



ORDINARY SHAREHOLDERS' MEETING
OF 30 APRIL 2019

CANDIDATES FOR THE POSTS OF BOARD DIRECTORS
AND MANAGEMENT CONTROL COMMITTEE MEMBERS

LIST No. 2 submitted by 13 fund managers

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

TREVISAN & ASSOCIATI

STUDIO LEGALE

Viale Majno 45 – 20122 Milano

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To

Intesa Sanpaolo S.p.A.

Piazza San Carlo n. 156

10121 – Torino

By registered letter (PEC): segreteria.societaria@pec.intesasanpaolo.com

Milano, 5 April 2019

Re: Filing of the slate for the Board of Directors and the Management Control Committee of Intesa Sanpaolo pursuant to art. 14 of the Company's By-law

Dear Sirs,

on behalf of the following shareholders: Amundi Asset Management SgrpA gestore dei fondi: Amundi Risparmio Italia, Amundi Sviluppo Italia, Amundi Dividendo Italia, European Equity Value e Top European Player; Anima SGR S.p.A. gestore dei fondi: Anima Geo Italia, Anima Italia, Anima Crescita Italia e Anima Sforzesco; Anima SGR S.p.A. gestore del fondo Anima Visconteo; Arca Fondi S.G.R. S.p.A. gestore del fondo Arca Azioni Italia; Epsilon SGR S.p.A. gestore dei fondi: Epsilon Allocazione Tattica Aprile 2020, Epsilon Allocazione Tattica Febbraio 2020, Epsilon Allocazione Tattica Giugno 2020, Epsilon Allocazione Tattica Novembre 2019, Epsilon Allocazione Tattica Settembre 2019, Epsilon DLongRun, Epsilon Flessibile Azioni Euro Aprile 2021, Epsilon Flessibile Azioni Euro Febbraio 2021, Epsilon Flessibile Azioni Euro Giugno 2021, Epsilon Flessibile Azioni Euro Novembre 2020, Epsilon Flessibile Azioni Euro Settembre 2020, Epsilon Multiasset Valore Globale Dicembre 2021, Epsilon Multiasset Valore Globale Giugno 2021, Epsilon Multiasset Valore Globale Luglio 2022, Epsilon Multiasset Valore Globale Maggio 2022, Epsilon Multiasset Valore Globale Marzo 2022, Epsilon Multiasset Valore Globale Settembre 2021, Epsilon QEquity, Epsilon QReturn e Epsilon QValue; BancoPosta Fondi SGR S.p.A. gestore del fondo BancoPosta Orizzonte Reddito; Eurizon Capital SGR S.p.A. gestore dei fondi: Eurizon multiasset strategia flessibile giugno 2023, Eurizon multiasset reddito ottobre 2022, Eurizon multiasset reddito dicembre 2022, Eurizon cedola attiva top luglio 2021, Eurizon cedola attiva top ottobre 2021, Eurizon multiasset reddito ottobre 2019, Eurizon cedola attiva top dicembre 2021, Eurizon pir italia 30, Eurizon multiasset reddito dicembre 2019, Eurizon cedola attiva top maggio 2021, Eurizon multiasset reddito aprile 2021, Eurizon global multiasset selection settembre 2022, Eurizon rendita, Eurizon cedola attiva top aprile 2022, Eurizon azioni internazionali, Eurizon azioni area euro, Eurizon multiasset reddito novembre 2020, Eurizon cedola attiva top maggio 2020, Eurizon cedola attiva top

novembre 2022, Eurizon multiasset reddito luglio 2023, Eurizon multiasset reddito luglio 2022, Eurizon azionario internazionale etico, Eurizon azioni europa, Eurizon progetto italia 70, Eurizon diversificato etico, Eurizon top selection dicembre 2022, Eurizon cedola attiva top ottobre 2020, Eurizon top selection gennaio 2023, Eurizon cedola attiva top giugno 2020, Eurizon cedola attiva top luglio 2020, Eurizon multiasset reddito marzo 2023, Eurizon cedola attiva top aprile 2021, Eurizon cedola attiva top dicembre 2020, Eurizon multiasset reddito marzo 2022, Eurizon cedola attiva top aprile 2023, Eurizon multiasset reddito aprile 2020, Eurizon multiasset reddito maggio 2021, Eurizon cedola attiva top maggio 2023, Eurizon multiasset strategia flessibile maggio 2023, Eurizon cedola attiva top giugno 2023, Eurizon high income dicembre 2021, Eurizon disciplina attiva dicembre 2022, Eurizon azioni italia, Eurizon disciplina attiva dicembre 2021, Eurizon multiasset reddito maggio 2020, Eurizon cedola attiva top ottobre 2023, Eurizon multiasset reddito ottobre 2021, Eurizon cedola attiva top maggio 2022, Eurizon top star - aprile 2023, Eurizon multiasset reddito giugno 2020, Eurizon multiasset reddito giugno 2021, Eurizon cedola attiva top giugno 2022, Eurizon disciplina attiva ottobre 2021, Eurizon multiasset strategia flessibile ottobre 2023, Eurizon top selection marzo 2023, Eurizon multiasset reddito dicembre 2021, Eurizon income multistrategy marzo 2022, Eurizon top selection maggio 2023, Eurizon top selection luglio 2023, Eurizon traguardo 40 febbraio 2022, Eurizon disciplina attiva maggio 2022, Eurizon cedola attiva top ottobre 2022, Eurizon multiasset reddito ottobre 2020, Eurizon defensive top selection luglio 2023, Eurizon multiasset reddito maggio 2022, Eurizon disciplina attiva marzo 2022, Eurizon opportunity select luglio 2023, Eurizon pir italia azioni, Eurizon disciplina attiva luglio 2022, Eurizon disciplina attiva settembre 2022, Eurizon progetto italia 40, Eurizon multiasset reddito maggio 2023, Eurizon defensive top selection dicembre 2023, Eurizon multiasset valutario dicembre 2023, Eurizon top selection prudente dicembre 2023, Eurizon top selection crescita dicembre 2023, Eurizon top selection prudente marzo 2024, Eurizon top selection equilibrio marzo 2024, Eurizon top selection crescita marzo 2024, Eurizon multiasset valutario marzo 2024, Eurizon defensive top selection marzo 2024, Eurizon top selection settembre 2023, Eurizon multiasset reddito ottobre 2023, Eurizon multiasset valutario ottobre 2023, Eurizon defensive top selection ottobre 2023, Eurizon top selection dicembre 2023 e Eurizon disciplina globale marzo 2024; Eurizon Investment Sicav - Euro Equity Insurance Capital Light; Eurizon Capital S.A. gestore dei fondi: Eurizon Fund - Azioni Strategia Flessibile, Eurizon Fund - Equity Italy, Eurizon Fund - Equity Europe LTE, Eurizon Fund - Equity Euro LTE, Eurizon Fund - Equity italy Smart Volatility, Eurizon Fund - Multiasset Income, Eurizon Fund - Flexible Beta Total Return e Eurizon Investimento Sicav - Flexible Equity Strategy 2; Fidelity Funds – SICAV; Kairos Partners SGR S.p.A. in qualità di management company di Kairos International Sicav – comparti: Europa, Italia, Risorgimento, Target Italy Alpha; Legal & General Assurance (Pensions Management) Limited; Mediolanum Gestione Fondi SGR S.p.A. gestore del fondo Mediolanum Flessibile Futuro Italia; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity; Pramerica SICAV - comparto Italian Equity - Euro Equity e Pramerica Sgr gestore dei fondi: comparto Multiasset Italia & Mito 50, we provide with the filing of the slate for the appointment of the members of the Board of Directors and the Management Control Committee of your company as proposed, that will take place over the course of the ordinary Stockholders' Meeting convened on sole call on 30 April 2019, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00

a.m., stating that the above mentioned shareholders jointly hold and represent a percentage to 1,34686% (shares n. 235.827.593) of the issued share capital.

Yours sincerely,



Avv. Giulio Tonelli

**LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.**

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Azionista	n. azioni	% del capitale sociale
Amundi Asset Management SGRpA - AMUNDI DIVIDENDO ITALIA	1,970,000	0.01%
Amundi Asset Management SGRpA - AMUNDI RISPARMIO ITALIA	2,693,148	0.02%
Amundi Asset Management SGRpA - AMUNDI SVILUPPO ITALIA	7,055,164	0.04%
Amundi Luxembourg SA - AMUNDI FUNDS II- EUROPEAN EQUITY VALUE	4,591,663	0.03%
Amundi Luxembourg SA - AMUNDI FUNDS II - TOP EUROPEAN PLAYER	1,879,249	0.01%
Totale	18,189,224	0.11%

whereas

- the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the

Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surmane
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for

major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;

- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data ("General Data Protection Regulation" or "GDPR"),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

- 1) declaration -- whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in

Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail
mail@trevisanlaw.it.

Amundi SGRpA
Il Legale Rappresentante
Head of Fund Admin & Reporting

Stefano Calzolari

A handwritten signature in black ink, appearing to read 'Stefano Calzolari', written in a cursive style.

LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.

The undersigned Armando Carcaterra, Investment Advisory, Support & Principles Director of ANIMA SGR S.p.A., Asset Management Company of UCITS holding ordinary shares of INTESA SANPAOLO S.P.A. ("Company") as detailed below:

Shareholder	no. shares	% share capital
ANIMA SGR SpA - ANIMA GEO ITALIA	4.000.000	0,023%
ANIMA SGR SpA - ANIMA ITALIA	3.000.000	0,017%
ANIMA SGR SpA - ANIMA CRESCITA ITALIA	2.000.000	0,011%
ANIMA SGR SpA - ANIMA SFORZESCO	800.000	0,005%
ANIMA SGR SpA - ANIMA VISCONTEO	1.500.000	0,009%
Total	11.300.000	0,065%

whereas

- the shareholders' meeting of Intesa Sanpaolo, is convened on single call at "Nuovo Centro Direzionale" in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, ("Meeting"), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct ("Code of Conduct") for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF ("Report") as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

ANIMA Sgr S.p.A.

Società di gestione del risparmio soggetta all'attività di direzione e coordinamento del socio unico Anima Holding S.p.A.

Corso Garibaldi 99 - 20121 Milano - Tel +39 02 806381 - Fax +39 02 80638222 - www.animasgr.it

Cod. Fisc./P.IVA e Reg. Imprese di Milano n. 07507200157 - Capitale Sociale euro 23.793.000 int. vers.

R.E.A. di Milano n. 1162082 - Albo tenuto dalla Banca d'Italia n. 8 Sezione dei Gestori di OICVM e n. 6 Sezione dei Gestori di FIA - Aderente al Fondo Nazionale di Garanzia

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surmane
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;
- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,

- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data (“General Data Protection Regulation” or “GDPR”),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

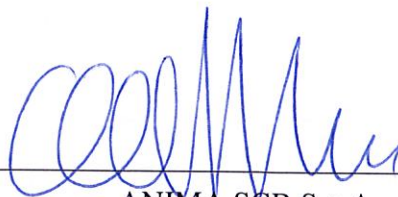
- 1) declaration -- whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate’s presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.

Milan, / 1 APR 2019



ANIMA SGR S.p.A.

Investment Advisory, Support & Principles Director
(Armando Carcaterra)

Milano, 29 marzo 2019
Prot. AD/490 UL/dp

**LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.**

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Shareholder	no. shares	% share capital
ARCA FONDI SGR S.p.A. – Fondo Arca Azioni Italia	12.000.000	0,07%
Total	12.000.000	0,07%

whereas

- the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the R eport of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained

therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

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2.	Corrado	Gatti

attest(s)

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- 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;
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- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art.

144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;

- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data ("General Data Protection Regulation" or "GDPR"),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

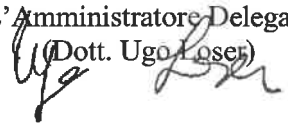
- 1) declaration — whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.

ARCA Fondi SGR S.p.A.
L' Amministratore Delegato
(Dott. Ugo Loser)

A handwritten signature in black ink, appearing to be "Ugo Loser", written over the printed name.

8

LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’ quota below indicated:

Shareholder	no. shares	% share capital
BANCOPOSTA FONDI S.P.A. SGR – BANCOPOSTA ORIZZONTE REDDITO	436.821	0,00249%
Totale	436.821	0,00249%

whereas

▪ the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

▪ the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms

▪ of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

▪ the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I Members of the Board of Directors

N.	Name	Surname
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it hold, also jointly, a

- controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company' Articles of Associations and the current legislation;
- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data ("General Data Protection Regulation" or "GDPR"),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

- 1) declaration - whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code,
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate' presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.

Roma 27 marzo 2019

Dott. Alberto Castelli
Amministratore Delegato
BancoPosta Fondi S.p.A. SGR



LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Azionista	n. azioni	% del capitale sociale
Epsilon SGR S.p.A- Epsilon Allocazione Tattica Aprile 2020	88.300	0,001%
Epsilon SGR S.p.A- Epsilon Allocazione Tattica Febbraio 2020	67.300	0,000%
Epsilon SGR S.p.A- Epsilon Allocazione Tattica Giugno 2020	61.700	0,000%
Epsilon SGR S.p.A- Epsilon Allocazione Tattica Novembre 2019	32.500	0,000%
Epsilon SGR S.p.A- Epsilon Allocazione Tattica Settembre 2019	50.100	0,000%
Epsilon SGR S.p.A- Epsilon DLongRun	3.300	0,000%
Epsilon SGR S.p.A- Epsilon Flessibile Azioni Euro Aprile 2021	25.100	0,000%
Epsilon SGR S.p.A- Epsilon Flessibile Azioni Euro Febbraio 2021	60.200	0,000%
Epsilon SGR S.p.A- Epsilon Flessibile Azioni Euro Giugno 2021	17.500	0,000%
Epsilon SGR S.p.A- Epsilon Flessibile Azioni Euro Novembre 2020	201.000	0,001%
Epsilon SGR S.p.A- Epsilon Flessibile Azioni Euro Settembre 2020	275.200	0,002%
Epsilon SGR S.p.A- Epsilon Multiasset Valore Globale Dicembre 2021	162.300	0,001%
Epsilon SGR S.p.A- Epsilon Multiasset Valore Globale Giugno 2021	413.900	0,002%
Epsilon SGR S.p.A- Epsilon Multiasset Valore Globale Luglio 2022	120.200	0,001%
Epsilon SGR S.p.A- Epsilon Multiasset Valore Globale Maggio 2022	151.400	0,001%
Epsilon SGR S.p.A- Epsilon Multiasset Valore Globale Marzo 2022	83.500	0,000%
Epsilon SGR S.p.A- Epsilon Multiasset Valore Globale Settembre 2021	179.100	0,001%
Epsilon SGR S.p.A- Epsilon QEquity	41.900	0,000%
Epsilon SGR S.p.A- Epsilon QReturn	270.200	0,002%
Epsilon SGR S.p.A- Epsilon QValue	62.400	0,000%
Totale	2.367.100	0,014%

whereas

- the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as

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20121 Milano - Italia
Tel. +39 02 8810.2070
Fax +39 02 7005.7447

Epsilon SGR S.p.A.
Capitale Sociale € 5.200.000,00 i.v. • Codice Fiscale e iscrizione Registro Imprese di Milano n. 11048700154
Società partecipante al Gruppo IVA “Intesa Sanpaolo”, Partita IVA 11991500015 (IT11991500015) • Iscritta all’Albo delle SGR, al n. 22 nella Sezione Gestori di OICVM • Società soggetta all’attività di direzione e coordinamento di **Intesa Sanpaolo S.p.A.** ed appartenente al Gruppo Bancario Intesa Sanpaolo, iscritto all’Albo dei Gruppi Bancari • Aderente al Fondo Nazionale di Garanzia

HJC
E.U

updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surname
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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

Handwritten initials: HSP and P.V.

(Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);

- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;
- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data ("General Data Protection Regulation" or "GDPR"),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

- 1) declaration – whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .



- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.



Shareholder(s) signatory(ies)



**LIST OF CANDIDATES FOR APPOINTMENT
 AS MEMBERS OF THE BOARD OF
 DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
 OF INTESA SANPAOLO S.P.A.**

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Shareholder	no. shares	% share capital
Eurizon Investment SICAV - Euro Equity Insurance Capital Light	532,977	0.0030
Eurizon Fund - Azioni Strategia Flessibile	16,087,099	0.0919
Eurizon Fund - Equity Italy	2,016,656	0.0115
Eurizon Fund - Equity Europe LTE	833,501	0.0048
Eurizon Fund - Equity Euro LTE	363,371	0.0021
Eurizon Fund - Equity Italy Smart Volatility	530,771	0.0030
Eurizon Fund - Multiasset Income	325,611	0.0019
Eurizon Fund - Flexible Beta Total Return	2,909,865	0.0166
Eurizon Investment SICAV - Flexible Equity Strategy 2	1,937,752	0.0111
Total	25,537,603	0.1459

whereas

- the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the R eport of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company

website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surmane
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;
- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data ("General Data Protection Regulation" or "GDPR"),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

- 1) declaration – whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;

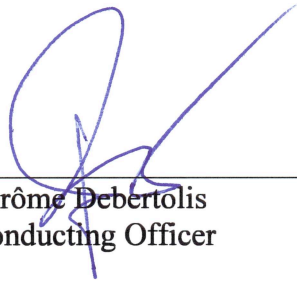
3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.

Thursday, 28 March 2019



Jérôme Debertolis
Conducting Officer



Marco Bus
General Manager

LIST OF CANDIDATES FOR APPOINTMENT
 AS MEMBERS OF THE BOARD OF
 DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
 OF INTESA SANPAOLO S.P.A.

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Azionista	n. azioni	% del capitale sociale
Eurizon Capital SGR S.p.A.-Eurizon multiasset strategia flessibile giugno 2023	57.111	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito ottobre 2022	504.322	0,003%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito dicembre 2022	179.645	0,001%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top luglio 2021	69.070	0,000%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top ottobre 2021	30.574	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito ottobre 2019	364.444	0,002%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top dicembre 2021	34.122	0,000%
Eurizon Capital SGR S.p.A.-Eurizon pir italia 30	9.003	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito dicembre 2019	177.854	0,001%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top maggio 2021	62.008	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito aprile 2021	131.076	0,001%
Eurizon Capital SGR S.p.A.-Eurizon global multiasset selection settembre 2022	69.750	0,000%
Eurizon Capital SGR S.p.A.-Eurizon rendita	221.005	0,001%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top aprile 2022	100.651	0,001%
Eurizon Capital SGR S.p.A.-Eurizon azioni internazionali	984.362	0,006%
Eurizon Capital SGR S.p.A.-Eurizon azioni area euro	1.319.408	0,008%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito novembre 2020	223.097	0,001%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top maggio 2020	30.116	0,000%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top novembre 2022	141.952	0,001%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito luglio 2023	149.568	0,001%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito luglio 2022	430.835	0,002%
Eurizon Capital SGR S.p.A.-Eurizon azionario internazionale etico	9.447	0,000%
Eurizon Capital SGR S.p.A.-Eurizon azioni europa	3.120.304	0,018%
Eurizon Capital SGR S.p.A.-Eurizon progetto italia 70	5.570.883	0,032%
Eurizon Capital SGR S.p.A.-Eurizon diversificato etico	472.140	0,003%
Eurizon Capital SGR S.p.A.-Eurizon top selection dicembre 2022	2.853.168	0,016%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top ottobre 2020	35.879	0,000%
Eurizon Capital SGR S.p.A.-Eurizon top selection gennaio 2023	452.890	0,003%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top giugno 2020	19.583	0,000%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top luglio 2020	13.005	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito marzo 2023	252.257	0,001%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top aprile 2021	49.095	0,000%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top dicembre 2020	25.448	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito marzo 2022	220.017	0,001%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top aprile 2023	85.228	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito aprile 2020	336.737	0,002%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito maggio 2021	70.394	0,000%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top maggio 2023	90.763	0,001%
Eurizon Capital SGR S.p.A.-Eurizon multiasset strategia flessibile maggio 2023	65.878	0,000%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top giugno 2023	263.098	0,002%
Eurizon Capital SGR S.p.A.-Eurizon high income dicembre 2021	380.628	0,002%
Eurizon Capital SGR S.p.A.-Eurizon disciplina attiva dicembre 2022	60.098	0,000%
Eurizon Capital SGR S.p.A.-Eurizon azioni italia	7.467.472	0,043%



Sede Legale
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 20121 Milano - Italia
 Tel. +39 02 8810.1
 Fax +39 02 8810.6500

Eurizon Capital SGR S.p.A.

Capitale Sociale € 99.000.000,00 i.v. • Codice Fiscale e iscrizione Registro Imprese di Milano n. 04550250015
 Società partecipante al Gruppo IVA “Intesa Sanpaolo”, Partita IVA 11991500015 (IT11991500015) • Iscritta all’Albo delle SGR, al n. 3 nella Sezione Gestori di OICVM e al n. 2 nella Sezione Gestori di FIA • Società soggetta all’attività di direzione e coordinamento di **Intesa Sanpaolo S.p.A.** ed appartenente al Gruppo Bancario Intesa Sanpaolo, iscritto all’Albo dei Gruppi Bancari • Socio Unico: **Intesa Sanpaolo S.p.A.** • Aderente al Fondo Nazionale di Garanzia

Azionista	n. azioni	% del capitale sociale
Eurizon Capital SGR S.p.A.-Eurizon disciplina attiva dicembre 2021	72.266	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito maggio 2020	353.407	0,002%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top ottobre 2023	465.118	0,003%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito ottobre 2021	246.341	0,001%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top maggio 2022	118.881	0,001%
Eurizon Capital SGR S.p.A.-Eurizon top star - aprile 2023	278.768	0,002%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito giugno 2020	230.546	0,001%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito giugno 2021	248.673	0,001%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top giugno 2022	62.249	0,000%
Eurizon Capital SGR S.p.A.-Eurizon disciplina attiva ottobre 2021	153.769	0,001%
Eurizon Capital SGR S.p.A.-Eurizon multiasset strategia flessibile ottobre 2023	49.982	0,000%
Eurizon Capital SGR S.p.A.-Eurizon top selection marzo 2023	1.292.181	0,007%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito dicembre 2021	215.388	0,001%
Eurizon Capital SGR S.p.A.-Eurizon income multistrategy marzo 2022	78.819	0,000%
Eurizon Capital SGR S.p.A.-Eurizon top selection maggio 2023	1.223.185	0,007%
Eurizon Capital SGR S.p.A.-Eurizon top selection luglio 2023	341.176	0,002%
Eurizon Capital SGR S.p.A.-Eurizon traguardo 40 febbraio 2022	339.119	0,002%
Eurizon Capital SGR S.p.A.-Eurizon disciplina attiva maggio 2022	149.349	0,001%
Eurizon Capital SGR S.p.A.-Eurizon cedola attiva top ottobre 2022	66.040	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito ottobre 2020	152.467	0,001%
Eurizon Capital SGR S.p.A.-Eurizon defensive top selection luglio 2023	169.340	0,001%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito maggio 2022	261.824	0,001%
Eurizon Capital SGR S.p.A.-Eurizon disciplina attiva marzo 2022	74.034	0,000%
Eurizon Capital SGR S.p.A.-Eurizon opportunity select luglio 2023	42.655	0,000%
Eurizon Capital SGR S.p.A.-Eurizon pir italia azioni	672.287	0,004%
Eurizon Capital SGR S.p.A.-Eurizon disciplina attiva luglio 2022	119.172	0,001%
Eurizon Capital SGR S.p.A.-Eurizon disciplina attiva settembre 2022	152.798	0,001%
Eurizon Capital SGR S.p.A.-Eurizon progetto italia 40	5.660.223	0,032%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito maggio 2023	233.335	0,001%
Eurizon Capital SGR S.p.A.-Eurizon defensive top selection dicembre 2023	40.869	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset valutario dicembre 2023	69.575	0,000%
Eurizon Capital SGR S.p.A.-Eurizon top selection prudente dicembre 2023	9.041	0,000%
Eurizon Capital SGR S.p.A.-Eurizon top selection crescita dicembre 2023	31.298	0,000%
Eurizon Capital SGR S.p.A.-Eurizon top selection prudente marzo 2024	17.429	0,000%
Eurizon Capital SGR S.p.A.-Eurizon top selection equilibrio marzo 2024	63.394	0,000%
Eurizon Capital SGR S.p.A.-Eurizon top selection crescita marzo 2024	48.848	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset valutario marzo 2024	100.922	0,001%
Eurizon Capital SGR S.p.A.-Eurizon defensive top selection marzo 2024	65.991	0,000%
Eurizon Capital SGR S.p.A.-Eurizon top selection settembre 2023	246.723	0,001%
Eurizon Capital SGR S.p.A.-Eurizon multiasset reddito ottobre 2023	49.555	0,000%
Eurizon Capital SGR S.p.A.-Eurizon multiasset valutario ottobre 2023	188.913	0,001%
Eurizon Capital SGR S.p.A.-Eurizon defensive top selection ottobre 2023	133.466	0,001%
Eurizon Capital SGR S.p.A.-Eurizon top selection dicembre 2023	119.214	0,001%
Eurizon Capital SGR S.p.A.-Eurizon disciplina globale marzo 2024	87.605	0,001%
Totale	42.000.620	0,240%

Handwritten signature/initials in blue ink.

whereas

- the shareholders' meeting of Intesa Sanpaolo, is convened on single call at "Nuovo Centro Direzionale" in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, ("Meeting"), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surmane
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- ensures the balance of genders set by current regulations;

*W
EJ*

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;
- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data ("General Data Protection Regulation" or "GDPR"),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

- 1) declaration -- whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements,



prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .

- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.



Shareholder(s) signatory(ies)



LIST OF CANDIDATES FOR APPOINTMENT
 AS MEMBERS OF THE BOARD OF
 DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
 OF INTESA SANPAOLO S.P.A.

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Shareholder	no. shares	% share capital
Fidelity Funds - SICAV	11,000,000	0.064%
Total	11,000,000	0.066%

whereas

- the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document “Qualitative and quantitative composition of the Board of Directors”, available on the website group.intesasanpaolo.com and,

specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surname
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893,

with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;

- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data ("General Data Protection Regulation" or "GDPR"),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

- 1) declaration -- whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *



25 Cannon Street,
London
EC4M 5TA
T: +44 (0)20 7283 9911
F: +44 (0)20 7961 4850
www.fidelity.co.uk

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.

A handwritten signature in blue ink, appearing to read 'Luca Romano', written over a horizontal line.

Shareholder(s) signatory(ies)

Luca Romano - ESG Associate

**LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.**

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Shareholder	no. shares	% share capital
KAIROS PARTNERS SGR S.p.A. (in qualità di Management Company di Kairos International Sicav – comparto Europa)	100,000	0.0006%
KAIROS PARTNERS SGR S.p.A. (in qualità di Management Company di Kairos International Sicav – comparto Italia)	4,621,500	0.0264%
KAIROS PARTNERS SGR S.p.A. (in qualità di Management Company di Kairos International Sicav – comparto Risorgimento)	5,626,500	0.0321%
KAIROS PARTNERS SGR S.p.A. (in qualità di Management Company di Kairos International Sicav – comparto Target Italy Alpha)	1,059,000	0.0060%
Totale	11,407,000	0.0651%

whereas

- the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board

of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surname
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893,

with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;

- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data ("General Data Protection Regulation" or "GDPR"),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:


- 1) declaration — whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *



In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.

A large, stylized handwritten signature in black ink, consisting of several sweeping strokes.

Shareholder(s) signatory(ies)

A smaller, handwritten signature in blue ink, appearing to be a stylized 'M' or similar character.

LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. ("Intesa Sanpaolo" e/o "Company"), owner/s of the ordinary shares representing the issued share capital's quota below indicated:

Shareholder	no. shares	% share capital
Legal & General Assurance (Pensions Management) Limited	64,096,225	0.36
Totale	64,096,225	0.36

whereas

- the shareholders' meeting of Intesa Sanpaolo, is convened on single call at "Nuovo Centro Direzionale" in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, ("Meeting"), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct ("Code of Conduct") for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF ("Report") as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for

both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surmane
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to

art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;

- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data ("General Data Protection Regulation" or "GDPR"),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

- 1) declaration — whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *



INVESTMENT MANAGEMENT

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.

Shareholder(s) signatory(ies)

**LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.**

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Shareholder	no. shares	% share capital
Mediolanum Gestione Fondi manager of fund Mediolanum Flessibile Futuro Italia	23.000.000	0,13%
Total	23.000.000	0,13%

whereas

- the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document “Qualitative and quantitative composition of the Board of Directors”, available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surmane
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders' agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;

- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data (“General Data Protection Regulation” or “GDPR”),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *


The following documentation is attached to the slate:

- 1) declaration -- whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;
- 3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.


Shareholder(s) signatory(ies)



LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Shareholder	no. shares	% share capital
Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity	4,493,000	0.0257%
Total	4,493,000	0.0257%

whereas

- the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasnpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

Mediolanum International Funds Ltd
2 Shelbourne Buildings
Shelbourne Road
Ballsbridge
Dublin 4
Ireland

Registered in Dublin No: 264023
Directors: A. Bates, C. Bocca (Italian), D. Quigley
F. Pietribiasi (Managing) (Italian), B. Wright, P. O’Faherty

Tel: +353 1 2310800
Fax: +353 1 2310805

Mediolanum International Funds Ltd is regulated by the Central Bank of Ireland



presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surname
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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 (Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years);
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state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders’ agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company’s Articles of Associations and the current legislation;
- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data (“General Data Protection Regulation” or “GDPR”),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

- 1) declaration — whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
- 2) *curricula vitae* showing the personal and professional characteristics of each candidate, indicating the management and control positions held in other companies as relevant pursuant to the law;

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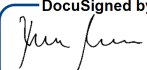


3) a valid identity card of each proposed candidate.

Pursuant to the current legislation, the communication / certification regarding the ownership of the number of shares registered in favor of the person entitled will be forwarded to the Company in the same day in which the slate is presented.

* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail mail@trevisanlaw.it.

DocuSigned by:

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Shareholder(s) signatory(ies)

27/3/2019 | 14:54 GMT

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Shelbourne Road
Ballsbridge
Dublin 4
Ireland

Tel: +353 1 2310800
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LIST OF CANDIDATES FOR APPOINTMENT
AS MEMBERS OF THE BOARD OF
DIRECTORS AND THE MANAGEMENT CONTROL COMMITTEE
OF INTESA SANPAOLO S.P.A.

The undersigned shareholder/s of Intesa Sanpaolo S.p.A. (“Intesa Sanpaolo” e/o “Company”), owner/s of the ordinary shares representing the issued share capital’s quota below indicated:

Shareholder	no. shares	% share capital
PRAMERICA SICAV (comparto Italian Equity, Euro Equity)	7.000.000	0.04%
PRAMERICA SGR (F.d1 Pramerica Multiasset Italia & MITO50)	3.000.000	0.02%
Total	10.000.000	0.06%

whereas

- the shareholders’ meeting of Intesa Sanpaolo, is convened on single call at “Nuovo Centro Direzionale” in Torino, with entrance from Corso Inghilterra n. 3, at 10:00 am on 30th April 2019, (“Meeting”), inter alia, to appoint the members of Members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.P.A. for the financial years 2019/2020/2021 which will be done on the basis of lists of candidates,

pursuant to

- the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as updated in May 2018) the Articles of Association (Articles 13 and 14) and the code of conduct (“Code of Conduct”) for the appointment of the members of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.

evaluated

- what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF (“Report”) as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and,

specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slates and for the acceptance of the nomination, all available in the Company website;

presents

- the following slate of candidates, in the name and in the order below indicated, for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for the period 2019/2020/2021

Section I – Members of the Board of Directors

N.	Name	Surname
1.	Daniele	Zamboni
2.	Maria	Mazzarella
3.	Anna	Gatti

Sezione II – Members of the Management Control Committee

N.	Name	Surname
1.	Alberto Maria	Pisani
2.	Corrado	Gatti

attest(s)

that the abovementioned slate:

- 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;
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- contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement,

state(s)

- the absence/the inexistence of connections and/or significant relationships, pursuant to the Communication of the 26th February 2009 no. DEM/9017893, with the shareholders who – on the basis of the notification requirements for major holdings as stated by art. 120 TUF or on the basis of the shareholders'

agreements pursuant to art. 122 TUF, as currently available on the website of Intesa Sanpaolo S.p.A., and on the website Consob.it – hold, also jointly, a controlling or majority quota as stated by art. 147 *ter*, paragraph III TUF and art. 144 *quinquies* of the Issuers Regulation approved by resolution 11971/99 and, more generally, by the Company's Articles of Associations and the current legislation;

- to undertake to submit, under Intesa Sanpaolo S.p.A. request, the documentation to demonstrate the correctness of the information,
- to be aware of the privacy regulations, especially with reference to the provisions of Regulation (EU) 679/2016 concerning the protection of personal data (“General Data Protection Regulation” or “GDPR”),

grant(s)

the power to Giulio Tonelli (C.F. TNLGLI79B27E463Q), with domicile at Law Firm Trevisan & Associati, in Milano, Viale Majno n. 45, in order to file and submit, in name and on behalf of the undersigned, this slate of candidates for the appointment of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. with relevant documents, authorizing him, at the same time, to give notice of such filing to the competent authorities and the company managing the market.

* * * * *

The following documentation is attached to the slate:

- 1) declaration — whereby each candidate accepts his/her nomination to the post of member of the Board of Directors or of member of the Board of Directors and the Management Control Committee, declaring that there are no causes for ineligibility and incompatibility, that he/she satisfies the of professionalism (including enrollment in the Register of Independents Auditors and practicing independent auditing for at least three years), integrity and independence requirements, prescribed by law, regulations and the Articles of Association, and, more generally, that he/she is suitable for the performance of the office attaching detailed information in support of his/her personal and professional requirements and the list of the management and supervisory positions held in other companies also pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, .
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* * * * *

In the case Intesa Sanpaolo S.p.A. would have the necessity to contact the slate's presenters, please do not hesitate to contact Studio Legale Trevisan & Associati in

Milano, Viale Majno n. 45, phone 02/877307, fax 02/8690111, e-mail
mail@trevisanlaw.it.

Aphidon

Shareholder(s) signatory(ies)

DECLARATION OF ACCEPTANCE
OF NOMINATION
AS A MEMBER OF THE BOARD OF DIRECTORS

The undersigned ZAMBONI DANIELE, born in MILAN, on July, 21 1959, fiscal code ZMBDNL59L21F205Q,

whereas

- A) has been indicated by some shareholders, in order to be elected as a member of the Board of Directors, during the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. ("Intesa Sanpaolo" and/or "Company") to be held on single call, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 a.m. on 30 April 2019;
- B) having acknowledged the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as updated in May 2018), the Articles of Association (Articles 13 and 14) and, if applicable, the code of conduct ("Code of Conduct") for the appointment as a Board Directors of the Company as well as what reported in (i) the Report of the Directors of Intesa Sanpaolo on the item no. 3.b of the Agenda pursuant to art. 125ter TUF ("Report") as published in the company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slate and for the acceptance of the nomination, available in the Company website;

all this above

the undersigned, under his own and exclusive responsibility, also pursuant to and for the purposes of the art. 76 of the D.P.R. 28.12.2000 no. 445 for the hypotheses of falseness in documents and false declarations,

states

- A) with regard to independence pursuant to Article 13.4.2, let. b), of the Articles of the Association:

to meet the independence requirements laid down in Article 13.4.3 of the Articles of Association (also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy);

do not meet the above-mentioned independence requirements;

meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

B) With regard to professionalism and competence:

a) to meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:

- administration or control activities or managerial tasks in companies;
- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
- university teaching activities in economics or law;
- administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;

b) with regard to the office of Chairman of the Board of Directors and the office of Managing Director (Article 13.4.4. of the Articles of Association):

- to meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- to meet the specific requirements for the office of Managing Director established by the applicable regulations;
- do not meet the specific requirements for the office of Managing Director established by the applicable regulations;

to be registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company (Article 13.4.2 letter a) of the Articles of Association);

d) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, to have - in addition to the personal attributes corresponding to those indicated in the abovementioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	Basic/good	Very good/Excellent
1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the the complexity of the Bank)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. Financial markets and economic-financial system	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. Regulations of the banking industry and financial activities	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. Strategic view and planning	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5. Business and/or corporate management <input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. Risk management and internal control system	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8. Organisational and corporate governance structures	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9. Auditing and control <input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10. Remuneration and incentive systems and tools	<input type="checkbox"/>	<input checked="" type="checkbox"/>
11. Knowledge of the insurance market and products and the related regulations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
12. Digital & Information technology	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13. International and/or multinational experience and/or knowledge of foreign markets	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

- Area and Activities performed: AUDIT / ADVISORY / Due Diligence
- Company or entity concerned: EY SPA
- Period: 1985 - 2016

- Area and Activities performed: Board member / Risk Comm. member /
- Company or entity concerned: Chairman Relat Party Governance
2016 - 2019

- Period: _____

- Area and Activities performed: _____

- Company or entity concerned: _____

- Period: _____

- e) to have adequate knowledge of the English language;
 do not have adequate knowledge of the English language;
- C) With regard to integrity and reputation and fairness;
- f) to meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;
- g) do not be in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- h) to meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.
- D) with regard to offices in companies and institutions and time commitment;
- i) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
- do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
- to hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this;
- j) to comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- k) to be able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

... in regard to situations of ineligibility or incompatibility;

l) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187 quater of Legislative Decree 58/1998;

m) do not be employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

to be currently employed in the public sector, but to benefit from 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;

to be currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely to be at and to have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, to submit it to the Company at the earliest opportunity following the appointment;

also declares

n) in the attached presentation, to have provided full information on the personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;

o) to have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and accordingly to authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;

p) to authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, or Presidential Decree 445/2000,

lastly declares

- to accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- do not be a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;

- to be suitable for the office, pursuant to the applicable regulations (See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 (“EBA/ESMA Guidelines”); and the “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as amended in May 2018 (“ECB Guide”).) and the Articles of Association (Article 13.4.1. of the Articles of Association).

The under signed also agree to:

- submit, at the Company’s request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders’ Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

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

Milan March 27, 2019

place and date

signature

David Zambor

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

Your Personal Data are processed by the Bank inside the European Union and are not disclosed.

If necessary, for technical or operational reasons, the Bank reserves the right to transfer your Personal Data to countries outside the European Union, vis-à-vis the "adequacy" decisions of the European Commission or based on the appropriate safeguards, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. Should you deem that the processing of your Personal Data takes place in breach of the Regulation and/or the applicable regulations, you may lodge a complaint with the Data Protection Authority or the Judicial Authority.

Daniele Zamboni (born in Milano in 1959).

He has a degree in Economy and Commerce obtained at the Bocconi University in Milan. He is enrolled in the 'Register of Accounting Auditors' (Registro dei revisori legali).

Since 1985 he worked in EY Milan as an auditor. In 1989 he transferred to the EY office in Cincinnati (USA) to work with the local teams on the banking and financial industry. Upon his return to Italy, he was nominated Director in 1995 and in 1996, for one year, he went to work in the role of controller for an important multinational company in Milan.

In 1999, he becomes EY Partner in EY FSO (Financial Service Organization); becoming responsible for the financial statements audit of Banks, Insurance companies, Asset management companies, listed groups and financial groups. He has also performed Due Diligence activities related to merges and acquisitions, has issued fairness opinions in relation to increases in equity and mergers.

He covered the position of FSO Assurance Leader from 2005 to 2010 and head of the FSO Business Development area from 2013 to 2016.

During the course of 2014 he coordinated, for EY, the activities performed in conjunction with Bank of Italy, related to the Comprehensive Assessment and in particular the Asset Quality Review.

Responsible until June 2016 in EY FSO for the ISAE 3402 certification.

As from July 2015 until June 2016 member of EY Supervisory Partner Forum di EY Emeia and member of the Board of Directors of Reconta Ernst & Young Spa.

From May 2016 Board of Directors member of Intesa Sanpaolo Spa, member of Risk Committee and Chairman of Related Party Committee.

Milan, March 8, 2019

DECLARATION OF ACCEPTANCE
OF NOMINATION
AS A MEMBER OF THE BOARD OF DIRECTORS

The undersigned Maria Mazzearella, born in Naples, on August 10,1950 fiscal code MZZMRA50M50F839P,

whereas

- A) has been indicated by some shareholders, in order to be elected as a member of the Board of Directors, during the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. ("Intesa Sanpaolo" and/or "Company") to be held on single call, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 a.m. on 30 April 2019;
- B) having acknowledged the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as updated in May 2018), the Articles of Association (Articles 13 and 14) and, if applicable, the code of conduct ("Code of Conduct") for the appointment as a Board Directors of the Company as well as what reported in (i) the Report of the Directors of Intesa Sanpaolo on the item no. 3.b of the Agenda pursuant to art. 125ter TUF ("Report") as published in the company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slate and for the acceptance of the nomination, available in the Company website;

all this above

the undersigned, under his own and exclusive responsibility, also pursuant to and for the purposes of the art. 76 of the D.P.R. 28.12.2000 no. 445 for the hypotheses of falseness in documents and false declarations,

states

- A) with regard to independence pursuant to Article 13.4.2, let. b), of the Articles of the Association:

to meet the independence requirements laid down in Article 13.4.3 of the Articles of Association (also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy);

do not meet the above-mentioned independence requirements;

meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

B) With regard to professionalism and competence:

a) to meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:

- administration or control activities or managerial tasks in companies;
- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
- university teaching activities in economics or law;

administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;

b) with regard to the office of Chairman of the Board of Directors and the office of Managing Director (Article 13.4.4. of the Articles of Association):

to meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;

do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;

to meet the specific requirements for the office of Managing Director established by the applicable regulations;

do not meet the specific requirements for the office of Managing Director established by the applicable regulations;

c) to be not registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company (Article 13.4.2 letter a) of the Articles of Association);

d) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, to have - in addition to the personal attributes corresponding to those indicated in the abovementioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas

Level achieved

Basic/good

Very good/Excellent

<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input type="checkbox"/>	x
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	x
<i>3. Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	x
<i>4. Strategic view and planning</i>	<input type="checkbox"/>	x
<i>5. Business and/or corporate management</i>	x	<input type="checkbox"/>
<i>6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information</i>	<input type="checkbox"/>	x
<i>7. Risk management and internal control system</i>	x	<input type="checkbox"/>
<i>8. Organisational and corporate governance structures</i>	<input type="checkbox"/>	x
<i>9. Auditing and control</i>	x	<input type="checkbox"/>
<i>10. Remuneration and incentive systems and tools</i>	<input type="checkbox"/>	x
<i>11. Knowledge of the insurance market and products and the related regulations</i>	x	<input type="checkbox"/>
<i>12. Digital & Information technology</i>	x	<input type="checkbox"/>
<i>13. International and/or multinational experience and/or knowledge of foreign markets</i>	x	<input type="checkbox"/>

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

- Area and Activities performed: Supervision on financial markets
- Company or entity concerned: CONSOB
- Period: 1978/2011

- Area and Activities performed: Coordination of Consob Regulatory activity concerning financial markets
- Company or entity concerned: CONSOB
- Period: 2011/2015

- Area and Activities performed: Member of the Board
- Company or entity concerned: INTESA SANPAOLO
- Period: 2016/2019

- e) to have adequate knowledge of the English language;
- do not have adequate knowledge of the English language;

C) With regard to integrity and reputation and fairness;

- f) to meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;
- g) do not be in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- h) to meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

D) with regard to offices in companies and institutions and time commitment;

- i) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
 - to hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this;
- j) to comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- k) to be able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

E) With regard to situations of ineligibility or incompatibility;

- l) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187 quater of Legislative Decree 58/1998;
- m) do not be employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
- to be currently employed in the public sector, but to benefit from 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;
- to be currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely to be at and to have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, to submit it to the Company at the earliest opportunity following the appointment;

also declares

- n) in the attached presentation, to have provided full information on the personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- o) to have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and accordingly to authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- p) to authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, or Presidential Decree 445/2000,

lastly declares

- to accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- do not be a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- to be suitable for the office, pursuant to the applicable regulations (See in particular: Bank of Italy Circular no. 229/1999 as amended; the

Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 (“EBA/ESMA Guidelines”); and the “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as amended in May 2018 (“ECB Guide”.) and the Articles of Association (Article 13.4.1. of the Articles of Association).

The under signed also agree to:

- submit, at the Company’s request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders’ Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

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

Roma 27.3.2019

place and date

Paolo Ferruccio

signature

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller. The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines

**CURRICULUM
VITAE**

PERSONAL INFORMATION

Name	Maria Mazzarella
Date of birth	August 10, 1950
Address	Via di Novella 16- Rome
Phone number	+390686215814
Mobile	3204318530
E-mail	mariamazzarella50@gmail.com

**EDUCATION AND WORK
EXPERIENCE**

Title	1968 - 1972 University "La Sapienza" of Rome <i>Laurea Magistrale in Giurisprudenza</i> (Law Degree) Final Grade 110/110.
Other Titles	<ul style="list-style-type: none"> - Proficiency Course in Administrative Law; - Certificate of Proficiency in English; - <i>Goethe Institut Zeugnis Grundkenntnisse der Deutschen Sprache.</i>
Work Experience	<p>April 2016- April 2019 Member of the Board of Directors of INTESA SANPAOLO</p> <p>May 1978 – Sept 2015 Commissione Nazionale per le Società e la Borsa (CONSOB, the public authority responsible for regulating the Italian financial markets)</p> <p>- Sept 2011 Sept 2015 Chief of the Regulatory Strategies Department</p> <p>Coordination of Consob Regulatory Activity to implement in Italy the relevant applicable European Directives and to assess the possibility to simplify the Italian Regulatory Framework in order to make it easier for the relevant users without losing the necessary level of protection for the investors.</p> <p>Cooperation with the Ministry of Economic Affairs and the Ministry of Finance to implement in Italy the following European Directives: (i) the Prospectus Directive, (ii) the AIFM Directive, (iii) the Transparency Directive, (iv) the Takeover Directive, (v) the Market-abuse Directive and (vi) the Mifid Directive.</p> <p>Cooperation with the Ministry of Economic Development in connection with the relevant regulations concerning promissory notes, micro-bonds and crowdfunding.</p>

	<p>Cooperation with the Presidency of the Councils of Ministers and the Parliamentary Committees for the implementation of the legislation concerning Gender Quotas in listed and public companies.</p> <ul style="list-style-type: none"> - Gen 2005-Aug 2011 Chief of Takeover Division <p>Supervision on listed companies and takeover bids. The most important cases supervised during such period included: (i) the Antoveneta , BNL, Bulgari and Parmalat takeover bids; (ii) the investigation on the IFI-IFIL-EXOR equity swap and (iii) the review of hidden agreements among shareholders of listed companies, including S.S. Lazio and Yorkville.</p> <ul style="list-style-type: none"> - Jun 2001-Dec 2004 Chief of the Market Information Division Cooperation with the Chief of the Department in the supervision of the offices in Rome and Milan - Jul 1993 - May 2001 Chief of Public Offers' Listing, Takeover and Corporate Governance Division - Jun 1990 - Jun 1993 Chief of Technical Secretary's Office of Listed Companies Department - May 1986 -May 1990 Chief of Corporate Governance Division. - May 1978 - Apr 1986 Employee of the Audit Division - Oct 1975 - Apr 1978 Employee at the Ministry of Economy and Finance - Gen 1974 - Sep 1975 Member of the Chairman staff of Sit-Siemens S.p.A. - Gen 1973 - Dec 1973 Trainee Lawyer at the Law Firm of prof. De Sanctis
<p>OTHER RELEVANT INFORMATION</p>	<ul style="list-style-type: none"> July 2012 – July 2015 Chairman of the Organism for the Alternative dispute resolutions among Intermediaries and Retail 2013-2014 "Più Borsa" Project :Proposed Changes to the Ministry of Economy and Finance to the Italian rules based on the study of the problems regarding listing of SMC (Small and Medium Companies). 2013-2014 Lecturer at Master Program in Law of the "Cattolica University in Milan" and the Luiss Guido Carli University in Rome <p>Speaker in many Conferences on subjects covered during the years at Consob</p>
<p>OTHER LANGUAGES</p>	<ul style="list-style-type: none"> English Fluent French Basic German Basic

DECLARATION OF ACCEPTANCE
OF NOMINATION
AS A MEMBER OF THE BOARD OF DIRECTORS

The undersigned ANNA GATTI, born in PAVIA, on JANUARY, 30, 1972, fiscal code GTTNNNA72A70G388T,

whereas

- A) has been indicated by some shareholders, in order to be elected as a member of the Board of Directors, during the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. ("Intesa Sanpaolo" and/or "Company") to be held on single call, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 a.m. on 30 April 2019;
- B) having acknowledged the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as updated in May 2018), the Articles of Association (Articles 13 and 14) and, if applicable, the code of conduct ("Code of Conduct") for the appointment as a Board Directors of the Company as well as what reported in (i) the Report of the Directors of Intesa Sanpaolo on the item no. 3.b of the Agenda pursuant to art. 125ter TUF ("Report") as published in the company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slate and for the acceptance of the nomination, available in the Company website;

all this above

the undersigned, under his own and exclusive responsibility, also pursuant to and for the purposes of the art. 76 of the D.P.R. 28.12.2000 no. 445 for the hypotheses of falseness in documents and false declarations,

states

- A) with regard to independence pursuant to Article 13.4.2, let. b), of the Articles of the Association:
 - to meet the independence requirements laid down in Article 13.4.3 of the Articles of Association (also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy);
 - do not meet the above-mentioned independence requirements;

- meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

B) With regard to professionalism and competence:

- a) to meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:

- administration or control activities or managerial tasks in companies;
- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
- university teaching activities in economics or law;
- administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;

- b) with regard to the office of Chairman of the Board of Directors and the office of Managing Director (Article 13.4.4. of the Articles of Association):

- to meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- to meet the specific requirements for the office of Managing Director established by the applicable regulations;
- do not meet the specific requirements for the office of Managing Director established by the applicable regulations;

- c) to NOT be registered with the Register of independent auditors and have NOT practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company (Article 13.4.2 letter a) of the Articles of Association);

- d) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, to have - in addition to the personal attributes corresponding to those indicated in the abovementioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	Basic/good	Very good/Excellent
1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)	☒	☐
2. Financial markets and economic-financial system	☐	☒
3. Regulations of the banking industry and financial activities	☒	☐
4. Strategic view and planning	☐	☒
5. Business and/or corporate management ☐	☐	X
6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information	☐	☒
7. Risk management and internal control system	☐	☒
8. Organisational and corporate governance structures	☐	☒
9. Auditing and control ☐	☐	X
10. Remuneration and incentive systems and tools	☐	☒
11. Knowledge of the insurance market and products and the related regulations	☒	☐
12. Digital & Information technology	☐	☒
13. International and/or multinational experience and/or knowledge of foreign markets	☐	☒

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

- Area and Activities performed: Top Management Roles
- Company or entity concerned: Google, YouTube, Skype
- Period: 2007-2012

- Area and Activities performed: Chairperson or Member of Audit, Risk, Remuneration Committees
- Company or entity concerned: Buongiorno, Piquadro, Gtech, Banzai, Raiway, Lastminute Group

- Period: 2007- Present
- Area and Activities performed: Non-Executive Director of Public Companies
- Company or entity concerned: Buongiorno, Piquadro, Gtech, Banzai, RaiWay, Lastminute
- Period: 2007- Present

- e) to have adequate knowledge of the English language;
- do not have adequate knowledge of the English language;

C) With regard to integrity and reputation and fairness;

- f) to meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;
- g) do not be in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- h) to meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

D) with regard to offices in companies and institutions and time commitment;

- i) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
 - to hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this;
- j) to comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- k) to be able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

E) With regard to situations of ineligibility or incompatibility;

l) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187 quater of Legislative Decree 58/1998;

m) do not be employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

to be currently employed in the public sector, but to benefit from 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;

to be currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely to be at and to have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, to submit it to the Company at the earliest opportunity following the appointment;

also declares

n) in the attached presentation, to have provided full information on the personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;

o) to have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and accordingly to authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;

p) to authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, or Presidential Decree 445/2000,

lastly declares

- to accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- do not be a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;

- to be suitable for the office, pursuant to the applicable regulations (See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 (“EBA/ESMA Guidelines”); and the “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as amended in May 2018 (“ECB Guide”).) and the Articles of Association (Article 13.4.1. of the Articles of Association).

The under signed also agree to:

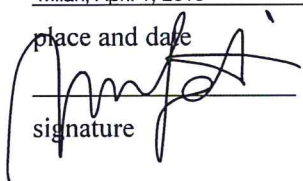
- submit, at the Company’s request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders’ Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

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

Milan, April 1, 2019

place and date

signature

A handwritten signature in black ink, consisting of a series of loops and flourishes, is written over a horizontal line. The signature is positioned to the right of the text 'signature'.

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

Your Personal Data are processed by the Bank inside the European Union and are not disclosed.

If necessary, for technical or operational reasons, the Bank reserves the right to transfer your Personal Data to countries outside the European Union, vis-à-vis the "adequacy" decisions of the European Commission or based on the appropriate safeguards, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. Should you deem that the processing of your Personal Data takes place in breach of the Regulation and/or the applicable regulations, you may lodge a complaint with the Data Protection Authority or the Judicial Authority.

Anna Gatti

PUBLIC BOARD EXPERIENCE

Lastminute Group (Traded in Switzerland, SIX: LMN) Chiasso, Switzerland
Board Member 2017 – Present

- Special Self-Tender Committee Member
- Risk Committee Chairperson

Rai Way (Traded in Italy, MTA: MWAY) Rome, Italy
Board Member 2014 – Present

- Remuneration Committee Chairperson

Banzai (Traded in Italy, MTA: BANZ) Milan, Italy
Board Member 2014 – 2015

- Audit Committee Chairperson
- Remuneration Committee Member

Gtech/IGT (Traded in Italy, MTA: GTK – NASDAQ: IGT) Rome, Italy
Board Member 2014 – 2015

- Remuneration Committee Member
- Lead Independent Director

Piquadro (Traded in Italy, MTA: PQ) Milan, Italy
Board Member 2013 – 2016

- Remuneration Committee Member
- Audit Committee Member

Buongiorno (Traded in Italy, MTA STAR: BNG) Milan, Italy
Board Member 2007 – 2012

- Remuneration Committee Member

WORK EXPERIENCE

Angel Investor San Francisco, CA
2016 to present

- Invest in early stage start-ups, advise executive teams

Freelance San Francisco, CA
Consultant 2018

- Advise clients' executive team on digital transformation, reorganization and turnaround

Last Minute Group – Online Travel Business San Francisco, CA
Consultant 2016

- Advised executive team on Technology group reorganization
- Supported CPO and CTO in rethinking product propositions and customer centric processes



Loop.ai Labs– Artificial Intelligence Start Up	San Francisco, CA
<i>Co-Founder and CEO</i>	2012 – 2015
Skype/MSFT	Palo Alto, CA
<i>Sr. Director of Advertising and New Monetization</i>	2011 – 2012
YouTube	San Bruno, CA
<i>Head of Strategic Partnership Operations</i>	2011
<i>Head of International Online Sales and Operations</i>	2007 – 2011
Google	Mountain View, CA
<i>Head of International Consumer Operations (ConOps)</i>	2007
MyQube – Telecom Italia Venture Fund	Cupertino, CA – Geneva, Switzerland
<i>Partner</i>	2004 – 2007
United Nations – World Health Organization	Geneva, Switzerland
<i>Senior Economist</i>	2002 – 2004
University of California Berkeley	Berkeley, CA
<i>Research Associate</i>	2002

EDUCATION

Trento University	Trento, Italy
<i>PhD in Criminology</i>	
Stanford University	Palo Alto, CA
<i>Post-doctoral Program in Organizational Behavior</i>	
Bocconi University	Milan, Italy
<i>PhD in Business Administration and Management</i>	
Bocconi University	Milan, Italy
<i>Laurea (equivalent of BA+Master) cum laude in Economics & Business</i>	

LANGUAGES

Fluent in English, Italian and Portuguese; proficient Spanish; working level French – Scholar of Latin and Ancient Greek

ADDITIONAL INFORMATION

Chartered Professional Journalist

Published in refereed journals, books and invited to chair conferences. Sample Book publications:
Open Mobile, 2009, Futuretext, London; Health and Development, 2009, Palgrave Macmillan
American Citizen

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DECLARATION OF ACCEPTANCE
OF NOMINATION
AS A MEMBER OF THE BOARD OF DIRECTORS
AND THE MANAGEMENT CONTROL COMMITTEE

The undersigned Alberto Maria Pisani, born in Rome, on February 8, 1955, fiscal code PSNLRT55B08H501G,

whereas

- A) has been indicated by some shareholders in order to be elected as a member of the Board of Directors and the Management Control Committee during the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. ("Intesa Sanpaolo" and/or "Company") to be held on single call, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 a.m. on 30 April 2019;
- B) having acknowledged the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as updated in May 2018), the Articles of Association (Articles 13 and 14) and, if applicable, the code of conduct ("Code of Conduct") for the appointment as a Board Director of the Company as well as what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF ("Report") as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slate and for the acceptance of the nomination, available in the Company website;

all this above

the undersigned, under his own and exclusive responsibility, also pursuant to and for the purposes of the Art. 76 of the D.P.R. 28.12.2000 no. 445 for the hypotheses of falseness in documents and false declarations,

states

- With regard to independence also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy:
 - a) to meet the independence requirements laid down in Article 13.5.2 and 13.4.3 of the Articles of Association;

b) to meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors;

▪ With regard to professionalism and competence:

c) to meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998 (Article 13.4.1 of the Articles of Association) and the requirements established for members of the board of statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000 (Article 13.5.1 of the Articles of Association);

d) to meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, specifically, to have acquired a proven experience of at least five years in the fields of internal controls, administration and finance:

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 conducting 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

teaching 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 at the previous point, or

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;

e) to be registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company (Article 13.4.2, letter a), and 13.5.3, last paragraph, of the Articles of Association);

f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the abovementioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>3. Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>4. Strategic view and planning</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>5. Business and/or corporate management</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>7. Risk management and internal control system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>8. Organisational and corporate governance structures</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>9. Auditing and control</i> <input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>10. Remuneration and incentive systems and tools</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>11. Knowledge of the insurance market and products and the related regulations</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>12. Digital & Information technology</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>13. International and/or multinational experience and/or knowledge of foreign markets</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities::

- Area and Activities performed: Audit, Due Diligence, Advisory _____
- Company or entity concerned: Ernst&Young S.p.A.
- Period: 1982/April 2016

- Area and Activities performed: Board Director, and member of Management Control Committee
- Company or entity concerned: Intesa SanPaolo S.p.A.

- Period: May 2016/ April 2019.
- Area and Activities performed: _____
- Company or entity concerned: _____
- Period: _____

- g) to have adequate knowledge of the English language;
 - do not have adequate knowledge of the English language;
- With regard to integrity and reputation and fairness;
 - h) to meet the integrity requirements established for members of the management body and key function holders of banks in the Regulation adopted in Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;
 - i) do not be in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
 - j) to meet the reputation and fairness criteria established for members of the management body and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.
- With regard to offices in companies and institutions and time commitment;
 - k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - to do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets;
 - to hold offices in management, supervisory and control bodies or as a senior officer of competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this;
 - l) to comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU and provided by applicable laws and regulations for fulfilling the duties of member of the control body of a bank that has issued shares listed on regulated markets (Article 13.5.1 of the Articles of Association);

m) with specific reference to the limitation of directorships established in Article 13.5.4 of the Articles of Association:

to do not hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association;

to 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 give up all incompatible offices.

n) to be able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

▪ With regard to situations of ineligibility or incompatibility;

a) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;

b) not to be employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

to be currently employed in the public sector, but benefit from 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;

to be currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely to be at

..... and to have requested prior authorization from the Public Authority that employs to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

also, declares

c) in the attached presentation, to have provided full information on his personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing his suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;

d) to have read the information notice referred to Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and to accordingly authorize the processing and publication of the abovementioned data and

information on my professional and personal characteristics contained in the curriculum vitae attached;

- e) to authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of his statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;

lastly declares

- f) to accept to stand as a candidate for the office of member of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.
- g) do not be a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- h) to be suitable for the office, pursuant to the applicable regulations (members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 (“EBA/ESMA Guidelines”); and the “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as amended in May 2018 (“ECB Guide”)) and the Articles of Association (Article 13.4.1 of the Articles of Association);

The undersigned also agrees to:

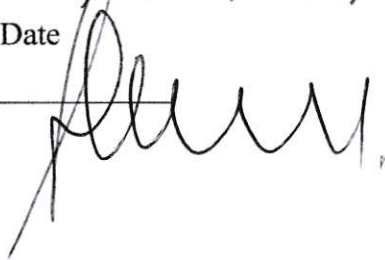
- submit, at the Company’s request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders’ Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

It is attached duly signed exhaustive information regarding my personal and professional characteristics and management, administration and control offices held in other companies.

 Rome March 18, 2019

Place and Date

Signature

A handwritten signature in black ink, appearing to be 'D. ...', written over a horizontal line.

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor. Your Personal Data are processed by the Bank inside the European Union and are not disclosed.

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For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. Should you deem that the processing of your Personal Data takes place in breach of the Regulation and/or the applicable regulations, you may lodge a complaint with the Data Protection Authority or the Judicial Authority.

Alberto Maria Pisani, born in Rome on February 8, 1955.

Degree in economics at the University "La Sapienza" of Rome. Dottore Commercialista (chartered accountant) and Revisore dei Conti.

He has served as Board Director, as well as member of Management Control Committee at Intesa Sanpaolo S.p.A., for the period 2016/2018.

From 1982 to April 2016 he worked In Ernst & Young where he spent his entire professional career. He was admitted to the partnership since 1995. Member of board of director up to June 2015 in Ernst & Young and was a member of the Partner Supervisor Board. Also, he served as COO for E&Y Italy the banking and assurance sector.

From 1983 he carried out his professional activities exclusively in the financial sector. He was engaged as partner in charge of auditing activities of the largest Italian banking groups and Italian branches and Companies controlled by foreign Banks.

In his long carrier in E&Y he also gained experience in Due Diligence, banks in resolution and securitization operations performed by the leading Italian banking groups. Apart from the banking sector has matured experience as partner in charge of asset management companies and real estate fund management companies.

He finally followed both factoring and leasing companies belonging to banking groups and both belonging to primary industrial companies and advisory engagements regarding monitoring and processes improvement.

DECLARATION OF ACCEPTANCE
OF NOMINATION
AS A MEMBER OF THE BOARD OF DIRECTORS
AND THE MANAGEMENT CONTROL COMMITTEE

The undersigned Corrado Gatti, born in Rome (Italy), on December 19 1974, fiscal code GTTCRD74T19H501I,

whereas

- A) has been indicated by some shareholders in order to be elected as a member of the Board of Directors and the Management Control Committee during the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. ("Intesa Sanpaolo" and/or "Company") to be held on single call, at the New Headquarters in Torino, Corso Inghilterra no. 3, at 10:00 a.m. on 30 April 2019;
- B) having acknowledged the requirements prescribed by the current regulations (see especially the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as updated in May 2018), the Articles of Association (Articles 13 and 14) and, if applicable, the code of conduct ("Code of Conduct") for the appointment as a Board Director of the Company as well as what reported in (i) the Report of the Board of Directors on the item n. 3.b of the Agenda pursuant to art. 125ter TUF ("Report") as published in the Company website, (ii) the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole, e (iii) the forms of the declarations for the submission of the slate and for the acceptance of the nomination, available in the Company website;

all this above

the undersigned, under his own and exclusive responsibility, also pursuant to and for the purposes of the Art. 76 of the D.P.R. 28.12.2000 no. 445 for the hypotheses of falseness in documents and false declarations,

states

- With regard to independence also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy:
 - a) to meet the independence requirements laid down in Article 13.5.2 and 13.4.3 of the Articles of Association;



- b) to meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors;
- With regard to professionalism and competence:
 - c) to meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998 (Article 13.4.1 of the Articles of Association) and the requirements established for members of the board of statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000 (Article 13.5.1 of the Articles of Association);
 - d) to meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, specifically, to have acquired a proven experience of at least five years in the fields of internal controls, administration and finance:
 - 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 conducting 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
 - teaching 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 at the previous point, or
 - 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;
 - e) to be registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company (Article 13.4.2, letter a), and 13.5.3, last paragraph, of the Articles of Association);
 - f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the abovementioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):



Areas	Level achieved	
	Basic/good	Very good/Excellent
1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. Financial markets and economic-financial system	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. Regulations of the banking industry and financial activities	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. Strategic view and planning	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5. Business and/or corporate management	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. Risk management and internal control system	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8. Organisational and corporate governance structures	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9. Auditing and control	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10. Remuneration and incentive systems and tools	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. Knowledge of the insurance market and products and the related regulations	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12. Digital & Information technology	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13. International and/or multinational experience and/or knowledge of foreign markets	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

- Area and activities performed: Chairman of the board of statutory auditors
- Company or entity concerned: Atlantia SpA
- Period: 2012-present

- Area and activities performed: Member of the board of statutory auditors
- Company or entity concerned: Acea SpA
- Period: 2010-present

- Area and activities performed: Director
- Company or entity concerned: Banca di Credito Cooperativo di Roma Sc
- Period: 2011-2018 (September)

- Area and activities performed: Chairman of the board of statutory auditors
- Company or entity concerned: Armònia SGR SpA
- Period: 2014-present

- Area and activities performed: Full professor of business management and professor of performance measurement (tenured); research in strategic decision making, corporate restructuring, negotiations, the systems approach to management, corporate finance, performance measurement
- Company or entity concerned: Sapienza University of Rome, Business School, Department of Management
- Period: 2011-present (previously associate professor and assistant professor)

- Area and activities performed: Business advisor and Certified Public Accountant
- Company or entity concerned: Studio Gatti
- Period: 2003-present

- previously, in the financial industry, member of the board of statutory auditors of BCC Private Equity SGR SpA (2007-2010), BCC Factoring SpA (2009-2012), BCC Lease SpA (2010-2012); chairman of the board of statutory auditors of Banca di Capranica Credito Cooperativo Sc (2011-2012)



- g) to have adequate knowledge of the English language;
 - do not have adequate knowledge of the English language;
- With regard to integrity and reputation and fairness;
 - h) to meet the integrity requirements established for members of the management body and key function holders of banks in the Regulation adopted in Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;
 - i) do not be in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
 - j) to meet the reputation and fairness criteria established for members of the management body and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.
- With regard to offices in companies and institutions and time commitment;
 - k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - to do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets;
 - to hold offices in management, supervisory and control bodies or as a senior officer of competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this;
 - l) to comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU and provided by applicable laws and regulations for fulfilling the duties of member of the control body of a bank that has issued shares listed on regulated markets (Article 13.5.1 of the Articles of Association);
 - m) with specific reference to the limitation of directorships established in Article 13.5.4 of the Articles of Association:
 - to do not hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association;
 - to 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 give up all incompatible offices.
 - n) to be able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the



Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

- With regard to situations of ineligibility or incompatibility;
 - o) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
 - p) not to be employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
 to be currently employed in the public sector, but benefit from 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;
 to be currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely to be at
..... and to have requested prior authorization from the Public Authority that employs to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

also, declares

- q) in the attached presentation, to have provided full information on his personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing his suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- r) to have read the information notice referred to Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and to accordingly authorize the processing and publication of the abovementioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- s) to authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of his statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;

lastly declares

- t) to accept to stand as a candidate for the office of member of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.



- u) do not be a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- v) to be suitable for the office, pursuant to the applicable regulations (members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 (“EBA/ESMA Guidelines”); and the “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as amended in May 2018 (“ECB Guide”)) and the Articles of Association (Article 13.4.1 of the Articles of Association);

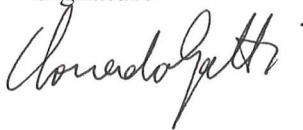
The undersigned also agrees to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

It is attached duly signed exhaustive information regarding my personal and professional characteristics and management, administration and control offices held in other companies.

Rome (Italy), March 28 2019

Signature

A handwritten signature in black ink, appearing to read 'Leonardo Gatti', written in a cursive style.

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor. Your Personal Data are processed by the Bank inside the European Union and are not disclosed.

If necessary, for technical or operational reasons, the Bank reserves the right to transfer your Personal Data to countries outside the European Union, vis-à-vis the “adequacy” decisions of the European Commission or based on the appropriate safeguards, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. Should you deem that the processing of your Personal Data takes place in breach of the Regulation and/or the applicable regulations, you may lodge a complaint with the Data Protection Authority or the Judicial Authority.



CORRADO GATTI

Date of birth: December 19, 1974
Address: Piazza Mincio, 2 – 00198 Rome, Italy
Phones: +39 06 8551159; +39 06 8557071; +39 06 8553895 (fax); +39 335 8216061
Emails: corrado.gatti@gatti.pro; corrado.gatti@uniroma1.it

ACADEMIC EXPERIENCE

2011-present **Sapienza University, Business School – Rome, Italy**
Full Professor of Business Management.

2005-2011 **Sapienza University, Business School – Rome, Italy**
Associate Professor of Business Management.

2002-2004 **Tor Vergata University, Business School – Rome, Italy**
Assistant Professor of Business Management.

2003 **New York University, Stern School of Business – New York, USA**
Visiting Scholar. Supervisor: Prof. Zur Shapira
Research interests include strategic decision making, corporate restructuring, negotiations, the systems approach to management, corporate finance, performance measurement. Author, co-author, or co-editor of over 50 publications on management theory and practice, including research articles in Italian and international academic journals, book chapters, conference papers, book reviews, and 4 books.

PROFESSIONAL EXPERIENCE

2003- present **Business Advisor, Certified Public Accountant and Auditor**
(n. 128697; G.U. 18.04.03, n. 31)

- Top management advisor for both public and private companies on strategic, organizational and financial aspects:
 - M&A advisory (including mergers, acquisitions, divestitures, spin-offs, carve-outs, liquidations, capital increases, bond issues, fairness opinions);
 - corporate valuations;
 - strategic plans;
 - business and debt restructuring;
 - accounting opinions and impairment tests;
 - performance measurement and control systems.
- Director and statutory auditor in several profit and nonprofit organizations, also acting as chief restructuring officer (see table on page 3).
- Technical expert of civil and criminal courts and in arbitrations (both national and international). Technical expert at the Court of Rome, Italy.
- Appointed in 2017-2018 by the Italian Minister of Economy and Finance as expert for the due diligence on the assets, liabilities and contractual relations acquired by Intesa Sanpaolo SpA from Banca Popolare di Vicenza SpA and Veneto Banca SpA ex D.L. 99/2017.

2008-2010 **KPMG Corporate Finance – Rome, Italy**
Top management advisory focused on valuations, M&A, strategic planning, and organizational change in banking and manufacturing industries.

2004-2008 **Italian Police Academy**
Professor and management advisor.
1995 **Banca di Roma – New York Branch**
Summer internship.

EDUCATION

1998-2001 **Parthenope University, Business School – Naples, Italy**
Dottorato di Ricerca (Ph.D. equivalent) in General Management.
1997 **Sapienza University, Business School – Rome, Italy**
Laurea in Economia e Commercio (B.A. equivalent), summa cum laude.
1993 **Liceo Ginnasio Giulio Cesare – Rome, Italy**
Diploma di Maturità Classica (Baccalaureate equivalent). Graduated with a final grade of 60/60.

OTHER ACTIVITIES

Member of the Board of the Ordine dei Dottori Commercialisti e degli Esperti Contabili di Roma.
Member of several associations, including Accademia Italiana di Economia Aziendale (AIDEA), Sapienza University Business School Alumni, Circolo Antico Tiro a Volo, Circolo Canottieri Aniene, Rotary Club Roma Ovest.

LANGUAGES

Italian (native), English (fluent), French (conversational).

PERSONAL INTERESTS

Sports (soccer, running, fishing), travelling, '800 paintings, cooking.



A handwritten signature in black ink, appearing to be the initials 'CG'.

BOARD OF DIRECTORS (AS OF FEBRUARY 2019)

Organization	Role
- Gestioni Armatoriali SpA	Director
- Istituto Pasteur Italia – Fondazione Cenci Bolognetti	Director
- Total Energy Advisor Srl	Director

BOARD OF STATUTORY AUDITORS (AS OF FEBRUARY 2019)

Organization	Role
- Acea SpA*	Member
- Acea ATO 2 SpA	Chairman
- Armònia SGR SpA	Chairman
- Atlantia SpA*	Chairman
- Confagricoltura	Chairman
- C-Zone SpA in Liquidazione	Member
- CQS Holding Srl in Liquidazione	Member
- Federazione Italiana Giuoco Calcio	Member
- Fondazione Roma Sapienza	Chairman
- Humanitas University	Chairman
- Ktesios Holding SpA in Liquidazione	Member
- Leonardo Global Solutions SpA (Gruppo Leonardo)	Chairman
- LKTS SpA in Liquidazione	Member
- Mercitalia Shunting & Terminal Srl (Gruppo Ferrovie dello Stato Italiane)	Chairman
- Nugo SpA (Gruppo Ferrovie dello Stato Italiane)	Chairman

* Listed on the Milan Stock Exchange

Relevant past appointments:

- Alitalia – Società Aerea Italiana SpA: chairman of the board of statutory auditors from 2014 to 2017;
- Banca di Credito Cooperativo di Roma Sc: member of the board of directors from 2011 to 2018 (September);
- Ferretti SpA: vice chairman of the board of directors from 2014 to 2016;
- Premuda SpA: member of the board of directors from 2016 to 2017.

