

COMPAGNIA DI SAN PAOLO

FONDAZIONE CARIPLO

[Stamp] INTESA SANPAOLO S.p.A.  
Corporate Affairs Department  
Piazza S. Carlo 156 - 10121 Torino

Torino, 15 March 2013

[Stamp] CORPORATE SECRETARIAT OFFICE  
RECEIVED ON 15 MAR 2013

*Signed*

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

**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,

the shareholders:

- **Compagnia di San Paolo**, with registered office in Corso Vittorio Emanuele II 75, Torino, (holding 1,506,372,075 ordinary shares, representing 9.718% of the ordinary share capital);  
- **Fondazione Cariplo**, with registered office in Via Manin 23, Milano, (holding 767,029,267 ordinary shares, representing 4.948% of the ordinary share capital),

holding overall 2,273,401,342 shares, representing 14.666% 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, 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 19;  
➤ submit, pursuant to art. 23 of the Articles of Association, the attached list of 17 candidates to the position of Supervisory Board members, consecutively numbered.

\* \* \*

*initials at the margins*

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

- 1) 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 characteristics; 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.

The certificates attesting Compagnia di San Paolo and Fondazione Cariplo's ownership of the shares required to submit the list in question shall be produced by the deadline set forth in art. 23.1 of the Articles of Association and according to the methods envisaged by the regulations in force.

Yours faithfully.

COMPAGNIA DI SAN PAOLO  
(Sergio Chiamparino)  
(*signed*)

FONDAZIONE CARIPLLO  
(Giuseppe Guzzetti)  
(*signed*)

LIST OF CANDIDATES FOR APPOINTMENT OF THE SUPERVISORY BOARD MEMBERS OF  
INTESA SANPAOLO S.P.A. SUBMITTED BY COMPAGNIA DI SAN PAOLO AND  
FONDAZIONE CARIPLO

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1. Giovanni Bazoli
2. Jean Paul Fitoussi
3. Gianfranco Carbonato
4. Rossella Locatelli
5. Beatrice Ramasco
6. Giulio Lubatti
7. Carlo Corradini
8. Monica Schiraldi
9. Giuseppe Berta
10. Franco Dalla Sega
11. Pietro Garibaldi
12. Piergiuseppe Dolcini
13. Marcella Sarale
14. Luca Galli
15. Carla Alberta Federica Bianchin
16. Fabrizio Gnocchi
17. Luigi Attanasio

COMPAGNIA DI SAN PAOLO  
(Sergio Chiamparino)  
(*signed*)

FONDAZIONE CARIPLO  
(Giuseppe Guzzetti)  
(*signed*)

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO - FONDAZIONE CARIPLO

I, the undersigned GIOVANNI BAZOLI (Fiscal Code BZLGNN32T18B157E), born in BRESCIA on 18.12.1932 and resident in BRESCIA address VIA FUCINI 8 nationality ITALIAN, occupation CURRENT CHAIRMAN OF THE SUPERVISORY BOARD OF INTESA SANPAOLO

**declare**

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

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
  - currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
  - currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as .....  
for .....<sup>1</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>2</sup>);

<sup>1</sup> Indicate position and employer Administration.

<sup>2</sup> Add details of the authorisation, where already obtained.

- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - x am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

### **In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - x banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - x regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
  - x accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
  - x internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;

- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

MILAN, 14/3/2013  
*(place and date)*

Giovanni Bazoli  
*(signed)*

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156.

You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department .

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## **Giovanni BAZOLI**

Chairman of the Supervisory Board of INTESA SANPAOLO S.p.A. - Via Monte di Pietà 8 - 20121 Milan

Born in Brescia on 18 December 1932. Married, with three children. Resident in Brescia, at Via Fucini 8

Attorney. Lecturer at Università Cattolica di Milano (subject matters: Administrative Law and Institutions of Public Law). He left teaching in 2003.

### Current positions:

Intesa Sanpaolo S.p.A. – Chairman of the Supervisory Board

Fondazione Giorgio Cini – Chairman

Editrice La Scuola S.p.A. – Deputy Chairman

ABI Italian Banking Association - Director and Member of the Executive Committee

Fondazione Eni Enrico Mattei – Director

Biblioteca Ambrosiana - Member of the Congregation of Curators

FAI Fondo per l'Ambiente Italiano – Member of the Guarantors' Committee

Ente Bresciano Istruzione Superiore – Administrator

Istituto Paolo VI – Member of the Executive Committee

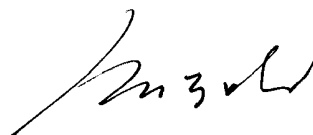
### Honours:

Cavaliere del Lavoro

Cavaliere di Gran Croce

Officier de la Légion d'Honneur

Honoris causa degrees in Banking Economics from the Università degli Studi di Macerata and in Preservation of Cultural Heritage from the Università degli Studi di Udine.



***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by Compagnia di San Paolo and Fondazione CARIPLO,

I, the undersigned Jean-Paul FITOUSSI (Fiscal Code FTSJPL42M19Z352E), born in La Goulette, Tunisia on 19/08/1942 and resident in FRANCE address Via de Boulainvilliers, 75016, PARIS, nationality FRENCH, occupation Professor of Economics

**declare**

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

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed ~~and have never been employed~~ as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
  - currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
  - currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as .....  
for .....<sup>1</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>2</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the

<sup>1</sup> Indicate position and employer Administration.

<sup>2</sup> Add details of the authorisation, where already obtained.



limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:

- x am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
- am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

### **In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - x dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - x regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
  - accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
  - internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;

- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Paris, 14 march 2013  
*(place and date)*

Jean-Paul Fitoussi  
*(signed)*

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You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## Short CV of Jean Paul FITOUSSI

Professor Emeritus of the *Institut d'Etudes Politiques de Paris* (Sciences –Po), Paris and Professor at LUISS Guido Carli University, Rome, Jean-Paul Fitoussi is also research director at OFCE, an institute dedicated to economic research and forecasting and a member of the Centre for Capitalism and Society at Columbia University

Since 1995, he has been a member of the Economic Commission of the Nation. From 1997 to 2012, he was a member of the Council of Economic Analysis of the French Prime Minister. From 1990 to 2010 he was President of OFCE. Since 2004 he has been a member of the board of directors of Telecom Italia, and since 2010 a member of the Surveillance Council of Intesa-SanPaolo.


He has published a number of articles in international scientific journals on inflation and unemployment theories, open-economy theory, macroeconomic theory and policy, and European integration. He has also published numerous books and essays on related subjects. Among his last books are:

*Mismeasuring our lives*, with Joseph Stiglitz and Amartya Sen, the New Press, 2010; *After the Crisis, the Way Ahead*, with Edmund S. Phelps, Christopher Pissarides and al., Luiss University Press, 2010; *Report on the State of the European Union*, with Jacques Le Cacheux, Palgrave, 2010, *Le théorème du lampadaire*, Les liens qui Libèrent, 2013

Dr. Fitoussi has contributed regularly to French and foreign newspapers and is columnist for *La Repubblica*, *Le Monde* and *Project syndicate*.

From 2000 to 2009 he has been an expert at the European Parliament, Commission of Monetary and Economic Affairs. He was also a member of the UN Commission on the Reform of the International Monetary and Financial System and Coordinator of the Commission on the Measurement of Economic Performance and Social Progress (2008-2009).

Dr Fitoussi was awarded the Prize of the Association Française de Sciences Economiques, and the Rossi Prize of the Académie des Sciences Morales et Politiques. He has received distinctions, including Honorary Dean of the Faculty of Economics of Strasbourg, Doctor Honoris Causa from the universities of Buenas Aires and Tres de Febrero, Professor Onorario of the University of Trento. He is Officier de l'Ordre National du Mérite and Officier de la legion d'honneur in his own nation, and Grand Officier de l'ordre de l'Infant Henri in Portugal.



### *candidature acceptance form*

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO - FONDAZIONE CARIPLO

I, the undersigned GIANFRANCO CARBONATO (Fiscal Code CRBGFR45H02D231B), born in CUSANO MILANINO MI, on 02/06/1945 and resident in TORINO address CORSO SIRACUSA 108, nationality ITALIAN, occupation BUSINESS OWNER

#### **declare**

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

Under my responsibility

#### **I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements; (1)
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
  - currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;

[handwritten] (1) I DO NOT MEET THE INDEPENDENCE REQUIREMENTS BECAUSE I, THE UNDERSIGNED, HOLD THE POSITION OF CHAIRMAN AND MANAGING DIRECTOR OF PRIMA INDUSTRIE S.P.A., A COMPANY WHICH HAS A SIGNIFICANT LOAN AGREEMENT IN PLACE WITH A POOL OF BANKS THAT INCLUDES INTESA SANPAOLO SPA

- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as .....  
for .....<sup>1</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>2</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

**In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
  - accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the

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<sup>1</sup> Indicate position and employer Administration.

<sup>2</sup> Add details of the authorisation, where already obtained.

- Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
- x internal control and corporate organisation, as a result of long-term experience in auditing, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

**Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

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I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

TORINO, 13/3/2013  
(*place and date*)

Gianfranco Carbonato  
(*signed*)

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You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## **Gianfranco CARBONATO**

Born in 1945, married, one daughter

Secondary school diploma then, in 1969, a first class degree in electronic engineering from the Polytechnic University of Turin. After a brief period of teaching at the University, from 1969 to 1977 he works for Dea, a leading global provider of measurement and dimension control equipment, initially as an electronic designer, then as design manager and ultimately as Director of the Automation Division.

In 1977, he joins forces with a group of engineers to create Prima Progetti S.p.A., which would later become Prima Industrie S.p.A., a company that he successfully lists on the Italian stock exchange in 1999, presently in the STAR segment. The company establishes itself as a provider of technological solutions and specialises in laser systems for industrial applications. It experiences years of rapid growth and significant international expansion. Prima Industrie is now one of the major players at global level in the field of laser systems for industrial applications. Following the acquisition of the Finnish company Finn-Power Oy in 2008, it expands its product range to include machines for sheet metal fabrication (punching machines, combined punching/shearing systems, combined punching/laser, press brakes, panel benders and automation systems) becoming the 4<sup>th</sup> player at worldwide level in its sector. Through its subsidiary Prima Electro S.p.A. it is also a provider of power and control electronic components and high power laser sources for industrial applications, designed for the Group's own use and for resale.

He is currently Chairman and CEO of Prima Industrie S.p.A., Chairman of Prima Electro S.p.A. and Finn-Power Oy, Chairman of Prima Power North America Inc. and Director of Prima Power China Co. Ltd.

In 2006 he is elected Chairman of AMMA (Association of mechanics and mechatronics companies) and is also Deputy Chairman of Federmeccanica.

On 2<sup>nd</sup> June 2007 he is awarded the "Cavaliere del Lavoro" order of merit by the President of the Italian Republic Giorgio Napolitano.

On 30<sup>th</sup> June 2008 he is elected Chairman of the Unione Industriale of Turin and subsequently becomes a member of the Executive Board of Confindustria.

The same year he is appointed Chairman of the Turin-Canavese Territorial Committee of Unicredit, now known as the Piedmont-North Territorial Board, remaining in office until July 2012.

In 2009 he becomes a Board member of the Turin Chamber of Commerce.

In May 2012 he is appointed as a Member of the Supervisory Board of Intesa Sanpaolo S.p.A..

The same year he takes office as Chairman of Confindustria Piedmont and is re-elected to the Executive Board of Confindustria and to the Executive Board of Unione Industriale Turin.

Independent Director of RCS MediaGroup S.p.A. in the three-year period 2009-2011, and Director of the SGR asset management company of the Fondo Italiano di Investimento from start up in 2010 until January 2013, he is currently an Independent Director of Iren. S.p.A..

Turin, 13<sup>th</sup> March 2013

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO AND FONDAZIONE CARIPLO,

I, the undersigned ROSSELLA LOCATELLI (Fiscal Code LCTRSL60E45D869U), born in GALLARATE (VA) on 05/05/1960 and resident in CASSANO MAGNAGO (VA) VIA MAZZEL 18/D, nationality ITALIAN, occupation UNIVERSITY PROFESSOR

**declare**

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

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
  - currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
  - currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as FULL PROFESSOR for UNIVERSITY OF INSUBRIA<sup>1</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>2</sup>);

<sup>1</sup> Indicate position and employer Administration.

<sup>2</sup> Add details of the authorisation, where already obtained.



- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

### **In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
  - accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
  - internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;

- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

MILAN, 14 March 2013  
*(place and date)*

Rossella Locatelli  
*(signed)*

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156.

You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department .

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## CURRICULUM VITAE

Rossella LOCATELLI, born in Gallarate (VA), 5 May 1960. Married, 3 children.

Contact information: Via Mazzel 18/D, 21012 Cassano Magnago (VA), Italy (home); c/o Economics Department, University of Insubria, Via Monte Generoso 71, 21100 Varese (University).

Telephone numbers: +39 0332-395524 (direct line, University).

Email address: [rossella.locatelli@uninsubria.it](mailto:rossella.locatelli@uninsubria.it)

## CURRENT POSITION WITH THE UNIVERSITY OF INSUBRIA

Full Professor in Economics of Financial Intermediaries (Scientific Subject SSD Ministry of Education, Universities and Research Code SECS/P11, examinations office 13/B4 - Economics of Financial Intermediaries and Corporate Finance), Department of Economics, University of Insubria, Varese-Como. Currently teaches courses in Economics of Financial Intermediaries, Banking Management, Insurance Economics.

Assigned by the Dean to manage relations with local authorities (November 2004 - October 2012, currently under *prorogatio* - continuing to perform the office though the term has expired)

Director of CREARES (Business Ethics and Corporate Social Responsibility Research Centre), established in 2004 at the Department of Economics of the University of Insubria

Member of the board of directors of the Giovanni Valcavi Foundation appointed by the Academic Senate on behalf of the University of Insubria.

## EDUCATION

- Degree in Economics and Banking from S. Cuore Catholic University of Milan, 10 July 1984, with marks of 110/110, with honours, supervisor Prof. Francesca Cesarmi.

- "M. Liguori" Scholarship for post-graduate studies at the S. Cuore University of Milan, awarded by the "G. Toniolo" Institute for academic years 1984-1985 and 1985-1986.

- University Researcher with the Faculty of Banking, Financial and Insurance Science of the S. Cuore Catholic University from 1986 to 1998.

- Became Associate Professor with the Faculty of Economics of the University of Insubria on 1 November 1998.

- Became Professor with the Faculty of Economics of the University of Insubria on 1 June 2011.

- Appointed as Full Professor at the same Faculty starting from 1 June 2004.

- Head of the Faculty of Economics at University of Insubria (October 2002-October 2008)

- Member of the Academic Senate and Senate committees (construction, resources, research) (October 2002-October 2008)

- Coordinator of the University Resources Commission (November 2007-October 2008)

- At the S. Cuore Catholic University of Milan: Assigned to conduct the Financial Transaction Techniques II course (one semester long) at the Second Faculty of Economics (Banking,

Financial and Insurance Science) (formerly the Faculty of Banking, Financial and Insurance Science) for the academic years 1992-1993, 1993-1994, 1994-1995 and 1995-1996. Assigned to conduct the Economics and Financial Market Techniques course (one year long) at the above Faculty for the academic years 1996-1997, 1997-1998, 1998-1999 and 1999-2000. Assigned to conduct the Government Controls on Banks course (one semester long) at the above faculty for the academic years 2002-2003 and 2003-2004.

- Assigned to conduct the Banking Techniques course (formerly Banking and Professional Techniques) at the Faculty of Economics of Pavia University, Varese campus (then, from 1998, at the newly opened University of Insubria) for the academic years 1994-1995, 1995-1996, 1996-1997 and 1997-1998.

## SCIENTIFIC ACTIVITIES

Professor Locatelli's scientific activities have been conducted in various areas, which can be summarised as follows:

1) Comparative examination of the main financial systems in order to identify the intermediation models which can theoretically be surmised and outline the trends in their evolution. At the time, she placed particular focus on the study of the institutional characteristics of the German banking system and the main operational and strategic problems of the "universal bank" model.

2) Evolution of the main instruments for prudential and structural supervision and the impact of supervisory controls on several operational problems of banks. Recently, she has studied the issue of advance warning systems of bank crisis.

3) She has studied several aspects of management problems of banks. Among other issues, she has investigated the link between profitability and value creation in banks management and organisational problems. Prof. Locatelli has also covered the analysis and measurement of banks' productivity and the problems of managing banks' human resources. Over time, Prof. Locatelli's interest focused on the problems relating to national labour agreement negotiations in the banking sector on the one hand and the methods for incentivising banking personnel, on the other.

4) Several aspects of the issues relating banks obtaining capital on the securities market. This area also includes an interest in the problems in transforming government-owned banks into joint stock companies and reconverting banking foundations. Conducted in-depth analysis of several aspects concerning the management of banking foundations and the definition of their target function. In another area, she studied several issues relating to solidarity in financial intermediaries' operations, social reporting and the wider issue of reputation risk.

5) Several aspects of relations between banks and insurance companies. The investigation focused on an in-depth analysis of distribution problems and relations between banks and insurance companies within multi-function groups and financial conglomerates, on the one hand. On the other, the investigation focused on identifying risk profiles of banking and insurance activities and analysing the nature of the intermediation performed by banks and insurance companies, as well as conducting a comparative analysis of techniques for selecting and managing typical risks by the two types of intermediaries. The research also involved the examination of the technical characteristics of the main life business insurance products with pension and financial content.

6) Based on requests for research deriving from local enterprises in the province of Varese, Prof. Locatelli conducted several specific analyses on issues on the local economy and social concerns, specifically regarding the structure and activities of the service sector, the volunteer system and socially-oriented enterprises.

## OTHER ACTIVITIES

■ Participated in research studies for the CESFI (Financial Studies Centre) of the S. Cuore Catholic University.

- Was a tutor for the "Banking Intermediaries" group for the Monetary Analysis Laboratory (S. Cuore University - Associazione per lo Sviluppo degli Studi di Banca e Borsa) and

contributed to drawing up the "Monetary Observatory", a report issued every four months, with limited circulation.

- Lecturer and director of numerous professional development and specialisation courses and day-long seminars on issues of interest to the banking profession, organised by the Associazione per lo Sviluppo degli Studi di Banca e Borsa.

- From 1995 to 1998 Prof. Locatelli worked with ACRI (Association of Italian Savings Banks) on various issues concerning the activities of banking foundations, specifically regarding the set up and preparation of the Report on Banking Foundations. She specifically edited the *First and Second ACRI Report on Banking Foundations*.

- Member of the Association of Professors of Economics of Financial Intermediaries and Corporate Finance (ADEIMF) since its establishment

- Member of the Scientific Committee of the Local Economies Research Centre (CRIEL) established at the Faculty of Economics of the University of Insubria

- Member of the Scientific Committee of the Interdepartmental Centre for Research on Economics, Healthcare, Innovation and Local Areas (CRESIT), established at the University of Insubria

- Was research group coordinating manager for the "Investigation of professional needs in the banking sector" research promoted by Ente Bilaterale per il Credito (Enbicredito), funded by the Ministry of Labour.

- Technical-Scientific Director of the Centro Studi Provinciale (CeSP) set up by the Varese provincial authorities (Social Policy Office) and the Varese Local Health Authority (ASL) (from November 2003 to November 2004)

- Director of CREARES (Business Ethics and Corporate Social Responsibility Research Centre), established in 2004 at the Department of Economics of the University of Insubria

- Member of the scientific board of the "Alessandro Volta" Centre for the Culture of Science - Como (since April 2007)

- Member of the scientific committee of the magazine "Banca Impresa Società" from Il Mulino publishers (since January 2009)

- Member of the scientific committee of the magazine "Rassegna Gallaratese", published by Società Storica Gallaratese (since June 2009)

- Member of the Scientific Committee of ARIME, Association for Research on Companies, Intermediaries and Markets (since January 2012)

- Member of the "Cooperation and Social Business" Observatory, set up by the Varese Chamber of Commerce in 2009 (since its establishment)

- Member of the Credit Observatory, set up by the Varese Chamber of Commerce (since 2005)

- Speaker for numerous conventions on issues of interest in the Economics of Financial Intermediaries subject matter, as well as on social cooperation and volunteering and on issues of interest for local development.

- Organised numerous conventions and training courses (master's and professional development) on issues of interest in the fields of credit and finance, local development, entrepreneurship and social cooperation, volunteering and corporate social responsibility.
- Coordinated the preparation of the Sustainability Report for the University of Insubria for its ten-year anniversary.
- Member of the Academic Senate of the board of directors of the G. Valcavi Foundation appointed by the University of Insubria
- Member of the board of directors of Infogroup SCPA (a non-banking company in the Intesa SanPaolo Group (since March 2009)
- Chairwoman of the board of directors of Fondamenta SGR spa (since 24 April 2012)
- Has acted as a party-appointed technical expert (on behalf of the public prosecutor's office) in several criminal proceedings concerning banks, and as court-appointed expert in civil litigation.
- Manager of several open-ended pension funds (Mia Previdenza, Previmaster, Il Mio Domani, formerly Previdlavoro) promoted by IntesaSanpaolo Previdenza Sim (since June 2007).
- Was a member of the awarding commission for several public competitive examinations for researcher and university professor positions.
- Was a member and chairwoman of the awarding commission for several public competitive procedures for Ph.D. examinations at various universities
- Member of the Ph.D. Committee for the Ph.D. in Economics of Production and Development at the University of Insubria
- Has been a member of awarding commissions for permanent positions and scholarships with the Bank of Italy and ISVAP.
- Was president of the examination commission for the State Certifying Examinations for the profession of chartered accountant and accounting expert at the University of Insubria, Varese, for the 2010 session
- Was a member of the Supervisory Committee of Banca MB spa under extraordinary administration (Appointing Order of the Bank of Italy of 10 July 2009. Extraord. administration concluded on 5 May 2011).
- Member of the Supervisory Committee of Darma Sgr spa under compulsory administrative winding up (Appointing Order of the Bank of Italy of 8 November 2009).

## MAIN PUBLICATIONS

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*La recente evoluzione del modello di sistema finanziario e di banca universale nella prospettiva dell'integrazione europea*, in A. BANFI-R. LOCATELLI-C. SCHENA (edited by R. LOCATELLI), as above, pp. 245-258.

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*Costo del lavoro e produttività nelle banche italiane nel 1994*, (in collaboration with M. ANOLLI and M. L. DI BATTISTA), in "Osservatorio Monetario" 2/1996

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

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

*Le operazioni finanziarie. Strumenti finanziari e contratti assicurativi*, Il Mulino, Bologna, 2001 (chapters 1, 5, 6 and 7) (coauthor Mario Anolli)

*I rischi operativi: i temi sui tappeto*, in A.A.V.V., *Il rischio operativo*, Associazione per lo Sviluppo degli Studi di Banca e Borsa (A.S.S.B.B.) - Sacro Cuore Catholic University, Faculty of Economics and Business, notebook no. 168, March 2002

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*fabbisogni professionali e formativi nel settore del credito*", edited by M. Messori, Il Mulino, Bologna, 2003

*L'integrazione tra banche e compagnie di assicurazione e il modello dei conglomerati finanziari in Europa* (with C. Morpurgo and A. Zanette), research notebooks of the Luigi Einaudi Institution for Monetary, Banking and Financial Studies no. 34, 2002 and in F. Cesarini (editor), *Le strategie delle grandi Banche in Europa*, Bancaria Editrice, Rome, 2003.

*Economia, finanza e solidarietà*, in "Cooperazione di Credito", no. 179, January - March 2003 and notebook no. 4/2003 of the Department of Economics of the University of Insubria

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

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Varese, 1 February 2013

  
Rossella Locatelli

*I, the undersigned, grant my consent to the processing of my data pursuant to Legislative Decree no. 196 of 30 June 2003, as amended*

## **Candidature acceptance form**

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO AND FONDAZIONE CARIPO

I, the undersigned Beatrice Ramasco, (Fiscal Code RMSBRC59A69L219B), born in Torino on 29/01/1959 and resident in Torino, Via della Consolata 1-bis, nationality Italian, occupation Chartered Accountant

### **declare**

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

Under my responsibility

### **I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - x enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
- I
  - x meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - x not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - x am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

### **In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Supervisory Board" published on 13 March 2013, that I have the necessary skills in the following fields:
  - x accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
  - x internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Torino, 13 March 2013

Beatrice Ramasco  
(signed)

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156.

You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## *CURRICULUM VITAE*

Beatrice Ramasco was born in Turin on 29 January 1959 and resides therein.

After getting the High School Diploma in Foreign Languages, in 1982 she earned the Degree in Business Economics at the University of Turin, with a thesis on “Financial lease and real estate leasing”.

Following her first professional experience with Oreal Saipo S.p.A., to become better familiar with the world of enterprises, she went on to work with Arthur Andersen S.p.A., Management Consulting Division for both the Italian branch and the American parent company, in Italy as well as abroad, regarding the organization and study of the flow of corporate accounting, financial and contractual information.

Feeling the need in those years for a mutuality between her profession and the companies, and following the achievement of her professional qualification as a Chartered Accountant in 1988, she established her existing professional firm, which, over the years has grown expanding the resources employed as well as the sphere of activities, always striving to support choices oriented towards the development and protection of the creation of added value and growth in its widest meaning, privileging team work.

With a specific commitment to protect enterprises, as a common good, today, in her quality as a self-employed professional, Ms Ramasco continues to pursue consulting activities in corporate, insolvency and fiscal matters and, in this context, as a technical consultant at the Court of Turin.

For the purposes of education and cultural diffusion, she is a member at the Association of Chartered Accountants of the Study Groups “Arbitration and mediation” and “ONLUS” (socially useful NPO) and of the Comitato Pari Opportunità (Equal Opportunities Committee).

Ms Ramasco has published through Eutekne, a publishing house for the promotion of juridical and economic disciplines, in the last few months, the following: “I beni di interesse culturale” (Goods of cultural interest), “Un vincolo è qualsiasi condizione che limita il moto di un corpo” (A constraint is any condition limiting the movement of a body), and “Il Collegio Sindacale e le istruzioni di vigilanza per gli intermediari finanziari iscritti nell’elenco speciale emanate da Banca d’Italia” (The Board of Statutory Auditors and the supervisory instructions released by the Bank of Italy for the financial intermediaries enrolled with the special list).

Being convinced that it is now impossible to separate economic/social planning from a conscious growth of the individual, led by the maxim that “Art and Culture generate wealth”, she is the promoter and founder of artistic and cultural foundations and actively works for programs and projects of cultural mediation and integration including those supporting the weakest.

She is a member of boards of statutory auditors of major companies.

Since 2005, first as an advisor for a savings management company project of Banca del Piemonte and later as a standing auditor of IBM Servizi Finanziari S.p.A., whose activity is subject to the supervision of Bank of Italy, she has developed competences in this specific set of rules and its interconnections with the economic system.

Turin, 13 March 2013

Beatrice Ramasco

### ***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO - FONDAZIONE CARIPLO, I, the undersigned GIULIO STEFANO LUBATTI (Fiscal Code LBTGSTH7D26F351J), born in MONDOVI' (CN) on 26 APRIL 1947, resident in TURIN address STRADA DEL NOBILE, 37/3/0, nationality ITALIAN, occupation .....

#### **declare**

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

Under my responsibility

#### **I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;

- currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as .....<sup>1</sup> for .....<sup>1</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>2</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

**In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;

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<sup>1</sup> Indicate position and employer Administration.

<sup>2</sup> Add details of the authorisation, where already obtained.

- risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
- accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Turin – 14<sup>th</sup> March 2013

*(place and date)*

Giulio Stefano Lubatti

*(signed)*

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156. You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.



# Curriculum Vitae

**Giulio Stefano  
Lubatti**



## Personal information

**Date of birth:** 26/04/1947

**Place of birth:** Mondovì (CN)

**Nationality:** Italian

**Address:** Str. Del Nobile 37/3/0, Torino

**email:** giulio.lubatti@gmail.it

## Professional qualifications

Enrolled on the Turin Register of Accountants since 1978.

Enrolled on the National Register of Auditors since 1992.

## Publications

**Ed. Sole 24 Ore:** "Banche e Finanza in un'Europa Integrata: una previsione strategica" (Banks and finance in an integrated Europe: strategic foresight)

## Career

**From 2007 - ongoing Intesa Sanpaolo S.p.A.**  
- Member of the Supervisory Board  
- Chairman of the Control Committee  
- Chairman of the Surveillance Body pursuant to Legislative Decree 231/2001  
- Member of the Remuneration Committee (until 2010)

**From 2009 – ongoing Banco di Napoli**  
- Chairman of the Board of Statutory Auditors

**From 2011 - ongoing Eurizon Capital SGR S.p.A.**  
- Chairman of the Board of Statutory Auditors

**1970 - 2002 Andersen**  
He joined the Andersen organisation in 1970 and subsequently held several positions:  
- 1976: executive  
- 1983: partner  
- 1996: member of the Board of Directors of Arthur Andersen S.p.A. (until 2002)  
- 2001: Chairman of Arthur Andersen S.p.A.

**2002 - 2004 Deloitte**  
Subsequent to the Andersen-Deloitte integration agreement, he joined the Deloitte network:  
- 2002 - 2003: member of the Board of Directors of Deloitte & Touche S.p.A..  
- June 2004: he left Deloitte & Touche S.p.A.

**2008-2009 Tokos Sgr (Banca del Piemonte Group)**  
- Member of the Board of Directors

## Work experience

- **Head of Andersen's Banks and Finance Italy Division;** from 1978 he worked with specific focus on the financial banking sector, gaining significant experience in the auditing of key organisations.
- **Partner in charge of auditing of numerous companies,** both private and listed, including: Sanpaolo IMI, IFI, IFIL.
- **In charge of Andersen's audit sector** in Italy from 1993.
- **In charge of the Bank Commission of ASSIREVI** (National Auditor Association).
- **Member of the International Accounting Board (IAB),** managed by World Bank, issuing accounting and audit standards for Russia in the capacity of representative of Arthur Andersen.
- Development of **privatisation, conversion and merger** processes for key Italian Financial Organisations.
- Development of projects in the **Risk Management segment and analysis of company processes** for key Italian banks and Financial Organisations.

I hereby authorise the processing of my personal data pursuant to Legislative Decree 196/2003  
Updated 14<sup>th</sup> March 2013

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO AND FONDAZIONE CARIPO, I, the undersigned CARLO CORRADINI (Fiscal Code CRRCL60S16F257W), born in MODENA (MO) on 16/11/1960, resident in MILAN address VIA DEI GIARDINI, 3, nationality ITALIAN, occupation SELF-EMPLOYED PROFESSIONAL

**declare**

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

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;

- currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as .....<sup>3</sup> for .....<sup>3</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>4</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

**In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;

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<sup>3</sup> Indicate position and employer Administration.

<sup>4</sup> Add details of the authorisation, where already obtained.

- risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
- accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Milan – 14/3/2013

*(place and date)*

Carlo Corradini

*(signed)*

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

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You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## CURRICULUM VITAE

### CARLO CORRADINI

Born in Modena on 16<sup>th</sup> November 1960, married with one daughter.

Graduated in Business and Economics in 1984 in Modena. Accountant and enrolled on the Register of Auditors.

Founder of Corradini & C., a boutique financial advisory firm specialised primarily in “emerging markets”.

Deputy Chairman of Fondamenta SGR (asset management company specialised in Private Equity).

Member of the Board of Directors of Banknord Sim, Fine Sounds S.p.A. and SIT La Precisa S.p.A..

#### *Work experience:*

June 2006 – November 2009	President of Leonardo & Co. S.p.A. – Banca Leonardo Group
March 1998 – March 2006	Managing Director of Banca IMI Member of the Head Office of the Sanpaolo IMI Group
1991-1998	In charge of Corporate Finance activities for SIGE (IMI Group) – Co-General Manager
1985-1991	Istituto Mobiliare Italiano, assistant to the Deputy General Manager Finance and Equity Investments
Other experience/positions held	Member of the European Advisory Board of the strategy consulting firm Oliver Wyman until 2011. Chairman of the investment company Value Investments S.p.A. until 2011. Member of the Board of Directors of Borsa Italiana until 2006 Chairman of IMI Bank Luxembourg Chairman of Banca IMI Securities – New York (holder of a seat on the NYSE, subject to the SOx Act) Member of the Board of Directors of Sanpaolo Wealth Mgt Member of the Board of Directors of Sanpaolo Alternative Investments Member of the Board of Directors of Sanpaolo Institutional Asset Management

### ***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO - FONDAZIONE CARIPLO, I, the undersigned MONICA SCHIRALDI (Fiscal Code SCHMNC69E51A509H), born in AVELLINO (AV) on 11/05/1969, resident in TURIN address CORSO EINAUDI, 1, nationality ITALIAN, occupation EXECUTIVE

#### **declare**

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

Under my responsibility

#### **I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;

- currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as .....<sup>5</sup> for .....<sup>5</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>6</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

**In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;

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<sup>5</sup> Indicate position and employer Administration.

<sup>6</sup> Add details of the authorisation, where already obtained.

- risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
- accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Turin – 13/3/2013

*(place and date)*

Monica Schiraldi

*(signed)*

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156. You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.



# MONICA SCHIRALDI

## PERSONAL INFORMATION

Nationality: Italian

Date of birth: 11/05/1969

Place of birth: Avellino (AV)

Marital status: married with 1 child

Address: Corso Einaudi, 1 – 10128 Torino

## EDUCATION

March 1995: Degree in Economics and Business from the Faculty of Economics and Business of the University of Turin.

## WORK EXPERIENCE

**KPMG S.p.A. Senior Manager - Audit. From 2004. Executive from 2001.**

*from 1995 to June 2010*

*Turin*

She was in charge of planning and supervision of audit activities and transactions services.

She managed relations with customers (around 22 each year) and developed training activities.

Responsibilities included:

- Managing audit teams tasked with the audit of financial statements of listed companies, companies legally subject to audit and companies belonging to international groups listed on the stock exchanges of their respective countries (audit of reporting packages, IFRS, UK GAAP and US GAAP). In detail:
  - Coordination, supervision and coaching of audit teams (8/10 members on average)
  - Preparing audit reports, including recommendations to the audit partner regarding issues and exceptions to be highlighted to the client.

Key accounts managed: Iren (leading energy group in Italy, audit manager from 2006), AES Torino, Diageo, Sorin Biomedica, TNT, Carrefour, Coop, Loro Piana, Facis, several companies of the Armani Group, Continental, Trelleborg, Basf, Denso, several companies of the Enel Group, several companies of the Ipsos Group, Atlas Copco.

Business sectors: Energy, Industry/Manufacturing, Large Scale Retail Trade

- Managing teams tasked with the negotiation and implementation of audit procedures contractually associated with the sale/acquisition of businesses (due diligence assistance and acquisition audits).

Main operations managed:

- Sale of the Cinzano Spumanti division to Campari S.p.A.
- Sale of the division Barbero S.p.A. – Aperol to the Ramazzotti Group
- Sale of GFT – menswear division to the Armani Group
- Sale of the division Facis Confezioni (GFT group) to the Bucalo Group

- Acquisition of the Ambrosetti Group by F.lli Elia S.p.A. (in the capacity of advisor to F.lli Elia).
- Managing teams tasked with the negotiation and implementation of audit procedures contractually associated with stock market listings and extraordinary finance operations (mergers, transfers, demergers).

Main operations managed:

- Loro Piana S.p.A. listing
  - Listing on the Milan stock exchange – traditional Market – of AEM Torino S.p.A., now Iren S.p.A. (formerly Iride S.p.A.)
  - Listing of R.G.I. S.p.A. on the Milan stock exchange – Expandi Market
  - Merging of Amga S.p.A. with AEM Torino S.p.A.
  - Merging of Enia S.p.A. with Iride S.p.A.
  - Valuation of IFI-IFIL share swap ratio
- Assistance in organising accounting activities (reviewing internal procedures, methodology assistance)
  - Managing recruiting activities for the Turin office
  - Member of the KPMG research office (National Professional Practice): collaboration in preparing accounting documents and articles for administration-finance publications.
  - Tutor on internal training courses organised for KPMG employees regarding various administrative/financial subjects including national accounting standards and IFRS and so-called ‘soft-skills’ (time management, team building, effective feedback...).

**From July 2010 to present**

- Director of Administration, Finance & Control, Purchasing and IT Systems for GTT S.p.A.

Administration, accounting and purchasing management and development of the internal control activities required in relation to company management and planning.

Ensuring the development, management and integration of general IT systems necessary to meet business objectives and governance requirements, in line with technological and business innovations and company strategies.

Main areas of responsibility:

- Managing GTT/Group accounting and statutory reporting activities;
- Managing financial planning, finance and treasury activities;
- Managing corporate tax activities;
- Overseeing management control and economic/financial planning at company and business line level;
- Preparing and updating the internal purchasing policy;
- Managing the purchasing process for goods and services and individual consulting and collaboration relationships, liaising with the requesting department for the definition of the required technical specifications and with the legal department for the definition of contractual aspects and the selection/assessment of suppliers;
- Administrative management of the company’s real estate assets (rental income, land registry compliance, etc.);
- Development, management and maintenance of the company's IT and TLC systems;
- Development and maintenance of the SAP platform;
- Interaction with 5T in connection with technological projects;

- Participation in the BIP project;
- Handling and overseeing the administrative management of several contracts associated with General Services;
- Interaction with the Direzione Legale Societario e Partecipate to coordinate and oversee GTT's business vision and strategies for its subsidiaries and preparing the relevant guidelines and operating procedures;
- Defining, together with the company Management, decisions and actions to be adopted by the shareholder and board of director meetings of subsidiaries.
- Offices held within the GTT S.p.A. Group:
  - from 10/05/2011 - Chairman and Member of the Board of Directors of Autoservizi Novarese S.r.l.;
  - from 12/07/2010 – Member of the Board of Directors of Autoservizi Canuto S.p.A.;
  - from 17/09/2012 – Member of the Board of Directors of Extra.To Scarl;
  - from 31/07/2012 – Managing Director of Ca.Nova S.p.A. (company resulting from the merger by incorporation of Autoservizi Novarese into Autoservizi Canuto);
  - from 17/10/2012 – Managing Director of Car City Club S.r.l.

#### **Other professional activities**

Teacher on courses with focus on accounting, analysis of financial statements/consolidated financial statements and audits organised by the University of Turin and the Scuola di Amministrazione Aziendale in Turin - "Master in Business Administration"

#### **LANGUAGES**

- English: good

#### **TECHNICAL SKILLS**

- Microsoft Office
- Microsoft Power Point

I hereby authorise the processing of my personal data pursuant to Privacy Law in force.



***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO - FONDAZIONE CARIPLO, I, the undersigned GIUSEPPE BERTA (Fiscal Code BRTGPP52M28L750N), born in VERCELLI on 28 AUGUST 1952, resident in TURIN address PIAZZA STATUTO, 14, nationality ITALIAN, occupation UNIVERSITY PROFESSOR

**declare**

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

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;

- currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as .....<sup>7</sup> for .....<sup>7</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>8</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

**In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;

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<sup>7</sup> Indicate position and employer Administration.

<sup>8</sup> Add details of the authorisation, where already obtained.

- risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
- accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Turin – 14<sup>th</sup> March 2013

*(place and date)*

Giuseppe Berta

*(signed)*

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156. You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## CURRICULUM VITAE OF GIUSEPPE BERTA

**Giuseppe Berta** was born in Vercelli on 28 August 1952.

Resident in Turin – Piazza Statuto 14.

### *University and postgraduate education*

After graduating in June 1975 from the Faculty of Letters of the State University in Milan with a first class honours degree (110/110 summa cum laude) in Modern History, he worked as an intern until 1977 with the Fondazione L. Einaudi in Turin, which funded periods of study abroad at the London School of Economics.

From 1978 to 1985 he cooperated as a research coordinator with the Research Centre of the Fondazione A. Olivetti.

### *Work Experience*

Throughout his professional career, Giuseppe Berta has worked as both a university lecturer and as a researcher/consultant for businesses and cultural institutions.

He has gained significant experience working as a consultant for the Gruppo Finanziario Tessile, Fiat and the Unione Industriale in Turin. In detail, he was in charge of Fiat's Historical Archives from 1996 to 2002 and was involved, in said capacity, in the main events scheduled for Fiat's centenary celebrations (1999).

As a university lecturer he has taught as an adjunct professor at the universities of Bergamo and Castellanza (Faculty of Economics).

Since 2002 he is an associate professor of contemporary history at the Bocconi University. He qualified as a full professor in 2010.

Since December 2008 he is Director of the Bocconi University's EntER research centre, which studies entrepreneurship and entrepreneurs.

### *Research activity*

His studies focus particularly on the history of Italian industry and the history of financial markets.

Specifically, his studies centre on the history of entrepreneurship in the Piedmont region, the automobile industry and, above all, on Fiat's history. More in general, his

research places emphasis on the protagonists of Italian industrialism in the 20<sup>th</sup> Century.

His financial history research is centred on the comparative analysis of international capital markets in the context of globalisation at the end of the 19<sup>th</sup> Century and today.

### *Main publications*

*Le idee al potere. Adriano Olivetti tra la fabbrica e la comunità (Ideas in power. Adriano Olivetti between the factory and the community)*, Milan, Edizioni di Comunità, 1980;

*Capitali in gioco. Cultura economica e vita finanziaria nella City di fine Ottocento (Capital investment. Economic culture and financial life in the City at the end of the 19<sup>th</sup> Century)*, Venice, Marsilio, 1990;

*Il governo degli interessi. Industriali, rappresentanza e politica nell'Italia del Nord-ovest (Government of interests. Industrialists, representation and politics in North-West Italy)*, Venice, Marsilio, 1996;

*Mirafiori*, Bologna, Il Mulino, 1998;

*Conflitto industriale e struttura d'impresa alla Fiat 1919-1979 (Industrial conflict and business structure in Fiat 1919-1979)*, Bologna, Il Mulino, 1998;

*L'imprenditore. Un enigma fra economia e storia (The entrepreneur. An enigma involving economics and history)*, Venice, Marsilio, 2004;

*Metamorfosi. L'industria italiana fra declino e trasformazione, (Metamorphosis. Decline and transformation of Italian industry)*, Milano, Università Bocconi, 2004;

*La Fiat dopo la Fiat. Storia di una crisi 2000-2005, (Fiat after Fiat. History of a crisis 2000-2005)*, Milan, Mondadori, 2006;

*L'Italia delle fabbriche. Genealogie ed esperienze dell'industrialismo nel Novecento, (Industrial Italy. Genealogies and experiences of twentieth century industrialism)*, Bologna, Il Mulino, 2001 (new edition 2006; third revised edition 2009);

*Nord. Dal triangolo industriale alla megalopoli padana 1950-2000 (The North. From the Industrial Triangle to the Po Valley Megalopolis 1950-2000)*, Milano, Mondadori.

*Fiat-Chrysler e la deriva dell'Italia industriale, (Fiat-Chrysler and the Italian industry adrift)*, Bologna, il Mulino, 2011.

*L'ascesa della finanza internazionale, (The rise of international finance)* Milan, Feltrinelli, 2013.



### *Board membership*

From 2004 he is a member of the board of directors of the Fondazione L. Einaudi as a representative for Compagnia di San Paolo.

From 2005 to 2008 he was a member, representing the Municipality of Turin, of the board of directors of the company Torino Nuova Economia, established in 2005 to manage the reconversion of a portion of the Mirafiori manufacturing site.

From 2004 to 2006 he coordinated the works of the drawing up of the Second Strategic Plan for the metropolitan district of Turin on behalf of the Associazione Torino Internazionale, for which he was executive deputy chairman (the chairman being formally the Mayor of Turin) from 2008 to 2012.

### *Institution membership*

From 2004 he is a member of the Scientific Committee of the Fondazione Gian Giacomo Feltrinelli.

From 2004 to 2006 he was a member of the Scientific Committee of Confindustria's Research Centre.

From 2006 he is a member of the Scientific Committee of IRES, the social and economic research institute of the Piedmont region.

In 2010 he became a member of the Scientific Committee of the Fondazione Pirelli.

### *Journalism*

He has collaborated as an analyst with the Italian newspapers “La Stampa”, “il Sole-24 Ore”, “il Messaggero”, “il Mattino” and “Il Secolo XIX”.

From 2001 he writes essay reviews as a columnist for the weekly magazine “L'espresso”.

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO AND FONDAZIONE CARIPLO, I, the undersigned FRANCO DALLA SEGA (Fiscal Code DLLFNC60H12L378B), born in TRENTO on 12/6/1960, resident in MILAN address VIA LORIA MOISE', 50, nationality ITALIAN, occupation UNIVERSITY PROFESSOR/ACCOUNTANT

**declare**

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

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;

- currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as ..... for .....<sup>9</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>10</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

**In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;

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<sup>9</sup> Indicate position and employer Administration.

<sup>10</sup> Add details of the authorisation, where already obtained.

- risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
- accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Milan – 14/3/2013

*(place and date)*

Franco Dalla Sega

*(signed)*

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The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156. You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## CURRICULUM VITAE

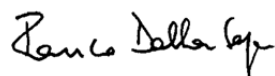
**FRANCO DALLA SEGA, Ph.D.**

**Born in Trento on 12 June 1960**

**Resident in Milan**

- associate professor of Business Economics at the Faculty of Law of Università Cattolica del Sacro Cuore in Milan. Lecturer in Business Accounting and Financial Reporting and Professional Technique in the Faculty of Economics;
- chartered accountant registered with the Association of Milan;
- legal auditor;
- lecturer at the School for the Specialisation of the Legal Professions at Università Cattolica;
- member of the Scientific Committee of the Advanced Training School for Accountants of Milan;
- registered in the Roll of Technical Consultants to the Court with the Civil and Criminal Court of Milan;
- he provides technical consulting regarding financial reporting and company valuations. He has experience in the fields of accounting and administration, the valuation of companies and business lines, extraordinary transactions such as mergers, demergers and contributions, accounting reconstruction, including in insolvency proceedings, the preparation of fairness opinions and consulting regarding separate and consolidated financial statements;
- he serves in administration and control positions with various entities and companies.

Milan, 14 March 2013



### ***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO - FONDAZIONE CARIPLO, I, the undersigned PIETRO GARIBALDI (Fiscal Code GRBPTR68M07L219S), born in TURIN on 7/8/1968, resident in TURIN address VIA MARTIRI LIBERTA', 24, nationality ITALIAN, occupation UNIVERSITY PROFESSOR

#### **declare**

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

Under my responsibility

#### **I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors established pursuant to Legislative Decree 39/2010;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
  - currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;

- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as a FIXED TERM FULL PROFESSOR for the UNIVERSITY OF TURIN<sup>11</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>12</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

### **In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
  - accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for

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<sup>11</sup>Indicate position and employer Administration.

<sup>12</sup>Add details of the authorisation, where already obtained.

- preparing the company's financial reports or practice of a profession or teaching in academic environments;
- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Turin – 13/3/2013

*(place and date)*

Pietro Garibaldi

*(signed)*

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156. You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.



# PIETRO GARIBALDI

FEBRUARY 2013

Born in Torino (Italy), August 7, 1968. Married, two children.

## Addresses

Collegio Carlo Alberto	University of Torino
Via Real Collegio 30	Dip. di Scienze Economiche e Finanziarie
10024 Moncalieri (Torino), Italy	Corso Unione Sovietica 218bis
Phone (direct): ++39-011-6705204	Torino, Italy
Phone (secretary): ++39-011-6705003	Phone: ++39-011-6706079
Email: <a href="mailto:pietro.garibaldi_at_carloalberto.org">pietro.garibaldi_at_carloalberto.org</a>	<a href="http://www.carloalberto.org/people/garibaldi">http://www.carloalberto.org/people/garibaldi</a>

## Education

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

## Present Position

2006-current Director, Collegio Carlo Alberto, Moncalieri (Italy)  
2005-current Professor, Department of Economics and Public Finance, University of Torino

## Other Affiliations

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

## Previous Academic Activities

2000-2004 Associate Professor, Department of Economics, Università Bocconi, Milano  
1999-2000 Assistant Professor, Department of Economics, Università Bocconi, Milano  
2004 Visiting Scholar, Faculty of Economics and Politics, Cambridge University  
2003-2004 Visiting Professor, Ecares, Université Libre de Bruxelles

## Expert/Policy Positions

2012-current Vice-President, Supervisory Board, IntesaSanPaolo.  
2007-current Supervisory Board and Audit Committee member, IntesaSanPaolo  
2004-2005 Economic Counselor to the Italian Minister of Finance  
2000-06 Visiting Scholar, Research Department, International Monetary Fund (3 visits)  
2002-2004 Consultant on Labor and Macro Issues, Italian Treasury  
2000 Consultant for the World Bank on "Labor Markets in Bulgaria"  
1998-1999 Economist in the Research Department, International Monetary Fund  
1996-1998 Economist Program, International Monetary Fund

## Fellowships and Awards

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

## Published Articles

- “Workers and Firms Sorting into Temporary Jobs”, (2012) *Economic Journal*, with Fabio Bertoni. *The Economic Journal*, Aug 2012, Volume: 122 Issue: 562-582
- “Behind the Lighthouse Effect”, (2011) *Review of Income and Wealth*, with Tito Boeri, *Review of Income and Wealth*, Vol. 57, pp. S54-S78, 2011
- “College Cost and Time to Complete a Degree: Evidence from Tuition Discontinuities” (2011) *Review of Economics and Statistics*, with Andrea Ichino, Francesco Giavazzi and Enrico Rettore, posted on line April 2011
- “Job to Job Movements in a Simple Search Model”, (2010) *American Economic Review*, May 2010, Vol. 100, No. 2: Pages 343-374,.
- “Beyond Euroclerosis” *Economic Policy* Vol. 25 Issue 52 (2009), 409-461 with Tito Boeri
- “Do Larger Severance Payments Increase Individual Job Duration?” 2008, *Labour Economics*, 15, No. 2 (2008): 215-245 with Lia Pacelli.
- “Two Tier Reforms of Employment Protection Legislation. A Honeymoon Effect?” *Economic Journal* (June 2007): Vol. 117 No. 521F357-F385, with Tito Boeri.
- “Are Labor Markets in New Member States Sufficiently Flexible for EMU? *Journal of Banking and Finance* 30 (2006): 1393-1407, with Tito Boeri.
- “Shadow Sorting.” In *NBER International Seminar on Macroeconomics Series*, edited by J. Frenkel and C. Pissarides. Cambridge, Mass: MIT Press (2005), with Tito Boeri.
- “The Employment Effects of Severance Payments with Wage Rigidities.” *Economic Journal* 115 (2005): 799-832, with Gianluca Violante.
- “Gross Credit Flows.” *Review of Economic Studies* 72, No. 3 (2005): 665-685, with Giovanni Dell’Ariccia.
- “Equilibrium Search Unemployment, Endogenous Participation and Labor Market Flows.” *Journal of the European Economic Association* 3, No. 4 (2005): 851-882, with Etienne Wasmer.
- “Raising Female Employment: Reflections and Policy Tools.” *Journal of the European Economic Association* 2, No. 2 (2004): 320-330, with Etienne Wasmer.
- “Search Unemployment with Advance Notice.” *Macroeconomic Dynamics* 8, No. 1 (2004): 51-75.
- “Employment Protection Legislation and the Size of Firms.” *Giornale degli Economisti e Annali di Economia* (2004), with Lia Pacelli and Andrea Borgarello.
- “Anatomy of Employment Growth.” *Economic Policy* 34 (2002), with Paolo Mauro.
- “What Moves Capital to Transition Economy?” *IMF Staff Papers* (2002), Vol. 48, pp. 109-145, with Nada Mora, Ratna Sahay, and Jeromin Zettlemeyer.
- “Wages and the Size of Firms in Dynamic Matching Models.” *Review of Economic Dynamics* 4 (2001): 335-368, with Giuseppe Bertola.
- “Job Flows and Cross-Sectional Firm Dynamics: Traditional Measures and Alternative Econometric Techniques.” *Labour Economics* (2000).
- “Job Flow Dynamics and Firing Restrictions.” *European Economic Review* 42, No. 2 (1998): 245-75.
- “Labor Market Institutions and Unemployment Dynamics in Transition Economies.” *IMF Staff Papers* (1998), Vol. 45, pp. 269-308, with Zuzana Brixiova.
- “The Asymmetric Effects of Monetary Policy on Job Creation and Destruction.” *IMF Staff Papers* (1997), Vol. 44, pp. 557-87.

## Books

- *Health Ageing and Productivity* (Pietro Garibaldi, Olivier Joaquim Oliveira and Jan Van Ours, eds) Oxford: Oxford University Press, 2010
- *Education and Training in Europe* (Giorgio Brunello, Pietro Garibaldi, and Etienne Wasmer, eds). Oxford: Oxford University Press, 2007.



- *Personnel Economics in Imperfect Labor Markets*. Oxford: Oxford University Press, 2006.
- *Economia delle risorse umane*. Bologna: Il Mulino, 2005.
- *The Information Economy: Productivity Gains and the Digital Divide*, edited by Daniel Cohen, Pietro Garibaldi, and Stefano Scarpetta. Oxford: Oxford University Press, 2004.

#### Book Chapters and Comments

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

#### Publications and Books in Italian

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

#### Policy Reports

- "The Macroeconomics of Transition: A Labor Market Perspective." World Bank Report (2004), with Tito Boeri.

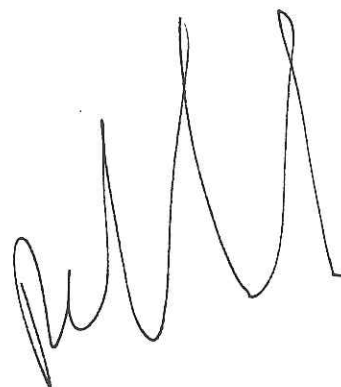
- “Job Creation: Why Some Countries Do Better?” Economic Issue No. 20, International Monetary Fund, 2004.
- “How Far is Warsaw to Brussels?” World Bank Report (2003), with Tito Boeri.
- “Who is Afraid of the Big Enlargement?” CEPR Policy Report No. 7 (2002), with Giuseppe Bertola, Tito Boeri, Herbert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

#### **Referee Activity**

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

#### **Columnist/Editorials**

2002-current Editor (and founder) of [www.lavoce.info](http://www.lavoce.info)  
 2007-2010 Columnist for La Stampa


 A handwritten signature in black ink, consisting of several stylized, overlapping loops and curves, likely representing the name of the author.

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by Compagnia di Sanpaolo S.p.A. and Fondazione Cariplo, I, the undersigned, Piergiuseppe Dolcini (Fiscal Code DLCPGS41A12F097Q), born in Meldola (FO) on 12 January 1941, resident in Forlì (FO), Via E. Bertaccini 23, of Italian nationality, occupation Lawyer

**declare**

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

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - not enrolled with the Register of Statutory Auditors;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998; specifying that, as regards the office of President of Fondazione della Cassa dei Risparmi di Forlì, which will expire shortly and cannot be renewed, the undersigned pledges to resign in case of election as a member of the Supervisory Board;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:

- am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

### **In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
  - accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
  - internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Milan – 14.03.2013

*(place and date)*

Piergiuseppe Dolcini

*(signed)*

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

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You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## **CURRICULUM VITAE OF PIERGIUSEPPE DOLCINI**

- Born in Meldola (FO) on 12-Jan-1941 and resident in Forlì, Via E. Bertaccini 23;
- Earned Degree in Jurisprudence at the University of Studies of Bologna in November 1964;
- Earned qualified teacher status of juridical and economic disciplines;
- Attorney passing successfully the admission examination at the Court of Appeal of Bologna;
- Enrolled in the Register of Attorneys since 23-Nov-1967 and in the Register of Lawyers since 17-Jan-1974;
- Exercised the profession of Attorney and then lawyer in Forlì, specializing in particular, as far as civil matters are concerned, in labor, enterprise and welfare issues;
- Municipal Councilor in Forlì from 1980 to 1985;
- Honorary Vice Magistrate at the Court of Magistrates of Forlì from 1986 to 1994;
- Member of the Board of Directors of Cassa dei Risparmi di Forlì from November 1987 to August 1990;
- Member of the Management Committee of the same bank from September 1990 to June 1992;
- Member of the Board of Directors of Cassa dei Risparmi di Forlì from July 1992 to June 1994;
- President of the Foundation Cassa dei Risparmi di Forlì since January 1993;
- Member of the Board of Directors of ACRI (Association of Italian Savings Banks – Rome) for the three-year period 1997-1999;
- In January 1998, elected by the Shareholders of the Foundation as member of the Board of Directors and by the Board of Directors as Chairman of the Board;
- Member of the Committee of Foundations for the three-year period 2000-2002;
- Confirmed member of the Board of the Foundation by the General Council on 04-May-2001 and on 5-May-2005 (four-year term)
- Confirmed President of the Board of the Foundation in January 1998, on 7-May-2001 and on 9-May-2005 (four-year term)
- Member of the Executive Committee of the Federative Association of the Saving Banks and Monti di Pietà of Emilia-Romagna headquartered in Bologna;
- Member of the Board of Directors of ACRI representing the Foundations of Emilia Romagna in March 2003, then confirmed in March 2006 until July 2009;
- Elected in July 2009 member of the Presidential Committee of ACRI, and confirmed on 4 April 2012;
- President of the Environmental Committee of ACRI;
- Member of the Board of Directors of Hera SpA;
- Chairman of Board of Hera Luce Srl (since March 2004)
- Member of the Support Committee of Cassa Depositi e Prestiti from February 2004 to April 2010;
- Member of the Board of Directors of SINLOC SpA – Local Initiatives, since April 2007;
- Appointed in February 2008 Officer of the Order of Merit of the Italian Republic by the President of the Republic;
- Member of the Board of Directors of *Alma Mater Studiorum* of the University of Bologna from 16-May-2012
- Alternate Auditor of Cassa Depositi e Prestiti since 30 May 2012
- Standing Auditor of Cassa Depositi e Prestiti since September 2012.

Forlì, 14 March 2013



### *Candidature acceptance form*

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO AND FONDAZIONE CARIPLO, I, the undersigned Marcella Sarale (Fiscal Code SRLMCL50R68D805Y), born in Cuneo on 28 October 1950 and resident in Turin, Via G. Mazzini 26, of Italian nationality, occupation UNIVERSITY PROFESSOR

#### **declare**

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

Under my responsibility

#### **I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
  - currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;

- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as University Professor for Politecnico of Turin<sup>1</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>2</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
    - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
    - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

### **In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
  - accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;

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<sup>1</sup> Indicate position and employer Administration.

<sup>2</sup> Add details of the authorisation, where already obtained.

- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

13/03/2013  
(*place and date*)

Marcella Sarale  
(*signed*)

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156.

You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department .

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## MARCELLA SARALE Curriculum vitae

### Personal information

Name/Surname: MARCELLA SARALE

Address: Via Mazzini 26 - 10123 Torino

Office Tel. +390115647293

E-mail: [marcella.sarale@polito.it](mailto:marcella.sarale@polito.it)

Nationality: Italian

Date of birth: 28<sup>th</sup> October 1950

**Qualifications:** Full Professor of Business Law at the Polytechnic University of Turin – Department of Production Engineering and Management.

From 1<sup>st</sup> November 2000

### Academic curriculum

1974 – First class honours degree with special mention (110/110 summa cum laude) from the Faculty of Law of the University of Turin.

1975 – scientific and educational work for the Faculty of Law of the University of Turin, initially in the capacity of assistant with a renewable two-year contract and later, from 1980 as an official researcher.

1991 – supply teacher of Business Law at the Faculty of Law of the University of Turin – Alessandria campus.

1992 - 1998 – Adjunct Professor at the Faculty of Economics of the University of Urbino.

1998 – Associate Professor of Business Law at the Faculty of Economics of the University of Urbino.

2000 - Full Professor of Business Law at the IV Faculty of Engineering of the Polytechnic University of Turin.

From 1989 – educational and training services to public and private organisations, including the Municipality of Turin, the Scuola di Amministrazione Aziendale in Turin (Italian-French Diploma and Master for Legal Professionals), Scuola Superiore della Pubblica Amministrazione, Scuola del notariato and Scuola di Specializzazione per le professioni legali of the Universities of Perugia and Turin.

### Institutional roles

From 2005 to 2011 – Reference person of the Rector of the Polytechnic University of Turin regarding the legal profiling of company shareholdings.

From 2003 to present – Member of the Spin Off Commission of the Polytechnic University of Turin.

From 2007 to present – Deputy Director of the Dipartimento di Sistemi di Produzione ed Economia dell'Azienda of the Polytechnic University of Turin, now known as the Dipartimento di Ingegneria Gestionale e della Produzione - DIGEP (Department of production engineering and management).

2010 – 2011 – Member of the statutes review committee of the Polytechnic University of Turin and member of the university regulation drafting committee.

Author of numerous monographs and articles for national publications concerning corporate law, bond issues, extraordinary operations and business law, as well as cooperation in analyses and treatises on the reform of company law. Collaboration in CNR research projects regarding State-controlled companies (1976) and in relation to ‘Targeted Projects’ for the construction sector in cooperation with the Planning Department of the Polytechnic University of Turin (1989) and in a Project of national interest (Prin) regarding public offers of shares in collaboration with the University of Modena (1996).

Member of the editorial board of the publication *Giurisprudenza Commerciale* and member of the Management Board of the publication *Giurisprudenza Italiana*.

**Professional experience**

From 1979 to 1992 – consultant to Finpiemonte S.p.A. regarding the definition of various corporate issues.

Consultant to CNA, the Valle Maira Mountain Community, CSI and Finpiemonte in relation to the start up of companies, consortiums, public and private associations and regarding solutions to various corporate issues.

Member of the Board of Directors of the “Fondazione Istituto Antonio Gramsci del Piemonte” since 2009.

Turin – 27<sup>th</sup> February 2013

A handwritten signature in dark ink, appearing to read 'Franco M. M. M.', written in a cursive style.

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO AND FONDAZIONE CARIPLO, I, the undersigned Luca Galli (Fiscal Code GLLLCU69H16E514U), born in Legnano (MI) on 16/06/1969 and resident in Castellanza (VA), Via B. Croce 60, of Italian nationality, occupation DIRECTOR

**declare**

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

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;

- currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as ..... for .....<sup>3</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>4</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

**In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;

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<sup>3</sup> Indicate position and employer Administration.

<sup>4</sup> Add details of the authorisation, where already obtained.

- accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Milan, 15/3/2013  
(*place and date*)

Luca Galli  
(*signed*)

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You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.



I, the undersigned, Luca Galli, hereby declare that I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998, specifying that as regards the post of member of the Board of Directors of Fondazione Cariplo, I hereby pledge to resign therefrom in case of election as a member of the Supervisory Board.

Milan, 15 march 2013

Luca Galli  
(*signed*)

Via B. Croce, 60  
21053 Castellanza (VA)  
Office telephone: 0332/287721  
Fax: 0331 329985  
Email: comm.lucagalli@libero.it

# Luca Galli

## Personal information

Marital status: married with Paola Turconi and father of Maia  
Nationality: Italian  
Date of birth: 16 June 1969  
Place of birth: Legnano (MI)  
Residence: Castellanza (VA)  
Tax code: GLLLCU69H16E514U

## Profession:

Mr. Galli has pursued the profession of business consultant since 1998. He is the founder and owner of LG Real Estate & Consulting, a company that has grown thanks to the professionalism of Mr. Galli. The company offers financial consulting services to the enterprises in particular regarding the structuring of extraordinary transactions.

**Managing Director** since 2007 and major shareholder of Valle Olona Costruzioni Srl, a company active in the field of constructions.

## Education

**Scientific High School Diploma** earned at the Scientific High School "A. Tosi" of Busto Arsizio (VA)

**Electrical Engineer** degree earned at the Polytechnic Institute of Milan

## Foreign languages

Written and oral knowledge of the English language, perfected at the university of Swansea (Great Britain)

## Professional experience as Administrator of Agencies and Companies

### **CURRENT APPOINTMENTS**

**MINOPRIO FOUNDATION** – Director since 2012 of the Professional School of Flori- horti- fruitculture – Minoprio Foundation.

**ENEL RETE GAS Spa** – Since 2012 member of the Board of Directors of Enel Rete Gas, a company of the F2i group dealing with the distribution of methane gas all over Italy.

**FONDAZIONE CARIPLIO** - Since 2010, member of the Board of Directors of the Cariplo Foundation with special regard to the sectors of art and culture and member of the assets management group. From 1998 to 2007, **member of the Central Charity Commission** of Fondazione Cassa di Risparmio of the Lombardy provinces, with responsibilities over the

territory of the province of Varese. In particular Mr Galli has served as member of the commissions for welfare services and scientific research.

#### **FINLOMBARDA SPA**

Member of the Board of Directors of Finlombarda since 2011, a financial company for the development of the Lombardy region, offering financing to the Lombardy enterprises.

#### **FONDAZIONE COMUNITARIA DEL VARESOTTO –**

**President** since 2007 and **Vice President** since 2001 of Fondazione Comunitaria del Varesotto, promoted and constituted by him and by the Province of Varese. In particular, in these last 8 years has received appointments for the ordinary management of the foundation and mandates for assets investment purposes.

**COMITATO PER IL VOLONTARIATO** – Since, 1998, **member** of the management committee of special funds for voluntary work at the Lombardy Region constituted by Law No. 266/91. The purpose of the committee is to guarantee the operation of the Centers of Services to Voluntary Work managing the economic resources provided by the bank foundations.

**CAPAC – POLYTECHNIC COMMERCE INSTITUTE** – Since 2006, member of the General Board and of the Council.

#### **ANBSC**

Since 2010, collaborates as adjunct to the National Agency of seized and confiscated assets of organized crime to look after an instance of confiscation in the Province of Varese.

#### **PAST APPOINTMENTS**

**FINLOMBARDA GESTIONI S.P.A.** – From 2009 to 2012. CEO of Finlombarda Gestioni, a company dealing with the management of closed-ended mutual funds reserved to institutional investors. On behalf of the company, Mr. Galli has held the office of member of the Board and President of a few Italian and foreign companies (Nomos, Microcinema, Gastronomia Italiana Holding).

**FONDAZIONE MINOPRIO – Member of the Board** of Directors of the Professional School of Flori- horti- fruitculture – Minoprio Foundation from 1998 to 2010.

**M.A.C. S.r.l.** – Since 1999, **President** of Società Minoprio Analisi e Certificazioni s.r.l. which offers, in collaboration with Fondazione Minoprio, (a majority shareholder headed by Fondazione Cariplo and the Lombardy Region) soil services, analysis of land and specific consulting services in the floriculture sector and Lombard agriculture. In particular, he has received mandates regarding the company management with limitations similar to the Managing Director and in 2007 has also accepted the office of Managing Director.

**BANCA IMI.** From 2007 to 2010, **Member of the Board** of Banca IMI Spa, a bank specialized in leveraging, merger & acquisition, capital market and market hub, investment banking.

**MEDIOCREDITO ITALIANO S.P.A.** From 2001 to 2010, **member of the Board** of Directors and since 2004 **member of the Executive Committee** of Banca Mediocredito Italiano S.p.A., formerly Mediocredito Lombardo.

**CASSA DI RISPARMIO DI FOLIGNO S.P.A.** – From 2003 to 2010, **member of the Board** of directors and of the **executive committee** of Carifo.

**SAN PAOLO IMI FONDI CHIUSI SGR S.P.A.** – From 2009 to 2010, member of the Board of directors of the investment management company headed by Gruppo Intesa Sanpaolo dealing with private equity investments.

**CASSA DI RISPARMIO DI VITERBO S.P.A.**- From 2004 to 2009, **member of the Board** of Directors and of the **Executive Committee** of Carivit.

**CASSA DI RISPARMIO DI ASCOLI PICENO S.P.A.** - From 2001 to 2009, **member of the Board** of Directors of Carisap.

**CREDITO INDUSTRIALE SARDO S.P.A.** - From 2002 to 2008 member of the Board of Directors of Banca Cis.

**ISTITUTO SCIENTIFICO BREDA S.P.A.** – From 1999 to 2006, **member of the Board of Directors** of Istituto Scientifico Breda S.p.A., a company liaising with the world of small and medium enterprises on issues of technology transfer.

**MAGAZZINI GENERAL S.P.A.** - From 2000 to 2005, **member of the Board** of Directors of Magazzini Generali Fiduciari of Cassa di Risparmio delle Province Lombarde (this appointment will formally expire upon the approval of the 2005 balance sheet within end of February 2006).

**FONDAZIONE POGLIAGHI** - From 2002 to 2008, **member of the Board** of Directors appointed by Biblioteca Ambrosiana to follow the restoration work and manage the Museum owned by the Vatican.

**FONDAZIONE GIORDANO DELL'AMORE** – From 2000 to 2004, **member of the Board** of Directors of Fondazione G. dell'Amore ex Finafrica, which liaises with developing countries.

**VAPRA S.P.A.** – From 1998 to 2000, **Single Administrator** of VAPRA SPA in charge of the management of all real estate properties owned by Fondazione Cariplo and of the fulfillment of the obligations for a correct administration. Furthermore as from September 1999 took care of the demerger of the properties of Fondazione Cariplo into Vapra Spa raising the share capital from 8 billion liras to over 600 billion liras, as well as of the sale of the properties to foreign institutional investors.

**F.G.D.A. S.R.L.** – From 2000 to 2003, **member of the Board** of Directors of F.g.d.a. srl which deals with services and international courses in the sector of training of bank managers.

**A.P.T. DEL VARESOTTO** – From 1996 to 2002 **member of the Board** of Directors of the Tourist Board of the Varese area.

**FONDAZIONE CARIPLO RICERCA SCIENTIFICA** - From 1998 to 2000 member of the scientific commission of Fondazione Cariplo.

Professional experiences  
with non-profit organizations

As a delegate of the management committee of Fondi Speciali per il Volontariato of the Lombardy region, participated in the national work table for the determination of balance sheet drafting criteria of the Centers for Services to Voluntary Work.

Started and followed the constitution of Fondazione Comunitaria del Varesotto and of Ticino Olona.

Reporting at conventions and  
conferences

Organized and presided over the Convention for the presentation and constitution of **Fondazione della Comunitaria del Varesotto**.

Participated as speaker in the Convention for the awarding of the first **Prize for Technological Innovation** on the subject "Support to local enterprises and economies: what role do bank foundations play?". The prize was also financed by Fondazione Cariplo.

Collaborated with the **Sacred Heart Catholic University of Milan** teaching at master courses organized by ALTIS for the training of managers from non-profit organizations.

Participated as a speaker in the convention for the presentation of the initiative **Politecnico Innovazione** at the Polytechnic Institute of Milan.

During the 1999-2000 and 2000-2001 academic years, lectured on several occasions to the students of Biotechnological Economy of Università dell'Insubria on the issue of support to technology transfer and in particular on the role of the bank foundations in this sector.

As from 1999 has been continuously involved by Cesvov and local non-profit organizations in debates to give advice on projects and relate on the evolution of social issues concerning the Third Sector.

Volunteer work

In 1993, taught mathematics as a volunteer at the Professional Training Center "S. Ambrogio" in Parabiago (MI) in a class of maladjusted children helping them in view of the final exam of the middle school diploma.

In 1995, during the flooding of 13 September in Castellanza, coordinated the work of a team of volunteers who fought to save from the fury of the water the sport stadium and the socio-educational center.

Associations

From 1988 to 1996, volunteered as a member of the Board of Pallavolo Castellanzese, a volley-ball sport company with over 150 athletes which participated in the A series women's championship.

Member of AVIS since 1998.

Military service

In 1994, offered community service at a center of Caritas Ambrosiana and the professional training center "S.Ambrogio" in Parabiago, where he assisted the disabled.

I hereby give my consent to the processing of my personal data in accordance with regulations in force on privacy protection.

Milan, 15 March 2013

### ***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO AND FONDAZIONE CARIPO, I, the undersigned Bianchin Carla Alberta Federica (Fiscal Code BNCCLL71E50L219C), born in Turin on 10 May 1971 and resident in Turin, Via Bagetti 13, of Italian nationality, occupation Director

#### **declare**

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

Under my responsibility

#### **I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;

- currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as ..... for .....<sup>5</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>6</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

**In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;

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<sup>5</sup> Indicate position and employer Administration.

<sup>6</sup> Add details of the authorisation, where already obtained.



- accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Turin, 13/03/2013

*(place and date)*

Carla Alberta Federica Bianchin

*(signed)*

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You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## Curriculum Vitae

### Personal information

Names/Surname **Carla Alberta Federica Bianchin** Via  
Address Bagetti 13, 10143 Turin  
E-mail carla.bianchin@it.pwc.com  
Marital status Married with two children  
Nationality Italian  
Place and date of birth Turin – 10<sup>th</sup> May 1971

### Education and training

1994 First class degree in Economics and Business from the University of Turin  
1995 Chartered Accountant enrolled with the Register of Turin under no. 1759.  
1999 Auditor pursuant to Legislative Decree 88/1992, appointed by Ministerial Decree 25/11/1999, Official Journal No. 100 of 17/12/1999, registration no. 109661

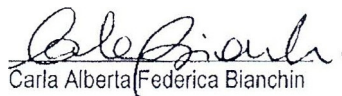
### Work experience

Dates From 1995 to 2000 and from 2001 to present  
Occupation/position held Executive manager at PricewaterhouseCoopers S.p.A.  
Main activities and responsibilities - She gained significant experience in the audit of financial statements and consolidated financial statements for numerous companies, some of which listed, and in the audit of reporting packages in compliance with international accounting standards (IAS/IFRS) and US accounting standards (GAAP).  
  
Within the scope of said audit activities she developed an excellent level of accounting/administration knowledge regarding business assessment and impairment testing, debt restructuring, extraordinary operations such as mergers, demergers and transfers and analysis of internal control systems.  
  
She held numerous specialist courses within the company on audits and Italian and international accounting standards.  
  
Key accounts currently managed include RAI - Radiotelevisione Italiana S.p.A., BasicNet S.p.A., Gruppo Euroports Italy, Partecipazioni Attività Mobiliari S.p.A., Fonti di Vinadio S.p.A., CSL S.p.A., NN International BV.  
  
Key accounts previously managed: Acque Potabili S.p.A., Borgosesia S.p.A., IPI S.p.A., Ifi S.p.A., Ifil S.p.A., Telecom Italia S.p.A., Fidis S.p.A., Banca Popolare di Novara.

Dates From 2000 to 2001  
Occupation/position held Consolidated financial statements of Gruppo Telecom Italia Mobile (merged by incorporation into Telecom Italia S.p.A. in 2006).  
Main activities and responsibilities Preparation of consolidated financial statements as at 31 December 2000 of Gruppo Telecom Italia Mobile S.p.A.. Responsibilities also included preparing the pro forma financial statements and coordinating with the auditing firm audit activities relating to all subsidiaries.

Dates 1995  
Occupation/position held Professional practice with the accounting firm Studio Biestro Migliario Commercialisti Associati in Turin.  
Main activities and responsibilities Professional practice.

Turin – 13 March 2013

  
Carla Alberta Federica Bianchin

*I hereby authorise the processing of my personal data pursuant to Legislative Decree 196/2003*

### *Candidature acceptance form*

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO AND FONDAZIONE CARIPLO, I, the undersigned, Fabrizio Gnocchi (Fiscal Code GNCFRZ65H02G388X), born in Pavia on 02/06/1965, resident in VACCARIZZA DI LINAROLO (PV), Via Po 46/C, of Italian nationality, occupation Lawyer

#### **declare**

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

Under my responsibility

#### **I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
  - currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;

- currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as ..... for .....<sup>7</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>8</sup>);
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

**In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
  - accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;

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<sup>7</sup> Indicate position and employer Administration.

<sup>8</sup> Add details of the authorisation, where already obtained.

- internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of companies in economic terms, or practise of a profession or teaching in academic environments.

### **Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Milan, 15/3/2013  
(*place and date*)

Fabrizio Gnocchi  
(*signed*)

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices. The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156. You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller by contacting the Corporate Affairs Department .

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

I, the undersigned, Fabrizio Gnocchi, hereby declare that I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998, specifying that as regards the post of Commissioner of Fondazione Cariplo, I hereby pledge to resign therefrom in case of election as a member of the Supervisory Board.

Milan, 15 march 2013

Fabrizio Gnocchi  
(*signed*)

## CURRICULUM VITAE

I, the undersigned, Fabrizio Gnocchi, Attorney, born in Pavia on 2 June 1965 and resident in Vaccarizza di Linarolo, Via Po 46/c, hereby

### DECLARE THAT

- I have earned the Degree in Law at the University of Pavia on 21 November 1990
- I have passed the admission examination to the Register of Lawyers at the Court of Appeal of Milan and enrolled into the Register of Lawyers of Pavia on 21 Nov 1994;
- I have been enrolled in the Register of Barristers of the Supreme Court since 18-Jan-2007 and I have attained qualification for such enrolment on 21 November 2006;
- I exercise the profession of Lawyer through a firm of my exclusive property with registered office in Pavia, Corso Cavour 17;
- I pursue my professional activity in both judicial and extra-judicial fora, specializing in criminal administrative and civil law, especially in the laws of the Public Administration and general and specific regulations on company criminal procedure, commercial and sanitary law, as well as crimes against the Public Administration. I have especially gained juridical/professional experience in civil law, in matters concerning medical conducts in the performance of assistance and surgical activity and in safety law;
- I have acted as honorary Public Prosecutor at the public prosecutor's office at the magistrate's court of Pavia as appointed by the High Council of Judges until 1998;
- I have been a contract Professor at the University of Pavia with teaching responsibilities on the occasion of the supplementary course "Juridical and medical/legal aspects concerning the heart surgery profession", at the heart surgery specialization school;
- I have served as Secretary/Treasurer and then Vice President of the Association of Criminal Lawyers of Pavia;
- I have always taken an interest in civil matters, also acting as City Councilor of the Municipality of Linarolo;
- I have served as member of the Board of Directors of the Welfare Services Unit of Pavia;
- I have been Commissioner of Fondazione Cariplo since 2007;
- I have been a member of the Subcommittees on Scientific Research, Welfare Services and Communications of Fondazione Cariplo;
- I am a member of Fondazione Comunitaria of Pavia;
- I have been a member of the Board of Directors of Mediocredito Italiano;
- I have been a member of the Surveillance Body pursuant to Legislative Decree 231/2001 of Mediocredito Italiano.

Pavia, 13 march 2013

Fabrizio Gnocchi, Attorney

*Candidature acceptance form*

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 22 April 2013 on single call and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2013/2014/2015, as per the list submitted by COMPAGNIA DI SAN PAOLO - FONDAZIONE CARIPLO, I, the undersigned, Luigi Attanasio (Fiscal Code TTNLGU52C27D969H), born in Genova on 27/03/1952, resident in GENOVA, Via Capolungo 34/7, of Italian nationality, occupation Entrepreneur

**declare**

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

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of Statutory Auditors and have practiced as an auditor for at least three years;
  - enrolled with the Register of Statutory Auditors and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of Statutory Auditors;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am
  - not currently employed and have never been employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended;
  - currently employed as a civil servant, but I benefit from exemptions pursuant to Legislative Decree 165/2001 as amended, for the purposes of holding the office of Supervisory Board member;
  - currently employed as a civil servant, pursuant to and for the purposes of Legislative Decree 165/2001, as amended and I specifically work as ..... for



.....<sup>9</sup>. I shall request and obtain authorisation to hold the office of Supervisory Board member from my Public Administration employer (.....<sup>10</sup>);

- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members and, with specific regard to the interlocking ban set forth under art. 36 of Decree Law 201/2011 (converted by Law 214/2011) that I:
  - am not a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors;
  - am a member of management, supervisory or control boards of competitor companies or groups operating in the credit, insurance and financial sectors and, if appointed, I reserve the right to communicate within 90 days from the date of appointment that I have exercised the applicable option to comply with the foregoing ban or, where not exercised, to provide detailed evidence that such offices are not incompatible with the appointment in issue.

### **In particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.2 of the Articles of Association;
- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 34.3 of the Articles of Association;
- having regard to the professional requirements and the relevant recommendations made by the current Supervisory Board in the document “Assessment of the qualitative and quantitative composition of the Supervisory Board” published on 13 March 2013, that I have the necessary skills in the following fields:
  - banking and/or insurance and/or financial business, as a result of long-term experience in administration, management and control acquired in medium/large companies in economic terms, operating in the specific sectors;
  - dynamics of the economic-financial system, as a result of specific, long-term experience acquired at levels of responsibility in companies or public or private institutions or through studies or surveys conducted with research centres or through teaching in academic environments;
  - regulation of financial activities and markets, at national and international level, as a result of long-term experience acquired in positions of responsibility with supervisory authorities, international organisations, foreign institutions, companies or groups with an international scope or teaching in academic environments;
  - risk management and control methods, as a result of long-term experience in a profession or teaching in academic environments;
  - accounting or financial matters or remuneration policies, as a result of long-term experience with companies or private institutions of significant size, also as the Manager responsible for preparing the company's financial reports or practice of a profession or teaching in academic environments;
  - internal control and corporate organisation, as a result of long-term experience in *auditing*, corporate management and organisation in significantly large companies or groups of

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<sup>9</sup> Indicate position and employer Administration.

<sup>10</sup> Add details of the authorisation, where already obtained.

companies in economic terms, or practise of a profession or teaching in academic environments.

**Lastly, I declare**

- I have read the information provided pursuant to art. 13 of Legislative Decree 196 of 30 June 2003, reproduced at the end of this statement;
- I authorise this Company, pursuant to and for the purposes of art. 71, paragraph 4, of Presidential Decree 445 of 2000, to verify with the competent Offices the truthfulness of my statements;
- I authorise this Company to publish the above information, together with the detailed information on my personal and professional characteristics.

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Carasco, 13/03/2013  
*(place and date)*

Luigi Attanasio  
*(signed)*

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You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

## CURRICULUM VITAE of Luigi Attanasio

**BORN IN GENOA ON 27 MARCH 1952.** HE OBTAINS A HIGH SCHOOL DIPLOMA IN SCIENTIFIC STUDIES FROM THE COLLEGIO NAVALE "FRANCESCO MOROSINI" IN VENICE.

HE IS OFFICER OF THE MARINA MILITARE (ITALIAN NAVY) DURING HIS COMPULSORY MILITARY SERVICE IN **1972/1974**.

FROM **1974** HE IS DIRECTOR OF THE GLYCERINE MANUFACTURING COMPANY SPIGA NORD S.A.S., WHICH IS NOW AN S.P.A. (PLC).

IN **1984** HE ESTABLISHES THE COMPANY RE.VETRO S.A.S., NOW AN S.R.L. (LLC), A COMPANY THAT RECYCLES GLASS AND OTHER PRODUCTS IN THE LIGURIA, PIEDMONT AND TUSCANY REGIONS INCLUDING SEVERAL LARGE MUNICIPALITIES SUCH AS GENOA AND LA SPEZIA.

IN **1986** TOGETHER WITH VETR.I. - VETRERIE ITALIANE, NOW SAINT GOBAIN, AND OTHER COMPANIES, RE.VETRO ESTABLISHES THE COMPANY ECOLVETRO S.R.L. AND BUILDS THE FIRST GLASS RECYCLING PLANT IN LIGURIA (CAIRO MONTENOTTE – SAVONA). RE.VETRO ACQUIRES CONTROL OF THE COMPANY IN **2003** AND LUIGI ATTANASIO IS APPOINTED AS BOARD DIRECTOR.

IN **1991** HE PROMOTES THE "REBIRTH" OF THE MINERAL SPRING FONTE S. CLARA S.R.L. AND THE INSTALLATION OF NEW BOTTLING SYSTEMS AND TAKES OFFICE AS MANAGING DIRECTOR UNTIL **2003**.

IN **1995** HE ESTABLISHES, AS A JOINT VENTURE WITH SISAS, THE COMPANY NEOCHIM S.A. WITH HEADQUARTERS IN FELUY, BELGIUM TO BUILD A GLYCERINE REFINING PLANT, OPERATIONAL AS OF **1996**, AND IS APPOINTED AS DIRECTOR. IN **2001** HE ACQUIRES CONTROL OF THE COMPANY AND IS APPOINTED AS CHAIRMAN OF THE BOARD OF DIRECTORS.

FROM **1984** TO **1986** HE IS CHAIRMAN OF THE YOUNG INDUSTRIALISTS GROUP OF THE PROVINCE OF GENOA.

FROM **1989** TO **1993** HE IS CHAIRMAN OF THE SMALL INDUSTRIES GROUP OF THE PROVINCE OF GENOA.

FROM **1993** TO APRIL **1998** HE IS CHAIRMAN OF THE INDUSTRIALISTS' ASSOCIATION OF THE PROVINCE OF GENOA AND DIRECTOR OF THE FONDAZIONE GASLINI.

FROM APRIL **1995** TO **2004** HE IS A MEMBER OF THE BOARD OF DIRECTORS OF BANCO DI CHIAVARI E DELLA RIVIERA LIGURE (FORMALLY COMIT GROUP, THEN INTESA AND NOW BANCA POPOLARE DI LODI).

FROM **1990** HE IS A MEMBER OF THE BOARD OF DIRECTORS OF CONFIDI LIGURIA S.C.P.A.

FROM SEPTEMBER **1996** HE IS A BOARD MEMBER OF FILSE S.P.A. AND DEPUTY CHAIRMAN FROM **1999** TO **2001**.

FROM JANUARY **1997** TO **2004** HE IS A BOARD MEMBER OF THE COMPANY "SOCIETA' PER LA BONIFICA E LA VALORIZZAZIONE DELL' AREA DI CAMPI", NOW CALLED "SVILUPPO ITALIA BONIFICHE INDUSTRIALI S.P.A."

FROM **2000** TO **2003** HE IS CHAIRMAN OF LIGURIA RICERCHE SRL.

FROM **2000** TO **2004** HE IS A MEMBER OF THE BOARD OF DIRECTORS OF THE GENOA CHAMBER OF COMMERCE.

FROM **1996** HE IS A MEMBER OF THE CONFINDUSTRIA COUNCIL.

HE IS A MEMBER OF THE ROTARY CLUB IN GENOA AND A MEMBER OF THE CIRCOLO ARTISTICO TUNNEL.

FROM **1998** TO **2003** HE IS CHAIRMAN OF CONFINDUSTRIA LIGURIA.

IN **1999** HE IS MADE "OFFICIER DE L'ORDRE DE LA COURONNE" BY THE KING OF BELGIUM.

FROM **2003** TO **2006** HE IS A BOARD DIRECTOR OF THE COMPANY SVILUPPO GENOVA S.P.A.

HE IS APPOINTED AS CHAIRMAN OF FIDIMPRESA LIGURIA IN **2004** SUBSEQUENT TO THE MERGER OF THE COMPANIES CONFIDI LIGURIA AND UNIONFIDI LIGURIA.

FROM **2004** TO **2006** HE IS DEPUTY CHAIRMAN OF CONFINDUSTRIA'S NATIONAL BOARD OF SMALL INDUSTRIES.

IN **2004** HE IS APPOINTED, TOGETHER WITH MR. ILLY AND MR. BULGHERONI, AS A MEMBER OF THE ELECTION COMMITTEE FOR THE ELECTION OF THE CHAIRMAN OF CONFINDUSTRIA, RESULTING IN THE ELECTION OF MR. LUCA CORDERO DI MONTEZEMOLO.

FROM **2004** TO **2006** HE IS A BOARD MEMBER OF THE COMPANY QUATTRO ERRE S.R.L. (A STATE-CONTROLLED SEPARATE WASTE COLLECTION COMPANY BASED IN LIGURIA).

SINCE DECEMBER **2005** HE IS APPOINTED AS CHAIRMAN OF THE AGENZIA REGIONALE PER L'ENERGIA S.P.A. (A SUBSIDIARY OF FILSE SPA).

IN **2006** THE COMPANY NEOCHIM BUILDS THE FIRST BIODIESEL PRODUCTION PLANT IN BELGIUM, ONE OF THE HIGHEST CAPACITY PLANTS IN EUROPE.

IN **2007** HE IS APPOINTED, TOGETHER WITH MR. ILLY AND MR. BULGHERONI, AS A MEMBER OF THE ELECTION COMMITTEE FOR THE ELECTION OF THE CHAIRMAN OF CONFINDUSTRIA, RESULTING IN THE ELECTION OF MRS. EMMA MARCEGAGLIA.

IN **2008** HE IS APPOINTED AS DEPUTY CHAIRMAN OF CONFINDUSTRIA GENOVA, OF WHICH HE WAS FORMALLY CHAIRMAN.

IN MAY **2009** HE IS APPOINTED AS CHAIRMAN OF RETI FIDI LIGURIA, A CREDIT GUARANTEE SCHEME FOR ALL SECOND LEVEL CATEGORIES IN THE LIGURIA REGION.

IN **2012** HE IS APPOINTED, TOGETHER WITH MR. BULGHERONI AND MR. CANGIOTTI, AS A MEMBER OF THE ELECTION COMMITTEE FOR THE ELECTION OF THE CHAIRMAN OF CONFINDUSTRIA, RESULTING IN THE ELECTION OF MR. SQUINZI.

IN **2012** HE IS APPOINTED AS THE NEW CHAIRMAN OF THE NEW BANK GUARANTEE SCHEME FOR ALL PRODUCT CATEGORIES.

CARASCO, 13 MARCH 2013

Communication pursuant to Article 23  
of Order of Bank of Italy /CONSOB of 22 February 2008 as amended on 24 December 2010

Intermediary making the communication

ABI 03069 CAB 012706  
Name Intesa Sanpaolo S.P.A.

Participating intermediary if other than the preceding one

ABI (MT account no.)  
Name

Date of request

Date of transmission of communication

15-Mar-2013

15-Mar-2013

Annual consecutive no.

Consecutive no. of the communication  
to be amended/revoked

Reason of amendment

52

Name of the requesting person, if other than the holder of the financial instruments

State Street Bank – Via Ferrante Aporti, 10 – 20125 Milano

Holder of financial instruments

Last name or company name COMPAGNIA DI SAN PAOLO

Name

Fiscal code 0000000772450011

City of birth

Province of birth

Date of birth

Nationality ITALY

Address

CORSO VITTORIO EMANUELE II, 75

City

10128 TURIN

Country ITALY

Financial instruments object of the communication

ISIN it0000072618

Name INTESA SANPAOLO S.P.A.

Quantity of financial instruments object of the communication

1506372075

Limitations of or notes to the financial instruments object of the communication

Nature

Date of

constitution

amendment

expiry

Beneficiary of limitation

Reference date	Effective until	Code of exercisable right
15-Mar-2013	28-Mar-2013	DEP
Exercisable right	SUBMISSION OF LISTS FOR THE RENEWAL OF THE SUPERVISORY BOARD OF INTESASANPAOLO SPA	

Notes

IVO ANGELIN  
[signed]

VANNA ALFIERI  
[signed]

Communication pursuant to Article 23/24  
of Order of Bank of Italy /CONSOB of 22 February 2008 as amended on 24 December 2010

## 1. Intermediary making the communication

ABI 03069                      CAB 9400  
Name Intesa Sanpaolo S.P.A.

## 2. Participating intermediary if other than the preceding one

ABI (MT account no.)  
Name

## 3. Date of request

15-Mar-2013

## 4. Date of transmission of communication

15-Mar-2013

## 5. Annual consecutive no.

87

6. Consecutive no. of the communication  
to be amended/revoked (\*)7. Reason of  
amendment (\*)

## 8. Name of the requesting person, if other than the holder of the financial instruments

## 9. Holder of financial instruments

Last name or company name    FONDAZIONE CARIPLO

Name

Fiscal code    00774480156

City of birth

Province of birth

Date of birth

Nationality    ITALY

Address

VIA DANIELE MANIN 23

City

20121 MILAN

Country ITALY

## 10. Financial instruments object of the communication

ISIN    IT0000072618

Name INTESA SANPAOLO ORD.

## 11. Quantity of financial instruments object of the communication

767,029,267

## 12. Limitations of or notes to the financial instruments object of the communication

Nature	Date of	constitution	amendment	expiry
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Beneficiary of limitation

13. Reference date	14. Effective until	15. exercisable right
15-Mar-2013	28-Mar-2013	DEP

16. Notes

CERTIFICATION FOR THE SUBMISSION OF LISTS FOR THE APPOINTMENT OF THE  
SUPERVISORY BOARD OF INTESA SANPAOLO SPA

Intesa Sanpaolo Group Services Spa  
By proxy of INTESA SANPAOLO SPA  
Office of Securities and Corporate transactions  
[signed]