

This is an English courtesy translation of the original document prepared in Italian language. Please consider that only the original version in Italian language has legal value.

***Format of letter for submission of the lists
for appointment of Supervisory Board members***

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

Subject: *Submission, pursuant to art. 23 of the Articles of Association, of the list of candidates for appointment of the Supervisory Board members of Intesa Sanpaolo S.p.A.*

With regard to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A., summoned for 22 April 2013 on single call, in order to adopt, among others, resolutions on the appointment of the members of the Supervisory Board for the financial years 2013/2014/2015,

➤ whereas, pursuant to the applicable law and to the Articles of Association of Intesa Sanpaolo ("the Company"), each shareholder, shareholders belonging to the same group and shareholders who are parties to a shareholders' agreement concerning the Company's shares may not submit more than one list of candidates, even by proxy or via fiduciary companies,

1) the shareholder....., with registered office in (domiciled.....), holder of no. shares, representing% of the ordinary share capital,

or

2) the shareholders:

- with registered office in..... (domiciled.....),
-
-
holding overall no. shares, representing% of the ordinary share capital,

or

3) the shareholder, with registered office in (domiciled), holder of no. shares, representing% of ordinary share capital, also acting in the name and on behalf of the shareholder(s) indicated below

-
with registered office in..... (domiciled.....),
holder of no. shares, representing% of ordinary share capital

-
-

holding overall no. shares, representing% of the ordinary share capital,

- having acknowledged the views and recommendations expressed by the current Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Supervisory Board" published on 12 March 2013 and having specifically considered the requirements of professionalism, integrity, solid reputation and personal characteristics that Board members are required to fulfil therein;
- propose(s), also with regard to the contents of art. 22.1 of the Articles of Association of Intesa Sanpaolo, that the number of Supervisory Board members to be appointed be.....¹;
- submit(s), pursuant to art. 23 of the Articles of Association, the attached list of n.² candidates to the position of Supervisory Board members, consecutively numbered.

* * *

In accordance with all current provisions, including the Articles of Association, we submit the following original documents as attachments to the list:

- 1) delegation to submit the list³;
- 2) certification(s) of entitlement upon.....of the shareholding required for submitting the list;
- 3) declaration certifying the existence or the absence of any relationships of affiliation as described in art. 144-*quinquies*, *paragraph 1* of the Issuers' Regulation, adopted by Consob Resolution 11971/1999 as subsequently amended, as well as further detailed in Consob Communication 9017893 of 26 February 2009, with specification, where such relationships occur, of the reasons why they are not considered material as to the existence of an affiliation relationship⁴;
- 4) statement whereby each candidate accepts to stand for the post of Supervisory Board member and declares that there is no grounds which would make him/her ineligible for, or incompatible with, that post, further attesting that he/she meets the professional, integrity and independence requirements established for all or some of the Supervisory Board members by law, regulations and the Articles of Association, together with a detailed summary of his/her personal and professional characteristics⁵; moreover pledging to provide, pursuant to art. 2400, paragraph 4 of the Italian Civil Code, the list of the management and supervisory posts held in other companies as at the date of the Shareholders' Meeting.

Yours faithfully.

(date)

(signed)

¹ The proposal of the number of Supervisory Board members to be appointed is optional.
² The number of candidates shall be between 2 and 21, (being the maximum number of Supervisory Board members to be appointed pursuant to the Articles of Association). Each list containing a number of candidates equal to or greater than 3 (three) must be composed in such a way as to ensure the gender balance envisaged by current law.
³ If applicable.
⁴ For ease of reference, a format of declaration is provided as attachment "A"; it lists the cases provided for by art. 144-*quinquies* of the Issuers' Regulation and by Consob Communication 9017893.
⁵ A format of the candidates' declaration is provided as attachment "B".