

Attachment "A"

**Letter form for the filing of lists for the appointment of members
of the Board of Directors and the Management Control Committee**

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

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

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

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

1) the shareholder, with registered office in (*resident in*), holder of no. shares, equal to ...% of the ordinary share capital,

or:

2) the shareholders:

-, with registered office in.....
(*resident in*.....),

-,

-,

holding a total of shares, corresponding to% of the ordinary share capital,

or:

3) the shareholder, with registered office in
(*resident in*), holder of no. shares, equal to% of the ordinary share capital,
also in the name and on behalf of the following shareholder(s)

-,

with registered office in (*resident in*)

holding a total ofshares, corresponding to% of the ordinary share capital,

-,

-,

holding a total ofshares, corresponding to% of the ordinary share capital,

- having acknowledged the requirements prescribed by law and the Articles of Association for members of the Board of Directors and the Management Control Committee;
- considering the content of the EBA¹ regulations, with particular reference to the identification and the selection of candidates on the basis of qualification and experience;
- having acknowledged the guidelines and recommendations provided by the current Supervisory Board in the "Assessment of the qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, in particular, the representations contained therein with reference to personal characteristics, the requirements of professionalism and integrity, the criteria of competence, fairness and availability required of Board members as well as an appropriate balance between the outgoing members, deemed able to ensure the necessary continuity, and a significant renewal;
- **proposes** (*propose*), also in connection with Article 13.1 of the Articles of Association, and with reference to paragraph 2, letter a), of the agenda of the Shareholders' Meeting, that a number of directors be appointed to the Board²;
- **submits** (*submit*), pursuant to Article 14 of the Articles of Association, and with reference to paragraph 2, letter b), of the Shareholders' Meeting agenda, the attached list consisting of³ candidates divided into two sections, both in a progressive⁴ order indicating, in the first section, candidate Directors who are not also candidate members of the Management Control Committee and, in the second section, candidate Directors and members of the Management Control Committee;
- **attests** in this regard that the list⁵:
 - ensures the balance of genders set by current regulations⁶;
 - contains a number of candidates who meet the independence requirement as defined in Article 13.4 of the Articles of Association representing at least two-thirds of the total candidates on the list, without prejudice to the fact that all candidates in the second section must meet the abovementioned independence requirement;
 - contains, in the first section, at least one candidate who meets the professionalism requirement as defined in Article 13.4.2, letter a), of the Articles of Association⁷;
 - contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement.

* * *

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

- 1) proxy for the submission of the list⁸;
- 2) Communication(s) certifying the title by of the shareholding required for the presentation of the list⁹;
- 3) Declaration certifying the existence or absence of any relationships of affiliation pursuant to Article 144-quinquies, paragraph 1, of the Issuers' Regulation, as well as the cases provided by Consob Communication no. 9017893 of 26 February 2009, specifying, for each of those cases, if any, the grounds whereby they were not considered relevant for the existence of any affiliation relationship;
- 4) declaration whereby each candidate accepts his/her nomination to the post of member of the Board of Directors / the Management Control Committee, declaring that there are no causes for ineligibility and

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

² The proposal for the number of directors is optional and not mandatory.

³ The list must contain 2 to 19 candidates, the latter being the maximum number of Board members provided in the Articles of Association.

⁴ I.e. candidates must be listed from number one upwards in each section.

⁵ Certification required - pursuant to Article 14.1, letter c), of the Articles of Association - only if the list contains a number of candidates equal to, or greater than, 3 (three). For these purposes, the rounding up criteria shall apply, in relation to each requirement, as provided in Articles 13.1 and 13.4.2, letter b), of the Articles of Association, to the portion of candidates who meet the requirements in each list.

Lists which do not comply with the above provisions shall be considered as not submitted.

⁶ At least one third of Director posts must be reserved for the less-represented gender.

⁷ Registration with the register of Independent Auditors and serving as auditors or members of a limited company control body for a period of at least three years.

⁸ If any.

⁹ The communication may be filed after submission of the list, provided it is filed at least twenty one days prior to the Shareholders' Meeting date in the manner provided by current regulations.

incompatibility, that he/she satisfies the requirements of professionalism, integrity and independence required of all or some of the Board members by law, regulations and the Articles of Association, and, for candidate members of the Management Control Committee, the commitment to immediately cease any offices which are incompatible with the provisions of Article 13.5.4 of the Articles of Association in the event of appointment, attaching detailed information in support of his/her personal and professional requirements; undertaking to provide, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the Shareholders' Meeting date.

Best regards,

(Place and date)

*(signature)*¹⁰

¹⁰ The legal representative or person holding regular power of attorney.