

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

Torino, 22 May 2012

The undersigned,

Claudio Maria Carbonati, holder of no. 1,000 shares in Intesa Sanpaolo Spa, Deputy Chairman of Associazione dei Piccoli Azionisti del Gruppo Intesa Sanpaolo (Association of Small Shareholders in the Intesa Sanpaolo Group), an association representing approximately 2,000 shareholders;

with regard to the "Appointment of Supervisory Board members (pursuant to Article 23.9 of the Articles of Association)" referred to in Item 2 of the Ordinary Shareholders' Meeting of this Bank, convened for 28 May 2012, hereby submits the candidature of Mr. Carmelo Casciano, born in Messina on 26 July 1950 and residing in Villarbasse, Turin.

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 professional, integrity, 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 faithfully,

Claudio Maria Carbonati

CARMELO CASCIANO

Born in Messina on 26 July 1950, married with three children.

Attended the *liceo classico* (completing the school-leaver's qualification *maturità classica*), and subsequently obtained a Law degree from the University of Messina in 1974, defending a dissertation on Commercial Law.

In June 1977 he received a licence to practice as a barrister.

After being hired by Banca Commerciale Italiana, his career progressed, through appointments as Branch Manager and then Credit Manager at the Turin branch with the task of managing relationships with major large corporate clients. He was subsequently assigned to the Bank's Head Office, International Division, with the task of supervising and supporting enterprises operating in North West developing international business.

Following the merger of B.C.I. into Banca Intesa, he was appointed as the bank's representative to the Coordination Committee of the Regional Office for the Internationalisation of Enterprises from Piedmont.

During the same period he taught advanced professional training courses in Milan to staff from Banca Intesa and cooperated with SPRINT, the Chamber of Commerce, SACE and SIMEST.

In 2001 he stood as a candidate in municipal elections in his home town and was elected to the town council. He was re-elected in 2009 and is currently a Department Head in the Executive.

In 2006 he established the Associazione dei Piccoli Azionisti del Gruppo Banca Intesa (Association of Small Shareholders in the Banca Intesa Group) – currently *Azione Intesa Sanpaolo* – acting as its Chairman, a position he still holds.

The Association has the objective of protecting the interests of all those – whether Bank employees or not – who invest in Intesa Sanpaolo shares in the conviction that the value of the company should be maintained and increased, and has now become an independent reference point which focuses the attention of senior management from the company on the need for transparency in corporate management and a resulting greater focus on minorities and their interests.

In 2008, drawing also on the experience acquired in various sectors which enabled him to bring his managerial skills to bear in relation to specific expertise in relation to Employment Law, Private Law and International Law, he left the Bank to resume work as a barrister.

Turin, 18 May 2012

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 Carmelo Casciano (Tax Identification Number CSCCML50L26F158S)

born in Messina

on 26 July 1950 and residing in Villarbasse (Turin)

address: Via Rocciamelone 11

nationality: Italian occupation: barrister

having regard to

my candidature to the office of Member of the Supervisory Board of Intesa Sanpaolo S.p.A. submitted by Mr Claudio Carbonati, to complete membership of the body as appointed by the Ordinary 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 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 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 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;
- 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 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 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 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 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

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 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-
quaterdecies and Article 2400, paragraph 4, of the Italian Civil Code, the list of the management and control positions held in other companies.

Turin, 22 May 2012

(place and date)

Carmelo Casciano

(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.

With regard to the acceptance of the candidature submitted to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A., convened for 28 May in single call, I the undersigned Carmelo Casciano (Tax Identification Number CSCCML50L26F158S), born in Messina on 26 July 1950 and residing in Villarbasse (Turin), via Rocciamelone 11, an Italian national, a barrister by occupation,

HEREBY DECLARE

as to the requirements set out in Articles 2409-quaterdecies and 2400, paragraph 4, of the Italian Civil Code,

- that I do not hold management and control positions in other companies
 that I hold management and control positions in the following companies:

- I.T.S. Srl

- IMP. EX. Srl

- AZIONE INTESA SANPAOLO

As to the above positions, having taken note of the prohibition set out in Article 36 of Decree Law 201/2011, converted, with amendments, by Law 214/2011,

I HEREBY DECLARE

- I do not hold or exercise any positions in management, supervisory or control bodies of competing companies or groups of companies operating in the credit, insurance or financial markets;
 I hold the following positions in management, supervisory or control bodies of competing companies or groups of companies operating in the credit, insurance or financial markets:

On this latter point I hereby pledge that if appointed as a member of the Supervisory Board of Intesa Sanpaolo S.p.A., within 90 days from such appointment I shall:

- declare which option I intend to exercise to avoid the prohibition set out in said Article 36;
 if I decide not to exercise the option, declare that the positions held do not give rise to incompatibility, providing detailed grounds.

Place/Date

(signature)

Turin, 22 May 2012

Carmelo Casciano