

To:
Intesa Sanpaolo S.p.A.
Piazza San Carlo, 156
10121 Torino

The undersigned,

Sergio Chiamparino, legal representative of Compagnia di San Paolo, holder of no. 1,506,372,075 shares in Intesa Sanpaolo Spa equal to 9.72% of the share capital; and
Giuseppe Guzzetti, legal representative of Fondazione Cariplo, holder of no. 767,029,267 shares in Intesa Sanpaolo Spa, equal to 4.95% of the share capital;
with regard to the "Appointment of Supervisory Board members (pursuant to Article 23.9 of the Articles of Association)" referred to in point 2 of the Ordinary Shareholders' Meeting of this Bank, convened for 28 May next, hereby submit the candidature of Mr. Gianfranco Carbonato, born in Cusano Milanino on 2 June 1945 and residing in Turin, corso Siracusa 108.
The following documents are enclosed to support this candidature:

- the candidate's curriculum vitae;
- a declaration whereby the candidate accepts to stand for the position and declares, under his own responsibility that he is not subject to any causes of ineligibility or incompatibility and that he fulfils all the integrity, professional and independence requirements established by law, regulations and the Articles of Association;
- the list of management and control positions held by the candidate in other companies.

This candidature takes into account the contents of the document "Considerations from the Supervisory Board - Substitution of a Supervisory Board Member" published by the Bank on 27 April 2012.

Yours sincerely

Sergio Chiamparino
Chairman, Compagnia di San Paolo
Turin, 11 May 2012

Giuseppe Guzzetti
Chairman, Fondazione Cariplo
Milan, 11 May 2012

COMPAGNIA DI SAN PAOLO
The Chairman

Fondazione Cariplo
The Chairman

Gianfranco CARBONATO

Born in 1945, married, with one daughter.

After studying Humanities in High School in 1969 he graduated with top marks in Electronic Engineering at Turin Polytechnic University. After a brief teaching stint at the University, from 1969 to 1977, he was employed by Dea, a leading company on the international market for coordinate measuring machines, where at various stages during his career he held the position of electronic designer, design manager and Automation Division Manager.

In 1977, together with a group of fellow engineers, he founded Prima Progetti S.p.A. which would later give rise to Prima Industrie S.p.A., the company which he successfully led to listing on the Italian Stock Exchange in 1999, currently, in the STAR segment. The company has become a renowned provider of technology solutions, specialising in laser systems for industrial applications. Over the years, the company has seen fast growth rates, gaining a strong footing across global markets. Prima Industrie is today one of the leading global companies in the sector of laser systems for industrial applications. In 2008 it took over the Finnish company Finn-Power Oy, consequently broadening its product range to include sheet metal working machinery (punchers, integrated punch and blade cutting systems, integrated punching and laser cutting systems, panel formers, sheet folding equipment and automation systems), becoming the 4th global player in its core sector.

Via its subsidiary Prima Electro S.p.A., the company operates in the field of power and control electronic components and high-power laser sources for industrial applications, intended for the Group's machines and also for third-party customers.

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

Since 2006 he has been the elected President of AMMA, the Association of Mechanical and Mechatronic Companies. He is also the Vice President of Federmeccanica, the Italian Federation of Metal-working Industries. On 2 June 2007 he was awarded the title of *Cavaliere del Lavoro* (Knight of Labour) by the President of the Italian Republic, Mr. Giorgio Napolitano.

On 30 June 2008 he was appointed President of the Industrialists' Union of Turin and he subsequently became a member of the Executive Board of Confindustria, the Italian Association of Industrialists.

In the same year, he was appointed Chairman of the Local Committee for Turin-Canavese of Unicredit, since renamed the Local Committee for Northern Piedmont.

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

A former Independent Director of RCS MediaGroup S.p.A. in the three-year period 2009-2011, today he is Independent Director of Iren S.p.A. and Director of the Asset Management Company (SGR) of the *Fondo Italiano di Investimento* (Italian Investment Fund).

Turin, 11 May 2012

Gianfranco Carbonato

Candidature Acceptance Statement

With regard to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – having its registered office in Turin, Piazza San Carlo 156 – called for 28 May on single call, I the undersigned Gianfranco Carbonato (Tax Identification Number CRBGFR45H02D231B)

born in Cusano Milanino (Milan)

on 2 June 1945 and residing in Turin

address: Corso Siracusa 108

nationality: Italian occupation: businessman

having regard to

my candidature to the office of Member of the Supervisory Board of Intesa Sanpaolo S.p.A. submitted by Compagnia di San Paolo and Fondazione Cariplo, to complete membership of the body as appointed by the Shareholders' Meeting held on 30 April 2010, for financial years 2010, 2011 and 2012, with expiry of the mandate at the time when the new Board is appointed;

declare that

I accept to stand as candidate for membership of the Supervisory Board of Intesa Sanpaolo S.p.A.

In this regard, under my personal responsibility

I also declare that

- I fulfil the requirements of the position as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- Furthermore:
 - I am listed in the Register of auditors established pursuant to Legislative Decree no. 88/1992 and I have practiced as an auditor for at least three years;
 - I am listed on the Register of auditors established pursuant to Legislative Decree no. 88/1992 and I have not practiced as an auditor for at least three years;
 - I am not listed in the Register of auditors established pursuant to Legislative Decree no. 88/1992;
- Furthermore:
 - I fulfil the independence requirements set out in the Corporate Governance Code promoted by the Italian Stock Exchange;
 - I do not fulfil the above independence requirements;¹
- I am not subject to any of the 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 Article 148(3) of Legislative Decree no. 58/1998;
- I am aware of the contents of Article 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;
- I meet the integrity requirements set forth for bank board members and general managers in the Regulation adopted by Ministerial Decree no. 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 no. 162 of 30 March 2000, in accordance with Article 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 no. 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 no. 162 of 30 March 2000, in accordance with Article 34.3 of the Articles of Association.

In this last regard, taking into account the “Considerations from the Supervisory Board – Substitution of a Supervisory Board Member” published on 27 April 2012,

I declare

¹ The reason why I do not meet the independence requirement is that I am the Chairman and Managing Director of Prima Industrie S.p.A., a company currently in receipt of a large loan granted by a pool of banks which includes Intesa Sanpaolo S.p.A.

I have gained experience in the following areas:

- the banking and/or insurance and/or financial field, having held for a number of years administration, management and supervisory positions in medium/large companies operating in these sectors;
- economic-financial system dynamics, a knowledge acquired by holding for a number of years top management positions in companies or public or private institutions or via studies or investigations carried out at research centres or via academic teaching positions;
- regulation of financial activities and the markets, having held for a number of years senior roles within supervisory authorities, international bodies, foreign institutions, international companies or groups or as a teacher in academic institutions;
- risk management and control methods, via significant experience acquired in risk management or management control or via pursuit of professional activities or academic teaching in this area;
- accounting, finance and remuneration policies, on account of having acquired experience over a number of years at major companies or private institutions, also as manager responsible for preparing the Company's financial reports or via pursuit of professional activities or academic teaching in this area;
- internal controls and company organisation, having acquired experience over a number of years in auditing, management and corporate organisation in major companies or groups of companies or via pursuit of professional activities or academic teaching in this area.

Lastly, I declare

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

I also pledge to produce, on the Company's request, any documents which might be required in support of my statements.

I attach a duly signed summary of my personal and professional characteristics, and, pursuant to Article 2409-querterdecies and Article 2400, paragraph 4, of the Italian Civil Code, the list of the management and control positions held in other companies.

Turin, 11 May 2012

(place and date)

_____ Gianfranco Carbonato _____

(signature)

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; ISP may also check its accuracy by contacting the competent authorities.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Turin, Piazza San Carlo 156.

You may exercise your rights under art. 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to update, rectify, 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 or the data processor.

In order to exercise your right to access and, in general, your rights under art. 7, you may contact 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.

