity in KIBS: The Case of Third-Party Logistics Service Providers” in *Industry and Innovation*, Routledge, Taylor & Francis Group, March, 2015
- Costa G., “Entrepreneurs at Northeast, from the factory to the world” in Jori F., Riccamboni G., *Once upon time there was the Northeast*, Padova University Press, 2015
- Cabigiosu A., Campagnolo D., Furlan A., Costa G., “Modular architectures in logistic services between personalization and standardization” in *Economia & Management*, no. 1, 2015
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- Costa G., Gubitta P., Pittino D., *Business Organization. Markets, hierarchies and conventions* (3 ed.), McGraw-Hill, Milano, 2014
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- Costa G., “Composition and functioning of the Board of Directors in family-owned businesses” in *La Voce degli indipendenti. Periodico della Nedcommunity*, no. 10 January, 2012
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(Signed Giovanni Costa)

March 2016

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Livia Pomodoro (fiscal code PMDLVI40D61F284W), born in Molfetta (BA) on 21 April 1940 and resident in Milano via Andrea del Sarto 22/24, nationality italian, profession retired judge,

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

- registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof. The above as a pure precaution in the event that the office of Chairwoman in "REV - Receivables Management S.p.A." should be considered as relevant under the aforementioned art. 36.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

- x Knowledge of the banking business, its strategies, the assessment and risk management techniques
- x Ability to read and interpret the financial statements data of a financial institution
- x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- x Experience in business and entrepreneurial management and in the organisation of business activities
- x Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- x Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- x Knowledge of the regulation of financial activities
- x Experience in remuneration and incentive systems and tools
- x International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
- x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present

- I
 - x have adequate knowledge of the English language.
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

23 March 2016

(Place and date)

Livia Pomodoro
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

Livia Pomodoro

Livia Pomodoro was born in Molfetta (Bari) on 21 April 1940. She graduated in Law, *summa cum laude* and distinction, and became a magistrate in 1965. Her professional career developed over the years through several judicial roles and responsibilities, such as:

- Magistrate and Deputy Public Prosecutor at the Milano Court of Appeal;
- Public Prosecutor at the Milano Juvenile Court;
- President of the Ministerial Commission that drew up the new code of juvenile criminal procedure;
- Deputy Head of Cabinet at the Ministry of Justice;
- Head of Cabinet at the Ministry of Justice;
- President of the Milano Juvenile Court;
- President of the Court of Milano.

Ms Pomodoro has been a member of the Equal Opportunity Commission at the Presidency of the Council of Ministers and of the Ministerial Commission on the “Prevention of antisocial behaviors”. She was a member of the Study Commission established by Minister Veronesi on the use of stem cells, and a member of the National Committee on Bioethics for ten years.

Ms Pomodoro is the President of the National Social Prevention and Protection Center Foundation, chair of the non-government organization ISPAC, and a member of UN ECOSOC. She has been a member of the UNESCO National Commission and Vice-president of the Milano Provincial Tax Commission.

She is a member of the Scientific Committee of the Research Center on Intercultural Relations at the Sacred Heart Catholic University in Milano.

She is a member of the Steering Committee of the Italian Chapter of the Women Corporate Directors Association, an organization that brings together women who are board directors worldwide, with the mission of developing a network of women professionals with remarkable skills and decision-making power.

On 18 April 2013, by a decree of the President of the Italian Republic she was awarded a certificate of recognition as Most Meritorious Member of the School of Culture and Art.

On 18 June 2013, she received from the President of the French Republic the decoration of Knight of the Legion of Honor.

On 17 February 2014, she was appointed President of the Milan Center for Food, Law and Policy following subscription of the Memorandum of Understanding between the City of Milano, the Lombardia Region, the Milano Chamber of Commerce, Industry, Crafts and Agriculture and Società Expo 2015 S.p.A.

On 5 October 2015, Ms Pomodoro was appointed Vice President of Banca Prossima’s Internationalisation Advisory Board.

On 11 December 2015, she was appointed external member of the Board of Directors of Università Bicocca for the 2016-18 three-year period.

On 18 December 2015, she was appointed President of Rev. Gestione Crediti Spa. by the Bank of Italy

On 21 December 2015, she was awarded the honor of Knight Grand Cross Order of the Merit by the President of the Italian Republic.

Ms Pomodoro has been on many teaching assignments in Law at several universities in Milano.

Very prolific is also her activity as a contributor and a writer. Her main publications include numerous texts and prefaces to books on family and social issues. In 1998, she released for the press the text of the new code of juvenile criminal procedure. She published the books “A

quattordici smetto” (2004) and “Rispettare l’altro. Beati quelli che giudicheranno se stessi” (2014); she authored juridical manuals such as “Manuale di Ordinamento giudiziario” (Legal System Manual) (2012 and 2013 editions; publication of the 2015 edition is pending - Giappichelli) and coauthored the Manual on family and juvenile law (with Paolo Giannino and Piero Avallone, 2009 - Utet). She recently wrote with Antonio Bettanini the volume “Expo 2015: un’eredità carica di futuro” (*A heritage full of future*) (L’Unità), currently being printed. For many years, she supervised the database on the rights of minors and on family rights (De Agostini).

She is President of the Cultural Association “Spazio Teatro No’hma Teresa Pomodoro”, which she further promoted following the death of her sister Teresa, actress and playwright.

In the theater, Ms Livia Pomodoro is President of the Jury of the International Award “Il Teatro Nudo di Teresa Pomodoro”, under the auspices of the President of the Italian Republic and adhesion of the Ministry of Foreign Affairs.

23/03/2016

Signed Livia Pomodoro

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Giovanni Gorno Tempini (fiscal code GRNGNN62B18B157V), born in Brescia on 18 February 1962 and resident in Milano via Giacomo Puccini 1, nationality italian, profession university professor,

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - x I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - x I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

- registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

- x Knowledge of the banking business, its strategies, the assessment and risk management techniques
- x Ability to read and interpret the financial statements data of a financial institution
- x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- x Experience in business and entrepreneurial management and in the organisation of business activities
- x Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- x Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- x Knowledge of the regulation of financial activities
- x Experience in remuneration and incentive systems and tools
- x International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
- x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present

– I

- x have adequate knowledge of the English language.
- do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

Milano, 23 March 2016

(Place and date)

Giovanni Gorno Tempini

(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

Since January 2016, Mr Tempini has been Italy Industry Advisor in the Permira Private Equity Fund.

He is professor at the MBA program, University SDA Bocconi, School of Management, and Finance Professor at the Ca' Foscari University in Venezia.

Since January 2014, he has been a member of the Scientific Committee of Ca' Foscari International Council and of the Strategic Board, Ca' Foscari Foundation.

He was Managing Director of the Cassa Depositi e Prestiti S.p.A. from May 2010 to July 2015.

He was Chairman of the Italian Strategic Fund from August 2011 to July 2015 and Managing Director of CDP Reti S.p.a. from December 2014 to July 2015. In addition to the functions associated with his posts, in both cases, he played a key role in opening the capital of the two companies to international institutional investors.

In 2014, he was a member of the General Council of AIFI Private Equity (Private Equity and Venture Capital Italian Association).

Previously, from November 2007 to May 2010, he was General Manager and a member of the Board of Directors of Mittel Group.

In the same period, he served as Deputy Chairman of Sorin S.p.A., Chairman of Hopa S.p.A. and was a member of the Management Board of A2A S.p.A.

From 2001 to 2007, Mr. Gorno Tempini worked within the Intesa Sanpaolo Group where, from 2001 to 2005, he was Head of Investment Banking and Structured Finance and Managing Director of Banca Caboto (now Banca IMI). From 2006 to 2007, he was Head of the Group's Finance and Treasury.

Mr Tempini started his career in JP Morgan in 1987 in the Global Markets sector and held several executive posts at JP Morgan in Milano and London, with responsibilities in Italy and EMEA.

He was also President of the "Technical Finance Commission" of ABI (Italian Bankers' Association) from 2006 to 2007, a Board member of Borsa Italiana SpA (Italian Stock Exchange) from 2001 to 2007, MTS (European Bond Exchange) from 2001 to 2006, EuroMTS from 2002 to 2006 and ISDA (International Swaps and Derivatives Association) from 2006 to 2007, as well a Board member of AIFI (Italian Private Equity and Venture Capital Association) until May 2010.

He was adjunct professor at the LIUC University, Castellanza (Varese) from 2004 to 2010.

He has been a member of the Board of Directors of Collegio San Marco, Milano.

Giovanni Gorno Tempini graduated in Business and Economics at the Luigi Bocconi University, Milano, in 1987.

23 March 2016

Signed Giovanni Gorno Tempini

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Gallo Giorgina (fiscal code GLLGGN60D42L219D), born in Torino on 2 April 1960 and resident in Torino via G. Gozzi 5, nationality Italian, profession board member - consultant

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

- I am⁴
 - registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
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 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):

⁴ Article 13.4.2, letter a), of the Articles of Association

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

- Knowledge of the banking business, its strategies, the assessment and risk management techniques
- Ability to read and interpret the financial statements data of a financial institution
- Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- Experience in business and entrepreneurial management and in the organisation of business activities
- Risk management expertise and knowledge of corporate functions
- Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- Knowledge of the regulation of financial activities
- Experience in remuneration and incentive systems and tools
- International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
- Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present

– I

- have adequate knowledge of the English language.
- do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____ Turin, 23 March 2016 _____
(Place and date)

_____ *Giorgina Gallo* _____
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

Curriculum Vitae of

Giorgina Gallo

Ms Gallo was born in Torino in 1960. She graduated in Business Administration at the Torino University of Business & Economics and specialised in Marketing. She then completed her education in General Management at Cedep de l'Insead, Fontainebleau (Paris).

Ms Gallo developed her career with multinational company L'Oréal Italia, of which she is currently Honorary Chairwoman.

She started out in the marketing department, taking care of product development and brand management, until she became Marketing Director and then mass-market Sales Director. In 1997, she was appointed General Manager, L'Oréal Paris, in charge of the new brand equity, achieving further growth in market leadership.

In 2001, she became Managing Director and General Manager of L'Oréal Saipo, heading the two most important business units and the production plant (plant n. 1 worldwide in production volumes).

In 2008, she was appointed Chairwoman and Managing Director of L'Oréal Italia, the single company that she established grouping together all the four Italian business activities (about 2,000 employees and €1 billion turnover), merging and creating the Corporate functions. She remained in this post until December 2013.

Ms Gallo has earned a deep knowledge in the consumer goods market and, later, the luxury market, commercial distribution and media, and a profound experience in reorganisation and change management. She developed international projects and, over the years, a major Corporate Social Responsibility program.

Ms Gallo has held the following posts: Deputy Chairwoman of Cosmetica Italia, Deputy Chairwoman of CentroMarca, a member of the executive committees and councils of: Federchimica, Assolombarda, Unione Industriale Torino, GS1-Indicod/ECR, Upa, Auditel.

She received the following honours: in 2005, Grand Officer of the Italian Republic, in 2006, Chevalier de l'Ordre National du Mérite of the French Republic, in 2012, Bellisario Award, manager section.

Since 2014, she has carried out strategic consulting activities for mass-market and retail companies, has been a senior advisor of Auchan Italia Group and a member of the webcompany Mybeauty.it. Since the same year, she has been an independent board director of Telecom Italia, and a member of its control and risk committee, and an independent board director of Autogrill, where she is also a member of the strategy and investment committee.

Ms Gallo is also member of the Board of Directors of Ufficio Pio Onlus, Compagnia S. Paolo foundation.

March 2016

[signed Giorgina Gallo]

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Franco Ceruti (fiscal code CRTFNC52H13B218Z), born in Brunate (CO) on 13 June 1952 and resident in Brunate (CO) Via Roma 15, nationality Italian, profession manager,

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

- registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- ⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

- x Knowledge of the banking business, its strategies, the assessment and risk management techniques
- x Ability to read and interpret the financial statements data of a financial institution
- x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- x Experience in business and entrepreneurial management and in the organisation of business activities
- x Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- x Knowledge of the regulation of financial activities
 - x Experience in remuneration and incentive systems and tools
 - International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
- have adequate knowledge of the English language.
 - x do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

Milan, 23 March 2016

(Place and date)

Franco Ceruti

(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

CURRICULUM VITAE

Franco Ceruti was born in Brunate (CO) on 13 June 1952 and is resident therein, at Via Roma no. 15.

He is married with two children, Alberto (30 yrs) and Silvia (29 yrs).

In 1973, Mr Ceruti was hired by Cariplo where he started to hold managerial posts since 1982.

He gained experience especially on the territory, working progressively as branch manager in 6 branches, 1 main branch, 4 local areas in Lombardy, Veneto, Friuli/Trentino and, finally, since 2002, as Regional Manager of Intesa Sanpaolo.

Mr Ceruti has been a member of the Board of Directors of Intesa Sanpaolo Private Banking since 2007, a member of the Board of Directors of Intesa Sanpaolo Banca Prossima S.p.A. since 2009, a director of the Milan Chamber of Commerce, Industry, Crafts and Agriculture since 2012, a member of the Board of Directors of Intesa Sanpaolo Assicura S.p.A. since 2014, a member of the Board of Directors of Intesa Mediocredito Italiano since 2015, Sole Director of Intesa Sanpaolo Expo Institutional Srl since 2015.

From 2008 to 2014, Mr Ceruti was President of the Regional Commission (Lombardy) of the Italian Bankers' Association (ABI).

On 1 May 2011, by a decree signed by the President of the Republic as proposed by the Ministry for Social and Agricultural Policies, he received the honour of "Master of Labour".

Milan, 21 March 2016

signed Franco Ceruti

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Gianfranco Carbonato (fiscal code CRBGFR45H02D231B), born in Cusano Milanino on 2 June 1945 and resident in Torino Corso Siracusa 108, nationality italian, profession entrepreneur,

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

- registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

see accompanying notes

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

- x Knowledge of the banking business, its strategies, the assessment and risk management techniques
- x Ability to read and interpret the financial statements data of a financial institution
- x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- x Experience in business and entrepreneurial management and in the organisation of business activities
- x Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- x Knowledge of the regulation of financial activities
- x Experience in remuneration and incentive systems and tools
- x International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
- x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present

– I

- x have adequate knowledge of the English language.
- do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

Turin, 23 March 2016

(Place and date)

Gianfranco Carbonato

(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

Notes about the independence requirements of Ing. Gianfranco Carbonato:

With regards to the declaration of independence and with reference to Article 13.4.3 (c) of the Articles of Association, it is hereby specified that it is based on the following assumptions:

- The commercial relationship between Intesa Sanpaolo and the Prima Industrie Group (of which the undersigned is Chairman and Shareholder) consists of short term and medium/long term credit lines representing approximately 10% of total (bank and non-bank) credit lines available for the Group since the beginning of 2015;
- Of these credit lines, the amount not currently used and available from other financial institutions would theoretically allow an immediate return of what granted by Intesa Sanpaolo without prejudice to the financial and equity balance of the Prima Industrie Group;
- The conditions of the ongoing business relationship are completely in line with market standards.

In witness thereof,

[Signed]
Gianfranco Carbonato

Turin, __23 March 2016_____

Gianfranco CARBONATO

Born in 1945, married, one daughter.

Mr Carbonato earned a high-school diploma in classical studies and, in 1969, graduated with full marks in Electronics Engineering at the Torino Polytechnic Institute. After a short teaching period at the athenaeum, he worked from 1969 to 1977 with DEA, international market leader in dimensional measurement and control systems, subsequently holding the posts of electronics designer, design manager, Head of the Automation Division.

In 1977, with a team of engineers, Mr Carbonato established the company Prima Progetti S.p.A. – which later became Prima Industrie S.p.A. and which he successfully managed to list in the Italian Stock Exchange in 1999, now in the STAR segment. The company has been successful in the provision of technological solutions and specialises in laser systems for industrial applications, experiencing several years of significant growth and widespread presence in international markets. Prima Industrie is one of the worldwide leading companies in laser systems for industrial applications. With the takeover of Finn-Power Oy in 2008, the company enriched its product array with metal working machines (punchers, integrated punching and shearing systems, integrated punching and laser cutting systems, paneling machines, bending machines and automation systems), thus becoming the fourth player worldwide in the sector.

Through subsidiary company Prima Electro S.p.A. the company is active in the sector of power and control electronics and high-power laser sources for industrial applications, produced for the machines of the Group and third customers.

Today, Mr Carbonato is Executive Chairman of Prima Industrie S.p.A., honorary Chairman of Prima Electro S.p.A., Chairman of Prima Power North America Inc., Director of Prima Power Suzhou Co. Ltd..

In 2006, Mr Carbonato was elected President of AMMA, the Mechanics and Mechatronics Industrial Association, and is currently Vice-president of Federmeccanica (Italian Mechanical Engineering Federation).

In December of the same year, Mr Carbonato became an Independent Director of Iride S.p.A. (today, Iren S.p.A.) and remained in office until June 2013. On 2 June 2007, he was bestowed the high honor of Knight of Labor by the President of the Italian Republic, Giorgio Napolitano. On 30 June 2008, Carbonato was appointed President of the Torino Industrial Association, and later on joined the Executive Board of Confindustria (Italian Industrial Federation). Since 2015, Carbonato has been a member of Confindustria's General Council.

In the same year, Carbonato was elected President of the Torino-Cavanese District Committee of Unicredit, today the Local Committee of Northern Piedmont, and remained in office until July 2012.

In 2009, he joined the Board of the Torino Chamber of Commerce; in the 2009-2011 three-year period he was an Independent Director on the board of RCS MediaGroup S.p.A..

Mr Carbonato was a director of the GRR (Savings Management Company) of the “Fondo Italiano di Investimento” since its establishment in 2010 and remained in office until January 2013.

In May 2012, Carbonato was appointed a member of the Supervisory Board of Intesa Sanpaolo S.p.A. In the same year, he became President of Confindustria Piemonte and was confirmed as a member of the Executive Committee of Confindustria and of the Executive Committee of the Torino Industrial Association.

Carbonato has held the post of Deputy Chairman of the Supervisory Board of Intesa Sanpaolo S.p.A. since April 2013.

Signed Gianfranco Carbonato

18 March 2016

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Pietro Garibaldi (fiscal code GRBPTR68M07L219S), born in Torino on 7 August 1968 and resident in Torino Via Martiri Libertà 24, nationality italian, profession University Professor,

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - x I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - x I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

- registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am Professor at university of Torino⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

- x Knowledge of the banking business, its strategies, the assessment and risk management techniques
 - x Ability to read and interpret the financial statements data of a financial institution
 - x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
 - x Experience in business and entrepreneurial management and in the organisation of business activities
 - x Risk management expertise and knowledge of corporate functions
 - x Understanding of the global dynamics of the economic and financial system
 - x Experience in audit and/or control
- SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD
- x Knowledge of the regulation of financial activities
 - x Experience in remuneration and incentive systems and tools
 - x International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - x Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
- x have adequate knowledge of the English language.
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____Turin, 23 March 2016 _____
(Place and date)

Pietro Garibaldi
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

PIETRO GARIBALDI

JANUARY 2016

Born in Torino (Italy), August 7, 1968..

Addresses

Collegio Carlo Alberto
Via Real Collegio 30

10024 Moncalieri (Torino), Italy
Phone (direct): ++39-011-6705204
Phone (secretary): ++39-011-6705003

University of Torino
Dipartimento di Scienze Economiche Sociali
e Matematiche Statistiche
Corso Unione Sovietica 218bis
Torino, Italy
Phone: ++39-011-6706079

Email: pietro.garibaldi_at_carloalberto.org
sites.carloalberto.org/garibaldi

Education

1996 PhD in Economics, *London School of Economics*
1993 Master of Science in Economics, *London School of Economics*
1992 *Laurea* in Economics, University of Torino (110/110 cum laude, honors and Distinction)

Present Academic Positions

2005-current Professor, Department of Economics and Quantitative Methods, *University of Torino*
2006-current Director, Allievi Program, *Collegio Carlo Alberto*, Moncalieri (Italy)
2015-current Chairman, *VisitInps Scholar Program*, research/fellowship program launched by the
Italian Social Security Administration (INPS)

Other Affiliations

2006-current Fellow, *Collegio Carlo Alberto*, Moncalieri (Italy)
2002-current Research Fellow, *Centre for Economic Policy Research (CEPR)*, London
2002-current Research Fellow, *Institute for the Study of Labor (IZA)*, Bonn
2000-current Head of Labor Studies, *Fondazione Rodolfo Debenedetti*, Milano

Previous Academic Activities

2016-current Visiting Scholar, *Ente Einaudi for Economics and Finance (EIEF)*, Rome
2015 Visiting Professor, *LIEPP, Science-po*, Paris.
2006-2014 Director, *Collegio Carlo Alberto*
2000-2004 Associate Professor, Department of Economics, *Bocconi University*, Milano
1999-2000 Assistant Professor, Department of Economics, *Bocconi University*, Milano
2004 Visiting Scholar, Faculty of Economics and Politics, *Cambridge University*
2003-2004 Visiting Professor, *Ecares, Université Libre de Bruxelles*

Expert/Policy Positions

2007-current Supervisory Board member, *Intesa SanPaolo*
2014-current Risk Committee member, *Intesa SanPaolo*
2013-current President and Chairman of the Board, *Ruspa Officine SPA*
2012-2013 Vice-President, Supervisory Board, *IntesaSanPaolo*.
2014-2014 Related Party Committee and Financial account Committee member, *IntesaSanPaolo*
2007-2013 Audit Committee Member, *Intesa SanPaolo*
2004-2005 Economic Counselor to the *Italian Minister of Finance*
2000-06 Visiting Scholar, Research Department, *International Monetary Fund* (3 visits)
2002-2004 Consultant on Labor and Macro Issues, *Italian Treasury*
2000 Consultant for the *World Bank* on "Labor Markets in Bulgaria"



- 1998-1999 Economist (hired on open ended basis) in the Research Department, *International Monetary Fund*
- 1996-1998 Economist Program, *International Monetary Fund*

Fellowships and Awards

- 2003-2004 Award for "Excellence in Research," *Bocconi University*, Milano
- 2001-2002 Award for "Excellence in Research," *Bocconi University*, Milano
- 2000-2001 Research Award, *Bocconi University*, Milano
- 1995-1996 Fellowship "Finmeccanica" to spend one year at IGIER, *Bocconi University*, Milano
- 1994-1995 Scholarship "Luciano Jona" from *Compagnia di San Paolo*, Torino
- 1992-1994 Scholarship by Fondazione Einaudi, Torino
- 1992-1993 Scholarship by Ente Einaudi, Roma (ranked first in the selection process)

Published Papers

- (24) Competitive On-The-Job-Search, (2016), *Review of Economic Dynamics*, with Espen Moen and Dag Einar Sommervol. Vol. 19, 1, issue in honor of Dale Mortensen, Available online 26 October 2015
- (23) "Financial Shocks and Labor", (2013) *IMF Economic Review*, with Tito Boeri and Espen Moen, Vol. 61, Issue 4, pp. 631-663.
- (22) "Workers and Firms Sorting into Temporary Jobs", (2012), with Fabio Berton. *The Economic Journal*, Aug 2012, Volume: 122 Issue: 562-582
- (21) "College Cost and Time to Complete a Degree: Evidence from Tuition Discontinuities" (2012) *Review of Economics and Statistics*, con Andrea Ichino, Francesco Giavazzi and Enrico Rettore, Vol. 94, No. 3, 699-711
- (20) "Behind the Lighthouse Effect", (2011) *Review of Income and Wealth*, with Tito Boeri, *Review of Income and Wealth*, Vol. 57, pp. S54-S78, 2011
- (19) "Job to Job Movements in a Simple Search Model", (2010) *American Economic Review*, May 2010, Vol. 100, No. 2: Pages 343-374,.
- (18) "Beyond Eurosclerosis" *Economic Policy* Vol. 25 Issue 52 (2009), 409-461 with Tito Boeri
- (17) "Do Larger Severance Payments Increase Individual Job Duration?" 2008, *Labour Economics*, 15, No. 2 (2008): 215-245 with Lia Pacelli.
- (16) "Two Tier Reforms of Employment Protection Legislation. A Honeymoon Effect?" *Economic Journal* (2007): Vol. 117 No. 521F357-F385, with Tito Boeri.
- (15) "Are Labor Markets in New Member States Sufficiently Flexible for EMU? *Journal of Banking and Finance* 30 (2006): 1393-1407, with Tito Boeri.
- (14) "Shadow Sorting." In *NBER International Seminar on Macroeconomics Series*, edited by J. Frenkel and C. Pissarides. Cambridge, Mass: MIT Press (2005), with Tito Boeri.
- (13) "The Employment Effects of Severance Payments with Wage Rigidities." *Economic Journal* 115 (2005): 799-832, with Gianluca Violante.
- (12) "Gross Credit Flows." *Review of Economic Studies* 72, No. 3 (2005): 665-685, with Giovanni Dell'Ariccia.
- (11) "Equilibrium Search Unemployment, Endogenous Participation and Labor Market Flows." *Journal of the European Economic Association* 3, No. 4 (2005): 851-882, with Etienne Wasmer.
- (10) "Raising Female Employment: Reflections and Policy Tools." *Journal of the European Economic Association* 2, No. 2 (2004): 320-330, with Etienne Wasmer.
- (9) "Search Unemployment with Advance Notice." *Macroeconomic Dynamics* 8, No. 1 (2004): 51-75.
- (8) "Employment Protection Legislation and the Size of Firms." *Giornale degli Economisti e Annali di Economia* (2004), with Lia Pacelli and Andrea Borgarello.
- (7) "Anatomy of Employment Growth." *Economic Policy* 34 (2002), with Paolo Mauro.

- (6) "What Moves Capital to Transition Economy?" *IMF Staff Papers* (2002), Vol. 48, pp. 109-145, with Nada Mora, Ratna Sahay, and Jeromin Zettlemeyer.
- (5) "Wages and the Size of Firms in Dynamic Matching Models." *Review of Economic Dynamics* 4 (2001): 335-368, with Giuseppe Bertola.
- (4) "Job Flows and Cross-Sectional Firm Dynamics: Traditional Measures and Alternative Econometric Techniques." *Labour Economics* (2000).
- (3) "Job Flow Dynamics and Firing Restrictions." *European Economic Review* 42, No. 2 (1998): 245-75.
- (2) "Labor Market Institutions and Unemployment Dynamics in Transition Economies." *IMF Staff Papers* (1998), Vol. 45, pp. 269-308, with Zuzana Brixiova.
- (1) "The Asymmetric Effects of Monetary Policy on Job Creation and Destruction." *IMF Staff Papers* (1997), Vol. 44, pp. 557-87.

Working Papers and Papers under Review

- Financial Constraints, Financial Shocks and Unemployment Volatility, (2015) *CEPR Working Paper 10648*, with Tito Boeri and Espen Moen
- Dismissal Disputes and Endogenous Sorting, (2015) *CEPR, IZA and CES-ifo working paper* with Gerrard Pfann
- Inside Severance Payments (2014) *CEPR Working Paper 10182*, with Tito Boeri and Espen Moen, Submitted
- Financial Constraints in Search Economies, (2014) *CEPR Working Paper 10266*, with Tito Boeri and Espen Moen. Submitted.

Books

- *Health Ageing and Productivity* (Pietro Garibaldi, Olivier Joaquim Oliveira and Jan Van Ours, eds) Oxford: Oxford University Press, 2010
- *Education and Training in Europe* (Giorgio Brunello, Pietro Garibaldi, and Etienne Wasmer, eds). Oxford: Oxford University Press, 2007.
- *Personnel Economics in Imperfect Labor Markets*. Oxford: Oxford University Press, 2006.
- *The Information Economy: Productivity Gains and the Digital Divide*, edited by Daniel Cohen, Pietro Garibaldi, and Stefano Scarpetta. Oxford: Oxford University Press, 2004.

Book Chapters and Comments

- "The Structure and History of Italian Unemployment," edited volume by CIS-Ifo, MIT Press, 2005, with Giuseppe Bertola.
- "European Women in the Labour Force: How are They Doing?," with Claudia Olivetti, Barbara Petrongolo, Christopher Pissarides, and Etienne Wasmer. In *European Women at Work*, edited by Tito Boeri, Daniela Del Boca, and Christopher Pissarides. Oxford University Press, 2005.
- Comments on "Tax Activity, Industry Mix, and Shadow Economy Size: Evidence from Rich Countries Comparison," by Steven Davis and Magnus Henrekson. In *Labour Market Adjustments in Europe*, edited by Julián Messina, Jarkko Turunen, and Gylfi Zoega. Edward Elgar Publishing Ltd, 2005.
- "What Unions Do to the European Welfare State?" In *The Role of Unions in the New Millennium*, edited by Tito Boeri, Lars Calmfors, and Agar Brugiavini. Oxford University Press, 2001.
- "Exchange Rate Regimes in the Baltic Countries." In *Economic Policy in the Baltic Countries*, edited by Julian Berengaut, International Monetary Fund, Occasional Paper No. 173 (1998), with Augusto Lopez-Claros.
- "Gross Job Reallocation and Labour Market Policy." In *Unemployment Policy*, edited by D. Snower and G. de la Dehesa. Cambridge University Press, 1997, with Joep Konings and Christopher Pissarides.

Publications and Books in Italian

- “Riforme a Costo Zero”, *Chiarelettere* (2011) with Tito Boeri
- “Un Nuovo Contratto per Tutti”, *Chiarelettere* (2008) with Tito Boeri
- *Economia delle risorse umane*. Bologna: Il Mulino, 2005.
- “Flessibilità del mercato del lavoro, incentivi all’occupazione, e sussidi alla disoccupazione. La politica italiana degli ultimi cinque anni.” In *L’Italia nella competizione globale-regole per il mercato*, edited by Mario Baldassarri, Pierpaolo Galli, and Vincenzo Piga. Edizione il Sole 24 Ore, 2002.
- “I regimi di protezione all’impiego.” In *Economia del Lavoro*, edited by Brucchi Luchino. Il Mulino, 2001.
- “C’è un ruolo per lo Stato nella crescita dell’economia?” In *Biblioteca della Libertà*, No. 130, pp. 57-67 (1995).
- “Recenti sviluppi della teoria dei flussi di lavoro.” In *Annali della Fondazione Luigi Einaudi*, Vol. XXVIII, Torino, 1995.
- “Young-in Old-out o Insider-Outsiders? A comment to Luigi Bonatti’s paper ‘Relazioni industriali e performance, un’analisi economica al caso italiano’.” In *Lavoro e Relazioni Industriali*, num. 4/94, SIPI Roma, 1994.
- “Economia della crescita e progresso tecnico: un’introduzione.” In *Annali della Fondazione Luigi Einaudi*, Vol. XXVII, Torino pp. 173-198, (1994).
- “La valutazione e il monitoraggio delle politiche del lavoro in Italia.” In *Economia e Lavoro*, Marsilio Editori, Venezia. No. 1 pp. 3-21, (1993), with Alberto Martini.
- “Torino futura: L’impatto economico del piano regolatore.” In *Marketing Urbano*, edited by Gastone Ave and Franco Corsico, Torino Incontra. pp. 604-617, (1993), with Giuseppe Russo, Luciana Aimone, and Luca Gargiulo.

Policy Reports and Policy Brief

- Graded Security from Theory to Practice, (2015) CEPR Policy Insight 81, with Tito Boeri and Espen Moen
- The Macroeconomics of Transition: A Labor Market Perspective.” World Bank Report (2004), with Tito Boeri.
- “Job Creation: Why Some Countries Do Better?” Economic Issue No. 20, International Monetary Fund, 2004.
- “How Far is Warsaw to Brussels?” World Bank Report (2003), with Tito Boeri.
- “Who is Afraid of the Big Enlargement?” CEPR Policy Report No. 7 (2002), with Giuseppe Bertola, Tito Boeri, Herbert Bruecker, Fabrizio Coricelli, Juan Dolado, John Fitzgerald, Angel de la Fuente, Gordon Hanson, Juan Jimeno, Richard Portes, Gilles Saint-Paul, and Antonio Spilimbergo.
- “From Transition to EU Accession: The Bulgarian Labor Market During the 1990s.” World Bank TP 494 (2001), with Mattia Makovec and Gabriella Stoyanova.

Referee Activity

Referee for: *American Economic Review*, *Economic Journal*, *Econometrica*, *European Economic Review*, *IMF Staff Papers*, *Journal of Economic Dynamic and Control*, *Journal of the European Economic Association*, *Journal of Law and Economics*, *Journal of Labor Economics*, *Journal of Political Economy*, *Labour*, *Oxford Bulletin for Economic and Statistics*, *Quarterly Journal of Economics*, *Review of Economic Dynamic*, *Review of Economic Studies*.

Columnist/Editorials

2002-current Editor (and founder) of www.lavoce.info
2007-2010 Columnist for La Stampa

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Luca Galli (fiscal code GLLLCU69M16E514U), born in Legnano (MI) on 16 June 1969 and resident in Castellanza (VA) via Benedetto Croce 60, nationality Italian, profession Manager and Entrepreneur,

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - x I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - x I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

- registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
- I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

- x Knowledge of the banking business, its strategies, the assessment and risk management techniques
- x Ability to read and interpret the financial statements data of a financial institution
- x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- x Experience in business and entrepreneurial management and in the organisation of business activities
- x Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- x Knowledge of the regulation of financial activities
 - x Experience in remuneration and incentive systems and tools
 - International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
- x have adequate knowledge of the English language.
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

Milan, 23 March 2016

(Place and date)

Luca Galli

(Signed)

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You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

Luca Galli

Personal information	<p>Date of birth: 16 June 1969 Place of birth: Legnano (MI) Residence: Castellanza (VA) Tax Code GLLLCU69H16E514U</p>
Professional Experience	<p>Luca Galli is a company consultant. He is the founder and owner of LG Real Estate & Consulting, a company that was developed on the basis of the professional skills of Luca Galli. The company provides financial consulting services to companies, specifically extraordinary transactions.</p> <p>Managing Director of Valle Olona Costruzioni Srl, a company in the building trade of which he is a partner.</p> <p>Chairman of ENIAC TLC Srl a company in the energy and data transmission systems of which he is also a partner.</p>
Education	<p>High School Diploma from the Busto Arsizio (VA) "A. Tosi" High School for Scientific Studies</p> <p>Electrical Engineer, certificate awarded by the Milano Polytechnic University</p>
Foreign Languages	<p>Good knowledge of English. He attended a course held by Swansea University (GB) to improve his reading and writing skills</p>
Professional experience as Director of Entities and Companies	<p><u>CURRENT POSITIONS</u></p> <p>MINOPRIO FOUNDATION – General Manager of the Professional School of flower, vegetable and fruit growing – Minoprio Foundation has 80 employees. Since 2012.</p> <p>Serenissima Sgr Spa - Chairman of the Board of Directors of the Company since 2014, which manages closed-end property funds with AUM of € 1.9 billion.</p> <p>VARESOTTO COMMUNITY FOUNDATION – Chairman of the Varesotto Community Foundation that he helped to incorporate together with Varese Province. He is also Chairman of the Varesotto Foundation for the Environment, the Territory and Social Cohesion. The assets are worth more than € 20 million. Since 2002.</p> <p>A4 Holding Spa – Board Director of the Holding that controls the Serenissima A4 Motorway. Since 2013.</p> <p>Infracom Spa – Board Director since 2015 of this Company which deals in TLC, IT and Data Center.</p> <p>2I Rete Gas Spa – Board Director of this Company that conveys natural gas. For a total of 3 years.</p> <p>VOLUNTARY WORK COMMITTEE – A Member of the Special Funds Management Committee for Voluntary Work of Lombardy Region created by Law 266/91. The Committee works to guarantee the efficiency of the Voluntary Services Centres. Since 1998.</p> <p>CAPAC – POLYTECHNICAL BUSINESS INSTITUTE – Member of the Board and Regional Council since 2009.</p> <p>POGLIAGHI FOUNDATION – Board Director of the Foundation that was created to</p>

follow the restoration works and administer the Lodovico Pogliaghi Historical House Museum formerly owned by the Vatican and owned by the Veneranda Biblioteca Ambrosiana since 2008.

PREVIOUS POSITIONS

FINLOMBARDA SPA

Member of the Management Board of Finlombarda, a holding company for the development of Lombardy Region. For a total of 3 years.

CARIPO FOUNDATION – a Board Director of the Cariplo Foundation with particular reference to arts and culture and a member of the Asset Management Group. Since 1998, a **member of the Central Charity Commission** of the Cassa di Risparmio delle Provincie Lombarde Foundation, responsible for the entire territory of Varese Province. He was in particular a member of the commission for personal services and scientific research. For a total of 12 years.

FINLOMBARDA GESTIONI Sgr S.P.A. Managing Director of Finlombarda Gestioni that manages closed-end investment funds reserved for institutional investors. He was Director and Chairman for the Company of a number of Italian and foreign companies. He remained in office for 3 years.

MINOPRIO FOUNDATION – a Board Director of the flower, vegetable and fruit growing Professional School – Minoprio Foundation for 14 years

M.A.C. S.R.L. – Chairman of Minoprio Analisi e Certificazioni S.r.l. that supplies, in collaboration with the Minoprio Foundation (which is the majority shareholder and reports to Cariplo Foundation and Lombardy Region), land services, terrain analysis and specific consulting services for nursery and garden and agriculture in Lombardy. In particular he received mandates for company management with the same limits as the Managing Director and as from 2007 he also covered the position of Managing Director of the Company. For 14 years.

BANCA IMI. A Board Director of Banca IMI S.p.A., a bank specialising in Leverage, merger & acquisition, capital market and market hub, investment banking transactions. For 3 years.

MEDIOCREDITO ITALIANO S.P.A. – a Board Director for 9 years, 6 of which also a member of the Executive Committee of Banca Mediocredito Italiano S.p.a., formerly Mediocredito Lombardo.

CASSA DI RISPARMIO DI FOLIGNO S.P.A. – a Board Director and a member of the executive committee of Carifo for 6 years.

SAN PAOLO IMI FONDI CHIUSI SGR S.P.A. – a Board Director of the Asset Management Company belonging to the Intesa San Paolo Group that specialises in private equity investments for two years.

CASSA DI RISPARMIO DI VITERBO S.P.A.- a Board Director and member of the **executive committee** of Carivit for 5 years.

CASSA DI RISPARMIO DI ASCOLI PICENO S.P.A. – a Board Director of Carisap for 9 years.

CREDITO INDUSTRIALE SARDO S.P.A. –a Board Director of Banca Cis for 5 years.

ISTITUTO SCIENTIFICO BREDA S.P.A. – Board Director of Istituto Scientifico Breda S.p.A., a company that deals with the world of Small and Medium Enterprises with

reference to technology transfer. For 6 years.

MAGAZZINI GENERALI S.P.A. – a Board Director of the Magazzini Generale Fiduciari of the Cassa di Risparmio delle Provincie Lombarde for 5 years.

ANBSC

He was assistant to the National Agency of Assets Seized and Confiscated from Organised Crime to follow a confiscation in Varese Province.

GIORDANO DELL'AMORE FOUNDATION – a Board Director of the G. dell'Amore Foundation, which was the former Finafrica, that deals with relations with developing countries.

V.A.P.R.A. S.P.A. – Sole Director of VAPRA SPA where he was responsible for the management of all the Cariplo Foundation properties and completing all the formalities required to ensure correct administration. He also handled the spin-off of the Cariplo Foundation property to Vapra S.p.a., taking the share capital from 8,000,000,000 Italian Lira to 600,000,000,000 Italian Lira, and also handled the sale of the properties to foreign institutional investors.

F.G.D.A. S.R.L. –a Board Director of F.G.D.A. S.R.L. that provides services and international courses for bank managers.

VARESOTTO A.P.T. –a Board Director of the Vaserotto Tourist Board.

CARIPLO SCIENTIFIC RESESRCH FOUNDATION – member of the scientific committee of the Cariplo Foundation.

Working experience with No Profit Organisations

He was a representative of the Special Funds management committee of Lombardy Voluntary Services on the National Committee for the identification of accounting standards for the Financial Statements of the Voluntary Services Centres.

He started and followed up the incorporation process of the Varesotto and Ticino Olona Community Foundations.

Conferences and Congresses

He organised and chaired the Congress for the presentation and creation of the **Varesotto Community Foundation**.

He was a speaker at the prize giving Congress for the winners of the first **Technological Innovation Award** organised on the theme of "Support to local economies and companies: what is the role of bank foundations", the award was also financed by the Cariplo foundation.

He was a lecturer at the **Milano Sacred Heart Catholic University** for the Master courses organised by ALTIS to train the managers of no profit organisations.

He was a speaker at the Congress organised to present the **Polytechnic Innovation project** at the Milano Polytechnic University.

In the academic years 1999 – 2000 and 2000 – 2001 he held a number of conferences for students of Biotechnological Economy at Insurbia University on the theme of support to technology transfer and in particular on the role of bank Foundations in this field.

As from 1999 has been involved both with the Cesvov and No Profit Organisations in the territory, participating in debates to suggest guidelines on projects and the development of social problems relevant to the Third Sector.

Voluntary Work

In 1993 he taught mathematics at the Parabiago (MI) CFP S. Ambrogio to a class of maladjusted children helping them to prepare for their Leaving Certificate exams.

During the floods on 13 September 1995 in Castellanza he coordinated a team of voluntary workers who saved the Sports Arena and the Social Educational Centre.

Associations

From 1988 to 1996 he carried out voluntary work as Managing Director of the Castellanza Volleyball Club which had more than 150 athletes and played in the woman's Premiere League.

He has been a member of Avis since 1998.

Military Service

In 1994 he completed his Civil Service period with a centre of **Caritas Ambrosiana**, the Parabiago CFP S. Ambrogio, where he cared for disabled persons.

Milan 21/3/16

I hereby authorise the processing of my personal data as set forth by Privacy Law 675/96

Signed Luca Galli

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Gianluigi Baccolini (fiscal code BCCGLG61C31A944D), born in Bologna on 31 March 1961 and resident in Crevalcore (BO) via Dei Mari 575/1, nationality italian, profession entrepreneur,

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;
- I am⁴

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

⁴ Article 13.4.2, letter a), of the Articles of Association

- registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):
SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

- x Knowledge of the banking business, its strategies, the assessment and risk management techniques
- x Ability to read and interpret the financial statements data of a financial institution
- x Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- x Experience in business and entrepreneurial management and in the organisation of business activities
 - Risk management expertise and knowledge of corporate functions
- x Understanding of the global dynamics of the economic and financial system
- x Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- Knowledge of the regulation of financial activities
 - x Experience in remuneration and incentive systems and tools
 - x International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
- x have adequate knowledge of the English language.
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____ Bologna, 23 March 2016 _____

(Place and date)

Gianluigi Baccolini

(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

Bologna, 27th January 2016

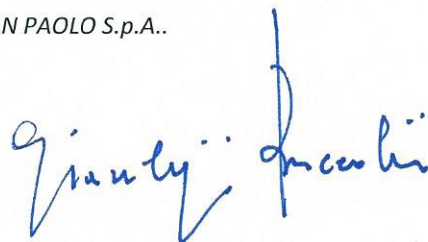
CURRICULUM VITAE (SUMMARY):

Gianluigi Baccolini, via dei Mari, 575/1, Crevalcore (Bologna), birth date: 31 March 1961; married, two children

Qualifications and Positions Held:

- 1985: Law degree
- 1990: Solicitor
- 1997: Lawyer
- currently: Owner-Managing Director, RENOGRAFICA s.r.l.
- currently: Owner-Managing Director, VELINCART s.r.l.
- currently: Owner-Chairman, ONER d. o. o. – Valjevo (company under Serbian law)
- currently: Owner of reference, FINRENO s.r.l.
- currently: Owner of reference, GIEFFEX INVESTIMENTI s.r.l. (company with controlling interest in EOLO ENERGIA s.r.l. and ROOF s.r.l.)
- currently: Member of the Supervisory Board, INTESA SAN PAOLO S.p.A.
- currently: Member of the Appointment and Remuneration Committees, INTESA SAN PAOLO S.p.A
- currently: Member of the Governance Commission, INTESA SAN PAOLO S.p.A
- currently: Member of the Assignments Commission, INTESA SAN PAOLO S.p.A
- currently: Member of FONDAZIONE CASSA DI RISPARMIO DI BOLOGNA
- 2000 to 2007: Vice President and Treasurer, API BOLOGNA
- 2000 to 2008: Member of the Board of Directors, BOLOGNAFIERE S.p.A.
- 2005 to 2009 : Member of the Board of Directors, SIMEST S.p.A.
- 2007 to 2010: Vice President and Treasurer, UNINDUSTRIA Bologna
- 2009 to 2010: Member of the Board of Directors, SACE S.p.A.
- 2009 to 2010: : Member of the Appointment and Remuneration Committees, SACE S.p.A
- 2010 to 2011: Member of the Board of Directors, FIERA DI FERRARA SPA
- 2003 to 2012: Member of the Board of Directors, BOLOGNA CONGRESSI S.p.A.
- 2010 to 2013: Member of the Steering Council, FONDAZIONE CASSA DI RISPARMIO DI BOLOGNA
- 1999 to 2013: Member of the Board of Directors, Banche Romagnole ARGENTARIO S.p.A.
- 2000 to 2013: Member of the Board of Directors, BANCA DI IMOLA S.p.A.
- 2012 to 2014: Chairman and Managing Director, PRODUTTORI SEMENTI S.p.A.
- 2009 to 2014: Member of the Board of Directors, FIERA DI MODENA S.p.A.
- 2013 to 2015: Member of the Budget Committee, INTESA SAN PAOLO S.p.A..

Yours faithfully,



This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C2"

Form of acceptance of nomination as a member of the Board of Directors and the Management Control Committee

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Maria-Cristina Zoppo (fiscal code ZPPMCR71S54L219B), born in Torino on 14 November 1971 and resident in Torino via Governolo 28, nationality Italian, profession chartered accountant and statutory auditor,

declare

- I accept to stand as a candidate for the post of member of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other list submitted to the aforementioned Shareholders' Meeting.

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I meet professionalism and integrity requirements and comply with the criteria of competence, fairness and time commitment and with the specific limits to the number of offices as provided by current law and, in any event, the criteria required in accordance with EU Directive 36 of 26 June 2013, with regard to the appointment of directors of banks issuing shares listed on regulated markets²;
- I also meet the requirements of respectability and professionalism and respect the limits to the number of offices provided by law for performing the functions of member of the control bodies of a bank issuing shares listed on regulated markets³;
- I am⁴
 - x registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or been a member of a control body in a limited company;
- meet the independence requirements provided for by Articles 13.5.2 and 13.4.3 of the Articles of Association⁵;

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.5.1 of the Articles of Association

⁴ Articles 13.4.2, letter a), and 13.5.3, last paragraph, of the Articles of Association

⁵ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy

- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or Articles of Associations, specifically no conditions apply of ineligibility and disqualification provided in Article 2382 of the Italian Civil Code and Art. 187-quarter of Legislative Decree 58/1998;
- that
 - x I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Management Control Committee;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁶ and required from the Public Authority that employs me the prior authorization to carry out the duties of member of the Management Control Committee, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - x I am not a member of any management, supervisory or control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.
- with specific reference to the limit on the number of appointments provided for in Article 13.5.4 of the Articles of Association:
 - x I do not hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association;
 - I hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association and undertake as of now, if appointed, to immediately drop all incompatible offices;

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000⁷;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998⁸ and the requirements provided for members of the board of statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000⁹;
- I meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, in particular, I have acquired a proven experience of at least five years in the areas of internal controls, administration and finance:
 - a) serving as a member of company bodies or performing executive duties at entities that conduct banking or financial business with total assets of at least 5 billion euro, or at entities that

⁶ Please insert duties and details of Public Authority employer.

⁷ Article 13.5.1 of the Articles of Association

⁸ Article 13.4.1 of the Articles of Association

⁹ Article 13.5.1 of the Articles of Association

Xb)

conduct insurance business with annual gross premium income of at least 1 billion euro, or at entities or enterprises with total revenues of at least 500 million euro (sizes are understood to be calculated on the basis of the company's most recent financial statements or consolidated financial statements, where prepared by the entity) or

- c) lecturing at the university level in a tenured position in economics or law, or performing, over an extended period, significant professional services or activities related to the duties typical of a control body for the benefit of the entities and enterprises indicated in point a) or
- d) serving as senior officials or carrying out executive duties at public administrations of at least regional importance or authorities whose responsibilities concern banking, finance or insurance business;
- d) with regard to the professionalism requirements and the recommendations made in this regard by the Supervisory Board and the Management Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016 on the website group.intesasanpaolo.com, I meet - in addition to personal competence and expertise indicated in the abovementioned document - the skills, knowledge and experiences listed below (please tick as appropriate)

SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

- Knowledge of the banking business, its strategies, the assessment and risk management techniques
- Ability to read and interpret the financial statements data of a financial institution
- Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- Experience in business and entrepreneurial management and in the organisation of business activities
- Risk management expertise and knowledge of corporate functions
- Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- Knowledge of the regulation of financial activities
- Experience in remuneration and incentive systems and tools
- International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
- Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present

- I

- have adequate knowledge of the English language
- do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;

- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements.

Lastly, in the event of appointment, I undertake to:

- provide, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, the list of the management and control positions held in other companies as at the date of the Meeting;
- to cease immediately any other office incompatible with the office of member of the Management Control Committee in accordance with Article 13.5.4 of the Articles of Association.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____ 23 March 2016 _____

(Place and date)

Maria-Cristina Zoppo
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

MARIA CRISTINA ZOPPO

Personal information

Date and place of birth: 14 November 1971, Torino.

Tax code: ZPPMCR71S54L219B

Resident in Torino, Via Governolo no. 28, domiciled in Torino, Corso Re Umberto no. 9 bis

Telephone +39 011 5612722 – Mobile +39 348 2261097 – Fax +39 011 5619114

Certified email address: mariacristina.zoppo@legalmail.it.

Married with two children.

Studies and professional qualifications

Ms Zoppo earned a high-school diploma in scientific studies at the Liceo Faa' Di Bruno in Torino (1990). She then graduated *magna cum laude* in Economics and Business at the Torino University (1995).

Ms Zoppo is listed in the Ordinary Register of Chartered Accountants and in the Register of Public Accountants of Ivrea, Pinerolo and Torino (1999) under no. 2278, and is listed in the Register of Auditors under no. 120266, Official Journal no. 13 of 13 February 2001 (Ministerial Decree 22 February 2001).

She is Technical expert at the Court of Torino (2001).

She has a very good knowledge of the English language, both written and spoken.

Professional experience

From 1996 to 2015, Ms Zoppo worked as consultant and attorney for Pirola, Pennuto, Zei & Associati, Torino office.

From 2005 to 2015, she worked as an associate with the Auditors Firm "Studio di Revisori Associati" in Milano, Via Vittor Pisani no. 16.

She is currently an associate consultant with the Legal and Tax Firm "Studio Associato Legale e Tributario", part of the international network of auditing and advisory firms, BDO.

Ms Zoppo has gained experience in the following sectors:

- corporate and tax consultancy to medium/large stock companies, whether listed or not, belonging to international company groups (GENERAL MOTORS, SKF, HOUGHTON, IMERYS, INTERNATIONAL WIRE, VISHAY, COOPER & STANDARD, AVIO, GRUPPO REPLY, GRUPPO SCHOELLER ALLIBERT, JOHNSON ELECTRIC, L'OREAL, HEXION, ARAYMOND);
- extensive knowledge of Consob regulations, IFRS and US GAAP accounting principles, gained in almost 20 years of professional activity with major national and international clients;
- extensive experience in price policies for intragroup transfers applied by the international clients, including the analysis of contracts for the centralised management of group treasury, as well as loan agreements;
- assistance in acquisitions and corporate, tax and accounting consulting of an extraordinary nature both nationally and internationally;
- experience in tax disputes both nationally and internationally;
- consulting in debt restructuring operations and arrangements with creditors;
- statutory auditor, including as chair of the board, at more than 70 small, medium and large stock companies (including in particular: HOUGHTON ITALIA SPA, TRELLEBORG SEALING SOLUTIONS SRL, and, until September 2015, GENERAL MOTORS POWERTRAIN EUROPE SRL, VALEO SPA, GRUPPO REPLY, GRUPPO VISHAY and AVIO);

- excellent knowledge of the Organisational Models prepared in accordance with Legislative Decree 231/2001 and member of Supervisory Bodies (including: GENERAL MOTORS POWERTRAIN EUROPE SRL and COOPER & STANDARD AUTOMOTIVE ITALY SPA).

In particular, in regard to Article 13.5.3, letter b), Intesa Sanpaolo's Articles of Association, Ms Zoppo has proved experience of at least 5 years in undertakings with total revenues of at least 500 million Euro. In particular, from 2005 to 2011 (included), Ms Zoppo carried out noteworthy professional activity for Avio S.p.A. and Avio Group from 2008 until today, for General Motors Group, and from 1 January 2016 for SKF Industrie S.p.A..

Other experiences

In 1995, Ms Zoppo received the Optime Award (Torino Industrial Association) as recognition to her course of study.

Since 2006, she has been a founding member of the Rotary Club Torino Cavour, President of the same in the year 2008/2009 and currently Treasurer.

Personal and professional skills

Great enterprise, good interpersonal skills, charisma and sport aptitude.

Good disposition to team work, managerial abilities to solve customers' problems, even under pressure, intuition in rapidly focusing corporate issues, ability to set work objectives.

I hereby authorise processing of the personal data indicated in this CV in accordance with Article 13, Legislative Decree 196/2003

[signed Maria Cristina Zoppo]

Attachment 1: valid ID card

Attachment 2: extract with posts held as a member of boards of statutory auditors

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C2"

Form of acceptance of nomination as a member of the Board of Directors and the Management Control Committee

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Edoardo Gaffeo (fiscal code GFFDRD67M12H6200), born in Rovigo on 12 August 1967 and resident in Rovigo Via Balbi Valier 96/A, nationality italian, profession university Professor,

declare

- I accept to stand as a candidate for the post of member of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other list submitted to the aforementioned Shareholders' Meeting.

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I meet professionalism and integrity requirements and comply with the criteria of competence, fairness and time commitment and with the specific limits to the number of offices as provided by current law and, in any event, the criteria required in accordance with EU Directive 36 of 26 June 2013, with regard to the appointment of directors of banks issuing shares listed on regulated markets²;
- I also meet the requirements of respectability and professionalism and respect the limits to the number of offices provided by law for performing the functions of member of the control bodies of a bank issuing shares listed on regulated markets³;
- I am⁴
 - registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or been a member of a control body in a limited company;
- meet the independence requirements provided for by Articles 13.5.2 and 13.4.3 of the Articles of Association⁵;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or Articles of Associations, specifically no conditions apply of ineligibility and

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.5.1 of the Articles of Association

⁴ Articles 13.4.2, letter a), and 13.5.3, last paragraph, of the Articles of Association

⁵ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy

disqualification provided in Article 2382 of the Italian Civil Code and Art. 187-quarter of Legislative Decree 58/1998;

- that
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Management Control Committee;
 - x I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am associate professor of political economy at Università degli Studi di Trento⁶ and required from the Public Authority that employs me the prior authorization to carry out the duties of member of the Management Control Committee, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - x I am not a member of any management, supervisory or control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.
- with specific reference to the limit on the number of appointments provided for in Article 13.5.4 of the Articles of Association:
 - x I do not hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association;
 - I hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association and undertake as of now, if appointed, to immediately drop all incompatible offices;

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000⁷;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998⁸ and the requirements provided for members of the board of statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000⁹;
- I meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, in particular, I have acquired a proven experience of at least five years in the areas of internal controls, administration and finance:
 - a) serving as a member of company bodies or performing executive duties at entities that conduct banking or financial business with total assets of at least 5 billion euro, or at entities that conduct insurance business with annual gross premium income of at least 1 billion euro, or at entities or enterprises with total revenues of at least 500 million euro (sizes are understood to

⁶ Please insert duties and details of Public Authority employer.

⁷ Article 13.5.1 of the Articles of Association

⁸ Article 13.4.1 of the Articles of Association

⁹ Article 13.5.1 of the Articles of Association

Xb)

be calculated on the basis of the company's most recent financial statements or consolidated financial statements, where prepared by the entity) or

- c) lecturing at the university level in a tenured position in economics or law, or performing, over an extended period, significant professional services or activities related to the duties typical of a control body for the benefit of the entities and enterprises indicated in point a) or
- d) serving as senior officials or carrying out executive duties at public administrations of at least regional importance or authorities whose responsibilities concern banking, finance or insurance business;
- d) with regard to the professionalism requirements and the recommendations made in this regard by the Supervisory Board and the Management Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016 on the website group.intesasanpaolo.com, I meet - in addition to personal competence and expertise indicated in the abovementioned document - the skills, knowledge and experiences listed below (please tick as appropriate)

SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

- Knowledge of the banking business, its strategies, the assessment and risk management techniques
- Ability to read and interpret the financial statements data of a financial institution
- Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- Experience in business and entrepreneurial management and in the organisation of business activities
- Risk management expertise and knowledge of corporate functions
- Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- Knowledge of the regulation of financial activities
 - Experience in remuneration and incentive systems and tools
 - International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
- have adequate knowledge of the English language
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements.

Lastly, in the event of appointment, I undertake to:

- provide, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, the list of the management and control positions held in other companies as at the date of the Meeting;
- to cease immediately any other office incompatible with the office of member of the Management Control Committee in accordance with Article 13.5.4 of the Articles of Association.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____ Rovigo, 23 March 2016 _____
(Place and date)

_____ *Edoardo Gaffeo* _____
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

Edoardo Gaffeo (Rovigo, 1967) is Associate Professor in Economics at the Department of Economics and Management of the Trento University, where he teaches Advanced Macroeconomics and Financial Economics and is a member of the teaching body of the Doctorate in Economics and Management. In 1997, Professor Gaffeo earned a PhD degree in Economics at the Polytechnic University of the Marche Region and, in 1995, a Master of Art in Economics at the University of Reading (UK). He graduated in Economics at the University of Bologna in 1992. Prior to his activity with the University of Trento, he worked as an Economist at the Confindustria (General Confederation of Italian Industry) Studies Center (1997-1999) and taught at the University of Udine (1999-2003). He authored more than 50 scientific publications on subject matters like macroeconomics, computational economics and financial economics. Since 2013, he has been a member of the Supervisory Board of Intesa Sanpaolo S.p.A., also sitting on the Board's Internal Control Committee and Remuneration Committee. Prior to that, he was a member of the General Council (2005-2010) and of the Board of Directors (2010-2013) of the foundation "Cassa di Risparmio di Padova e Rovigo", a member of the Board of Directors of Fondaco Lux S.A. (2008-2010) and a member of the Board of Directors of Interporto di Rovigo S.p.A. (2002-2005). Presently, he is a member of the Scientific Committee of Consorzio Universitario di Rovigo and Fellow of the Euro Area Business Cycle Network.

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C2"

Form of acceptance of nomination as a member of the Board of Directors and the Management Control Committee

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Milena Teresa Motta (fiscal code MTTMNT59C69C003K), born in Cassano d'Adda (MI) on 29 March 1959 and resident in Milano via G.B. Pergolesi 24, nationality italian, profession chartered accountant,

declare

- I accept to stand as a candidate for the post of member of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other list submitted to the aforementioned Shareholders' Meeting.

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I meet professionalism and integrity requirements and comply with the criteria of competence, fairness and time commitment and with the specific limits to the number of offices as provided by current law and, in any event, the criteria required in accordance with EU Directive 36 of 26 June 2013, with regard to the appointment of directors of banks issuing shares listed on regulated markets²;
- I also meet the requirements of respectability and professionalism and respect the limits to the number of offices provided by law for performing the functions of member of the control bodies of a bank issuing shares listed on regulated markets³;
- I am⁴
 - x registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or been a member of a control body in a limited company;
- meet the independence requirements provided for by Articles 13.5.2 and 13.4.3 of the Articles of Association⁵;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or Articles of Associations, specifically no conditions apply of ineligibility and

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.5.1 of the Articles of Association

⁴ Articles 13.4.2, letter a), and 13.5.3, last paragraph, of the Articles of Association

⁵ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy

disqualification provided in Article 2382 of the Italian Civil Code and Art. 187-quarter of Legislative Decree 58/1998;

- that
 - x I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Management Control Committee;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁶ and required from the Public Authority that employs me the prior authorization to carry out the duties of member of the Management Control Committee, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - x I am not a member of any management, supervisory or control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.
- with specific reference to the limit on the number of appointments provided for in Article 13.5.4 of the Articles of Association:
 - x I do not hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association;
 - I hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association and undertake as of now, if appointed, to immediately drop all incompatible offices;

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000⁷;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998⁸ and the requirements provided for members of the board of statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000⁹;
- I meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, in particular, I have acquired a proven experience of at least five years in the areas of internal controls, administration and finance:
 - ⊗) serving as a member of company bodies or performing executive duties at entities that conduct banking or financial business with total assets of at least 5 billion euro, or at entities that conduct insurance business with annual gross premium income of at least 1 billion euro, or at entities or enterprises with total revenues of at least 500 million euro (sizes are understood to

⁶ Please insert duties and details of Public Authority employer.

⁷ Article 13.5.1 of the Articles of Association

⁸ Article 13.4.1 of the Articles of Association

⁹ Article 13.5.1 of the Articles of Association

- be calculated on the basis of the company's most recent financial statements or consolidated financial statements, where prepared by the entity) or
- b) lecturing at the university level in a tenured position in economics or law, or performing, over an extended period, significant professional services or activities related to the duties typical of a control body for the benefit of the entities and enterprises indicated in point a) or
 - c) serving as senior officials or carrying out executive duties at public administrations of at least regional importance or authorities whose responsibilities concern banking, finance or insurance business;
 - d) with regard to the professionalism requirements and the recommendations made in this regard by the Supervisory Board and the Management Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016 on the website group.intesasanpaolo.com, I meet - in addition to personal competence and expertise indicated in the abovementioned document - the skills, knowledge and experiences listed below (please tick as appropriate)

SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

- Knowledge of the banking business, its strategies, the assessment and risk management techniques
- Ability to read and interpret the financial statements data of a financial institution
- Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- Experience in business and entrepreneurial management and in the organisation of business activities
- Risk management expertise and knowledge of corporate functions
- Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- Knowledge of the regulation of financial activities
 - Experience in remuneration and incentive systems and tools
 - International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
- have adequate knowledge of the English language
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements.

Lastly, in the event of appointment, I undertake to:

- provide, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, the list of the management and control positions held in other companies as at the date of the Meeting;
- to cease immediately any other office incompatible with the office of member of the Management Control Committee in accordance with Article 13.5.4 of the Articles of Association.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____Milano, 23 March 2016_____

(Place and date)

Milena Teresa Motta
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

MILENA T. MOTTA

Professional profile

February 2016

Milena Teresa Motta

Born in Cassano d'Adda (Milano) on 29 March 1959

Married with three children

Resident in Via G.B. Pergolese no. 24, 20124 Milano

Telephone +39 02 6709699 – Fax +30 02 6691921 – Cell Phone +39 335 6894670

Email: milena.motta@mstnet.it

PROFESSIONAL QUALIFICATIONS

- Since 1983 Listed in the Register of Chartered Accountants of Milano
- Since 1995 Auditor, by Ministerial appointment (Register of Auditors no. 65238, Official Journal 46bis of 16 June 1995)
- 1999-2000 Master in female entrepreneurship, Istud (Stresa)
- 1982 Degree *magna cum laude* in Business and Economics at the Sacred Heart Catholic University (Milano)

PROFESSIONAL ACTIVITY

Since 1982 Business consulting in competitive strategy, marketing and innovation. Consulting on the development of services dedicated to competitive and market strategies, and aimed at innovation with the following contents:

- Tools and methods for the methodical analysis of the market and the competitive environment to identify opportunities and threats
- Information and intelligence supporting competitive positioning and the innovation process
- “Technology Intelligence” to monitor scientific and technologic development and identify opportunities and threats
- Application of “War Gaming” for competitive and market analysis
- “Strategic roadmapping” to align strategy, market and innovation

PUBLICATIONS (all of them with Edizioni Il Sole 24 Ore, Milano)

- 1984 500 management ideas
- 1986 300 marketing ideas
- 1987 300 new business ideas
- 1987 300 sale ideas
- 1988 300 new materials ideas
- 1989 300 information technology ideas for manager

POSTS HELD IN BOARDS OF DIRECTORS AND BOARDS OF STATUTORY AUDITORS

- 2015-present *Trevi Finanziaria Industriale Spa*. Standing Statutory auditor until approval of the 2015 financial statements
- 2014-present *Brembo Spa*. Standing Statutory Auditor and Member of the Supervisory Board for financial years 2014-2016

- 2012-2015 *Atlantia Spa*. Standing Statutory Auditor for financial years 2012-2014
- 2013-2014 *Damiani Spa*, Standing Statutory Auditor
- 1998-2002 *Onbanca Spa – Gruppo Banca Popolare Commercio & Industria*. Member of the Board of Directors of the group's online bank, created in 1998 and listed in the Milano Stock Exchange in 2001, then taken over by Xelion (Unicredit group)
- 2000-2001 *Fulcron Spa*. Member of the Board of Directors of the company that developed the first portal comparing insurance policies, then taken over by a company of the sector

INTERNATIONAL ASSOCIATIVE ACTIVITIES

- 1996 Founder of SCIP ITALIA (Strategic and Competitive Intelligence Professionals, www.scip.org) affiliated with the non-profit association SCIP, headquartered in the USA. Founding member of SCIP's European Advisory Council in Europe.
- Since 1996 Coordinator of Unità Italiana, which organizes every three months seminars and courses on Market and Competitive Intelligence
- 2009 Fellow Award granted by SCIP for the activity carried out in favor of the international development of the association and of the Competitive Intelligence discipline; previously, Catalyst Award (1998) for having created the first European (and international) Unit of the association, until then based only in the USA.

MEMBERSHIP

- NED Community (Association of Non-executive and Independent Administrators)
- WCD (Women Corporate Directors)
- AISM (Italian Marketing Development Association)
- ADICO (Italian Marketing Directors Association)
- SCIP (Strategic and Competitive Intelligence Professionals)

OTHER ACTIVITIES

- Since 1997 Teacher of Competition Strategic Analysis at SDA Bocconi, Milano
- Since 2000 Teacher of Marketing and Strategy courses in the Master in Innovation of the Scuola Superiore Sant'Anna, Pisa
- Since 2008 Teacher of Patent & Technology Intelligence, Member of ICI (Institute for Competitive Intelligence) Faculty, Germany
- Since 2009 Teacher of Technology Intelligence and Strategic Roadmapping in collaboration with IfM-Center for Technology Management, Cambridge University, Great Britain
- Since 2015 Teacher of Competitive & Technology Intelligence at the LIUC University, Castellanza
- 2008-2013 Teacher of Competitive Strategy and Innovation, Master in Business Management and Strategy of Il Sole 24 Ore
- 2008-2009 Teacher of Market and Competitive Intelligence, Executive Master in Marketing and Sales, SDA Bocconi, Milano, and ESADE, Barcelona

- 2008 and 2004 Chairman of the European Conference of Strategic and Competitive Intelligence Professional, organized by SCIP-Strategic and Competitive Intelligence Professionals
- 2006-2008 Teacher of Market Survey at the Multimedia Management Master, Mediaset-IULM, Milano
- 2003-2005 Teacher of Competition and Market Analysis in MBA courses at CUOA, Altavilla Vicentina
- 2000-2002 Chairman of the Annual Conference of Competitive Intelligence organized by Il Sole 24 Ore.

Signed Milena T. Motta
Milano, February 2016

This is to authorize the processing of personal data in accordance with Article 7, Legislative Decree no. 196/2003

This is an English translation of the original Italian document. The original version in Italian takes precedence.

Attachment "C2"

Form of acceptance of nomination as a member of the Board of Directors and the Management Control Committee

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo e Fondazione Cassa di Risparmio in Bologna, I, the undersigned Marina Manna (fiscal code MNNMRN60L66D643X), born in Foggia on 26 July 1960 and resident in Padova Via Trilussa 18, nationality italian, profession chartered accountant and statutory auditor,

declare

- I accept to stand as a candidate for the post of member of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other list submitted to the aforementioned Shareholders' Meeting.

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I meet professionalism and integrity requirements and comply with the criteria of competence, fairness and time commitment and with the specific limits to the number of offices as provided by current law and, in any event, the criteria required in accordance with EU Directive 36 of 26 June 2013, with regard to the appointment of directors of banks issuing shares listed on regulated markets²;
- I also meet the requirements of respectability and professionalism and respect the limits to the number of offices provided by law for performing the functions of member of the control bodies of a bank issuing shares listed on regulated markets³;
- I am⁴
 - x registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or been a member of a control body in a limited company;
- meet the independence requirements provided for by Articles 13.5.2 and 13.4.3 of the Articles of Association⁵;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or Articles of Associations, specifically no conditions apply of ineligibility and

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.5.1 of the Articles of Association

⁴ Articles 13.4.2, letter a), and 13.5.3, last paragraph, of the Articles of Association

⁵ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy

disqualification provided in Article 2382 of the Italian Civil Code and Art. 187-quarter of Legislative Decree 58/1998;

- that
 - x I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Management Control Committee;
 - I am presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁶ and required from the Public Authority that employs me the prior authorization to carry out the duties of member of the Management Control Committee, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - x I am not a member of any management, supervisory or control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.
- with specific reference to the limit on the number of appointments provided for in Article 13.5.4 of the Articles of Association:
 - x I do not hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association;
 - I hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association and undertake as of now, if appointed, to immediately drop all incompatible offices;

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000⁷;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998⁸ and the requirements provided for members of the board of statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000⁹;
- I meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, in particular, I have acquired a proven experience of at least five years in the areas of internal controls, administration and finance:
 - serving as a member of company bodies or performing executive duties at entities that conduct banking or financial business with total assets of at least 5 billion euro, or at entities that conduct insurance business with annual gross premium income of at least 1 billion euro, or at entities or enterprises with total revenues of at least 500 million euro (sizes are understood to

⁶ Please insert duties and details of Public Authority employer.

⁷ Article 13.5.1 of the Articles of Association

⁸ Article 13.4.1 of the Articles of Association

⁹ Article 13.5.1 of the Articles of Association

- be calculated on the basis of the company's most recent financial statements or consolidated financial statements, where prepared by the entity) or
- b) lecturing at the university level in a tenured position in economics or law, or performing, over an extended period, significant professional services or activities related to the duties typical of a control body for the benefit of the entities and enterprises indicated in point a) or
 - c) serving as senior officials or carrying out executive duties at public administrations of at least regional importance or authorities whose responsibilities concern banking, finance or insurance business;
 - d) with regard to the professionalism requirements and the recommendations made in this regard by the Supervisory Board and the Management Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016 on the website group.intesasanpaolo.com, I meet - in addition to personal competence and expertise indicated in the abovementioned document - the skills, knowledge and experiences listed below (please tick as appropriate)

SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

- Knowledge of the banking business, its strategies, the assessment and risk management techniques
- Ability to read and interpret the financial statements data of a financial institution
- Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- Experience in business and entrepreneurial management and in the organisation of business activities
- Risk management expertise and knowledge of corporate functions
- Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- Knowledge of the regulation of financial activities
 - Experience in remuneration and incentive systems and tools
 - International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
 - Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present
- I
- have adequate knowledge of the English language
 - do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements.

Lastly, in the event of appointment, I undertake to:

- provide, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, the list of the management and control positions held in other companies as at the date of the Meeting;
- to cease immediately any other office incompatible with the office of member of the Management Control Committee in accordance with Article 13.5.4 of the Articles of Association.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

_____ Padova, 23 March 2016 _____
(Place and date)

Marina Manna
(Signed)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.

CURRICULUM VITAE

MARINA MANNA

High School Diploma in Classical Studies in the academic year 1978/1979 with 60/60 marks.

Graduated from the Faculty of Business and Economics of Venezia Ca' Foscari University on 15 November 1984 with a Degree in Business and Economics, Law domain?; her dissertation was on Tax Law (Supervisor: Prof. Francesco Moschetti) "Taxation of Family Incomes", 110/110 summa cum laude.

Internship with the Chartered Accountant Paolo Mazzi from November 1984 to December 1988, dealing above all with tax matters and insolvency proceedings.

She qualified to practice as Chartered Accountant in 1988 and registered with the Padova Register of Chartered Accountants on 18 January 1989.

In 1989 she opened her own Chartered Account firm. The firm deals above all with tax issues, and advisory in civil and criminal tax proceedings, and insolvency proceedings.

She is also registered with the Auditors Register held by the Ministry of Justice pursuant to Legislative Decree no. 88 dated 27 January 1992.

She opened Manna & Galgani Associates in January 2011.

She is also qualified to practice collaborative law (courses in Milan in 2010 and Lucca in 2014).

INSTITUTIONAL POSITIONS

For the Council of the Padova Association of Chartered Accountants she was Auditor from 1992 to 1995, Director from 1995 to 1998, Secretary Director from April 1998 to March 2001, Deputy Chairwoman from April 2001 to March 2006.

CORPORATE OFFICES

Auditor for Cartura Municipality for the three-year period 2003 – 2005.

Chairwoman of the Board of Statutory Auditors of the following companies:

Fabrizio Smania S.p.A. (REA (Economic and Administrative Index) PD374652) from 2008 through to approval of the financial statements ending on 31.12.2010;

F.Ili Guerriero S.r.l. (REA PD350251) from 2008 through to 28.05.2012;

Auxilia S.p.A. (REA PD343080) from 2009 to 30.04.2015;

Soa Nord Alpi Organismo di Attestazione S.p.A. (REA PD321143) from June 2012;

Veneto Nanotech scpa from September 2014 to February 2015;

Lore srl (tax code 04885140287) from 24 June 2015;

Lanificio dell'Olivo spa (REA FI 491238) from 24 June 2015.

Marina Manna
chartered accountant
auditor

Standing auditor of the following companies:

Celenit S.p.A. (REA PD95190) from 1998;

Morocolor Italia S.p.A. (REA PD129144) from 1997 and through to May 2014;

Superauto S.p.A. (REA PD331558) from 2008;

Pagnan S.r.l. (REA PD75317) from 2010 and through to June 214;

Clodia – Società Immobiliare S.p.A. (REA PD101385) from 2010;

Pagnan Finanziaria S.p.A. - Pa.Fin. S.p.A. (REA PD234067) from 2010;

Carraro S.p.A. (listed company) (REA PD84033) from April 2012 to March 2015;

FPT Industrie S.p.A. (REA PD224386) from July 2012;

Nice Group S.p.A. from 6 October 2015;

Standing auditor of:

Cassa di Risparmio di Padova e Rovigo Foundation from 2008 to August 2014;

Noventa Padovana Nursing Home from 2010 to 2013;

Padua Hospital from 2011 and until March 2014;

Sole Auditor of Veneto Logistica S.r.l. (REA RO137120) from April 2012;

Chairwoman of the Board of Auditors of the Paediatric Research Institute Città della Speranza Foundation from 29 June 2015

Sole Director of We Drone Srl (REA PD423689) from 25 November 2014, Cavour Srl (REA PD363207) from 2006 and Miami Srl (REA PD374699) from 2007 to 2013;

Member of the Board of Directors of the following companies:

Delta Erre S.p.A. (REA PD114596) from 1999 to May 2013 and from 2014 to September 2015

Delta Erre Trust Company S.r.l. (REA PD370974) from 2009

Stefanel S.p.A. from 2014;

Carraro S.p.A from 23 March 2015;

Member of the Board of Directors of Banco di Napoli from 16 March 2015;

Managing Director of Delta Erre Trust Company S.r.l. (REA PD370974) from 2010;

COURT APPOINTMENTS

Court appointed expert for proceedings before Padova Court – Civil and Criminal Divisions of Padova and Ferrara;

Marina Manna
chartered accountant
auditor

Expert of the Public Prosecutor in proceedings before Padova Court – Criminal Division;

TEACHING POSTS AND SPEAKER AT CONFERENCES AND CONGRESSES

Tutor with Padova University – Faculty of Law – University Course for Corporate Legal Operator – Rovigo – from 1999 to 2004 – Lecturer of “Tax Law”.

Speaker at Congresses organised by Trade and Professional Associations and Teaching Institutes on corporate, tax and asset protection themes

23 March 2016

Signed by Marina Manna