

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

Attachment "C2"

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

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as member of the Board of Directors and of the Management Control Committee of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per the list submitted by,
I, the undersigned (fiscal code), born in on and resident in address....., nationality, profession

declare

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

Under my responsibility

I also declare

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

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

² Article 13.4.1 of the Articles of Association

³ Article 13.5.1 of the Articles of Association

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

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

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

In particular I declare

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

⁶ Please insert duties and details of Public Authority employer.

⁷ Article 13.5.1 of the Articles of Association

⁸ Article 13.4.1 of the Articles of Association

⁹ Article 13.5.1 of the Articles of Association

- conduct insurance business with annual gross premium income of at least 1 billion euro, or at entities or enterprises with total revenues of at least 500 million euro (sizes are understood to be calculated on the basis of the company's most recent financial statements or consolidated financial statements, where prepared by the entity) or
- b) lecturing at the university level in a tenured position in economics or law, or performing, over an extended period, significant professional services or activities related to the duties typical of a control body for the benefit of the entities and enterprises indicated in point a) or
 - c) serving as senior officials or carrying out executive duties at public administrations of at least regional importance or authorities whose responsibilities concern banking, finance or insurance business;
 - d) with regard to the professionalism requirements and the recommendations made in this regard by the Supervisory Board and the Management Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016 on the website group.intesasanpaolo.com, I meet - in addition to personal competence and expertise indicated in the abovementioned document - the skills, knowledge and experiences listed below (please tick as appropriate)

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

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

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

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

Lastly I declare

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

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

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

I also agree to:

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

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

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

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

(Place and date)

(Signature)

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

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

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