

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

PROXY FORM

Please complete with the required information, sign and send the form to the Company as indicated in the instructions. ¹

I, the undersigned, ²

born in on

tax code

resident / registered office at *(full address)*

entitled to vote in my capacity as:

shareholder manager guardian custodian secured creditor
 privileged user legal representative or attorney with power to sub-delegate bearer
 other (*specify*)

of *(number)* Intesa Sanpaolo S.p.A. ordinary shares

registered in the deposit in the name of ³

(optional: as indicated in notice no ⁴ issued by the intermediary)

HEREBY APPOINT

Mr/Ms (Surname and Name) or Company Name

born in on

tax code

with the right to:

- be substituted by Mr/Ms (Surname and Name) or Company Name

born in on

tax code

or

- to arrange substitution by a person of his/her choice that is not in conflict of interest.

to represent me at the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. convened on 30 April 2019, on single call, at 10:00 a.m., at the new business center at Corso Inghilterra 3, Torino, with my full approval of any action he/she may take.

DATE

SIGNATURE

Instructions for filling and submission

1 The original of the proxy form must be sent to the proxy holder and then delivered by the proxy holder to the company at the time of registration. The proxy can be notified directly to the Company by one of the following electronic methods:

- e-mail to notifica.delega@intesasampaolo.com
- dedicated form on the website group.intesasampaolo.com (Governance/Shareholders' Meeting section)

The proxy holder may deliver or send a copy of the written proxy. In this case, when registering for admission to the Meeting he/she must, under his/her personal responsibility, declare that the proxy is a true copy of the original, and state the identity of the proxy issuer. The original of the proxy form and any voting instructions received must be kept by the proxy holder for one year from the date of the meeting.

2 Surname and name / company name of the person signing the proxy form as holder of the voting right. In cases of co-ownership, the details and signatures of all co-owners are required.

3 Surname and name / company name of the registered owner of the shares if different from the holder of the voting right. In cases of co-ownership, the details of all co-owners are required.

4 Reference number of the notice issued by the intermediary (if any) and the name of the intermediary.

N.B.: The proxy will be valid provided that Intesa Sanpaolo timely receives the notice issued by an authorised intermediary at the request of the person authorised to attend and exercise the voting right.

DISCLOSURE*

INFORMATION NOTICE TO NATURAL PERSONS PURSUANT TO ART. 13 AND 14 OF REGULATION (EU) 2016/679 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 27 APRIL 2016 (HEREINAFTER "NOTICE")

Pursuant to art. 13 and 14 of Regulation (EU) 2016/679, the data indicated in the proxy form will be processed by Intesa Sanpaolo in its capacity as Data Controller to manage the shareholders' meeting procedures. The processing of your Personal Data is also aimed at the fulfillment of national and community regulations; in such cases, processing is mandatory, and your consent is not required.

The data must be provided in order to make use of the above-mentioned options. Note that if the data is not provided it will not be possible to process your request.

Your Personal Data will be processed using manual, electronic and telematic tools with logics strictly related to the purpose and in a way that ensures its security and confidentiality. The data will be retained only for the time necessary to satisfy the purpose for which it was obtained, after that they will be cancelled.

Your Personal Data will be processed by Companies of Intesa Sanpaolo Group, subsidiaries and third parties (companies, freelancers, ect.). Your Personal Data may be communicated to Authorities (eg judicial, administrative, etc ...) and public information systems established at public administrations. All these subjects will process the Data as Data Controllers, Joint Data Controllers or Data Processors.

Your Personal Data are processed by the Bank inside the European Union and are not disclosed. If necessary, for technical or operational reasons, the Bank reserves the right to transfer your Personal Data to countries outside the European Union, vis-à-vis the "adequacy" decisions of the European Commission or based on the appropriate safeguards, or specific derogations provided by Regulation.

In your capacity as Data subject, you may exercise, at any time towards the Data Controller, the rights provided by art. 15 and following of Regulation (EU) 2016/679 (right of access, right to rectification, right to erasure, right to restriction of processing, right to data portability, right to object) by sending a specific request in writing to the e-mail address dpo@intesasampaolo.com or privacy@pec.intesasampaolo.com or via post to the address Intesa Sanpaolo S.p.A., Piazza San Carlo, 156 - 10121 Torino, Italy.

Notwithstanding your right to appeal to any other administrative or jurisdictional court, should you deem that the processing of your Personal Data takes place in breach of the Regulation and/or the applicable regulations, you may lodge a complaint with the Data Protection Authority.

Signature of acknowledgement of the information notice pursuant to art. 13 and 14 of Regulation (EU) 2016/679.

(by the representative)

* Disclosure for natural person only.