



ORDINARY SHAREHOLDERS' MEETING OF 30 APRIL 2019

CANDIDATES FOR THE POSTS OF BOARD DIRECTORS
AND MANAGEMENT CONTROL COMMITTEE MEMBERS

LIST No. 1 submitted by:

Compagnia di Sanpaolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze and Fondazione Cassa di Risparmio in Bologna

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

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"), scheduled for 30 April 2019, 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 2019/2020/2021,

- 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,

the shareholder **COMPAGNIA DI SAN PAOLO**, with registered office in Torino, Corso Vittorio Emanuele II 75, fiscal code 00772450011, holder of no. 1,188,947,304 shares, equal to 6.79% of the share capital,

also in the name and on behalf of the following shareholders, subscribers to the shareholders' agreement published on 1 March 2019:

FONDAZIONE CARIPLO, with registered office in Milano, Via Manin 23, fiscal code 00774480156, holder of no. 767,029,267 shares, equal to 4.381% of the share capital,

FONDAZIONE CASSA DI RISPARMIO DI PADOVA E ROVIGO, with registered office in Padova, Piazza Duomo 15, fiscal code 92057140284, holder of no. 334,111,188 shares, equal to 1.908% of the share capital,

FONDAZIONE CASSA DI RISPARMIO DI FIRENZE, with registered office in Firenze, Via Bufalini 6, fiscal code 00524310489, holder of no. 323,653,747 shares, equal to 1.848% of the share capital,

FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA, with registered office in Bologna, Via Farini 15, fiscal code 00499230373, holder of no. 282,124,391 shares, equal to 1.611% of the share capital

holding as a whole a total of no. 2,895,865,897 shares, equal to 16,539% of the share capital

- having acknowledged the requirements prescribed by the current regulations and the Articles of Association for members of the Board of Directors and the Management Control Committee¹;
- having acknowledged the guidelines and recommendations provided by the outgoing Board of Directors in the document "Qualitative and quantitative composition of the Board of Directors", available on the website group.intesasanpaolo.com and, specifically, the representations contained therein with reference to the suitability requirements for both Board members and the Board as a whole;

¹ See, in particular: Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in Directive 36/2013; "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as updated in May 2018.





- **proposes**, also in connection with Article 13.1 of the Articles of Association, and with reference to paragraph 3, letter a), of the agenda of the Shareholders' Meeting, that a number of 19 (nineteen) directors be appointed to the Board;
- **submits**, pursuant to Article 14 of the Articles of Association, and with reference to paragraph 3, letter b), of the agenda of the Shareholders' Meeting, the attached list consisting of n. 17 candidates divided into two sections, both in a progressive order indicating, in the first section, candidates for the posts of Board Directors who are not candidates for posts of Management Control Committee members, and, in the second section, candidates for the posts of Board Directors and Management Control Committee members;
- **attests** in this regard that the list:
 - ensures the balance of genders set by current regulations;
 - 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 Association;
 - contains, in the second section, at least one candidate every two or fraction of two who meets said professionalism requirement;
- **proposes**, with reference to paragraph 3, letter c), of the agenda of the Shareholders' Meeting, the appointment of Gian Maria Gros-Pietro as Chairman of the Board of Directors and of Paolo Andrea Colombo as Deputy Chairman of the Board of Directors.

* * *

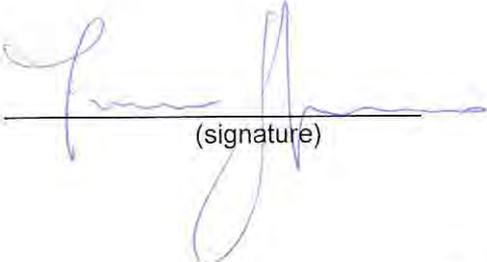
In accordance with current regulations and the Articles of Association, and in support of the aforementioned list, the original of the following documentation is attached:

- **proxies** for the submission of the list;
- **communications certifying the title** by the shareholders Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Padova e Rovigo, Fondazione Cassa di Risparmio di Firenze e Fondazione Cassa di Risparmio in Bologna of the shareholding required for the presentation of the list;
- **declaration** – according to the form made available by the Company - 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 incompatibility, that he/she satisfies the suitability requirements for the office as detailed in professionalism, integrity and independence requirements as well as in criteria of competence, reputation and fairness, time commitment and limitation of directorships, required of all or some of the Board members by law, regulations and the Articles of Association, and, for candidates to the posts of Management Control Committee members, 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,

27 MAR. 2019

(Place and date)



(signature)

Spettabile
Intesa Sanpaolo SpA
Piazza San Carlo, 156
10121 Torino

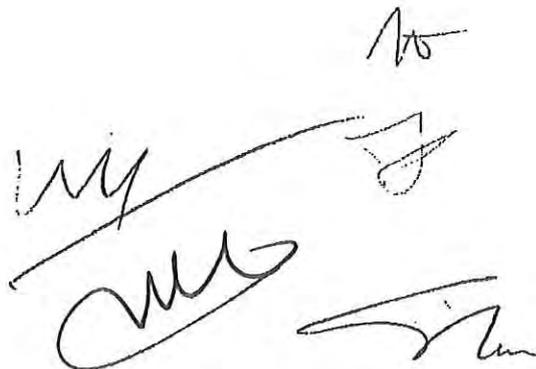
Gli azionisti (Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cariparo, Fondazione C.R. Firenze e Fondazione Carisbo) hanno inteso esprimere la loro adesione agli orientamenti manifestati dal Consiglio di Amministrazione uscente di Intesa Sanpaolo per la composizione della lista di candidati alla nomina del nuovo Consiglio e Comitato per il controllo sulla gestione per gli esercizi 2019-2021.

Tenendo conto di tali indicazioni la lista presentata è diretta ad assicurare:

- la conferma del numero di 19 consiglieri per la composizione quantitativamente ottimale avuto riguardo alla struttura e allo svolgimento delle funzioni proprie dell'organo collegiale e dei suoi comitati nel quadro del modello monistico di una banca di dimensione e complessità significativo, tenendo anche conto delle esigenze di efficacia, qualificata indipendenza e delle importanti condizioni di approfondimento ed impegno attesi
- continuità di composizione con la conferma di un numero significativo di consiglieri uscenti, nel proposito di garantire la stabilità delle esperienze maturate e ad un tempo corrispondere ad un bilanciato segnale di rinnovamento coerente con solidi requisiti di idoneità e tale da assicurare la permanenza sia nel Consiglio che nel Comitato per il controllo sulla gestione di una complementarità ed opportuna integrazione di persone e profili professionali
- un riscontro concreto, in particolare, anche alle esigenze di continuare ad esprimere professionalità pienamente in linea con le attese elevate in termini di qualità per conoscenze ed esperienze, mediante la selezione di profili coerenti con skill di competenze ed attitudini che possano assicurare una composizione qualitativamente diversificata e ben equilibrata e, ad un tempo, corrispondere alla esigenza di rafforzamento in aree coerenti con la realizzazione del piano d'impresa
- una attenzione sensibile alla opportunità di comporre una squadra di assoluto valore, coesa e pronta a svolgere il ruolo di stimolo e cooperazione con il Consigliere esecutivo, che ne è parte, per guidare la società verso gli obiettivi di grande rilievo delineati per lo sviluppo della banca del Gruppo

SEZIONE 1

1 GROS PIETRO	GIAN MARIA
2 COLOMBO	PAOLO ANDREA
3 MESSINA	CARLO
4 CERUTI	FRANCO
5 GORNO TEMPINI	GIOVANNI
6 LOCATELLI	ROSSELLA
7 NEBBIA	LUCIANO
8 PICCA	BRUNO



Handwritten signatures and initials, including a large signature at the bottom left and several smaller ones to the right.

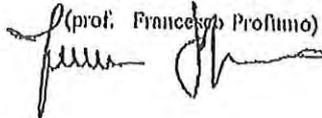
9 POMODORO
10 STEFANELLI
11 WEBER
12 ST'ANGHELLINI
13 LAVATELLI
14 MANNA

LIVIA
MARIA ALESSANDRA
GUGLIELMO
LORENZO
ERNESTO
MARINA

SEZIONE 2

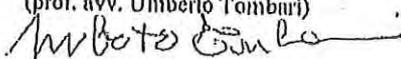
1 MOSCA
2 MOTTA
3 ZOPPO

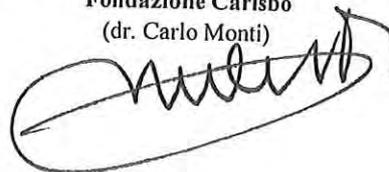
FABRIZIO
MILENA TERESA
MARIA CRISTINA

Compagnia di San Paolo
(prof. Francesco Profumo)


Fondazione Cariplo
(avv. Giuseppe Guzzetti)


Fondazione Caripuro
(prof. Gilberto Muraro)


Fondazione CR Firenze
(prof. avv. Umberto Tamburi)


Fondazione Carisbo
(dr. Carlo Monti)


Roma, 22 marzo 2019

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Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by *Campagna di San Paolo, Fondazione Crippa, Fondazione Cassa di Risparmio di Padova e Rovigo (*)* I, the undersigned *Gian Maria Grassi Pietro* (fiscal code *GRS67NR42B041219N*), born in *Turin, Italy* on *4.2.1962* and resident in *Turin, Italy* address *Strada Valsalice 89* nationality *ITALIAN*, profession *MANAGER*

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

➤ **With regard to independence ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association⁽⁴⁾;
- I do not meet the above-mentioned independence requirements; *only as I am at present Chairman of Intesa Sanpaolo*
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 - administration or control activities or managerial tasks in companies;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

() follows: Fondazione Cassa di Risparmio di Firenze, Fondazione Cassa di Risparmio di Bologna* ¹

- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;
- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁽⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁽⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	Basic/good	Very good/Excellent ⁷
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>3. Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

- | | | |
|--|-------------------------------------|-------------------------------------|
| 4. Strategic view and planning | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. Business and/or corporate management | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and internal control system | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. Digital & Information technology | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: Chairman of the Board ; Management Board Chair
 Company or entity concerned: Intesa Sanpaolo
 Period: 2016 - 2019 , 2013 - 2016

Area and Activities performed: Chairman
 Company or entity concerned: ATLANTIA
 Period: 2002 - 2010

Area and Activities performed: Chairman
 Company or entity concerned: ENI
 Period: 1999 - 2002

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as

well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;

I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.

- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;

- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

I am currently employed in the public sector, but I benefit from 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 Board of Directors;

I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am
..... at

.....⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

⁸ Please enter the office held and the details of Public Authority employer

Lastly, I declare that

- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

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

Turin March 27th 2019
(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.

Gian Maria Gros-Pietro CV

19 March 2019

Chairman of the Board of Directors of Intesa Sanpaolo since April 2016, after being Chairman of its Management Board from May 2013, he is currently the (non-executive and independent) Chairman of ASTM S.p.A. and Lead Independent Director of Edison S.p.A. (he will leave this position on 2 April 2019). He is Deputy Vice Chairman of ABI and a member of its Executive Committee. He is chairing the Committee of Market Operators and Investors (COMI) at Consob and he is a member of the Corporate Governance Committee of Borsa Italiana. He was an Independent Director at FIAT for nine years (2005-2014), also chairing its Audit Committee, Chairman of Atlantia (2002 -2010), Chairman of ENI (1999-2002) and IRI (1997-1999). Among his previous assignments in banking, he was Senior Advisor for Italy of Société Générale Corporate & Investment Banking (2005-2009) and a member of the European Advisory Board of Rothschild & Cie Banque (2002-2005).

At LUISS University, where he currently sits as a member of the Board of Directors, he served as Head of the Department of Economics and Business from 2004 to 2011. Previously he was a full professor of Business Economics first at Turin University and then at LUISS University, from 1974 to 1995 he was Director of the Institute for Economic Research on Firms and Growth, the main body of the Italian National Research Council in the economic field.

A handwritten signature in black ink, appearing to read 'G.M. Gros-Pietro', is centered at the bottom of the page.

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years

2019/2020/2021, as per slate submitted by
COMPAGNIA SAN PAOLO FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO PADOVA e Rovigo
I, the undersigned CORRADO PAOLO ANDREA (fiscal code
044000127057), born in MILANO on
12/04/1953 and resident in MILANO
address VIA TAPPALTO HIPO 4/10, nationality
ITALIAN, profession DOTTORE COMMERCIALISTA

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting; I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

➤ **With regard to independence ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association⁽⁴⁾;
 I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 administration or control activities or managerial tasks in companies;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders - issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE, FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA

- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;
- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
1. <i>Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the the complexity of the Bank)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. <i>Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. <i>Regulations of the banking industry and financial activities</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

- | | | |
|--|-------------------------------------|-------------------------------------|
| 4. Strategic view and planning | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. Business and/or corporate management | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and Internal control system | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. Digital & Information technology | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: STATUTORY AUDITOR, CHAIRMAN OF STATUTORY
 Company or entity concerned: ENI SPA
 Period: 2002-2011

Area and Activities performed: CHAIRMAN
 Company or entity concerned: ENEL SPA
 Period: 2011-2014

Area and Activities performed: CHAIRMAN
 Company or entity concerned: SAIPEM SPA
 Period: 2015-2018

STATUTORY AUDITOR AND BOARD MEMBER

2

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as

(*) DEPUTY CHAIRMAN AND CHAIRMAN OF THE
REMUNERATION COMMITTEE - INTESA SANPAOLO
(2016-2019)

- PROFESSOR OF FINANCIAL ACCOUNTING,
AT BOCCONI UNIVERSITY (MILAN)
(1989-2010)

~~✱~~

well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
 - I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.
- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quarter of Legislative Decree 58/1998;
- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am currently employed in the public sector, but I benefit from 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 Board of Directors;
 - I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am at^(B) and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

^B Please enter the office held and the details of Public Authority employer

Lastly, I declare that

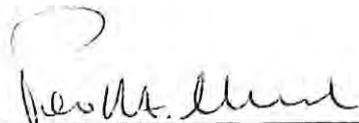
- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Milan, 25.03.2019
(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.



DOTT. PAOLO A. COLOMBO
FORO BUONAPARTE 69
20121 MILANO
TEL.: 02 72005255 – 02 72000646
FAX: 02 8690528
e-mail: paolo.colombo@uni-bocconi.it

CURRICULUM VITAE

- Born on April 12th, 1960
- Exchange Student at New York University, College of Business and Public Administration (September 1982 - January 1983)
- Business Administration Degree at “Luigi Bocconi” University (Milan) on February 27th, 1984. Grade: 110/110 cum laude
- Qualified as Registered Chartered Accountant (“Dottore Commercialista”) on February 14th, 1985 at “Luigi Bocconi” University (Milan)
- Auditor
- Researcher at the Chair of Accounting (“Contabilità e Bilancio”) of “Luigi Bocconi” University (Milan) (1989-2010) e currently Senior Professor at the Bocconi University
- Chartered in the Register of Technical Consultants of the Court of Milan
- 1985-1993: Registered Chartered Accountant in the firm of Prof. Angelo Provasoli
- 1993-2006: Founder and partner of Studio Colombo, firm operating in corporate finance advisory
- 2006-2012: Co-Founder and Partner of Borghesi Colombo & Associati, independent advisory firm
- From 2012: Founding Partner and Chairman of Colombo & Associati, an independent advisory firm offering the following services:

1) Corporate Finance

- company valuation;
- assistance in counterparties identification for transactions involving the disposal or the acquisition of companies or shareholdings;
- contractual and valuation assistance in negotiations concerning the acquisition or disposal of companies or shareholdings;
- economic-financial advisory in corporate finance transactions (mergers and acquisitions, transfers, demergers, capital markets transactions);
- financial and economic assistance in corporate and financial restructuring;
- assistance in the collection of financial resources by equity and debt in different technical forms;
- assistance in insolvency proceedings;
- advisory to entities in acquisitions of companies or shareholdings from companies in insolvency proceedings;

2) Business Advisory

- Corporate governance;
- Corporate restructuring and reorganization;
- Assistance to family businesses in generational change processes;

3) Fairness Opinions

- preparation of fairness opinions with reference to corporate transactions, such as sales of shareholdings or companies, mergers, demergers, exchange of shares, takeover bids, etc.;
- opinions pursuant to art. 2343 c.c. (conferrals), 2343-bis of the Civil Code (transfers to companies during the two years from the constitution);



- fairness opinions pursuant to Articles 2501-quinquies and 2504-novies c.c. (exchange ratios in mergers and demergers);
- arbitration proceedings with regards to evaluation problems.

- **Currently held positions**

He is currently member of the Board of Directors of the following companies:

- Vice-Chairman of the Board of Directors of *Intesa Sanpaolo*

- **Previously held positions**

In the past he has been member of the Board of Directors and of Statutory Auditor in numerous industrial and financial companies, including:

- Chairman of the Board of Directors of *Saipem*;
- Chairman of the Board of Directors of *ENEL* and *ENEL Distribuzione*;
- Board member of *ENI*, *Alitalia*, *Mediaset* and *Publitalia '80* (*Mediaset Group*), *Interbanca* (*Banca Popolare Antonveneta Group*), *GFT* (*HDP Group*), *Aurora* (*Unipol Group*), *Pirelli Pneumatici* (*Pirelli Group*), *RCS Quotidiani* (*Group RCS Mediagroup*) and independent director of *Cartiera Sottrici Binda* representing the shareholder banks as part of the Company's restructuring plan; he was an independent director and a member of the Audit Committee of *Saipem* (*ENI Group*), as a minority representative appointed by a group of institutional investors, as well as an independent director of *TIM* (until its incorporation into Telecom Italia), *Fila Holding*, *RCS Libri* and *RCS Broadcast* (*RCS Mediagroup Group*), *SIAS* (*Gavio Group*), *Ceresio SIM*, *Tassara*, *Versace*, as well as Chairman of *Sintesi* (parent company of the *Cabassi Group*) and of *Partecipazioni Italiane* (*Banco Popolare Group*) for which he has prepared the respective financial restructuring plans;



- Chairman of the Board of Statutory Auditors of *Eni, Stream (Telecom - Newscorp Europe), Saipem (Eni Group), Ansaldo STS (Finmeccanica Group), Aviva Vita* and *GE Capital Interbanca (General Electric Group)*;
- Standing auditor of *Winterthur and Credit Suisse (Italy) (Credit Suisse Group), Postecom (Poste Italiane Group), Banca Intesa and Caboto SIM (Banca Intesa Group), Lottomatica (De Agostini Group), Intermonte Securities SIM (Montepaschi Group of Siena), Agos Service (Credit Agricole Group), Munich Re, Credit Agricole Assicurazioni Italy (Credit Agricole Group), Techint Finanziaria, HDPNet (HDP Group), Internazionale FC, Videotime (Mediaset Group), Gian Marco Moratti SapA and Massimo Moratti S.a.p.A. (Saras parent companies), Humanitas Mirasole (Techint Group), SACBO*; he was also an Statutory Auditor of *Montedison* (until the latter was merged into a *Compart*) on the designation of a group of institutional investors and standing Statutory Auditor of *Legler* representing the creditor banks as part of the Company's restructuring plan.

PUBLICATIONS

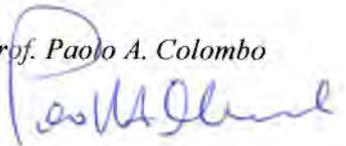
- “La determinazione del capitale economico di un’azienda: la valutazione delle partecipazioni”, in *Rivista dei Dottori Commercialisti*, 1986, n. 2;
- “I criteri di valutazione in “La IV e VII Direttiva CEE nel progetto di attuazione””, Giuffrè, 1989;
- “Gli aspetti fiscali delle operazioni di acquisizione e fusione in “Fusioni e acquisizioni: aspetti strategici, finanziari e organizzativi”, Mc Graw Hill, 1990;
- “L’economicità di gestione di una finanziaria di partecipazione in rapporto alle decisioni aziendali in tema di struttura finanziaria, politica di impiego e diversificazione operativa, in “Scritti in onore del Prof. Carlo Masini”;

DOTT. PAOLO A. COLOMBO

- “Riforma del diritto societario, *business combinations* e *intangibles* : una soluzione parziale e transitoria”, in “La Valutazione delle Aziende”, 2002, n. 27.

Milan, 25th March 2019

Prof. Paolo A. Colombo



This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by

COMPAGNIA DI SANPAOLO - FONDAZIONE CARIPLO - FONDAZIONE CR ROMA - FONDAZIONE CR PIEMONTE
I, the undersigned CARLO HESSIJA (fiscal code FONDAZIONE CR PIEMONTE
HSSGR LG 2 DDGH5017), born in ROMA on CR BERGAMO
6.4.62 and resident in ROMA
address VIA AGRILIA nationality
ITALIANA profession MANAGER

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

➤ **With regard to independence ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association⁽⁴⁾;
- I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 - administration or control activities or managerial tasks in companies;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;
- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- I meet the specific requirements for the office of Managing Director established by the applicable regulations;
- I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the the complexity of the Bank)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>3. Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

- | | | |
|--|--------------------------|-------------------------------------|
| 4. Strategic view and planning | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. Business and/or corporate management | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and internal control system | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12. Digital & Information technology | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: CEO AND MANAGING DIRECTOR OF INTEIA SAN PAOLO
Company or entity concerned: _____
Period: SEPTEMBER 2013

Area and Activities performed: KEY MANAGER OF INTEIA SAN PAOLO (ACE 2007
Company or entity concerned: _____
Period: _____

Area and Activities performed: _____
Company or entity concerned: _____
Period: _____

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as

well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

- I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;

- I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.

- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;

- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

- I am currently employed in the public sector, but I benefit from 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 Board of Directors;

- I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am

..... at
.....⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

⁸ Please enter the office held and the details of Public Authority employer

Lastly, I declare that

- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

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

MILANO 27 MARCH 2019
(Place and date)


(Signature)

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You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.

Carlo Messina has been the Managing Director and Chief Executive Officer of Intesa Sanpaolo since September 29th, 2013. He is a graduate of Economics and Business from the Luiss University of Rome. He began his career in Banca Nazionale del Lavoro in 1987, where he held the position of Manager in charge of the Corporate Finance and Primary Markets Department. While developing his professional career, he carried out intense academic activities as Professor of Economics of Financial Intermediaries at the Business Administration Master of the Luiss School of Management and as Professor of Corporate Finance at the Department of Economics and Business of Ancona University. In 1992 he joined Bonifiche Siele Finanziaria (Parent Company of the Banca Nazionale dell'Agricoltura banking group), where he held the position of Manager in charge of the Planning and Strategic Control Department. In 1996 he took on the role of Manager in charge of Planning at Banco Ambrosiano Veneto, where in 1997 he became the Manager in charge of the Planning Department.

In Banca Intesa, Carlo held the position of Head of Planning and Banking Research Department from 1998 and went on to become Head of the Management Control Head Office Department in 2001 and Head of the Planning and Control Head Office Department in 2002. In Intesa Sanpaolo, in 2007 he became Head of the Value Creation Governance Area, and then became Chief Financial Officer in 2008 and General Manager and Chief Financial Officer in 2012. In May 2013, he became General Manager and Head of the Chief Financial Officer Governance Area, and in June 2013 General Manager, Head of the Chief Financial Officer Governance Area, and Head of the Banca dei Territori Division. In September 2013, he took on the role of Managing Director and CEO (Management Board), General Manager, and Head of the Banca dei Territori Division. In January 2016, he was Managing Director and CEO (Management Board) and General Manager, and, since April 2016, he has held the same positions within the new one-tier governance system adopted by the Bank.

He is currently a member of the Executive Committee of ABI (Italian Banking Association) and has been a member of the Bocconi University Board since November 2014.

On June 1st, 2017, Carlo Messina was knighted for Services to Industry "Cavaliere del Lavoro" by the President of the Italian Republic, Sergio Mattarella.

He is a Fellow of the Foreign Policy Association in New York and as of June 2017, he is a Visiting Fellow of the University of Oxford.

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - convened for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial

years 2019/2020/2021, as per slate submitted by COMPAGNIA DI SANPAOLO, FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO E ROVIGO
 I, the undersigned FRANCO CERUTI (fiscal code CRTPN052H13B918Z) born in BRUNATE (CO) on JUNE 13, 1959 and resident in address ROMA N° 15 nationality ITALIAN profession CONSULTANT

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations (1) and the Articles of Association (2).

I also declare that

➤ **With regard to independence (3)**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association(4);
- I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 - administration or control activities or managerial tasks in companies;
 - professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE,
 FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA



pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;

d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁽⁵⁾

- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- I meet the specific requirements for the office of Managing Director established by the applicable regulations;
- I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;

e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company⁽⁶⁾;

f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
<i>good/Excellent⁷</i>	<i>Basic/good</i>	<i>Very</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the the complexity of the Bank)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>3. Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>4. Strategic view and planning</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.



- | | | |
|--|-------------------------------------|-------------------------------------|
| 5. Business and/or corporate management | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and internal control system | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12. Digital & Information technology | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: AREA DIRECTOR AND REGIONAL DIRECTOR
Company or entity concerned: INTEASANPAOLO SPA
Period: 1996 - 2014

Area and Activities performed: BOARD MEMBER
Company or entity concerned: ISP PRIVATE BANKING (SINCE 2005) - BANCA PROSSIMA (SINCE 2009)
Period: MEDIOCREDITO IT (SINCE 2016) - INTEASANPAOLO SPA (SINCE 2016)
MILAN CHAMBER OF COMMERCE, INDUSTRY, HANDICRAFT, AGRICULTURE (SINCE 2012)

Area and Activities performed: PRESIDENT
Company or entity concerned: LOMBARDY REGIONAL COMMISSION OF THE ITALIAN BANKING ASS.
Period: 2008 - 2014

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;



- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ **With regard to offices in companies and institutions and time commitment**

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
 - I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.
- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to situations of ineligibility or incompatibility**

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am currently employed in the public sector, but I benefit from 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 Board of Directors;
 - I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am at^(B) and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

^B Please enter the office held and the details of Public Authority employer



Lastly, I declare that

- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

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

MILAN, MARCH 27th 2018
(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the above mentioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.

Franco Ceruti (Brunate, 1952)

He joined Cariplo in 1973 and spent his entire professional career within the Intesa Sanpaolo Group.

He started to hold management roles in 1982, gaining professional experience mainly in the territorial network, and held the position of Manager at a number of Branches and Offices, as well as Territorial Areas in Lombardy, Veneto, Trentino Alto Adige and Friuli.

He became Regional Manager of the Parent Company in 2002, and, in 2008, he took up the position of Manager of the Regional Department for Milan and its Province.

He was President of the Lombardy Regional Commission of the Italian Banking Association (ABI) from 2008 to 2014.

In 2011, with decree signed by the President of the Italian Republic, he was honoured with the long-service star and awarded the title of Master of Labour.

He currently sits on the boards of Intesa Sanpaolo Private Banking S.p.A., Mediocredito Italiano S.p.A., Banca Prossima S.p.A., Intesa Sanpaolo Assicura S.p.A. (until 2017), Intesa Sanpaolo Expo Institutional Contact S.r.l. and Fondazione per Innovazione del terzo settore (FITS).

He has been a member of the Board at the Milan Chamber of Commerce, Industry, Handicraft and Agriculture since 2012.

March 2019

A handwritten signature in black ink, appearing to read 'Franco Ceruti', with a long horizontal flourish extending to the right.

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by COMPAGNIA DI SAN PAOLO FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO DI PADOVA ERONIGIO * I, the undersigned GIOVANNI GORNO TETPIM (fiscal code GRNGNKG2B18B157V), born in BRESCIA on 18/02/1962 and resident in MILANO address VIA RUCCINI 1 nationality ITALIAN profession MANAGER

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations (1) and the Articles of Association (2).

I also declare that

➤ **With regard to independence (3)**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association (4);
 I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 administration or control activities or managerial tasks in companies;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – Issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 16 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE
FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA



- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;
- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of Independent auditors and have practised, for a period of at least three years, as an Independent auditor or performed the functions of member of a control body in a limited company ⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>3. Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁵⁾ Article 13.4.4. of the Articles of Association

⁶⁾ Article 13.4.2 letter a) of the Articles of Association

⁷⁾ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

- | | | |
|--|-------------------------------------|-------------------------------------|
| 4. Strategic view and planning | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. Business and/or corporate management | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and internal control system | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. Digital & Information technology | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: GLOBAL MARKETS
 Company or entity concerned: J.P. MORGAN
 Period: 1987 - 2001

Area and Activities performed: GLOBAL MARKET & I. BANKING
 Company or entity concerned: BANCA INTESA
 Period: 2001 - 2009

Area and Activities performed: CEO & CHAIRMAN
 Company or entity concerned: CASSA DEPOSITI E PRESTITI / FONDO STRATEGICO
 Period: 2010 - 2015

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

> **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as

well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

- I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
- I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.

- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quarter of Legislative Decree 58/1998;
- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am currently employed in the public sector, but I benefit from 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 Board of Directors;
 - I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am at⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

⁸ Please enter the office held and the details of Public Authority employer

Lastly, I declare that

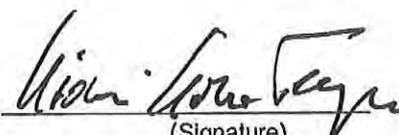
- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Milano, 25th March
(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. Judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.

GIOVANNI GORNO TEMPINI

Chairman of Fondazione Fiera Milano since 2016.

A member of the Board of Directors of Intesa SanPaolo Spa, Avio Spa, Willis Towers Watson Spa, Libera Università Internazionale degli Studi Sociali Guido Carli (LUISS), AIRC (Cancer Research Italian Association) and FIRC (Italian Cancer Research Foundation). Italian Industry Advisor for the Private Equity Fund Permira and Senior Advisor for Partners Spa. He is also member of the Scientific Board of Fondazione Aristide Merloni, member of the Board of Assonime and member of the Board of AIFI (Italian Private Equity and Venture Capital Association).

Giovanni Gorno Tempini is an MBA Program professor at the SDA Bocconi School of Management and professor of Finance at Ca' Foscari University in Venice.

CEO of "Cassa depositi e prestiti" Spa (Deposits and Loans Fund) from May 2010 to July 2015.

Former President of the Italian Strategic Fund from August 2011 to July 2015 and Managing Director of CDP Reti Spa from December 2014 to July 2015. In addition to performing the functions associated with these offices, he played a key role in opening the capital of the two companies to international institutional investors.

Previously Managing Director and a member of the Board of Directors of the Mittel Group from November 2007 to May 2010.

During this period also served as Vice President of Sorin Spa, President of Hopa Spa and a Board Member of A2A Spa.

A tenure in the Intesa Sanpaolo Group as head of Investment Banking and Structured Finance from 2001 to 2007 and Managing Director of Banca Caboto (now Banca IMI) from 2001 to 2005. Head of the Finance and Treasury for the Group from 2006 to 2007.

Began his career with JP Morgan in 1987 working in the Global Markets sector, holding various management positions with JP Morgan in Milan and London, where he was in charge of Italy and EMEA.

Also Chairman of the "Technical Commission for Finance " at ABI (Italian Banking Association) from 2006 to 2007, member of the Board of Directors of Borsa Italiana S.p.A. (Italian Stock Exchange) from 2001 to 2007, of MTS (European Bond Exchange) from 2001 to 2006, of EuroMTS from 2002 to 2006 and of ISDA (International Swaps and Derivatives Association) from 2006 to 2007, member of the Board of Directors of AIFI (Italian Private Equity and Venture Capital Association) until May 2010.

Former contract professor at LIUC University in Castellanza (Varese) from 2004 to 2010.

A former member of the Board of Collegio San Carlo in Milan.

Giovanni Gorno Tempini graduated with a degree in Economics and Commerce from Luigi Bocconi University in Milan in 1987.



March 2019

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by

COMPAGNIA DI SANPAOLO FONDAZIONE CARIPLO FONDAZIONE CASSA DI RISPARMIO DI PADOVA E ROVIGO *
I, the undersigned ROSSELLA LOCATELLI (fiscal code
LCT RSL 02645 D&G 9 U), born in GIALLARATE (VA) on
05/05/1960 and resident in CASSANO
address..... nationality
MAGNAGO (VA), profession FULL PROFESSOR

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

➤ **With regard to independence ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association⁽⁴⁾;
 I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 administration or control activities or managerial tasks in companies;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE
FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA

- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;
- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of Independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
1. <i>Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. <i>Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. <i>Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

- | | | |
|--|-------------------------------------|-------------------------------------|
| 4. Strategic view and planning | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. Business and/or corporate management | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and Internal control system | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12. Digital & Information technology | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: BOARD MEMBER - CHAIR OF RISK COMMITTEE
 Company or entity concerned: INTESA SAN PAOLO
 Period: 2010-2019

Area and Activities performed: SUPERVISORY BOARD MEMBER
 Company or entity concerned: INTESA SAN PAOLO
 Period: 2013-2016

Area and Activities performed: TEACHING AND RESEARCH ON BANKING AND FINANCE
 Company or entity concerned: INSUBRIA UNIVERSITY
 Period: 1994 - NOW

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to Integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as

well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;

I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.

- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;

- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

I am currently employed in the public sector, but I benefit from 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 Board of Directors;

I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am FULL PROFESSOR (TEMPO DEFINITO) at INSUBRIA UNIVERSITY.....^(B) and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

^B Please enter the office held and the details of Public Authority employer

I DON'T NEED TO BE
AUTHORIZED AS I HAVE
CHOSEN "TEMPO DEFINITO"
STATUS

Lastly, I declare that

- p) In the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Cassano Mizzuolo, 2019, March 25th
(Place and date)

Amellocelli
(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

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ROSSELLA LOCATELLI

CURRICULUM VITAE

Born in Gallarate (Va) on may 5th, 1960. Female. Married, one son and two daughters.

QUALIFICATION AND CURRENT ACADEMIC POSITION

Full Professor in Banking and Finance, Department of Economics, University of Insubria, Varese-Como. She teaches the following courses: Financial Intermediaries Economics and Banking Management.

Director of CRIEL (Research Center on Internationalization of Local Economies), Department of Economics, University of Insubria, Varese-Como (since 2017).

Vice Director of CREARES (Research Center on Business Ethics and Corporate Social Responsibility), Department of Economics, University of Insubria, Varese-Como (since january 2017).

Board Member (appointed by Academic Senate) of "Giovanni Valcavi for Insubria University" Foundation (since 2009).

Faculty Board Member of Economics and Management of Technology Doctorate (PhD) Course (DREAMT), University of Pavia and University of Bergamo.

Chair of the Third Mission (Terza Missione) Committee, Department of Economics, University of Insubria

Member of Scientific Board of some Scientific Journals, among others, "Banca Impresa Società", Il Mulino

Member of Scientific Board at some Resaerch Centers at the Universisty of Insubria and Member of some Reaserch Associations

Member of some Commissions established by Varese Chamber of Commerce (on Credit and on Cooperation and Social Entrepreneurship)

SCIENTIFIC AND RESEARCH EXPERIENCE

ACADEMIC CURRICULUM

- University Degree in Economic and Banking Sciences (Scienze Economiche e Bancarie), Università Cattolica del S. Cuore di Milano, July 10th, 1984, marks 110/110 cum laude, supervisor Prof. Francesco Cesarini.
- Post Graduate Scholarship "M. Liguori", Università Cattolica del S. Cuore di Milano assigned by Istituto di Studi Superiori "G. Toniolo" for academic year 1984/1985 e 1985/1986.
- University Researcher, at the Faculty of Banking, Financial and Insurance Sciences of the Università Cattolica del S. Cuore from 1986 to 1998.



- Associate Professor at the Faculty of Economics of University of Insubria since november 1th, 1998.
- Full Professor at the Faculty of Economics of University of Insubria since june 1th, 2001.
- Dean of the Faculty of Economics of University of Insubria (october 2002-october 2008)
- Member of Academic Senate and of Senate Commissions (for Real Estate, Funding, Research) (october 2002-october 2008)
- Chair of Funding Commission at the Senate (november 2007-october 2008)
- Delegate of the Rector for relationship with local istitutions (november 2004 – october 2012)
- Delegate of the Rector for relationship with industrial framework and for Expo 2015 (february 2014 – october 2018).
- Director of CREARES (Research Center on Business Ethics and Corporate Social Responsibility), Department of Economics, University of Insubria, Varese-Como (since foundation in 2004 to december 2016).

SCIENTIFIC ACTIVITY AND APPOINTMENTS

- She is author of a number of articles and books on management and regulation items in banks and insurance companies, on banking and insurance markets structure and evolution.
- She participates to many scientific conferences on items regarding Economics and Management of Banks, Financial Intermediaries and markets.
- She organized several conferences and courses (master e and update courses) on topics of interest for credit and finance, local development, social entrepreneurship, volunteer organizations, corporate social responsibility in firms and in banks.
- She managed social reporting for University of Insubria, after ten years from its foundation.
- Member of Financial Intermediaries and Markets and Finance Scientific Association (Associazione dei Docenti di Economia degli Intermediari Finanziari e Finanza Aziendale, ADEIMF) since its constitution. Since february 2013 to february 2019, member of the Board of ADEIMF. Since march 2106 to february 2019 President of the Association ADEIMF.
- Member of Accademia Italiana di Economia Aziendale (AIDEA), and board member since January 2018 to february 2019.
- Member of Scientific Committee of the Center of Scientific Culture “Alessandro Volta”- Como (april 2007-april 2010)



- Member of Scientific Committee of CRIEL (Research Center on Internationalization of Local Economies), Department of Economics, University of Insubria, Varese-Como (since 1998).
- Member of Scientific Committee of CRESIT, Research Centre On Economics, Healthcare, Innovation, Local Environment (Centro di Ricerca Interdipartimentale su Economia, Sanità Innovazione e Territorio) University of Insubria
- Member of Scientific Committee ARIME, Research Association on Enterprises, Financial Intermediaries, Markets (since gennaio 2012)
- Member (since foundation in 2009) of the “Osservatorio Cooperazione e Imprenditorialità Sociale”, at the Chamber of Commerce in Varese (Camera di Commercio Industria e Artigianato)
- Member (since 2005) of the “Osservatorio sul Credito”, istituito at the Chamber of Commerce in Varese (Camera di Commercio Industria e Artigianato di Varese)
- Board Member of “Giovanni Valcavi per l’Università dell’Insubria” Foundation, on appointment of Academic Senate (since 2009)

PROFESSIONAL EXPERIENCE

She has been board member in financial intermediaries, banks, listed companies.

She has been member of Supervisory Board in some financial intermediaries (SGR) and banks, by appointment of Bank of Italy for crisis and bankruptcy procedures (“amministrazione straordinaria” and “liquidazione coatta amministrativa”).

She has been CTU e expert advisor for public prosecutor in civil and criminal action against banks and financial intermediaries.

At present she is Board Chair of BF spa (since march 2017), a listed company, and Member of Audit and Risk Committee and Member of Remuneration Committee; Board Chair of Bonifiche Ferraresi spa, società agricola (since august 2014), 100% owned by BF spa; Board Member of Banca Intesa San Paolo (since april 2016). Chair of Risk Committee and Member of Related Parties Committee at Banca Intesa San Paolo (since may 2016); member of Supervisory Committee of Darma Sgr spa in “liquidazione coatta amministrativa” (By appointment of Banca d’Italia, november, 8th 2009).

MAIN PUBLICATIONS

L. PROSPERETTI - R. LOCATELLI, *La produttività delle aziende di credito*, Rapporto Nomisma al CNEL, Edizioni del Sole 24 Ore, Milano, 1987 (Chapter 4 e paragraphs 1.2, 1.3, 3.4, 3.7, 5.2, 5.3, 5.4, 5.5, 5.6)

Italia, in S. DE ANGELI (a cura di) *L’evoluzione dei rapporti fra industria bancaria e assicurativa nei principali paesi della CEE*, Collana CIRIEC di Studi e documenti, F. Angeli Editore, Milano, 1990, pp.295-340.

Rischio e intermediazione nelle banche e negli assicuratori, Il Mulino, Bologna, 1995

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Il ruolo degli assicuratori privati nel sistema di prevenzione del danno alla persona: opportunità e problemi?, in “Assicurazioni”, n. 5-6/1997



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Obiettivi e vincoli nella gestione dell'attivo delle fondazioni bancarie, in "Banca Impresa Società", n.3, 1998, pp.453-485 (Paragrafi 2,3,4)

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Modelli organizzativi e fabbisogni professionali nei gruppi bancari medio-grandi (a cura di), in Ministero del Lavoro e delle Politiche Sociali – Ente Bilaterale per il Credito - Enbicredito, "I fabbisogni professionali e formativi nel settore del credito", ed. M. Messori, Il Mulino, Bologna, 2003

L'integrazione tra banche e compagnie di assicurazione e il modello dei conglomerati finanziari in Europa (con C. Morpurgo e A. Zanette), quaderni di ricerca dell'Ente per gli Studi Monetari e Finanziari Luigi Einaudi, n. 34, 2002 e in F. Cesarini (a cura di), *Le strategie delle grandi Banche in Europa*, Bancaria Editrice, Roma, 2003.

Gli ambiti di integrazione e i "rischi" della bancassurance, in "Evoluzione Bancassicurazione", rivista semestrale dell'Osservatorio Bancassicurazione, Società Cattolica di assicurazione-ABI, n. 6, febbraio 2004

Le imprese sociali nella provincia di Varese, (co-ed. with F. Cesarini), Franco Angeli, Milano, 2005

Le organizzazioni di volontariato nella provincia di Varese. Stato dell'arte e profili evolutivi, (ed. ed. M. Ampollini e A. Uselli), Franco Angeli, Milano, 2006

Le imprese sociali: modelli di governance e problemi gestionali (co-ed. with F. Cesarini), Franco Angeli, Milano, 2007

Riflessioni su reputazione e responsabilità sociale nelle banche (co-ed. with C. Schena), in *Scritti in Onore di Tancredi Bianchi* (ed. M. Comana e M. Brogi), Bancaria Editrice, 2009

(ed.), *Le ricadute economiche e sociali della presenza dell'Università dell'Insubria*, Insubria University Press, Varese, 2010

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(ed. with L. De Michelis), *Varese come la vedi?. Realtà e tendenze della condizione giovanile a Varese. Il giudizio dei giovani sulla città*, Insubria University Press, Varese, 2010

(ed with C. Schena), *Responsabilità e rendicontazione sociale nel sistema universitario: il caso italiano*, in A. Arcari-G. Grasso (ed.), *Ripensare l'università. Un contributo interdisciplinare sulla legge n. 240 del 2010*, Giuffrè Editore, Milano, 2011 (pp. 35-64)

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Ed (with A. Biffi, M. Serati, S. Zucchetti) del Rapporto “*Progetto Varese 2020*”, commissioned by Province of Varese e CCIAA of Varese, Varese, 2012

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(ed) *Rischi, Patrimonio e Organizzazione nei confidi*, Franco Angeli, Milano, 2012

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(with Elisa Coletti, Fabrizio Dabbene, Cristiana Schena), *L'applicazione del nuovo framework europeo di gestione delle crisi bancarie e le soluzioni attivate per il sistema bancario italiano*, in “Osservatorio Monetario”, n. 3, 2017, pp. 13-51

(with Cristiana Schena, Alessandra Tanda, Andrea Uselli), *La relazione tra diversità e competenza dei board e performance delle banche europee. Un'indagine su un campione di banche italiane*, in corso di pubblicazione su “Bancaria”, N. 6, 2018

(with Elisa Coletti), *Il funding delle banche italiane tra normalizzazione della politica monetaria e nuovi requisiti*, in “Osservatorio Monetario”, n. 1, 2018, pp. 22-43

(with Elisa Coletti, Fabrizio Dabbene, Cristiana Schena), *Gestione e costi delle crisi bancarie dopo la BRRD*, in “Banca Impresa Società”, n. 1, 2018, pp. 27-77

(with Cristiana Schena), *Business model e governance delle BCC dopo la riforma dei gruppi cooperativi. Alcune riflessioni*, in corso di pubblicazione in volume a cura di P. Abbadessa

(with Cristiana Schena, Alessandra Tanda, Andrea Uselli) (2018), *Diversity measures and quality of Banks' Boards: the italian case*, in “Journal of Financial Management, Markets and Institutions”, n. 3.

(with Elisa Coletti), *Politiche e costi di funding delle banche italiane in vista delle nuove TLTRO e del requisito MREL*, in "Osservatorio Monetario", n. 1, 2019

Varese, march 25th 2019


Rossella Locatelli

La sottoscritta esprime il proprio consenso al trattamento dei dati ai sensi del D.Lgs. 30/6/2003 n. 196 e successive modificazioni.

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - convened for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by ~~COMPAGNIA DI SAN PAOLO, FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO DI LADINA E BOVIGO~~ I, the undersigned LUCIANO NEBBIA (fiscal code NBBLCN53P01G275W), born in Palestro (PV) on 1 settembre 1953 and resident in Palestro (PV), address: via Vinzaglio n. 8, nationality Italian, profession: retired manager with positions of member of some boards of directors.

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

> *With regard to independence* ⁽³⁾

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association⁽⁴⁾;
 I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

> *With regard to professionalism and competence*

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 administration or control activities or managerial tasks in companies;
 professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 university teaching activities in economics or law;
 administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE
FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA

1


- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company (⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

<i>Areas</i>	<i>Level achieved</i>	
<i>good/Excellent⁷</i>	<i>Basic/good</i>	<i>Very</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input type="checkbox"/>	X
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	X
<i>3. Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	X
<i>4. Strategic view and planning</i>	<input type="checkbox"/>	X
<i>5. Business and/or corporate management</i>	<input type="checkbox"/>	X

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information	<input type="checkbox"/>	X
7. Risk management and internal control system	<input type="checkbox"/>	X
8. Organisational and corporate governance structures	X	<input type="checkbox"/>
9. Auditing and control	X	<input type="checkbox"/>
10. Remuneration and incentive systems and tools	<input type="checkbox"/>	X
11. Knowledge of the insurance market and products and the related regulations	X	<input type="checkbox"/>
12. Digital & Information technology	X	<input type="checkbox"/>
13. International and/or multinational experience and/or knowledge of foreign markets	X	<input type="checkbox"/>

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: *Manager with responsibility for complex structures and management of large assets*
Company or entity concerned: *Istituto Bancario San Paolo di Torino SpA and later Intesa Sanpaolo SpA*
Period: *1999/2015*

Area and Activities performed: *Member of the Board of Directors and Deputy Chairman*
Company or entity concerned: *Intesa Sanpaolo Group Banks and Companies*
Period: *From 2015 to today*

Area and Activities performed: *Executive, Deputy General Manager and General Manager in leasing company and European Deputy Chairman of Real Estate Leasing Commission.*
Company or entity concerned: *Leasint SpA, Assilea*
Period: *1987/1998*

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

 3

i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;

j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;

I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.

l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;

m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;

o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

I am currently employed in the public sector, but I benefit from 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 Board of Directors;

I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am
..... at

.....⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

⁸ Please enter the office held and the details of Public Authority employer



Lastly, I declare that

- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

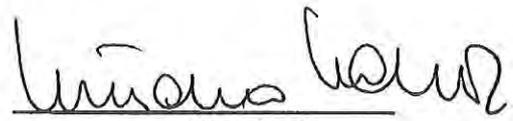
- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Firenze,

22/3/2019

(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the above mentioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.



Luciano Nebbia - Curriculum Vitae (resume)

Born on 09/01/1953 in Palestro (PV), married with three children, graduated in accounting. On 27 December 2010 appointed as "Commander of the Order of Merit of the Italian Republic" by the President of the Italian Republic.

He began the career in 1973 at "Istituto Sanpaolo di Torino" (San Paolo Banking Institute) in Turin spending the first six years in an agency, focusing in particular on the credit sector.

In 1979 he was transferred to the leasing company "Leasint S.p.A." (an international leasing company in which, in addition to the Sanpaolo Group, it is also a subsidiary of four other leading banks) as a commercial credit operator. He was promoted to Executive in 1982. In 1987 he was appointed Commercial Director and Secretary of the Board of Directors. In 1991 he was appointed Deputy General Manager. Promoted to Manager in 1993, two years later he was appointed General Manager of the same company.

From 1995 to 1998, on behalf Assilea (the association of all Italian leasing companies, linked to ABI), he was appointed as Country Head of Italy for the Commission for Real Estate Leasing and Vice President of the same commission for the European area.

In 1999, he went back to the Parent Company Sanpaolo Banking Institute:

- In 1999 appointed as Head of the Turin Area (total assets of around € 40 bl, 270 agencies and 3.200 employees).
- In 2005 appointed as Head of the Milan Area and, following the merge between Sanpaolo IMI e Banca Intesa (new bank: Intesa Sanpaolo), from 1 January 2007 to 2 March 2008 he was Head of the Milan Area of the Banca dei Territori, a Division of Intesa Sanpaolo (total assets € 51 bl, 300 agencies and around 3.700 employees).

From 3 March 2008 to 31 December 2011, appointed as a General Manager for Banca CR Firenze.

From 1 January 2009 appointed as Regional Director of the Tosco Umbra Area, one of the 8 areas of Intesa Sanpaolo (over 900 agencies, part of the CR Firenze Group and approximately 80 bl/€ of assets and over 8,000 employees).

From 1 January 2012 to 31 January 2015 Regional Director of Tuscany, Umbria, Lazio and Sardinia, one of the 7 areas of Intesa Sanpaolo (approximately 1,100 agencies).

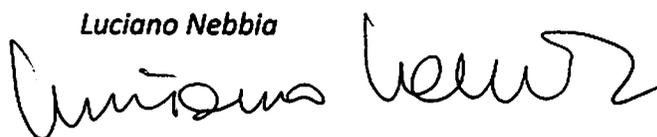
Until February 2019 he was Deputy Chairman of the Board of Directors of Banca CR Firenze S.p.A and of the Cassa di Risparmio of Pistoia and of the Lucchesia S.p.A., previously a member of the Board of Directors;

Subsequently, after having retired, he holds the following positions:

- Deputy Chairman of the Board of Directors of Equiter;
- Since May 2018 Director of Intesa Sanpaolo Casa.

Florence, 22st March 2019

Luciano Nebbia



Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - convened for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by COMPAGNIA IN SAN PAOLO, FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO DI PADOVA E ROVIGO *

I, the undersigned PICCA BRUNO (fiscal code PCCBRN50C30G228I), born in PAESANA (CN) on 30 MARCH 1950 and resident in TURIN address VIA A. MEUCCI N. 1 nationality ITALIAN profession RETIRED BANK MANAGER

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

➤ **With regard to independence** ⁽³⁾

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association⁽⁴⁾;
- I do not meet the above-mentioned independence requirements (because of previous managerial roles held in Intesa Sanpaolo).
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
- administration or control activities or managerial tasks in companies;
 - professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE
FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA



pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;

d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁽⁵⁾

- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- I meet the specific requirements for the office of Managing Director established by the applicable regulations;
- I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;

e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁽⁶⁾;

f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	Basic/good	Very good/Excellent ⁷
1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. Financial markets and economic-financial system	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. Regulations of the banking industry and financial activities	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. Strategic view and planning	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.



- | | | |
|--|-------------------------------------|-------------------------------------|
| 5. Business and/or corporate management | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and internal control system | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. Digital & Information technology | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: MANAGER AND BOARD MEMBER
Company or entity concerned: INTESASANPAOLO
Period: 1976/TODAY

Area and Activities performed: _____
Company or entity concerned: _____
Period: _____

Area and Activities performed: _____
Company or entity concerned: _____
Period: _____

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;



- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

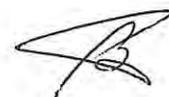
➤ ***With regard to offices in companies and institutions and time commitment***

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
 - I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.
- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am currently employed in the public sector, but I benefit from 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 Board of Directors;
 - I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am at⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

⁸ Please enter the office held and the details of Public Authority employer



Lastly, I declare that

- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

TURIN, March 27th 2019

(Place and date)


(Signature)



INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the above mentioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.

A handwritten signature in black ink, appearing to read 'B. Uccello', is positioned in the lower right quadrant of the page.

Bruno Picca (Paesana, 1950)

Chartered Accountant enrolled in the Register of Turin and Registered Auditor.
Board Director of Intesa Sanpaolo and Deputy Chairman of the Voluntary Scheme of the Interbank Deposit Protection Fund.

After working as a researcher at the Turin-based Fondazione Giovanni Agnelli (1971-1974) and following an assignment at SIP S.p.A. (now Telecom) in the management control sector (1974-1976), he worked for all his professional career at Sanpaolo (now Intesa Sanpaolo), where he held several positions first in the branch network and then at the Head Office in the General Secretariat, Shareholdings, Administration, Management Control, Finance and Branch coordination Departments. In 1997 he was appointed Deputy General Manager "Financial" at Sanpaolo IMI. From 2001 to 2004, he was the Manager of the Italian Banking Network of Sanpaolo IMI Group and also held the position of Managing Director of Banco di Napoli. From the end of 2004 until the end of 2006, he was Chief Financial Officer of Sanpaolo IMI Group. In 2007, after the merger with Intesa, he was Head of the Administration Governance Area and the Manager responsible for preparing the Intesa Sanpaolo Group's financial reports. From June 16th 2008, he served as Chief Risk Officer of Intesa Sanpaolo Group and, in May 2013, he joined the Management Board of Intesa Sanpaolo. In April 2016 he left his executive role and was appointed Member of the Board of Directors of Intesa Sanpaolo.

He has held positions in several companies of the Intesa Sanpaolo Group, including: Managing Director Banco di Napoli, Deputy Chairman Banque Sanpaolo (France), Chairman Sanpaolo Immobiliare, Chairman Sanpaolo Imi International SA (Lux), Board Director Cardine Banca, Board Director Crediop, Board Director Sanpaolo IMI Wealth Management, Chairman of the Board of Statutory Auditors SEP, Chairman of the Board of Statutory Auditors Fispao, Standing Auditor Immobiliare Colonna, Standing Auditor Lingotto Uffici.

He was Member of the Board and of the Executive Committee of ABI.

March 2019



Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - convened for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by

COMPAGNIA DI SAN PAOLO FONDAZIONE CARIPLO FONDAZIONE CASSA DI RISPARMIO DI BOLOGNA E BOLOGNA *
 I, the undersigned LIVIA POLIBORO (fiscal code AND/VK00617221W), born in MOLFETTA (BAE) on 21 APRILE 1970 and resident in MILANO address VIA ANDREA DEL SARTO 22/24 nationality ITALIANA profession PENSIONATA

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations (1) and the Articles of Association (2).

I also declare that

➤ **With regard to independence (3)**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association(4);
 I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 - administration or control activities or managerial tasks in companies;
 - professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not

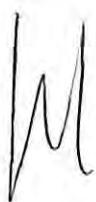
¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE
 FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA *

1


pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;

- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁽⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁽⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
1. <i>Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. <i>Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. <i>Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. <i>Strategic view and planning</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

- | | | |
|--|-------------------------------------|-------------------------------------|
| 5. Business and/or corporate management | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and internal control system | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. Digital & Information technology | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: CAPO DI CABINETTO
 Company or entity concerned: MINISTERO GRAMIA EGIUSTRIA
 Period: MAGGIO 1991 - SETTEMBRE 1993

Area and Activities performed: PRESIDENTE
 Company or entity concerned: TRIBUNALE di MILANO
 Period: FEBBRAIO 2007 - FEBBRAIO 2015

Area and Activities performed: CONSIGLIERE DI CDA
 Company or entity concerned: INTESA SAN PAOLO
 Period: APRILE 2016 AD OGGI

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

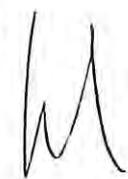
➤ **With regard to offices in companies and institutions and time commitment**

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
 - I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.
- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to situations of ineligibility or incompatibility**

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am currently employed in the public sector, but I benefit from 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 Board of Directors;
 - I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am at⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

⁸ Please enter the office held and the details of Public Authority employer

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Lastly, I declare that

- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

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

MILAN, March 27th 2019
(Place and date)


(Signature)



INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

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Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the above mentioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.

LIVIA POMODORO BIOGRAPHY

Livia Pomodoro was born in Molfetta, Bari, on 21 April 1940. She obtained a first-class honours degree in Law and received a special mention from her degree board. She entered in judiciary in 1965. During her professional career, she has had a wide range of judiciary and management roles:

- Judge and Deputy Attorney General at Milan Court of Appeal;
- Attorney of the Republic at Milan Youth Court;
- President of Ministerial Commission in charge of drafting a new code of youth criminal procedure;
- Deputy Head of Cabinet of the Ministry of Justice;
- Head of Cabinet of the Ministry of Justice;
- President of the Milan Youth Court;
- President of the Milan Court.

She was a member of the Equal Opportunities Commission at the Presidency of Council and of the Ministerial Commission on the prevention of anti-social behavior.

She was a member of the Study Commission on stem cells set up by former minister Umberto Veronesi and of the National Bioethics Committee for ten years.

She was Deputy President of the Milan Provincial Tributary Commission.

She was a member of the UNESCO national commission for Italy.

She was appointed President of the "Fondazione Centro Nazionale di Prevenzione e Difesa Sociale" (from 21 June 2010 to 27 October 2017), chair of O.N.G.ISPAC, member of ECOSOC of N.U..

She was a member of the Board of Fondazione Pio Istituto del Buon Pastore.

She is a member of the Scientific Committee of the Centre for Research into Intercultural Relations at the Cattolica University of Milan.

She is member of the steering committee of the Italian chapter of Women Corporate Directors (WCD) and Ambassador of WE-Women for Expo.

On 18 April 2013, she was awarded the Italian Order of Merit for Education, Culture and Art by Presidential Decree.

On 13 June 2013, she was awarded the Legion of Honor by the President of the French Republic.

On 10 September 2014, she was appointed member of "Consiglio dell'Ordine al merito della Repubblica Italiana".

She has been named President of Rev Gestione Crediti Spa by the Bank of Italy (from 18 December 2015 to 7 June 2016).



She was named also component of the Board of Directors of "Il Sole 24 Ore S.p.A." (from 29 April 2016 to 30 September 2016) and was a component of the Board of Italmobiliare S.p.A. (from 19 March 2017 to 13 June 2017).

From December 2015 to December 2018 she has been appointed as the external component in the Board of Directors of Bicocca University.

On 17 February 2014, she was appointed as President of the Milan Center for Food Law and Policy.

On 27 April 2016 she has been named component of the Board of Directors of Intesa San Paolo S.p.A.

On 5 October 2015 she has been appointed Vice President of Banca Prossima Internationalisation Advisory Board and, as member of Board of Intesa San Paolo, is President of IMPACT Advisory Board.

On 30 March 2016 she has been named component of the Touring Club Italiano (TCI) board.

On 18 November 2016, she was appointed as President of Academy of fine Arts of Brera.

In January 2018 she was awarded the UNESCO "Food: Access and Law" Chair established at the University of Milan.

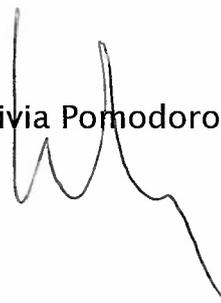
She has held various lecturing posts across different Milan universities.

She has also written numerous publications, in particular several texts and introductions to books on family and social issues. In 1988 she approved the draft for the new code of youth criminal procedure.

Actually she is involved in a very special activity relating to the artistic direction of the Spazio Teatro No'hma - Teresa Pomodoro, in which she has continued as President after the death of her sister Teresa, actress and playwright. She is President of the Jury of the International Prize "Il Teatro Nudo di Teresa Pomodoro", a prize which has the patronage of the President of Republic and the approval of the Minister of Foreign Affairs.

Milano, 25 marzo 2019

Livia Pomodoro



This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by

COMPAGNIA DI SAN PAOLO, FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO DI PADOVA E ROVERETO *
I, the undersigned **MARIA ALESSANDRA STEFANELLA** (fiscal code **STFMLS64067A944Z**), born in **BOLOGNA** on **27.1.1964** and resident in **BOLOGNA** address **VIA FARINI 35** nationality **ITALIAN**, profession **UNIVERSITY PROFESSOR (UNIVERSITY OF BOLOGNA)**

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.; **AS INDEPENDENT BOARD MEMBER UNDER CURRENT LAW**
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations (1) and the Articles of Association (2).

I also declare that

> **With regard to independence (3)**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association(4);
 I do not meet the above-mentioned Independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

> **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 administration or control activities or managerial tasks in companies;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders - Issued by the EBA and the ESMA on 26 September 2017, in Implementation of the principles set out in the EU Directive 38/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" Issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE
FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA

- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;
- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁶⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of Independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁸⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	Basic/good	Very good/Excellent ⁷
1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. Financial markets and economic-financial system	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. Regulations of the banking industry and financial activities	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁶ Article 13.4.4. of the Articles of Association

⁸ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

- | | | |
|--|-------------------------------------|-------------------------------------|
| 4. Strategic view and planning | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. Business and/or corporate management | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial Institution and accounting and financial information | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 7. Risk management and internal control system | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. Digital & Information technology | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: HEAD OF DEPARTMENT OF LEGAL STUDIES
 Company or entity concerned: UNIVERSITY OF BOLOGNA
 Period: 2009-2012

Area and Activities performed: DEPUTY PRESIDENT OF THE SCHOOL OF ECONOMICS, MANAGEMENT, STATISTICS
 Company or entity concerned: UNIVERSITY OF BOLOGNA
 Period: 2012-2015

Area and Activities performed: HEAD OF DEPARTMENT OF SOCIOLOGY AND BUSINESS LAW
 Company or entity concerned: UNIVERSITY OF BOLOGNA
 Period: 2015-18

ECONOMICS
AND
BUSINESS
MANAGEMENT
STATISTICS
LAW

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

> **With regard to Integrity and reputation and fairness**

- h) I meet the Integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as

well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ *With regard to offices in companies and institutions and time commitment*

k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;

I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.

l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;

m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ *With regard to situations of ineligibility or incompatibility*

n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;

o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

I am currently employed in the public sector, but I benefit from 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 Board of Directors;

I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am

EMPLOYED at
UNIVERSITY OF BOLOGNA (*)

and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

⁸ Please enter the office held and the details of Public Authority employer



Lastly, I declare that

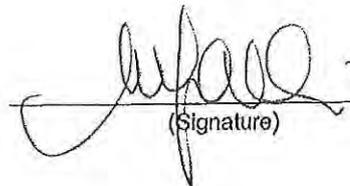
- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Bologna, March 27th 2019
(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

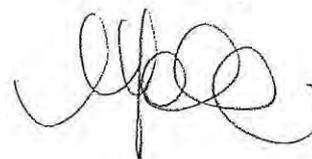
Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.



PERSONAL INFORMATION



Maria Alessandra Stefanelli

 Residence: Via Adolfo Albertazzi, n. 29, Bologna 40137, Italy
 0039 348 22 83 665
 maria.stefanelli@unibo.it

Sex F | Date of Birth 27/01/1964 | Nationality Italian

ACCADEMIC CARREER

1992 - 1999

Assistant Professor in Administrative Law, University of Bologna

1992

Member of Department of Legal Studies of Economics and Business, University of Bologna

1999 - 2006

Associate Professor of Economic Law (SSD IUS/05)

2004 - 2011

Referee for Research Quality Assessment (ANVUR – Italian National Agency for the Evaluation of Universities and Research Institutes)

2005 - 2009

Member of the Ph.D Board in Law and Economics, University of Bologna until 2006. Since then, and until 2009, Member of the Ph. D. Board in Law and Economics of Industrial Relations

Since 2005

Member of the academic Committee for the evaluation of teaching contracts and tutorship in Legal Studies, School of Economics and Management, University of Bologna

Since 2006

Professore Straordinario of Economic Law (SSD IUS/05). Since 1st of October 2007, Professore Straordinario of Economic Law, School of Economics, University of Bologna

2007 - 2013

Praga/Budapest Socrates/Erasmus Exchange Referent for the School of Economics, University of Bologna

1st November 2009 - 2012

Head of Department of Legal Studies of Economics and Business, University of di Bologna

April 2010 – October 2017

Member of the Ph.D Board in European Law – curriculum in European Law and Economics

Since 2011	Full Professor of Economic Law (SSD IUS/05).
29 th June 2012 - 2015	Deputy Head of the Department of Sociology and Business Law, University of Bologna
14 th November 2012 - 2015	Deputy President of the School of Economics, Management and Statistics, and Member of the Council of the School of Economics, Management, University of Bologna
Since 2013	Member of the SME's Research Centre, Department of Sociology and Business Law, University of Bologna
2014 - 2015	Member of the Research Evaluation Committee, Legal Studies, University of Bologna
3 rd May 2015 - 2018	Head of Department of Sociology and Business Law, University of Bologna
9 th October 2015	Member and representative of the Legal Studies Section of the Academic Editorial Series Scientific Committee of the Department of Sociology and Business Law
January 2017 – April 2018	Member of the Scientific Committee of the <i>Bononia University Press</i> (BUP), as Head of Department of Sociology and Business Law
Since 15 th May 2018	Head of the SME's Research Centre of Department of Sociology and Business Law, University of Bologna
Since 15 th May 2018	Member of the Executive Committee of the Department of Sociology and Business Law, University of Bologna
Since October 2018	Member of the Ph. D. Board in European Law, curriculum in European Market Law, University of Bologna

TEACHING ACTIVITIES

Academic Years 1990-91, 1991-92, 1992-93	Seminars of <i>Public Law and tourism legislation</i> , School for economic tourism operators, School of Economics, University of Bologna
Academic Years 1992-93, 1993-94	Seminars in <i>Administrative Law and Economic Law</i> , School of Economics, University of Bologna
Academic Year 1994-95	Holder of the course in <i>Public Economic Law</i> , Degree in Economics of Tourism, School of Economics, Rimini Campus, University of Bologna

**Academic Years 1995-96,
1996-97, 1997-98, 1998-99**

Lectures and Seminars on specific issues like *Public organization of Tourism*, Master degree in Regions and Local government (*Regioni e governo locale*), School on Public Administration Studies (SPISA – Scuola di Specializzazione in Studi sull'Amministrazione Pubblica), University of Bologna

**Academic Years 1995-96,
1996-97, 1997-98, 1998-99**

Holder of the course in *Public Economic Law*, Degree in Economics of Tourism, School of Economics, Rimini Campus, University of Bologna

Academic Year 2001-02

Holder of the course in *Public Economic Law*, Degree in Law and Economics, School of Economics, University of Bologna

**Academic Years 2002-03,
2003-04, 2004-05, 2005-06**

Holder of the course in *Law of financial Intermediaries*, Degree in Law and Finance, School of Economics, University of Bologna; Holder of the course in *Law of financial Markets and of the course of Banking Law*, Degree in Law and Economics, School of Economics, University of Bologna

**Academic Years 2004-05,
2006-07**

Recognition of the greatest satisfaction for the teaching carried out by Students for the courses taught in the School of Economics of the University of Bologna

Academic Year 2006-07

Holder of the course in *Law of financial Intermediaries*, Degree in Law and Finance, School of Economics, University of Bologna; Holder of the course in *Law of financial Markets and of the course of Banking Law*, Degree in Law and Economics, School of Economics, University of Bologna

Academic Year 2007-08

Holder of the course of *Law of financial Markets*, Degree in Law and Economics, School of Economics, University of Bologna; holder of the course of *Banking Law*, Degree in Law and Economics, School of Economics, University of Bologna; holder of the course of *Economic Law (bank and stock exchange contracts)*, Degree in Economics and Accounting, School of Economics, University of Bologna

Academic Year 2008-09

Holder of the course of *Economic Law (bank and stock exchange contracts)*, Degree in Economics and Accounting, School of Economics, University of Bologna

Academic Year 2009-10

Holder of the course in *Public Economic Law*, Degree in Law and Economics; holder of the course of *Public Law and Economic Law*, Degree in Economics and Business Management; holder of the course of *Banking Law* and of the course of *Economic Law*, Degree in Law and Economics, School of Economics, Management and Statistics, University of Bologna

**Academic Years 2011-12,
2012-13, 2013-14, 2014-15**

Holder of the course of *Economic Law*, Degree in Law and Economics, School of Economics, Management and Statistics, University of Bologna

**Academic Years 2010-11,
2011-12, 20-2013, 2013-14,
2014-15, 2015-16, 2016-17,
2017-18**

Holder of the course *Financial Intermediaries Law*, Degree in Financial Markets and Institutions, and holder of the course in *Public Economic Law*, Degree in Management and Marketing, School of Economics, Management and Statistics, University of Bologna

Academic Years 2014-15,
2015-16, 2016-17, 2017-18

Holder of the course of Banking Law, Degree in Law and Economics, School of Economics, Management and Statistics, University of Bologna

RESEARCH THEMES

The research activity has been focused on many issues:

These include the studies on the organization of public administrations holding sector functions, developed with the aim of identifying the elements they have in common with the general administrative organization, on the one hand, and the specific aspects, on the other hand, for the purpose of determining whether there are tools and / or organizational models common to this type of administration and whether it is possible to arrive at a classification of them.

The results of this research materialized in the following studies on the customs system, respectively:

- *Vincoli ed impacci al commercio con l'estero nel contenzioso doganale*, in *Il diritto pubblico dell'economia*, 1989, pp. 213- 229,

- *Alcune considerazioni critiche in ordine alla nuova organizzazione del sistema doganale*, in *Il diritto pubblico dell'economia*, 1990, pp. 121-128, successivo al decreto legislativo n. 105 del 26 aprile 1990 di riforma.

The research activity has continued focusing on the legal problems of the institutional structure of the economic sector of tourism, which led to the publication of the following studies:

- *L'organizzazione pubblica del turismo nell'ordinamento italiano*, Cedam, Padova, 1992, pp. 1-224,

- *Due recenti proposte di riforma dell'organizzazione pubblica del turismo: un esempio di quel che ci aspetta con le riforme istituzionali?*, in *Il diritto dell'economia*, 1992, pp. 2-39

- *La riforma della amministrazione pubblica del turismo*, Cedam, Padova, 1995, pp. 1-227, in which the whole systematic reconstruction framework of the central and local ordering of tourism is re-examined, always with reference to the principles of general theory in matters of administrative organization.

A second research topic is related to the government of the territory through the examination of the instruments of urban planning of it, which has materialized in the article *Permanenze utopiche nella normazione italiana per il governo del territorio: prime riflessioni*, in *Per una definizione dell'Utopia. Metodologie confronto*, a cura di Nadia Minerva, Longo, Modena, 1992, pp. 421-447 (published also in *Studi in onore di Gustavo Vignocchi*, Mucchi, Modena, 1992, pp. 1081-1128).

The third research topic is related to the problems of protection and guarantees of citizens in relation to public services, which resulted in the monographic study entitled *La tutela dell'utente di pubblici servizi*, Cedam, Padova, 1994, pp. 1-223, e nei seguenti studi:

- *La tutela dell'utente e del cittadino attraverso l'organizzazione di servizi pubblici*, in *I servizi pubblici locali. Evoluzioni e prospettive*, Maggioli, Rimini, 1995, pp. 89-94,

- *Lineamenti giuridici per la "costruzione" di una tutela dell'utente di servizi pubblici turistici*,

in *Per un turismo all'insegna della qualità della vita*, S. Arcangelo di Romagna, Rimini, 1995, pp. 38-52,

- *La tutela dell'utente di servizi pubblici essenziali*, in *Studi in onore di Feliciano Benvenuti*, Mucchi, Modena, 1996, pp. 1577-1607,

- *Il tempo come fattore di tutela dell'utente nelle Carte dei servizi pubblici*, in *La rilevanza del tempo nel diritto commerciale*, Giuffrè, Milano, 2000, pp. 49-59,

- *Profili di costruzione della tutela dell'utente del servizio socio-sanitario*, in *Innovazione e diritto*, 2013, pp. 39-64,

- *Profili di costruzione della tutela dell'utente del servizio socio – sanitario*, in M. SESTA (a cura di), *L'erogazione della prestazione medica tra diritto alla salute, principio di autodeterminazione e gestione ottimale delle risorse sanitarie*, Rimini, 2014, pp. 773 – 802.

The fourth research topic is the analysis of the functions and the acts issued by the public administrations for the regulation and supervision of the banking and financial market, which took the form of the following studies:

- *Le Istruzioni della Banca d'Italia per la prevenzione della crisi bancaria*, in *Quaderni della Rivista di diritto dell'impresa*, Napoli, 1996, pp. 243-246, in *Il diritto dell'economia*, 1996, pp. 633-635,

- *Alcune riflessioni sul modello di "Gruppo bancario" nel testo unico 1° settembre 1993, n.385*, in *Il diritto dell'economia*, 1996, pp. 613-617,

- *Il potere di istruzione della Banca d'Italia. Elementi di introduzione al tema*, in *Il diritto dell'economia*, 1999, pp. 611-651,

- *Le istruzioni di vigilanza della Banca d'Italia. I. Parte generale*, ed. Cedam, 2002, pp. 1-220, nella versione aggiornata della stessa, ed. Cedam, 2003, pp. 1-238,

- *L'intervento delle fondazioni di origine bancaria e la mission delle Community Foundations nel settore dei servizi sociali*, in *Sanità Pubblica e privata*, 2004, pp. 603-630,

- *Le imprese strumentali delle fondazioni di origine bancaria*, Milano, 2005,

- *Mercati regolati?*, in *Giust. Amm.*, 2006, *on line*,

- *Problematiche in ordine alla efficacia della regolazione pubblica in materia di informazione finanziaria*, in *Diritto dell'economia*, 2009, pp. 297-329,

- *Commento all'art. 11, comma 8*, in *Commentario a cura di Marilena Rispoli Farina e Antonia Irace, L'attuazione della direttiva Mifid. Decreto legislativo 17 settembre 2007 n. 164*, Giappichelli, Torino, 2010, pp. 321-326,

- *L'adeguatezza della regolamentazione giuridica del microcredito a livello globale e le mancate sfide del sistema creditizio*, in *Studi di diritto dell'economia e dell'impresa in memoria di Antonio Cicognani*, Cedam, Padova, 2012, pp. 653-684,

- *Considerazioni in tema di regolamentazione giuridica del microcredito e le mancate sfide del sistema creditizio*, in *Innovazione e diritto*, 2013, pp. 104-132,

- *La tutela del risparmiatore nella European Banking Union: la necessità di un nuovo rapporto tra persona e mercato*, in *Percorsi costituzionali*, 2016, pp. 497-509.

Fifth research topic is related to the study of public regulation of entrepreneurial and industrial activity, with regard to the economic and social effects that the public regulation of

companies (and in particular of small and medium enterprises) has produced on the market and in the production context.

The research materialized in the studies:

- *Le difficili problematiche del trasferimento della conoscenza dal sistema universitario al sistema delle imprese*, Bononia University Press, Bologna, 2004, pp. 1-74,
- *Il riconoscimento normativo delle piccole e medie imprese. Regole e realtà produttiva*, Cedam, Padova, 2011, pp. 1-176,
- *Osservazioni critiche sulla regolazione giuridica delle micro, piccole e medie imprese. La dimensione "minore" come misura per una nuova regolamentazione dell'industria e per la ripresa economica*, in G. LEMME (a cura di), *Diritto ed economia del mercato*, Cedam Padova, 2014, pp. 203-244,
- *Prime riflessioni in tema di regolazione pubblica del commercio con l'estero alla luce del nuovo TTIP (Transatlantic Trade and Investment Partnership)*, in *Innovazione e Diritto*, 2015, pp. 128-157,
- *Micro impresa, regolazione giuridica e rinascita economica. Riflessioni in ordine alla costruzione di un nuovo modello di sviluppo economico e sociale*, in *Percorsi Costituzionali*, 2017, pp. 973-989
- *Le small business come modello giuridico di resilienza industriale europea*, in *Percorsi Costituzionali*, 2017, pp. 705-719
- *L'imprenditorialità femminile giovanile tra regolamentazione giuridica e sviluppo economico*, in *Europa oltre le nazioni. Una sfida aperta*, Milano, Mimesis, 2017, pp. 237 - 240
- *Osservazioni critiche sulla regolazione giuridica delle micro, piccole e medie imprese. La dimensione "minore" come misura per una nuova regolamentazione dell'industria e dello sviluppo economico*, in G. LEMME (a cura di), *Diritto ed economia del mercato*, Padova, 2018, pp. 199-231
- *Small and Medium sized Enterprises e Mercato Unico Digitale nella regolamentazione giuridica europea*, in *Percorsi Costituzionali*, 2018, pp. 1 - 15
- *Administrative Burdens e Small Business. Una pubblica amministrazione per l'impresa di dimensione minore*, in *FEDERALISMI.IT*, 2019, pp. 1 - 13

COMMISSIONS

Academic Years 1989-90, 1990-91, 1991-92

Member and head of Evaluation Commission for the courses of Public Law and Administrative Law, School of Economics, University of Bologna, for the courses of Public Law and tourism legislation, School for economic tourism operators, School of Economics, University of Bologna

Academic Years 1992-93, 1993- 94, 1994-95

Member and head of Evaluation Commission for the courses of *Administrative Law* and *Public Economic Law*, School of Economics, University of Bologna, and for the course of *Public Economic Law*, Degree in Economics of Tourism, School of Economics, Rimini Campus, University of Bologna

- Academic Year 1995-96** Member and head of Evaluation Commission for the course of *Public Economic Law*, Degree in Economics of Tourism, School of Economics, Rimini Campus, University of Bologna; member of Evaluation Commission for the course of *Public Economic Law*, School of Economics, University of Bologna
- Academic Years 1996-97, 1997-98, 1998-99** Member and head of Evaluation Commission for the course of *Public Economic Law*, Degree in Economics of Tourism, School of Economics, Rimini Campus, University of Bologna; member of Evaluation Commission for the course of *Public Economic Law*, School of Economics, University of Bologna
- Academic Year 2001-2002** Member and head of Evaluation Commission for the courses of *Public Economic Law*, and *Financial Intermediaries Law*, School of Economics, University of Bologna; Member of the University Evaluation Commission for Research Activities Scholarship abroad.
- Since Academic Years 2002-2003 – at present** Member and head of Evaluation Commission for the course of *Financial Intermediaries Law*, *Banking Law*, and *Public Economic Law*, School of Economics, Management and Statistics, University of Bologna
- Academic Year 2004-05** Member of Learning Commission, Degree in Economics and Finance Council, School of Economics, University of Bologna; School of Economics Representative in Directive Board of the University Language Centre (CILTA Centro Interfacoltà Linguistica Teorica Applicata), University of Bologna
- 16th May 2006** Member of a competition selection Board for a position of Associate Professor (SSD IUS/05 *Economic Law*), Università Telematica "G. Marconi", Rome
- Academic Year 2007-08** Member of the School of Economics Evaluation Board for analysing University of Bologna's activities for CENSIS Report.
- 30 October 2007** Member of the Evaluation Commission to assign University Scholarships for School of European Studies "Miguel Servet", Paris.
- October 2011** Member of the Department Regulation Commission, University of Bologna
- Academic Year 2014-15** Member of the Evaluation Commission for the Ph.D in *European Law* selection.
- 18 November 2015** Member of a competition selection Board for a position of Research Fellow (SSD IUS/05 *Economic Law*), University of Bologna

- 30 October 2015** Member of a competition selection Board for a position of Associate Professor (SSD IUS/05 *Economic Law*), University of Milan
- 23rd January 2017** Member of a competition selection Board for a position of Full Professor (SSD IUS/05 *Economic Law*), University of Venice – Cà Foscari
- 27th March 2017** Member of a competition selection Board for a position of Assistant Professor (SSD IUS/05 *Economic Law*), University of Bologna
- 11th July 2018** Member of a competition selection Board for a position of Assistant Professor (SSD IUS 05 *Economic Law*), University of Bologna

EDUCATION

- 1988** Degree in Economics, University of Bologna, with the evaluation: 110/110 *cum laude*
- 1993** Degree in Law, University of Camerino, with the evaluation: 110/110 *cum laude*

ADDITIONAL INFORMATION

Publications

- *Administrative Burdens e Small Business. Una pubblica amministrazione per l'impresa di dimensione minore*, in *FEDERALISMI.IT*, 2019, pp. 1 - 13
- *Small and Medium sized Enterprises e Mercato Unico Digitale nella regolamentazione giuridica europea*, in *Percorsi Costituzionali*, 2018, pp. 1 – 15
- *Osservazioni critiche sulla regolazione giuridica delle micro, piccole e medie imprese. La dimensione "minore" come misura per una nuova regolamentazione dell'industria e dello sviluppo economico*, in G. LEMME (a cura di), *Diritto ed economia del mercato*, Padova, 2018, pp. 199-231
- *Micro impresa, regolazione giuridica e rinascita economica. Riflessioni in ordine alla costruzione di un nuovo modello di sviluppo economico e sociale*, in *Percorsi Costituzionali*, 2017, pp. 973-989
- *Le small business come modello giuridico di resilienza industriale europea*, in *Percorsi Costituzionali*, 2017, pp. 705-719
- *L'imprenditorialità femminile giovanile tra regolamentazione giuridica e sviluppo economico*, in *Europa oltre le nazioni. Una sfida aperta*, Milano, 2017, pp. 237-240
- *La tutela del risparmiatore nella European Banking Union: la necessità di un nuovo*

rapporto tra persona e mercato, in Percorsi costituzionali, 2016, pp. 497-509

- *Prime riflessioni in tema di regolazione pubblica del commercio con l'estero alla luce del nuovo TTIP (Transatlantic Trade and Investment Partnership), in Innovazione e Diritto, 2015, pp. 128-157*

- *Profili di costruzione della tutela dell'utente del servizio socio – sanitario, in M. SESTA (a cura di), L'erogazione della prestazione medica tra diritto alla salute, principio di autodeterminazione e gestione ottimale delle risorse sanitarie, Rimini, 2014, pp. 773-802*

- *Osservazioni critiche sulla regolazione giuridica delle micro, piccole e medie imprese. La dimensione "minore" come misura per una nuova regolamentazione dell'industria e per la ripresa economica, in G. LEMME (a cura di), Diritto ed economia del mercato, Padova, 2014, pp. 203-244*

- *Considerazioni in tema di regolamentazione giuridica del microcredito e le mancate sfide del sistema creditizio, in Innovazione e diritto, 2013, pp. 104-132, e Profili di costruzione della tutela dell'utente del servizio socio-sanitario, in Innovazione e diritto, 2013, pp. 39-64*

- *L'adeguatezza della regolamentazione giuridica del microcredito a livello globale e le mancate sfide del sistema creditizio, in Studi in memoria di Antonio Cicognani, Cedam, Padova, 2012, pp. 653-684*

- *Il riconoscimento normativo delle piccole e medie imprese. Regole e realtà produttiva, Cedam, Padova, 2011, pp. 1-176 (studio monografico)*

- *Commento all'art. 11, comma 8, in M. Rispoli Farina-A. Irace, L'attuazione della direttiva Mifid. Decreto legislativo 17 settembre 2007 n. 164, Giappichelli, Torino, 2010, pp. 321-326*

- *Problematiche in ordine alla efficacia della regolazione pubblica in materia di informazione finanziaria, in Diritto dell'economia, 2009, pp. 297-329*

- *Mercati regolati?, in Giust. Amm., 2006, on line*

- *Le imprese strumentali delle fondazioni di origine bancaria, Cedam, Milano, (curatela) 2005, pp. 1- 237*

- *Le difficili problematiche del trasferimento della conoscenza dal sistema universitario al sistema delle imprese, in Collana Scuola di specializzazione in Studi sull'Amministrazione pubblica, Bononia University Press, 2004, pp. 1-74 (studio monografico)*

- *L'intervento delle fondazioni di origine bancaria e la mission delle community foundations nel settore dei servizi sociali, in Sanità pubblica e privata, 2004, pp. 603-630*

- *Le istruzioni di vigilanza della Banca d'Italia. I. Parte generale, Cedam, Padova, 2003, pp. 1- 238, edizione aggiornata di Le istruzioni di vigilanza della Banca d'Italia. I. Parte generale, Cedam, Padova, 2002, pp. 1-220*

- *Il tempo come fattore di tutela dell'utente nelle Carte dei servizi pubblici, in La rilevanza del tempo nel diritto commerciale, Giuffrè, Milano, 2000, pp. 49-59*

- *Il "potere di istruzione" della Banca d'Italia. Elementi di introduzione al tema, in Il diritto dell'economia, 1999, pp. 611-651*

- *La tutela dell'utente di servizi pubblici essenziali, in Studi in onore di Feliciano Benvenuti,*

Mucchi, Modena, 1996, pp. 1577-1607

- *Le Istruzioni della Banca d'Italia per la prevenzione della crisi bancaria*, in *Quaderni della Rivista di diritto dell'impresa*, Napoli, 1996, pp.243-246 (e in *Il diritto dell'economia*, 1996, pp. 633-635

- *Alcune riflessioni sul modello di "Gruppo bancario" nel testo unico 1° settembre 1993, n.385*, in *Il diritto dell'economia*, 1996, pp. 613-617

- *La riforma della amministrazione pubblica del turismo*, Cedam, Padova, 1995, pp. 1-227 (studio monografico)

- *La tutela dell'utente e del cittadino attraverso l'organizzazione di servizi pubblici*, in *I servizi pubblici locali. Evoluzioni e prospettive*, Maggioli, Rimini, 1995, pp. 89-94

- *Lineamenti giuridici per la "costruzione" di una tutela dell'utente di servizi pubblici turistici*, in *Per un turismo all'insegna della qualità della vita*, S. Arcangelo di Romagna, Rimini, 1995, pp. 38-52

- *La tutela dell'utente dei pubblici servizi*, Cedam, Padova, 1994, pp. 1- 223 (studio monografico)

- *L'organizzazione pubblica del turismo nell'ordinamento italiano*, Cedam, Padova, 1992, pp. 1-224 (studio monografico)

- *Due recenti proposte di riforma dell'organizzazione pubblica del turismo: un esempio di quel che ci aspetta con le riforme istituzionali?*, in *Il diritto dell'economia*, 1992, pp. 381-396, e pp. 626-633

- *Permanenze utopiche nella normazione italiana per il governo del territorio: prime riflessioni*, in *Per una definizione dell'Utopia. Metodologie a confronto*, a cura di Nadia Minerva, ed. Longo, Ravenna, 1992, pp. 421-447 (also in *Studi in onore di Gustavo Vignocchi*, Mucchi, Modena, 1994, pp. 1081-1128)

- *Alcune considerazioni critiche in ordine alla nuova organizzazione del sistema doganale*, in *Il diritto dell'economia*, 1990, pp. 121-128

- *Vincoli ed impacci al commercio con l'estero nel contenzioso doganale*, in *Il diritto dell'economia*, 1989, pp. 213-229

- *Atti giuridici non normativi*, nel volume collettaneo *Introduzione alla ricerca dei dati giuridici*, a cura di Girolamo Scullo, Giappichelli, Torino, 1989, pp. 137-149

Projects, Seminars

Conferences,

She has participated in numerous research projects, including those relating to *I piani regolatori generali nella prospettiva della riforma del governo locale* (Progetto di ricerca 60%, anno 1990); *Permanenze utopiche nel governo del territorio in Italia* (Progetto di ricerca di interesse nazionale anno 1990); *Le imprese transnazionali - CTN- nell'ordinamento giuridico italiano* (progetto di ricerca 60% anno 1995); *Il fine istituzionale "ricerca scientifica" nel decreto legislativo n. 460/97 sulle ONLUS* (Progetto di ricerca 60% anno 1998); *Le istruzioni di vigilanza della Banca d'Italia: natura e forza giuridica* (Progetto di ricerca 60% anno 2000); *Ambiente. Tutela, fruizione e sostenibilità economica* (Progetto di ricerca 60% anno 2004); *Il mercato imperfetto e regolazione del sistema finanziario* (Progetto di ricerca 60% anno 2005).

She also analysed public regulation in the entrepreneurial and industrial sectors and economic freedoms in the national and EU regulatory context in order to verify the real efficiency of it, and to solve the complex problem of the so-called improper burdens for enterprises (RFO 2007, 2008, 2009). From 2010 to 2012 she was PRIN Unit Scientific Responsible (PRIN 2009) "*Nuove forme di organizzazione e strumenti giuridici nell'integrazione socio-sanitaria*".

Participation in Conferences and seminars:

- Speech at the Conference *Per una definizione dell'utopia: metodologie e discipline a confronto*, organized by Istituto Suor Orsola Benincasa Napoli and Centro interdipartimentale di Ricerca sull'Utopia University of Bologna, 12-14 September 1990 entitled *Permanenze utopiche nella normazione italiana per il governo del territorio: prime riflessioni* (published in *Per una definizione dell'Utopia. Metodologie a confronto*, a cura di Nadia Minerva, Longo, Ravenna, 1992, pp. 421- 447, and in *Studi in onore di Gustavo Vignocchi*, Mucchi, Modena, 1994, pp. 1081-1128);
- Speech at the Conference *Caduta di qualità delle sentenze in campo ambientale*, San Leo, 16 - 17 May 1992, entitled *Processo ed interessi alla tutela ambientale*;
- Speech at the Conference *I servizi pubblici locali. Evoluzioni e prospettive*, Imola, 29 November 1993, entitled *La tutela dell'utente e del cittadino attraverso l'organizzazione di servizi pubblici* (published in *I servizi pubblici locali. Evoluzioni e prospettive*, Maggioli, Rimini, 1995, pp. 89-94);
- Speech at the Conference *La Legge Quadro sull'Appalto dei Lavori Pubblici*, Rimini, 15 - 16 April 1994, entitled *Sistema delle fidejussioni e libertà di mercato*;
- Speech at the Conference *La questione dei centri storici*, Caserta, 3-4-5 November 1994, entitled *Centri storici e servizi pubblici*;
- Speech at the Conference *Cartur: per un turismo all'insegna della qualità della vita*, organized by Movimento Consumatori, Bellaria, 8 April 1995, entitled *Lineamenti giuridici per la costruzione di una tutela dell'utente di servizi pubblici turistici* (published in *Per un turismo all'insegna della qualità della vita*, S. Arcangelo di Romagna, Rimini, 1995);
- Speech entitled *Servizi pubblici privatizzati: quale tutela per l'utente?* At the Conference *Le privatizzazioni negli enti locali*, organized by University of Bologna and CRESEM, Forlì, 5 May 1995;
- Speech entitled *Le Istruzioni della Banca d'Italia per la prevenzione della crisi bancaria* at the Conference *La prevenzione dalla crisi bancaria nell'ordinamento italiano e comunitario*, Taormina 9-11 November 1995, published in *Quaderni della Rivista di diritto dell'impresa*, Napoli, 1996, pp. 243-246, e in *Il diritto dell'economia*, 1996, pp. 613-617);
- Speech entitled *Alcune riflessioni sul modello di "Gruppo bancario" nel testo unico 1° settembre 1993, n.385* at the Conference *La crisi del gruppo bancario*, organized by University of Palermo 13-16 June 1996 (published in *Il diritto dell'economia*, 1996, pp. 633-635);
- Speech entitled *Il tempo come fattore di tutela dell'utente nelle Carte dei servizi pubblici* at the Conference *La rilevanza del tempo nel diritto commerciale e nel diritto dell'economia*, organized by Department of Private law and Italian and compared labour law, University of Macerata, 20 April 1999 (published in *La rilevanza del tempo nel diritto commerciale*, Giuffrè, Milano, 2000, pp. 49-59);
- Speech entitled *Le fondazioni bancarie e la Carta della donazione* at the Conference *Il*

nuovo ruolo delle fondazioni bancarie nell'economia civile, organized by Centro studi per la ricerca e la formazione sulle fondazioni (University of Bologna and Associazione tra Casse e Monti dell'Emilia-Romagna), 30 June 1999;

- Local Coordinator of PRIN 2011 *Nuove forme di organizzazione e strumenti giuridici nella integrazione socio sanitaria*;

- Seminar at Collegio Superiore University of Bologna entitled *Ripensare la vigilanza pubblica del mercato finanziario alla luce delle nuove normative comunitarie*, 26 March 2012;

- Seminar at Collegio Superiore University of Bologna entitled *La Costituzione economica europea: riflessioni su coesione finanziaria e coesione sociale*, 2 April 2012;

- Seminar at *Veritatis Splendor* Diocesi Bologna, *Il Microcredito come strumento di inclusione finanziaria e sociale, tra finanza etica e capitalismo parassitario*, 12 April 2012;

- Speech entitled *Il quadro normativo di riferimento italiano ed europeo per le PMI*, at Round Table Discussion *Il ruolo delle PMI nell'attuale contesto economico*, Faculty of Economics University of Bologna, 9 May 2012;

- Seminar at the Ph. D. Programm *Diritto europeo* University of Bologna, *L'inefficacia della regolazione giuridica delle Micro e delle PMI nel contesto europeo*, 5 June 2013;

- Relation at Round Table Discussion PRIN 2009 *Erogazione della prestazione medica tra diritto alla salute, principio di autodeterminazione e gestione ottimale delle risorse sanitarie*, at Specialization school for legal professions "E. Redenti" – University of Bologna, 22 November 2013;

- Speech entitled *Regolazione pubblica delle Micro e Piccole, Medie Imprese* at the Conference *Regolazione e contratti d'impresa*, School of Economics, Management and Statistics, University of Bologna, Forlì Campus, 7 March 2014;

- Seminar *Regolazione e organizzazione pubblica all'esportazione: Small Medium Enterprises e mercato russo*, at the University Master *Relazioni internazionali d'impresa: Italia Russia*, University of Bologna, 11 April 2014;

- Speech entitled *L'imprenditorialità femminile giovanile tra regolamentazione giuridica e sviluppo economico*, at the Conference *Imprenditorialità femminile e strumenti di inclusione e sviluppo per le giovani migranti*, University of Bologna, 30 November 2016 (published in *Europa oltre le nazioni*, Mimesis, Milano, 2017, pp. 237-240).

Membership

Founder Member A.D.D.E. (Association of Professors of Business Law)

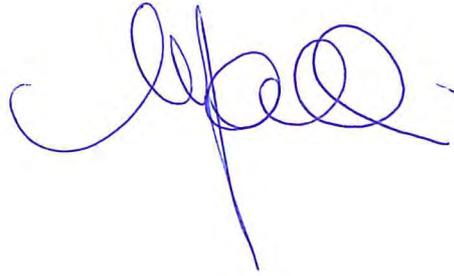
Member of Scientific Committee - Association of Female University Professors – University of Bologna

Member of F.I.D.A.P.A (Italian Federation Women Arts Professions and Affaires) – Bologna Section

Member of the Fondazione Cassa di Risparmio in Bologna

Mention

In 2005 she received the excellence report for scientific research expressed by the Evaluation Form - Peer Review Research Observatory Committee (University of Bologna).



Bologna 20 of March 2019

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cariparo, Fondazione Carisbo, Fondazione CR Firenze, I, the undersigned Guglielmo Weber (fiscal code WBRGLL58P14D612G), born in Florence on 14 September 1958 and resident in Venice address Cannaregio.2399, nationality Italian, profession Full professor in econometrics

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

➤ **With regard to independence ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association⁽⁴⁾;
 I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

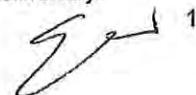
- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 administration or control activities or managerial tasks in companies;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.



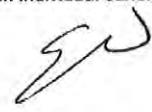
- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;
- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁽⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁽⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>3. Regulations of the banking industry and financial activities</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.



- | | | |
|--|-------------------------------------|-------------------------------------|
| 4. Strategic view and planning | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5. Business and/or corporate management | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Risk management and internal control system | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 9. Auditing and control | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12. Digital & Information technology | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: Independent board director and Remuneration committee member
Company or entity concerned: Intesa Sanpaolo Vita (formerly: Eurizon Vita)
Period: April 2007 to March 2018 (Committee: January 2012 to June 2017)

Area and Activities performed: Independent board director and Vice-president
Company or entity concerned: Intesa Sanpaolo Assicura
Period: April 2018 to date

Area and Activities performed: Full professor in econometrics
Company or entity concerned: Università degli studi di Padova
Period: November 1994 to date

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as

 3

well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
 - I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.
- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am currently employed in the public sector, but I benefit from 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 Board of Directors;
 - I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am Full professor in econometrics at Università di Padova⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

⁸ Please enter the office held and the details of Public Authority employer



Lastly, I declare that

- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

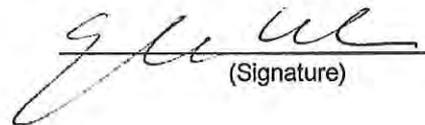
I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Padova, 25 marzo 2019

(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.



CURRICULUM VITAE

Name: **Guglielmo Weber**
Work address: Via del Santo 33, 35123 Padova, Italy
tel. +39 049 8274271 fax 8274221 mobile +39 366 6686054
E-Mail: guglielmo.weber@unipd.it
Date and place of Birth: 14 September 1958, Florence, Italy
Nationality: Italian
Marital Status: Married
Occupation: Professor in Econometrics, Università di Padova, Italy

Education:

11/77 to 4/82: Siena University, Italy
Degree: Laurea in Economics, Summa cum Laude
10/82 to 6/83: the L.S.E., London
Degree: M. Sc. in Econometrics and Mathematical Economics
10/83 to 10/88: the L.S.E., London
Degree: Ph.D. in Economics (supervisor: C. A. Pissarides)

Employment

7/83-4/86 Research Assistant, London School of Economics
10/86-9/87 Associate Research Assistant, University College London.
10/87-12/92 Lecturer, Economics Department, University College London
1/93 - 10/94 Associate Professor, Economics Department, University of Venice
11/94- Professor, Economics (and Management) Department, Padua University

Other Appointments:

10/87- Research Associate, Institute for Fiscal Studies, London
4/90-5/90 Visiting Professor, Stanford University, Dept. of Economics
9/91- 8/92 Senior Research Fellow, IGIER, Milan
9/95- Research Fellow, Centre for Economic Policy Research, London
9/97-8/98 Visiting Professor, Northwestern University, Dept. of Economics
9/00-10/00 Part-time Professor, Finance and Consumption Chair, E.U.I.
11/00-10/03 Chair, Economics Department, Padua University
11/00-12/11 Chair, Doctoral Programme in Economics and Management, Padua University
10/05-02/11 Fanno and Modigliani Committee member, Associazione Marco Fanno, Rome
10/09-12/11 Vice Dean, Faculty of Statistics, Padua University
01/02- Italian Country Team Leader, Survey on Health, Ageing and Retirement in Europe projects (SHARE)
05/11- Vice Coordinator/Deputy Managing Director, SHARE ERIC (European Research Infrastructure Consortium)
01/13-12/15 Executive Vice-President, European Economic Association
01/16 - Fellow of the European Economic Association



07/14-9/17 Chair, Economics and Management Department, Padua University
01/18-07/18 Academic Visitor, UCL, Department of Economics, and IFS

Other activities:

07/08 – 07/14 Research director of the not-for-profit CSEA organization
01/11 – 12/14 Member, Comstat (Management Board), ISTAT
07/10 - President of the not-for-profit SHARE-Italia organization
04/07 – 03/18 Board member, Eurizon Vita – Intesa Sanpaolo Vita
01/12 – 06/17 Member of Remuneration Committee, Intesa Sanpaolo Vita
07/17 – 03/18 Member of Risk Committee, Intesa Sanpaolo Vita
4/18 - Board member and Vice President, Intesa Sanpaolo Assicura

Research Projects:

ESRC-funded project on “Credit Market Imperfections: An Analysis Using Micro-data”, 1989-92 (with M. Devereux).

EU-funded S.P.E.S. and HCM projects – 1992-98 (co-ordinated by Richard Blundell, Costas Meghir, Ian Walker and Arie Kapteyn)

CNR-funded projects 1995-6, 1998 and 1999 (Principal Investigator)

MURST/MIUR Projects on ‘Savings, pensions and portfolio choice’, 1998-9, 2000-1, 2002-3, 2004-5, 2006-7 (co-ordinated by Tullio Jappelli)

MIUR FIRB Project on “Economic consequences of an ageing population”, 2004-7 (co-ordinated by Tullio Jappelli)

EU-funded FP5 Quality of Life and Management of Living Resources projects SHARE and AMANDA, 2002-2005 (co-ordinated by Axel Börsch-Supan)

EU-funded FP6 “Research Infrastructures” project SHARE I3, 2006-2008 (co-ordinated by Axel Börsch-Supan)

EU-funded FP6 “Specific Targeted Research on Innovation” project COMPARE, 2006-2008 (co-ordinated by Arthur Van Soest)

EU-funded FP6 “Integrated Project” SHARELIFE, 2007-2009 (co-ordinated by Axel Börsch-Supan)

EU-funded FP7 “Combination of CP & CSA” projects SHAREPREP, SHARELEAP and SHARE-M4, 2008-2014 (co-ordinated by Axel Börsch-Supan)

MIUR PRIN Project on ‘The economic consequences of population ageing in Europe’, 2013-15 (co-ordinated by Agar Brugiavini)

Padua University Strategic Project ‘Population aging - economics, health, retirement and the welfare state’ (POPA_EHR), 2014-17 (Principal Investigator).

EU-funded H2020 Research Innovation Project – Infrastructure SERISS and SHARE-DEV3 (linked third party to SHARE-ERIC), 2015-19

MIUR PRIN Project on ‘The economics of old age risks’, 2016-18 (co-ordinated by Tullio Jappelli)



Scientific Committee memberships

Marco Fanno scholarships and Franco Modigliani fellowship, Associazione Marco Fanno and MCC (2006-2011)

CINTIA Committee member (2014 -)

Giorgio Mortara scholarships scientific committee member, Bank of Italy (2015-2017)

Netspar Scientific Council member (2015-)

UCC Carlo Giannini Fellowship scientific committee member (2016)

Teaching:

10/87-12/92	Applied Economics and Financial Economics, UCL
3/93-6/94	Economic Principles (Microeconomics), University Ca' Foscari Venice
3/95- 2/12	Econometrics (intermediate), Padua University
9/97-6/98	Senior Honours Seminar organiser, Northwestern University
5/02- 2/15	Financial Economics (introductory), Padua University
10/05-06/11	Econometrics (Ph. D.), Padua University
9/08-9/10	Topics in Labour and Macroeconomics (Ph. D.), Padua University
10/10-	Personal Finance (graduate), Padua University
10/15-	Advanced Econometrics, Padua University.

Books and Editorial Activity

Cose da non credere. Il senso comune alla prova dei numeri, 2011. Bari: Laterza (with G. Dalla Zuanna)

Health, Ageing and Retirement in Europe – First Results from the Survey of Health, Ageing and Retirement in Europe, 2005, Mannheim: Mannheim Research Institute for the Economics of Ageing, co-editor with Axel Börsch-Supan and others.

Health, Ageing and Retirement in Europe (2004–2007). Starting the Longitudinal Dimension, Mannheim: Mannheim Research Institute for the Economics of Ageing, 2008, co-editor with Axel Börsch-Supan and others.

Editorial Board Member of the **Journal of Pension Economics and Finance** (since January 2010)

Editorial Board Member of **Aging Clinical and Experimental Research** (since January 2010)

Active Ageing and Solidarity between Generations, 2013, Berlin: DeGruyter, co-editor with Axel Börsch-Supan, Martina Brandt and Howard Litwin

Longer-term Consequences of the Great Recession on the Lives of Europeans, (2014), Oxford: Oxford University Press, co-editor with Agar Brugiavini

Ageing in Europe - Supporting policies for an inclusive society, (2015), Berlin: De Gruyter, co-editor with Axel Börsch-Supan, Thorsten Kneip, Howard Litwin and Michal Myck.

Selected publications in refereed journals:

“Intertemporal Substitution, Risk Aversion and the Euler Equation for Consumption”, 1989, **Economic Journal Supplement**, 99, 59-73 (awarded the Royal Economic Society prize 1989-90) (with O.P. Attanasio).

“Consumption Growth, the Interest Rate and Aggregation”, 1993, **Review of Economic Studies**, 60(3), 631-50 (with O.P. Attanasio).

“The UK Consumption Boom of the Late Eighties”, 1994, **Economic Journal**, 104, 1269-1302 (with O.P. Attanasio).

“Is Consumption Growth Consistent with Intertemporal Optimization? Evidence from the Consumer Expenditure Survey”, 1995, **Journal of Political Economy**, 103(6), 1121-1157 (with O.P. Attanasio)

“Intertemporal Non-Separability or Liquidity Constraints? A Disaggregate Analysis on US Panel Data”, 1996, **Econometrica**, 64(5), 1151-81 (with C. Meghir)

“The Italian Recession of 1993: Aggregate Implications of Microeconomic Evidence”, 1999, **Review of Economics and Statistics**, 81(2), 237-249 (with R. Miniaci).

“Consumer Credit: Evidence from Italian Micro Data”, 2005, **Journal of the European Economic Association**, 3(1), 144-178 (with R. Alessie and S. Hochguertel)

“Are Household Portfolios Efficient? An Analysis Conditional on Housing”, 2008, **Journal of Financial and Quantitative Analysis**, 43(2). 401–432 (with L. Pelizzon)

“Changes in Compulsory Schooling, Education and the Distribution of Wages in Europe”, 2009, **Economic Journal**, 119, 516-539 (with G. Brunello and M. Fort)

“The Retirement Consumption Puzzle: Evidence from a Regression Discontinuity Approach,” 2009, **American Economic Review**, 99(5), 2209-2226 (with E. Battistin, A. Brugiavini, and E. Rettore).

“Consumption and Saving: Models of Intertemporal Allocation and Their Implications for Public Policy”, 2010, **Journal of Economic Literature**, 48, 693-751 (with O. P. Attanasio).

“Home-ownership in Europe: How did it happen?” 2013, **Advances in Life Course Research** 18 83–90 (with V. Angelini and Anne Laferrère)

“Life insurance investment and stock market participation in Europe”, 2013, **Advances in Life Course Research**, 18, 91–106 (with D. Cavapozzi and E. Trevisan)

“Voluntary Private Health Care Insurance among the Over Fifties: A Comparative Analysis of SHARE Data”, 2013, **Health Economics**, 22(3) 289–315 (with O. Paccagnella and V. Rebba)

“The Dynamics of Homeownership among the 50+ in Europe”, 2014, **Journal of Population Economics**, 27(3) 797-823 (with V. Angelini and A. Brugiavini)

“Books Are Forever: Early Life Conditions, Education and Lifetime Income”, 2017, **Economic Journal**, 127, 271-296 (with G. Brunello and C. Weiss)

“The contributions of paradata and features of respondents, interviewers, and survey agencies to panel cooperation in SHARE”, 2019, **Journal of the Royal Statistical Society Series A** (with J. Bristle, M. Celidoni and C. Dal Bianco)

Padova, 21th March 2019

In compliance with the GDPR and the Italian Legislative Decree no. 196 dated 30/06/2003, I hereby authorize you to use and process my personal details contained in this document



Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - convened for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by FONDAZIONE SAN PAOLO, FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO E ROVERO I, the undersigned **LORENZO STANGHELLINI** (fiscal code **STNLNZ63R12G713O**), born in Pistoia.....on 12 ottobre 1963.. and resident in Firenze..... address Via Masaccio n. 85., nationality Italian, profession: Lawyer and University Professor

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

➤ **With regard to independence ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association⁽⁴⁾;
 I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 - administration or control activities or managerial tasks in companies;
 - professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in Implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

FONDAZIONE CASSA DI RISPARMIO DI FIRENZE
FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA



d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁵⁾

- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
- I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;

- I meet the specific requirements for the office of Managing Director established by the applicable regulations;
- I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;

e) I am registered with the Register of Independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company⁶⁾;

f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved		
	good/Excellent ⁷	Basic/good	Very
1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)	<input type="checkbox"/>	<input type="checkbox"/>	X
2. Financial markets and economic-financial system	<input type="checkbox"/>	<input type="checkbox"/>	X
3. Regulations of the banking industry and financial activities	<input type="checkbox"/>	<input type="checkbox"/>	X
4. Strategic view and planning	X	<input type="checkbox"/>	<input type="checkbox"/>
5. Business and/or corporate management	X	<input type="checkbox"/>	<input type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. Risk management and internal control system	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8. Organisational and corporate governance structures	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9. Auditing and control	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10. Remuneration and incentive systems and tools	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. Knowledge of the insurance market and products and the related regulations	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12. Digital & Information technology	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13. International and/or multinational experience and/or knowledge of foreign markets	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: Full Professor of Commercial Law
Company or entity concerned: University of Florence
Period: 1998 -Today

Area and Activities performed: Member of Expert Group Insolvency
Company or entity concerned: European Commission
Period: 2016 - 2018

Area and Activities performed: Member of the board of directors and Chairman of some banks
Company or entity concerned: Cassa di Risparmio di Pistoia, Credito Industriale Sanmarinese, Banca Federico del Vecchio
Period: 1997-2012; 2012-2012; 2015-2017

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;
- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;



j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ *With regard to offices in companies and institutions and time commitment*

k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;

I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.

l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;

m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ *With regard to situations of ineligibility or incompatibility*

n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;

o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

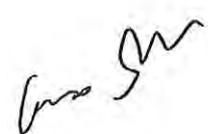
I am currently employed in the public sector, but I benefit from the exemptions referred to in Legislative Decree 165/2001, as subsequently amended and supplemented, with a view to the possible appointment as member of the Board of Directors;

I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am
..... at

.....⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

Lastly, I declare that

⁸ Please enter the office held and the details of Public Authority employer



- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the Information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Firenze, MARCH 22nd 2018
(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the above mentioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.



PROF. AVV. LORENZO STANGHELLINI

FULL PROFESSOR OF COMMERCIAL LAW

UNIVERSITY OF FLORENCE

VIA CAVOUR, 80 – 50129 FLORENCE

TEL. +39 055-5532947 FAX +39 055-572293 E-MAIL: STANGHELLINI@STANGHELLINIEASSOCIATI.IT

CURRICULUM VITAE

Personal information

Born in Pistoia on October 12, 1963. Based in Florence. Married, three children.

Languages

Italian (native), English (fluent), French (intermediate)

Academic career and University education

- | | |
|----------------|---|
| (2002-present) | Full Professor of Commercial Law at the University of Florence, Department of Law |
| 2016 | International Visiting Professor, Columbia University School of Law New York (US) (October-November 2016) |
| (2009) | Visiting Scholar at Stanford Law School, Stanford, California (US) |
| (2007-2008) | Academic Visitor at the Faculty of Law of the University of Oxford (UK) in the following periods: <ul style="list-style-type: none">- November-December 2007- November 2008 |
| (2003-2006) | Visiting Scholar at University of Cambridge, Faculty of Law (UK) in the following periods: <ul style="list-style-type: none">- October/November 2006- October/November 2005- October/November 2004- July 2004- October 2003 |
| (2001) | Invited as a Visiting Scholar from the Robbins Collection, University of California at Berkeley, School of Law, Berkeley (US), to conduct researches on the law and economics of insolvency |
| (1998-2002) | Associate Professor of Commercial Law at the Faculty of Law of the University of Florence |
| (1997) | Fellow at the Italian Academy at Columbia University, New York (US), for a research on law and economics of insolvency |
| (1995) | Special prize for young researchers awarded by the National Research Council (CNR) for a research conducted at Columbia University School of Law, New York (USA) on " <i>Shareholders' derivative suits</i> " |
| (1994-1995) | Master of Laws (LL.M.) at Columbia University School of Law, New York (US); awarded on May 17, 1995 with the "Harlan Fiske Stone Scholar" honors |

- (1992-1998) Researcher in Commercial Law at the Faculty of Law of the University of Florence
- (1988) National prize "*Gaetano Castellano*" for the best degree thesis in commercial law in the years 1986-1987
- (1982-1987) Law School, University of Florence; graduated on October 21, 1987 with the final grade of 110/110 *summa cum laude* (under the supervision of Professor F. Corsi)

Organization, coordination and participation to research groups

- (April 2016 – September 2018) Coordinator of the international research team in charge of conducting a project on "*Contractualised distress resolution in the shadow of the law: Effective judicial review and oversight of insolvency and pre-insolvency proceedings*", funded by the European Commission under the JUST/2014/JCOO/AG Programme (partners: the Humboldt-Universität zu Berlin, the Universidad Autónoma de Madrid, the University College of London, the Consejo General del Poder Judicial and the Bank of Italy): http://ec.europa.eu/justice/grants1/files/2014_jcco_ag/award_decision_civil_en.pdf. Research results and papers are available at www.codire.eu.
- (2013-present) Member of the *Insolvency and Creditor/Debtor Regimes Task Force* set up by the World Bank, Washington
- (2013-present) Member of the *Thematic Working Group on "Law and the Economy"*, within the Global Forum on Law, Justice and Development, set up by the World Bank, Washington
- Participation in this capacity to the project on "The Treatment of Shareholders' Rights in the Insolvency of Companies", within the "Community of Practice on Insolvency and Creditor/Debtor Regimes" (project having the Bank of Italy and the IMF as co-leaders together with the World Bank).*
- Coordinator of Italian respondents to the questionnaire developed within this project.*
- (2007-2015) Coordinator of the project "*Guidelines on financing of distressed firms*" ("*Linee-guida per il finanziamento delle imprese in crisi*"), co-financed by the Ministry of University and Scientific Research and endorsed by Assonime and the National Council of Chartered Accountants and Auditors (see <http://www.cndcec.it/Portal/Documenti/Dettaglio.aspx?id=964763c5-559c-40a9-a319-34a548820423>). The project resulted in the development of a draft of the first edition of "*Guidelines on financing of distressed firms*" in 2008, a first edition in 2010 and a second edition in 2015, which was officially endorsed by the National Council of Chartered Accountants and Auditors on April 28, 2015 (see www.cndcec.it/Portal/Documenti/Dettaglio.aspx?id=86b3cde9-cc82-45db-8de8-16f3ceccb0ad, or http://papers.ssrn.com/sol3/papers.cfm?abstract_id=2600678)
- (2007) Member of the working group set up by the Ministry of Economy and Finance at the Bank of Italy to monitor, jointly with representatives of the World Bank, the ranking of Italy in the report "*Doing Business*", 2008

Participation to study activities and normative production and review

- (2016-2018) Member of the Group of Experts on restructuring and insolvency law, assisting the European Commission in the preparation of a legislative proposal containing minimum standards for a harmonised restructuring and insolvency law in the European Union, following the Communication on Capital Market Union and the Five Presidents' Report 22 June 2015 (<http://ec.europa.eu/transparency/regexpert/index.cfm?do=groupDetail.groupDetail&groupID=3362>).
In September and October 2017, the Group has advised the European Commission in the proposal for an Accelerated Loan Security (ARES)
- (2016) Expert for the International Monetary Fund for the review of national insolvency regimes
- (2015) Contributed to drafting the articles reforming the Italian Bankruptcy Act enacted under the Law Decree No. 83/2015, of June 27, 2015, which has introduced, among the other things, measures to reduce the duration of bankruptcy liquidations, a mechanism similar to the UK scheme of arrangement and the French *sauvegarde financière accélérée*, the possibility of Chapter 11-style competing proposals and a shareholders' cram-down tool in the judicial composition with creditors procedure ("*concordato preventivo*").
- (2015) Consultant to the Bank of Italy on the transposition of the *Bank Recovery and Resolution Directive* (2014/59/EU) in the Italian legal system.
- (2014) Participated to the Uncitral Group V Session in Vienna, December 14-19, as part of the delegation from the International Insolvency Institute.
- (2014) Member of the Commission for the analysis of the scientific study called "Common European Money: transformation of problematic loans in purchasing power immediately spendable in bankruptcy sales", appointed by decree of the Minister of Justice on August 4, 2014. The commission is mandated to carry out a study about the scientific, legal and technological feasibility of new solution to increase satisfaction of creditors within the bankruptcy proceedings and return assets as quickly as possible to a productive economic use, devise a project and deliver it to the Ministry.
- (2012) Drafter of the document sent to the Minister of Justice by Assonime advocating for the reform of the reorganization procedure. The document contained detailed proposals for new articles, which merged into the so-called "Competitiveness Decree" (Decree June 22, 2012, n. 83 and Act August 7, 2012, n. 134) that has introduced in the Italian legal system the "concordato con riserva" (Article 161, Par. 6) and "concordato con continuità aziendale" (Article 186-bis Bankruptcy Law).
- (2005) Member of the Ministerial Commission appointed to implement the Parliamentary delegating law No. 80/2005. Coordinator of the 3rd sub-group in charge of drafting new rules on judicial compositions with creditors, debtor's discharge, and companies' bankruptcy.
- (2000-2004) Co-drafter of the Parliamentary delegating law that led to the 2006

comprehensive reform of Italian insolvency law (Parliament bills No. C. 7497 (XIII legislatura) and No. C. 5171 (XIV legislatura) “Delega al Governo per la riforma delle procedure della crisi d’impresa”)

Participation to Scientific Associations and Boards of Law Reviews

- (2018-present) Member of the board of Editors of *Il diritto fallimentare e delle società commerciali*, Giappichelli, Torino
- (2016-present) Member of the Conference of European Restructuring and Insolvency Law (CERIL) (www.ceril.eu)
- (2012-present) Member of the board of Editors of *Rivista di diritto societario*, Giappichelli, Torino
- (2009-present) Member of the Association "Orizzonti del diritto commerciale". Discussant to the annual conferences of 2010, 2011, 2012 and 2015, coordinator of a session of the annual conference of 2014, invited speaker at the presentation of the IV annual conference of the association (July 6, 2012)
- (2009-present) Member of International Insolvency Institute (www.iiiglobal.org). The association participates to the activities of Uncitral as an observer
- (2000-present) Member of the Association "Disiano Preite for the study of business law"

Teaching activity in academic institutions

Courses

In Italian:

- (2009-present) **Business Law**, Law School, University of Florence
- (2017-present) **Legal Principles of Corporate Finance**, Law School, University of Florence
- (1998-2016) **Bankruptcy Law**, Law School, University of Florence
- (2000-2006) **Antitrust Law**, Law School, University of Florence
- (1995-1999) **Business Law**, School of Political Sciences “Cesare Alfieri”, University of Florence

In English:

- (2003-2007) **Bankruptcy Law & Economics**, University of Bologna, Erasmus Master in Law & Economics, Teaching Centre of Bologna (30 hours in 2004 and 2005, 24 hours in 2006 and 2007; co-teaching with Massimo Belcredi until 2006 and Emanuele Bajo in 2007)

Faculty member of PhD Programmes

- (2003-present) Faculty member of the PhD in Business Law, Bocconi University (Milan)
- (2003-2012) Faculty member of the PhD in Corporate and financial markets law, University of Bologna

Coordination of teaching initiatives

- (2006-present) Organization and direction, at the University of Florence, of the graduate course "*The new insolvency law*" ("Il nuovo diritto fallimentare"). The course aims to describe to judges and practitioners the state of the art in the field of bankruptcy law, with the support of materials specifically prepared
- (2007-2012) Dean of the study course on Legal Services of the Law Faculty, University of Florence

Speeches and Lectures at Public Institutions

Consiglio Superiore della Magistratura - Scuola superiore della Magistratura (Judicial National Council - National School for Magistrates)

- (2017) Invited lecture on "*Piercing the Corporate Veil as a Dubious Tool to Protect Creditors' interest*", Scuola superiore della Magistratura, September 15, 2017
- (2016) Invited lecture on "*Law and economics of keeping distressed business alive: the European proposal for a directive on restructuring and second chance*", Scuola superiore della Magistratura, December 6, 2016
- (2013) Lecture on "*Article 2409 of the Italian Civil Code: aspects of substantial and procedural law*", Scuola superiore della Magistratura, November 18, 2013
- (2013) Lecture on "*Economic Crisis, crisis of enterprises, situations of instability and insolvency: what reflections in the repression of bankruptcy and corporate crimes?*", Scuola superiore della Magistratura, April 3, 2013 (with Dr. Luigi Orsi)
- (2013) Lecture on "*Il concordato con continuità aziendale*", Scuola Superiore della Magistratura, February 12, 2013
- (2011) Introductory Speech to the meeting of Consiglio Nazionale della Magistratura "*Il concordato preventivo*", Rome, September 12, 2011
- (2008) Speech to the meeting of the Consiglio Nazionale della Magistratura "*The insolvency of the entrepreneur and the alternative procedures to bankruptcy*", speech about "Debt restructuring agreements: articulation of the plan, control of the judge and protection of third parties", Rome, November 5, 2008

Court of Justice of the European Union / European Commission

- (2009) Court of Justice of the European Union, Luxembourg, two lectures to the lawyer-linguists on "*The new Italian bankruptcy law*", March 11 and 12, 2009
- (2003) Speech "*An Introduction to Italian Bankruptcy Law, with Special*

Reference to State Aid and Competition Issues", European Commission, DG COMP (Directorate General Concurrence), Bruxelles, December 18, 2003

Bank of Italy

- (2019, forthcoming) Speaker on the upcoming Restructuring Directive (April 15, 2019)
- (2016) Speaker at the World Bank-Bank of Italy Conference on *"The Treatment of Shareholders' Rights in the Insolvency of Companies"* (talk on "The Corporate Entity as a Bankruptcy Asset")
- (2015) Speaker at the Conference on the implementation of the Bank Recovery and Resolution Directive (2014/59/EU), October 2, 2015
- (2013) Speaker at the conference on *"From the Italian Consolidated Banking Law to the Banking Union in the EU: regulatory techniques and allocation of power (Dal Testo unico bancario all'Unione bancaria: tecniche normative e allocazione di poteri)"*, September 16, 2013
- (2008) Speaker at the seminar *"The financing to distressed companies between regulation and best practices (Il finanziamento alle imprese in crisi tra regolamentazione e best practices)"*, September 25, 2008
- (2002) Speaker at the internal seminar *"The claw back action in bankruptcy (La revocatoria fallimentare)"*, November 21, 2002

CONSOB (Italian Authority on Listed Companies and Financial Markets)/ Istituto di studi e analisi economica - ISAE (Institute of economic studies and analysis)

- (2009) CONSOB, lesson to the staff on "The extraordinary administration of large enterprises (L'amministrazione straordinaria delle grandi imprese)", Rome, February 11, 2009
- (2007) ISAE, Speaker at the presentation of the Report *"National priorities. Regulatory environment, business, competitiveness (Priorità nazionali. Ambiente normativo, imprese, competitività)"*, Rome, June 21, 2007
- (2003) ISAE, Speaker at the presentation of the Report *"Economy and Law"*, Rome, June 19, 2003

Professional certifications

- (2003) Admitted to practice before the Italian Supreme Court ("Iscrizione all'albo speciale degli avvocati ammessi al patrocinio in Cassazione")
- (1996) Admitted to the Bar of Florence ("Iscrizione all'albo degli avvocati")
- (1990) Admitted as a Practicing Lawyer ("Iscrizione all'albo dei procuratori legali")

Main conferences and speeches to seminars

In Italian (selected, limited to the last five years):

- (2018) *“Culture economiche e modelli di regolazione dell’insolvenza”*, speech at the conference “Nuove frontiere della crisi d’impresa e riforma dei reati fallimentari”, Università Bocconi, Milan, October 27, 2018
- (2018) *“Informazione e diritti dei soci di società in ristrutturazione”*, speech at the conference “Il caleidoscopio dell’informazione societaria e finanziaria. In ricordo di Guido Rossi”, Università Statale and Università Bocconi, Milan, October 15, 2018
- (2018) *“La ristrutturazione ed il recupero delle piccole e medie imprese in difficoltà: una sfida possibile”*, speech at the conference “Finanziamento e crisi della piccola e media impresa”, Alba, November 17, 2018
- (2017) Invited speaker at the conference “L’assetto del Fondo di garanzia dei depositanti nella prospettiva della riforma del credito cooperativo”, Rome, October 24, 2017
- (2017) *“Tutela dell’impresa bancaria e tutela dei depositanti”*, speech at the conference “La banca nel nuovo ordinamento europeo: luci e ombre”, Courmayeur, September 23, 2017
- (2016) Invited speaker at the conference “La gestione delle crisi bancarie e l’assicurazione dei depositi nel quadro dell’Unione Bancaria Europea”, Rome, Fondo Interbancario di Tutela dei depositi, January 22, 2016
- (2015) *“Extraordinary Administration of Large Firms”*, conference on “From Extraordinary Administration to Ordinary Administration”, Milan, The Adam Smith Society, May 27, 2015
- (2014) Conference on *“Distressed businesses: efficient solutions and repression of abuses”*, Genoa, May 30, 2014

In English:

- (2019) Introductory remarks to the Lecture of Elke Koenig, President of the Single Resolution Board (March 22, 2019)
- (2019) *“Insolvency Law: Recent Trends and Reforms in Italy”*. speech at the Italian-Japanese Exchange Meeting, Florence, February 18, 2019
- (2018) Best Practices in European Restructuring: A Research Project, Brussels, 5 July 2018
- (2017) Discussant at the conference “The Law and Finance of Related Party Transactions”, University of Oxford, ECGI and SAFE Frankfurt, Goethe University Frankfurt, October 20-21, 2017
- (2017) *“How the most recent changes to the Italian regulatory framework will affect the market for NPLs?”* speech at the conference “New Frontiers of Alternative Investments in Italy: Funds’ Activism and Non-Performing Loans”, Milan, June 15, 2017
- (2017) Invited speaker at the conference “EYES on Insolvency. Designing pre-insolvency proceedings of the future”, Amsterdam, January 27, 2017
- (2016) 11th European Company and Financial Law Review Symposium,

- Copenhagen, September 30, 2016, speech on *"The Upcoming Harmonization of Insolvency Law as Part of the Capital Markets Union"* (with Sebastian Mock)
- (2015) Invited speaker at the conference "Past Reforms and New Trends in France, Spain and Italy. A Chapter 11 in Europe? Assessment of the EU Commission's Strategy on Insolvency Law", Paris, November 4, 2015
- (2015) Invited speaker at the conference "European Corporate Insolvency: Restructuring the European Business Enterprise", University of Oxford, May 8, 2015
- (2014) European University Institute, *"Are the Poor Paying for the Rich to Study?"*, invited speech at the annual conference "The State of the Union", session on *"Funding Higher Education"* (co-panelists the Minister of Education Stefania Giannini and Prof. Andrea Ichino; <https://stateoftheunion.eui.eu/2014/>), Florence, May 8, 2014
- (2013) 8th European Company and Financial Law Review Symposium, Milano, Università Bocconi, September 23, 2013, speech on *"The Role of the Shareholders in the Insolvency of a Company"*
- (2010) *"Implementing Reforms Through Self-Regulation"*, speech at the X Annual Conference of the *International Insolvency Institute*, Rome, June 8, 2010
- (2009) *"Directors' Duties and the Optimal Timing of Insolvency"*, *European Association of Law & Economics XXVI Annual Conference*, Rome, September 18, 2009
- (2008) Discussant to the conference of Hon. Charles G. Case III, *"The Turnaround process in a Business Reorganization. Resolving the Debts of Individuals. The USA Experience"* (with Luciano Panzani), Rome, april 17, 2008
- (2006) 7th Colloquium of the International Exchange of Experience on Insolvency Law, *"The Parmalat Case and the Recent Bankruptcy Reform"*, Rome, May 19, 2006
- (1999) *Family and Government-Owned Firms in Italy*, speech and presentation of a paper to the Corporate Group Meeting (participants: Mark J. Roe, Ronald Gilson, Jonathan Macey, Frank Easterbrook, Jeffrey Gordon, Gérard Hertig), Venice, June 25, 1999

Main publications

- (2018) *Tutela dell'impresa bancaria e tutela dei risparmiatori*, in Banca impresa società, 3/2018
- (2018) *Best Practices in European Restructuring* (with Riz Mokal, Christoph G. Paulus and Ignacio Tirado, eds), WoltersKluwer, 2018
- (2018) *Crisi di società a partecipazione pubblica*, in Codice delle società a partecipazione pubblica, a cura di G. Morbidelli, 2018

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- (2017) "Brexit: An EU Perspective", in *The Implications of Brexit for the Restructuring and Insolvency Industry*, Insol International, September 2017
- (2017) "La proposta di Direttiva UE in materia di insolvenza", in *Fallimento*, 2017, 873-879
- (2017) "Il piano di risanamento" (with Andrea Zorzi), in A. Jorio, B. Sassani (eds.), *Trattato delle procedure concorsuali*, Turin, 2017, pp. 527-536
- (2016) *The Implementation of the BRRD in Italy and its First Test: Policy Implications*, in *Journal of Financial Regulation*, 2016, 2, 154-161
- (2016) *Risoluzione, bail-in e liquidazione coatta: il processo decisionale*, in *Analisi giuridica dell'Economia*, 2/2016
- (2016) "La struttura finanziaria della società per azioni al tempo della grande crisi", in the proceedings of the International Conference "Regole del mercato e mercato delle regole. Il diritto societario e il ruolo del legislatore" (Venice, November 13-14, 2015), Milan, 2016, pp. 257-281
- (2015) *La gestione delle crisi bancarie: la tradizione italiana e le nuove regole europee*, in *Ricerche giuridiche*, 2015, 2, pp. 315-338
- (2014) "Rules on bank crises: an European perspective" (*La disciplina delle crisi bancarie: la prospettiva europea*), in *Quaderni di ricerca giuridica della Banca d'Italia*, No 75, "Dal Testo unico bancario all'Unione bancaria: tecniche normative e allocazione di poteri", pp. 148-176
- (2014) "La piccola impresa, oppure «in memoria del piccolo imprenditore»", in *Cinquanta sfumature di impresa*, *Analisi Giuridica dell'Economia* n. 1/2014, edited by G. Olivieri and G. Presti, pp. 103-117
- (2014) "La genesi e la logica della legge fallimentare del 1942", in *La cultura negli anni '30*, edited by G. Morbidelli, Florence, 2014, pp. 143-198
- (2013) "Il concordato con continuità aziendale", in *Fallimento*, 2013, 1222-1244, also published in "Società, banche, crisi d'impresa. Liber amicorum Pietro Abbadessa", Turin, 2014, III, pp. 3201-3243
- (2013) Gli scritti di Bernardino Libonati in materia di crisi d'impresa, in *Rivista del diritto commerciale*, 2013, pp. 743-749
- (2011) "Director's Duties and the Optimal Timing of Insolvency. A Reassessment of the 'Recapitalize or Liquidate' Rule", in *Il diritto delle società oggi. Innovazioni e persistenze*, edited by P. Benazzo, M. Cera, S. Patriarca, Turin, 2011, pp. 733-768
- (2010) "Finanziamenti-ponte e finanziamenti alla ristrutturazione", in *Fallimento*, 2010, pp. 1346-1365
- (2010) "Caso Alitalia e procedure concorsuali", in *Analisi Giuridica dell'Economia* n. 2/2010, edited by Concetta Brescia Morra, Mario Cera and Giandomenico Mosco, pp. 383-408
- (2009) "La nuova revocatoria nel sistema di protezione dei diritti dei creditori", in *Rivista del diritto commerciale*, 2009, pp. 69-98
- (2009) "Piano attestato e accordo di ristrutturazione nel sistema riformato", in *Il*

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- nuovo diritto delle crisi d'impresa, edited by A. Jorio, Milan, 2009, pp. 117-129
- (2008) (co-authored with Serena Bitossi) *"I contratti di gruppo cooperativo paritetico tra regole legali e autonomia negoziale"*, in *"Cooperative: 'vive la différence'"*, *Analisi Giuridica dell'Economia* n. 2/2008, edited by Gaetano Presti and Francesco Vella, pp. 343-376
- (2008) (co-authored with Massimo Fabiani) *"La legge Marzano con le ali, ovvero della volatilità dell'amministrazione straordinaria"*, in *Corriere giuridico*, 2008, pp. 1337-1342
- (2008) Annotation to Article 2355-bis of the Civil Code, *"Limiti alla circolazione delle azioni"*, in *Commentario alla riforma delle società*, directed by P. Marchetti, L.A. Bianchi, F. Ghezzi, M. Notari, volume "Azioni", edited by M. Notari, Milan, Egea, 2008, pp. 559-623
- (2008) *"Tutela dell'impresa, tutela dei creditori, ricerca dell'efficienza: tre scommesse che è possibile vincere"*, in *"Il fallimento... atto terzo. Primi spunti di dottrina e giurisprudenza"*, edited by L. Panzani, Milan, Ipsoa, 2008, pp. 269-280
- (2008) *"Il ruolo dei finanziatori nella crisi d'impresa: nuove regole e opportunità di mercato"*, in *Fallimento*, 2008, pp. 1075-1079
- (2007) *"Le crisi d'impresa fra diritto ed economia. Le procedure di insolvenza"*, il Mulino, Bologna (pp. 1-371). The book was ranked among the twelve "Law books of the year 2008" by the Legal Scholar Club
- (2007) *"Il curatore: una figura in transizione"*, in *Fallimento*, 2007, pp. 997-1001
- (2007) *"Il credito «irresponsabile» alle imprese e ai privati: profili generali e tecniche di tutela"*, in *Società*, 2007, 395-404
- (2006) Annotation to Article 124 of the Bankruptcy Act, *"Proposta di concordato"*, il *Nuovo diritto fallimentare*, Commentary edited by A. Jorio and M. Fabiani, Zanichelli, Bologna, 2006, pp. 1946-1991
- (2006) *"L'approvazione dei creditori nel concordato preventivo: legittimazione al voto, maggioranze e voto per classi"*, in *Fallimento*, 2006, pp. 1059-1066
- (2006) *"Creditori forti e governo della crisi d'impresa nelle nuove procedure concorsuali"*, in *Fallimento*, 2006, pp. 377-387
- (2005) *"I problemi di coordinamento dell'azione dei creditori nella rete di imprese: le implicazioni relative alla regolazione"*, in *La crisi dell'impresa nelle reti e nei gruppi*, edited by F. Cafaggi and D. Galletti, CEDAM, Padua, 1-12
- (2004) *"Fresh start: Implicazioni di policy"*, in *Il debitore civile: dalla prigione per debiti all'esdebitazione*, *Analisi Giuridica dell'Economia* No 2/2004, edited by G. Presti, L. Stanghellini and F. Vella, pp. 437-453
- (2004) *"Proprietà e controllo dell'impresa in crisi"*, in *Rivista delle società*, 2004, pp. 1041 et seq.
- (2004) *Piano di regolazione dell'insolvenza, classi di creditori e liquidazione*, in *Fallimento*, supplement to No 12/2004

- (2004) *La revocatoria dei pagamenti: un istituto da abolire*, in *Giornale dei dottori commercialisti*, No 8-9/2004
- (2003) "Società a responsabilità limitata e procedure concorsuali", in *La nuova s.r.l.: "colà dove si puote"?*, in *Analisi Giuridica dell'Economia* No 2/2003, edited by G. Presti, M. Rescigno and L. Stanghellini
- (2003) "Le cooperative: luci ed ombre", in *Il nuovo diritto societario fra società aperte e società private*, edited by P. Benazzo, S. Patriarca, G. Presti, Giuffré, Milan
- (2002) "Giusto processo e fallimento celere", in *Fallimento*, 2002, pp. 321
- (2001) "Gli obiettivi delle procedure concorsuali", in *Nuove regole per le crisi d'impresa*, edited by A. Jorio, Giuffré, Milan
- (1999) "La struttura economica della revocatoria delle rimesse su conto corrente bancario", in "La revocatoria delle rimesse bancarie", edited by A. Predieri, Giappichelli, Turin
- (1997) "I limiti statutarî alla circolazione delle azioni", Giuffré, Milan
- (1995) "Corporate Governance in Italy: Strong Owners, Faithful Managers. An Assessment and a Proposal for Reform", in *6 Indiana International & Comparative Law Review*, Indianapolis, IN, USA, pp. 91-185

Main articles on newspaper and interviews

Articles published on www.lavoce.info:

- "Crediti deteriorati: un futuro 'trasparente'" (December 2, 2016)
- "Perché il bail-in è costituzionale" (with Andrea Zorzi) (June 9, 2016)
- "Chi ha paura del bail-in" (October 9, 2015)
- "Cos'è il 'bail-in' per gestire le crisi bancarie" (January 23, 2015)
- "Chi ha paura del concordato in bianco" (June 4, 2013, co-authored with Massimo Belcredi)
- "Una rivoluzione per l'indebitamento dei privati" (January 18, 2013)
- "Diritto fallimentare, ritorno all'età della pietra" (June 8, 2010)
- "Alitalia, I nodi da sciogliere" (September 23, 2008)
- "Vero e falso nella procedura Alitalia" (September 5, 2008)
- "Con il commissario non si vola" (March 25, 2008)
- "Un decollo che sfida le leggi" (March 2, 2008)
- "Crisi d'impresa, crisi di regole" (December 19, 2006)
- "Quella golden share che brilla sempre meno" (September 21, 2006)
- "Fallimenti, riforma a metà del guado" (September 19, 2005)
- "Fallimenti, riforma a piccoli passi" (April 5, 2005)
- "Il mondo cambia, la legge fallimentare no" (November 22, 2004)
- "Parmalat: l'ora delle parti civili" (October 7, 2004)

- *“Se Parmalat dà il buon esempio”* (June 22, 2004)
- *“Cos’è il decreto Parmalat”* (January 8, 2004)
- *“Il tempo delle scelte”* (July 8, 2003)

Articles published on "Il Sole - 24 Ore":

- *“Accordo di moratoria per superare la crisi”* (July 9, 2015, p. 42, co-authored with Iacopo Donati)
- *“Giudici e banche in pista per gestire le crisi ”* (February 5, 2014, in the supplement *I Focus del Sole 24 Ore*, p. 3)
- *“Il concordato con continuità lascia aperte più opzioni”* (November 3, 2013, p. 6)
- *“Fusioni e scissioni senza autorizzazioni”* (August 17, 2013, p. 25)
- *“Il debito non deve azzerare la fiducia”* (August 30, 2012, p. 15)
- *“Un pacchetto per aiutare a rimanere sul mercato”,* (June 16, 2012, p. 17)
- *“Prioritario l’obiettivo della continuità d’impresa”* (April 4, 2012, p. 21)
- *“Una sola procedura per tutte le crisi”* (August 31, 2008, p. 3)
- *“Sull’insolvenza un salto culturale”* (November 19, 2007, p. 44)
- *“Fallimenti: concordati senza salto di qualità”* (August 10, 2007, p. 27)
- *“Rischio collisione fra concordati”* (October 14, 2005, p. 27, co-authored with Gaetano Presti)

Main interviews:

- *“Italy Said to Plan Legal database to Improve Bad-Loan Pricing”* in *Bloomberg*, (April 15, 2016)
- *“Beautifying bankruptcy”* in *The Economist* (July 4, 2015, p. 62)
www.economist.com/news/finance-and-economics/21656720-legal-reforms-may-help-chip-away-mountain-non-performing
- *“Fallimenti, tre mesi di riforma e scatta l’«assedio» ai Tribunali”* in *Corriere della Sera* (December 2, 2012, p. 31)
- *“Il collegio? La scelta più opportune per realtà complesse”* in *Il Sole 24 Ore* (January 26, 2012, p. 8)
- *“Triplica il ricorso al concordato”* in *Il Sole 24 Ore* (August 3, 2009, p. 15)
- *“High court rules for Parmalat on claims”* in the *International Herald Tribune* (May 6, 2006)
- *“La riforma è servita”* in *TopLegal* (March 2003, p. 42)

Professional Certifications and Relevant Experience

- | | |
|-------------|---|
| (2015-2017) | President of the Board of Directors of Banca Federico del Vecchio, upon appointment by the extraordinary commissioners of the parent company (Banca Etruria, at the time under extraordinary administration procedure, resolved by the Bank of Italy on November 22, 2015). |
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- (2002-present) Founder of Studio legale Stanghellini Ristori Vigoriti in Florence, Italy, whose main areas of practice are Corporate, Banking and Bankruptcy law.
- (2014-2015) Chairman of Monitoring Board of Banca di Cascina, upon appointment by the Bank of Italy after Banca di Cascina was set in extraordinary administration.
- (2010-2015) Member of the Fondazione Cassa di Risparmio di Firenze (foundation resulting out of the spinoff, in 1992, of the commercial bank Cassa di Risparmio di Firenze, founded in 1830).
- (2008-2014) Mediator for the Conciliatore Bancario (Ombudsman in banking disputes).
- (2010-2012) President of the Board of Directors of Credito Industriale Sammarinese, upon appointment by the extraordinary commissioners of the parent company (Banca Carim, in extraordinary administration procedure at the time).

I declare that the above is true.

Florence, 22 March 2019

Lorenzo Stanghellini



Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - convened for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by ~~COMPAGNIA DI SAN PAOLO, FONDAZIONE CARIPLO, FONDAZIONE CASA DI RISPARMIO DI PADOVA E ROVIGO~~ * the undersigned Ernesto Lavatelli (fiscal code LVTRST48M28D969M), born in Genoa on 28th August 1948 and resident in Genoa. Address Via Giordano Bruno 42/8, nationality Italian, profession Lawyer.

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

➤ **With regard to independence** ⁽³⁾

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association ⁽⁴⁾;
 I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 - administration or control activities or managerial tasks in companies;
 - professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – Issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

* FONDAZIONE CASA DI RISPARMIO DI FIRENZE
FONDAZIONE CASA DI RISPARMIO IN BOLOGNA

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- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company (⁶⁾);
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
<i>good/Excellent⁷</i>	<i>Basic/good</i>	<i>Very</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>2. Financial markets and economic-financial system</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>3. Regulations of the banking industry and financial activities</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>4. Strategic view and planning</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>5. Business and/or corporate management</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁵ Article 13.4.4. of the Articles of Association

⁶ Article 13.4.2 letter a) of the Articles of Association

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.



- | | | |
|--|-------------------------------------|-------------------------------------|
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and internal control system | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. Digital & Information technology | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: Secretary-General
 Company or entity concerned: Italmobiliare Società Italiana Impianti p.A.
 Period: 1985 - 1993

Area and Activities performed: member of the Board of Directors – member of Remuneration Committee – member of Surveillance Body
 Company or entity concerned: Iren S.p.A. (previously Iride S.p.A)
 Period: 2008 - 2013

Area and Activities performed: Member of the General Council – Member of the Investment Committee - Coordinator of Asset Commission – Member of the Statute Commission
 Company or entity concerned: Compagnia di San Paolo
 Period: 2012 – 2016

Area and Activities performed: Deputy Chairman of the Board of Directors
 Company or entity concerned: F.S.U. Finanziaria Sviluppo Utilities S.r.l.
 Period: 2009 – 2012

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March

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1998, as well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):
 - I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;
 - I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.
- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am currently employed in the public sector, but I benefit from 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 Board of Directors;
 - I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am at⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of

⁸ Please enter the office held and the details of Public Authority employer



Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

Lastly, I declare that

- p) In the attached presentation, I have provided full Information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

I also agree to:

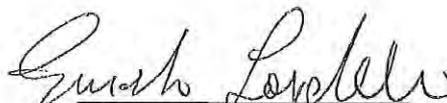
- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Genoa,

March, 27th 2019

(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the above mentioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.

ERNESTO LAVATELLI

Born in Genoa on 28.08.1948.

Graduated in Law from the University of Genoa.

Lawyer. He is a member of the Special Register of Patronage Lawyers of the Court of Cassation and other higher jurisdictions.

He held management positions in important companies (among others, Secretary-General of Italmobiliare - Società Italiana Impianti p.a., sector head of the IRI Group) until August 1993.

In these roles he acquired significant knowledge of business management and was a member of the administrative and control bodies of numerous subsidiaries.

In his subsequent professional activity, he gained consolidated competence and experience in the areas of civil law, banking (also in relation to the regulatory framework and consequent legal obligations), corporate and administrative law, carrying out his activities in favour of important private and public corporate groups and acquiring, in particular, significant experience in the field of *corporate* functions, the organisation of business activities and the analysis of financial statement data.

He has provided and continues to provide assistance and advice both in court (in ordinary and administrative jurisdictions) and out-of-court in relation to issues relating to the management and administration of entities and client companies, as well as matters relating to the duties and responsibilities of directors, and transactions (including extraordinary transactions) on assets and capital.

He has been a lecturer at the Faculty of Political Science of the University of Genoa as part of the course on "*Economics and Business Management*", focusing, in particular, on legal and economic research in the field of issues relating to *corporate governance*.

He has been a member of numerous Arbitration Boards, including as Chairman.

Current main charges:

Member of the Board of Directors of:

- University of Genoa (since 2014);
- Ente Ospedaliero - Ospedali Galliera Genova (since 2016);
- Equiter S.p.a. (since 2018);
- Costa Freight S.r.l. (since 2000);
- Fondazione Pio Istituto Brignole Sale (from 2016);

1


Other main positions previously held :

- Member of the General Council and the Investment Committee of the Compagnia di San Paolo di Torino, as well as coordinator of the Asset Commission and member of the Company's Statute Commission;
- Deputy Chairman of the Board of Directors of F.S.U. Finanziaria Sviluppo Utilities S.r.l.;
- Member of the Board of Directors of:
 - Iren S.p.A. (previously Director of Iride s.p.a.);
 - Iren Ambiente S.p.A.;
 - Finanziaria Ligure per lo sviluppo economico - FILSE S.p.a.;
 - Fondazione Ansaldo;
 - Fondazione Teatro Carlo Felice di Genova;
 - AMT Genova;
 - CMF S.p.A.;
 - M.G.I. S.p.A.;
- Member of the Monitoring Committee of Comar S.p.A. in Administrative Compulsory Winding Up (appointed by IVASS);
- Member of the Board of Directors of:
 - Issuge (Institute of Higher Studies, University of Genoa);
 - Mediofidi;
 - Unionfidi Liguria.
- Member of the Foreign Trade Section of the Genoa Chamber of Commerce.

Genoa, 25 march 2019

Ernesto Layatelli, Lawyer


This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

Attachment "C1"

Form of acceptance of nomination as a member of the Board of Directors

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 - scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for the financial years 2019/2020/2021, as per slate submitted by Compagnia di San Paolo, Fondazione Cariplo, Fondazione Cassa di Risparmio di Pd o Ro, Fondazione Cassa di Risparmio di Fi, Fondazione Cassa di Risparmio in Bologna

I, the undersigned Manna Marina (fiscal code MNNMRN60L66D643X), born in Foggia on 26/07/1960 and resident in Padova address Via Trilussa n. 18 nationality Italiana profession Chartered accountant

declare that

- I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting;
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾.

I also declare that

➤ **With regard to Independence ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.4.3 of the Articles of Association⁽⁴⁾;
 I do not meet the above-mentioned independence requirements;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, having gained overall experience of at least three years in the performance of one or more of the following activities:
 administration or control activities or managerial tasks in companies;

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – Issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 16 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1. of the Articles of Association

³ Article 13.4.2 letter b) of the Articles of Association

⁴ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

- professional activities in the areas of credit, finance, securities, insurance or in any case functional to the bank's activities;
 - university teaching activities in economics or law;
 - administrative or management functions in public entities or public authorities pertaining to the credit, financial, securities or insurance sector or in public entities or public authorities not pertaining to the aforesaid sectors, provided that the functions involve the management of economic and financial resources;
- d) with regard to the office of Chairman of the Board of Directors and the office of Managing Director⁵⁾
- I meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I do not meet the specific requirements for the office of Chairman of the Board of Directors established by the applicable regulations;
 - I meet the specific requirements for the office of Managing Director established by the applicable regulations;
 - I do not meet the specific requirements for the office of Managing Director established by the applicable regulations;
- e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	Basic/good	Very good/Excellent ⁷⁾
1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Financial markets and economic-financial system	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Regulations of the banking industry and financial activities	<input type="checkbox"/>	<input checked="" type="checkbox"/>

⁵⁾ Article 13.4.4. of the Articles of Association

⁶⁾ Article 13.4.2 letter a) of the Articles of Association

⁷⁾ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

4. Strategic view and planning	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. Business and/or corporate management	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. Risk management and internal control system	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8. Organisational and corporate governance structures	<input type="checkbox"/>	<input checked="" type="checkbox"/>
9. Auditing and control	<input type="checkbox"/>	<input checked="" type="checkbox"/>
10. Remuneration and incentive systems and tools	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. Knowledge of the insurance market and products and the related regulations	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12. Digital & Information technology	<input type="checkbox"/>	<input type="checkbox"/>
13. International and/or multinational experience and/or knowledge of foreign markets	<input type="checkbox"/>	<input type="checkbox"/>

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: Member of the Board of Directors and of the Control and Risk Committee
Company or entity concerned: Banco di Napoli
Period: from 16 March 2015 to 25 November 2018

Area and Activities performed: Independent director and Chairman of the Control and Risk Committee
Company or entity concerned: Carraro SpA and Carel SpA (Listed companies MTA)
Period: Carraro SpA from April 2012 to today - Carel SpA from 29 March 2018 to today

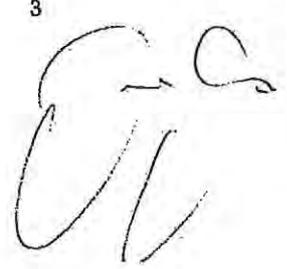
Area and Activities performed: Statutory audit of accounts
Company or entity concerned: Industrial companies as per curriculum vitae
Period: As from curriculum vitae

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

- h) I meet the integrity requirements established for the management body members and key function holders of banks in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998, as

3



well as those established for statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for management body members and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ *With regard to offices in companies and institutions and time commitment*

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or group of companies operating in the credit, insurance and financial markets;

I hold offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this.

- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU;
- m) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ *With regard to situations of ineligibility or incompatibility*

- n) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-
quater of Legislative Decree 58/1998;

- o) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

I am currently employed in the public sector, but I benefit from 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 Board of Directors;

I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am

..... at

.....⁽⁸⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

⁸ Please enter the office field and the details of Public Authority employer

Lastly, I declare that

- p) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- q) I have read the information notice referred to in Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- r) I authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000.

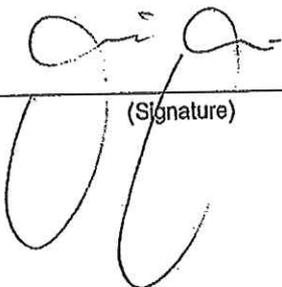
I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Padova, 25 marzo 2019

(Place and date)



(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

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The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

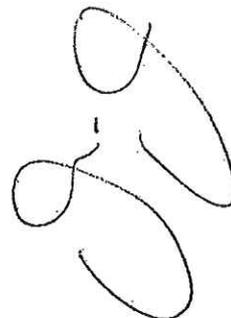
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You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 - 10121 Torino. 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 or the Judicial Authority.



MARINA MANNA

CURRICULUM VITAE

Degree in Economics at University - Ca 'Foscari of Venice on 15 November 1984,
Specialization in legal studies, thesis in Tax Law (Supervisor: Prof. Avv. Francesco Moschetti)
entitled "The taxation of family income", vote 110/110 cum laude.

Professional practice at the accounting firm of Dr. Paolo Mazzi from November 1984 to
December 1988 with activities mainly focused on the tax sector and insolvency
proceedings.

Qualified to exercise the profession of Chartered Accountant in 1988 with registration in
the Register of Chartered Accountants of the Order of Padua on 18 January 1989.

Opening of his own practice for the exercise of his professional activity in January 1989.
The activity is carried out in the tax field with particular reference to the tax process, in the
field of both civil and criminal technical consultancy and insolvency proceedings.

Registration in the Register of Auditors of the Ministry of Justice D. Lgs. 27 January 1992 n.
88.

Opening of Studio Associato Manna and Galgani in January 2011.

Enabling the practice of collaborative law (Milan 2010, Lucca 2014 and 2016 courses).

INSTITUTIONAL DUTIES

Within the Council of the Order of Chartered Accountants of Padua, office of Auditor,
from 1992 to 1995, from 1995 to 1998 Director, from April 1998 to March 2001 Secretary
Board; from April 2001 to March 2006 Vice President.

CURRENT SOCIAL OFFICES:

Chairman of the Board of Statutory Auditors of:

Lanificio dell'Olivo spa (REA FI 491238) from 24 June 2015;

BLM S.p.A. (REA CO 205788) from 19 December 2018.

Auditor of:

Celenit S.p.A. (REA PD95190) since 1998,

Superauto S.p.A. (REA PD331558) since 2008,

Clodia - Real Estate Company S.p.A. (REA PD101385) since 2010,

Pagnan Finanziaria S.p.A. initials Pa.Fin. S.p.A. (REA PD234067) from 2010,

FPT Industrie S.p.A. (REA PD224386) from July 2012,

Nice Group S.p.A. (REA TV 199571) from 6 October 2015,
Fonderie Pandolfo S.p.A. (REA PD 339355) from 6 March 2018,
Tiche S.p.A. (REA PD 179137) from 7 May 2018,
Morseletto Laboratory S.r.L. (REA VI 79714) from 21 September 2018,
B-AGE Nice S.p.A. (REA TV 416612) from 5 February 2019.

Sole Auditor of:

Veneto Logistica S.r.l. (REA RO137120) from April 2012.

Chairman of the Audit Body of:

Città della Speranza Pediatric Research Institute Foundation from 29 June 2015.

Member of the Board of Directors of:

Carraro S.p.A. (REA PD 84033) from 23 March 2015,
Carel Industries S.p.A. (REA PD 383286) from 29 March 2018.

Sole Director of:

Cavour srl (REA PD 363207) from 24 May 2006.

Substitute auditor of:

Aquafil S.p.A.,
Munari F.lli S.p.A.,
Gradient Savings management company S.p.A.

TERMINATED SOCIAL OFFICES:

Chairman of the Board of Statutory Auditors of:

Fabrizio Smania S.p.A. (REA PD374652) from 2008 until the approval of the financial statements at 31.12.2010,

F.lli Guerriero S.r.l. (REA PD350251) from 2008 and until 28.05.2012,

Auxilia S.p.a. (REA PD343080) from 2009 to 30.04.2015,

Soa Nord Alpi S.p.a. (REA PD321143) from June 2012 to October 2017,

Veneto Nanotech scpa from September 2014 to February 2015,

Lore srl (cf. 04885140287) from 24 June 2015 to June 2016.

Auditor of:

Morocolor Italia S.p.A. (REA PD129144) from 1997 until May 2014,

Pagnan S.r.l. (REA PD75317) from 2010 and until June 2014,

Carraro S.p.A. (listed company) (REA PD84033) from April 2012 to March 2015,

Stefanel S.p.A.,

Cassa di Risparmio di Padova and Rovigo Foundation from 2008 to August 2014,

Rest home of Noventa Padovana period 2010 - 2013,

Padua Hospital Company from 2011 until March 2014,

S.I.L.O. Pagnan S.r.l ..

Member of the Board of Directors of:

Delta Erre S.p.A. (REA PD114596) from 1999 to May 2013 and from 2014 to September 2015,

Delta Erre Trust Company S.r.l. (REA PD370974) from 2009 to February 2018,

Stefanel S.p.A. from 2014 to 2017,

Banco di Napoli from 16 March 2015 to 25 November 2018.

ASSIGNMENTS IN JUDICIAL AREA

Technical consultant in proceedings at the Court of Padua - Civil and Penal Section of Padua and Ferrara;

Technical Consultant of the Public Ministry in proceedings at the Court of Padua - Criminal Section.

ACTIVITIES OF TEACHERS AND REPORTERS TO CONFERENCES

Tutor at the University of Padua - Law Faculty - University Diploma for Corporate Legal Operator - Rovigo - from 1999 to 2004 - "Tax Law" Teaching.

Speaker at conferences organized by Trade Associations, Professional Associations and Training Institutions in the Corporate, Tax and Asset protection.

Lecturer in the Higher Education School of the Order of Chartered Accountants and Accounting Experts in tax law.

Padova, 25 Marzo 2019

Marina Manna

A handwritten signature in black ink, appearing to read 'M. Manna', with a stylized flourish at the end.

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

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 Turin, Piazza San Carlo 156 – scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. and the Management Control Committee for the financial years 2019/2020/2021, as per slate submitted by COMPAGNIA DI SAN PAOLO FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO DI PADOVA E RO VIGO *

I, the undersigned FABRIZIO MOSCA (fiscal code M.SC.FR2.68.H07.L219.S), born in TORINO on 7th JUNE 1968 and resident in TORINO address CORSO RE UMBERTO 79 nationality ITALIAN profession UNIVERSITY PROFESSOR

declare that

- I accept to stand as a candidate for the office 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 slate submitted to the aforementioned Shareholders' Meeting.
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾;

I also declare that

➤ **With regard to independence ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.5.2 and 13.4.3 of the Articles of Association;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998⁽⁴⁾ and the requirements established for members

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

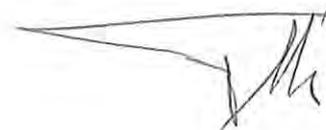
² Article 13.4.1 of the Articles of Association.

³ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁴ Article 13.4.1 of the Articles of Association.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE

FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA



of the board of statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000⁵;

d) I meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, specifically, I have acquired a proven experience of at least five years in the fields of internal controls, administration and finance:

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 conducting 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

teaching 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 at the previous point, or

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;

e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁶;

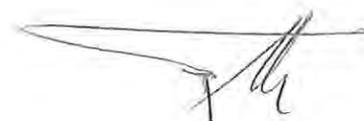
f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the the complexity of the Bank)</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
<i>3. Regulations of the banking industry and financial activities</i>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

⁵ Article 13.5.1 of the Articles of Association.

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

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.



- | | | |
|--|-------------------------------------|-------------------------------------|
| 4. Strategic view and planning | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. Business and/or corporate management | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. Risk management and internal control system | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. Digital & Information technology | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: CHAIRMAN OF THE BOARD OF STATUTORY
 Company or entity concerned: AUDITORS TRW AUTOMOTIVE ITALIA SRL / ZF GROUP
 Period: SINCE 2004

Area and Activities performed: PROFESSOR OF BUSINESS STRATEGY
 Company or entity concerned: UNIVERSITY OF TURIN
 Period: SINCE 2006

Area and Activities performed: TAX AND LEGAL ADVISORY TO GLOBAL GROUPS
 Company or entity concerned: TRW GROUP, ZF GROUP, ONWARD GROUP
 Period: SINCE 1995 TO 2019

PLEASE READ THE CURRICULUM VITAE FOR DETAILS

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ **With regard to integrity and reputation and fairness**

h) I meet the integrity requirements established for members of the management body and key function holders of banks in the Regulation adopted in Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for members of the management body and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

- I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets;
- I hold offices in management, supervisory and control bodies or as a senior officer of competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this;

- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU and provided by applicable laws and regulations for fulfilling the duties of member of the control body of a bank that has issued shares listed on regulated markets ⁽⁸⁾;

- m) with specific reference to the limitation of directorships established 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 give up all incompatible offices;

- n) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

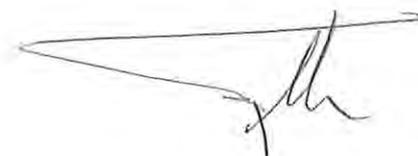
- o) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quarter of Legislative Decree 58/1998;

- p) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

I am currently employed in the public sector, but benefit from 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 Board of Directors;

- I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am

⁸ Article 13.5.1 of the Articles of Association.



..... at
.....⁹) and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

Lastly, I declare

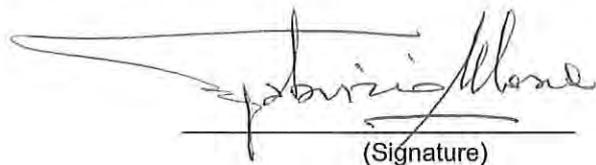
- q) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- r) I have read the information notice referred to Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- s) I authorize the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

TORIN, March 27th 2019
(Place and date)


(Signature)

⁹ Please enter the office held and the details of Public Authority employer

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

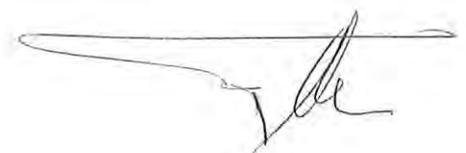
Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.

A handwritten signature in black ink, consisting of a long horizontal stroke followed by a stylized, cursive signature.

FABRIZIO MOSCA CURRICULUM VITAE



PERSONALS DETAILS

Place and Date of birth: Torino, **June 7th 1968** – based in Torino - corso Re Umberto n. 79.

Mail: fabrizio.mosca@unito.it.

Married with **Camilla Garbarino**, two children **Carolina** (18) e **Niccolò** (16).

EDUCATION

1987 High School Degree (scientific study path) at **Istituto Sociale Jesuit Fathers in Torino**.

1992 Master Degree in Business Management at **Faculty of Economics in Torino**.

1993 **Dottore Commercialista e Revisore legale (Chartered Accountant)**.

1994 Technical Consultant of the Legal Court.

1998 Doctor (**Ph.D.**) in Business Management at **University Commerciale “L. Bocconi”, Milano**.

ACTUAL ACCADEMIC POSITION AND RESEARCH ACTIVITY

Associate Professor of Business Strategy at University of Torino, Department of Management.

Scientific National Qualification as Full Professor.

Research activity concerns Strategic Management Issues, particularly around Business Strategy and Marketing Management and, more recently, on Corporate Social Responsibility and Sustainability practices for business.

PROFESSIONAL ACTIVITY

Since **1992** I have developed, in addition to the **intense academic activity as professor of Business Strategy at University of Torino, Department of Management**, my professional activity as chartered accountant as well as business and tax professional advisor (Dottore Commercialista) at Studio Zunino, associazione professionale.

Founding Partner of **Studio SGVM**.

The professional activity is focused on corporate consulting, company valuation, M&A, tax consultancy for Italian and multinational companies and groups. I have held many assignments as appraiser for evaluating companies, trade-marks and patents.

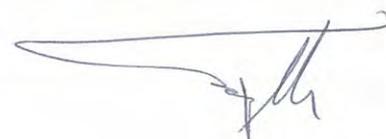
Statutory Auditor.

Judge's technical consultant.

Court expert.

PROFESSIONAL POSITIONS

As part of the professional activity, I hold positions as member of the board of statutory auditors, statutory auditor and / or independent director of numerous companies including: TRW Automotive Holding Italia S.r.l. (ZF Group, for over 15 years).



TRW Automotive Italia S.p.A. (ZF Group), (Chairman of the Board of Statutory Auditors for over 15 years).

Bolaffi S.p.A. (Bolaffi Group).

M.Marsiaj & C. S.r.l. (Sabelt Group).

I am a member, appointed by the private stakeholder, of the Board of Directors of the Piedmont Foundation for Oncology (FPO, participated by the Piedmont Region and the Fondazione Piemontese per la Ricerca sul Cancro - Onlus).

Non-executive Vice president of Mecplast S.r.L.

Non-executive Board Member of SpinLab, Academic Spinoff of the University of Turin.

Former professional experiences:

President of the Board of Statutory Auditors at Inthera S.p.A., already Mondadori Group.

Former member of the statutory auditors of F.lli Gancia S.p.A. and alternate auditor of Exor S.p.A. and FIAT S.p.A.

As part of my professional duties, I cover the role of alternate auditor of F.lli Saclà S.p.A. I am a member of the statutory board of auditors of the following non-profit associations:

Felicita Gallesio Foundation – No-profit Organization of Istituto Sociale.

Scarabei - Association for the Egyptian Museum of Torino.

Association Real Castle of Racconigi.

MAIN ACCADEMIC POSITIONS IN ITALY AND ABROAD

Member of the **Scientific Committee of University Masters** including:

MBA SAA Master in Business Administration, since a.a. 2008_2009.

University Master in Management of Sales Processes, since a.a. 2008_2009.

University Masters in Real Estate Asset Management, since a.a. 2010_2011.

Main professor of the Marketing and Business Strategies course at the University of Torino, Department of Management and SAA - School of Management of the University of Torino.

Lecturer in the Masters in Business Administration of SAA - School of Management of the University of Torino and of the Master at Il Sole 24 Ore, Milano, for several years.

I have also been professor at the MEB Master of the European School of Management - ESPC Europe, for several years.

Visiting Professor at **I.U.M. - University of Monaco "Prince Albert I" Monaco**, Inseec Group Paris, since 2005_2010.

Visiting professor **National University of Cordoba** (Argentina).

Visiting professor **University Paris Nanterre La Défense**.

Visiting professor at **Troyes Business School**.

SELECTION OF SOME RECENT SCIENTIFIC PUBLICATIONS

CIVERA C., CASALEGNO C., MOSCA F., MAPLE P. (2018), Customers' Judgments and Misjudgments of Corporate Responsibility Communication: a Cross Country Investigation of the Effects on Confidence and Trust within Banking Sector, in *Psychology & Marketing*, Volume 35, Issue 2, February.

BRONDONI S., MOSCA F. (2017), Overture Special Issue Integrated CSR, in *SYMPHONYA Emerging Issues in Management*, December.

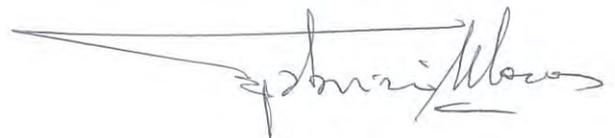
MOSCA F., CIVERA C. (2017), The Evolution of CSR: Antecedents and Features of an Integrated Approach, in *SYMPHONYA. Emerging Issues in Management*, December.

MOSCA F., (2017), Strategie nei mercati del lusso. Marketing, sostenibilità e digitalizzazione, Egea, Milano, 380 pages.

MOSCA F., (2016), *La valutazione degli asset intangibili: la valutazione della marca tra metodi tradizionali e metodi marketing based*, in *Rivista Diritto ed Economia dell'impresa*, n. 3, giugno.

WINER R. S., DAHAR R., MOSCA F., (2013) *Marketing Management*, Apogeo, 640 pages.

Autorizzo il trattamento dei dati personali.



**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 Turin, Piazza San Carlo 156 – convened for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. and the Management Control Committee for the financial years 2019/2020/2021, as per slate submitted by ~~COMPAGNIA DI SAN PAOLO, FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO DI PADOVA E ROVERETO~~*, I, the undersigned Milena Teresa Motta (fiscal code MTTMNT59C69C003K), born in Cassano d'Adda on 29/03/1959 and resident in Milano address Via G. B. Pergolesi, 24, nationality Italian, profession Consultant-chartered accountant and auditor

declare that

- I accept to stand as a candidate for the office 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 slate submitted to the aforementioned Shareholders' Meeting.
- I am suitable for the office, pursuant to the applicable regulations (1) and the Articles of Association (2);

I also declare that

➤ **With regard to independence (3)**

- a) I meet the independence requirements laid down in Article 13.5.2 and 13.4.3 of the Articles of Association;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998(4) and the requirements established for members of the board of statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000(5);
- d) I meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, specifically, I have acquired a proven experience of at least five years in the fields of internal controls, administration and finance;

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 conducting insurance business with annual gross premium income of at least 1 billion euro, or at entities or enterprises

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

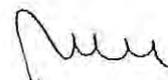
² Article 13.4.1 of the Articles of Association.

³ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁴ Article 13.4.1 of the Articles of Association.

⁵ Article 13.5.1 of the Articles of Association.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE
FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA



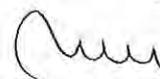
with total revenues of at least 500 million euro (sizes are understood to be calculated on the basis of the company's most recent financial statements or consolidated financial statements, where prepared by the entity), or

- teaching 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 at the previous point, or
- 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;
- e) I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁽⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. Financial markets and economic-financial system	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. Regulations of the banking industry and financial activities	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. Strategic view and planning	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5. Business and/or corporate management	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. Ability to read and interpret the financial statements data of a financial institution and accounting and financial information	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. Risk management and internal control system	<input type="checkbox"/>	<input checked="" type="checkbox"/>

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

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.



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|---|-------------------------------------|-------------------------------------|
| 8. Organisational and corporate governance structures | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 9. Auditing and control | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. Remuneration and incentive systems and tools | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. Knowledge of the insurance market and products and the related regulations | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 12. Digital & Information technology | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 13. International and/or multinational experience and/or knowledge of foreign markets | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: Comitato Controllo Gestione e Cda
 Company or entity concerned: Intesa Sanpaolo Spa
 Period: 2016-2019

Area and Activities performed: Presidente Collegio Sindacale
 Company or entity concerned: Trevi Finanziaria Industriale Spa
 Period: 2015-2019

Area and Activities performed: Sindaco Effettivo
 Company or entity concerned: Atlantia - Brembo
 Period: 2012-2015 2014-2017

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.
- **With regard to integrity and reputation and fairness**
- h) I meet the integrity requirements established for members of the management body and key function holders of banks in the Regulation adopted in Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;
- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for members of the management body and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.
- **With regard to offices in companies and institutions and time commitment**
- k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

- I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets;
- I hold offices in management, supervisory and control bodies or as a senior officer of competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this;
- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU and provided by applicable laws and regulations for fulfilling the duties of member of the control body of a bank that has issued shares listed on regulated markets ⁽⁸⁾;
- m) with specific reference to the limitation of directorships established 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 give up all incompatible offices;
- n) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.
- ***With regard to situations of ineligibility or incompatibility***
- o) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quarter of Legislative Decree 58/1998;
- p) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;
 I am currently employed in the public sector, but benefit from 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 Board of Directors;
 I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am at
⁽⁹⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

Lastly, I declare

- q) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other

⁸ Article 13.5.1 of the Articles of Association.

⁹ Please enter the office held and the details of Public Authority employer



companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;

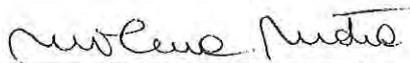
- r) I have read the information notice referred to Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- s) I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

MILAN, March 27th 2019
(Place and date)


(Signature)

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director of the Bank (Article 26 of the Consolidated Law on Banking and related implementing regulations, the EBA-ESMA Guidelines on the assessment of the suitability of the members of the management body and key function holders, and the ECB Guide to fit and proper assessments for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

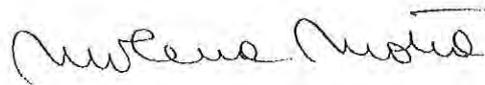
Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the above mentioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

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, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

For any matter related to the processing of your Personal Data and/or if you wish exercise the abovementioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com, at the certified email address privacy@pec.intesasanpaolo.com or, by ordinary mail, at the address Intesa Sanpaolo S.p.A., Piazza San Carlo 156 – 10121 Torino. 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 or the Judicial Authority.



MILENA T. MOTTA

Professional profile - March 2019



Milena Teresa Motta

Born in Cassano d'Adda (Milano) on March 29th, 1959

Married, three children

Address: Via G.B. Pergolesi 24, 20124 Milano

Telephone: +39 02 6709699 – Fax +30 02 6691921

Email: milena.motta@stratinnov.it

PROFESSIONAL QUALIFICATIONS

- | | |
|------------|--|
| Since 1983 | Listed in the Register of Chartered Accountants of Milano |
| Since 1995 | Auditor, by Ministerial appointment (Register of Auditors no. 65238, Official Journal 46bis of 16 June 1995) |
| 1999-2000 | Master Female Entrepreneurship, Istud (Stresa) |
| 1982 | Degree <i>magna cum laude</i> in Business and Economics at the Sacred Heart Catholic University (Milano) |

PROFESSIONAL ACTIVITY

- Since 1982 Business consulting in competitive strategy, marketing and innovation. Consulting on the development of services dedicated to competitive and market strategies, and aimed at innovation with the following contents:
- Tools and methods for the methodical analysis of the market and the competitive environment to identify opportunities and threats
 - Information and intelligence to support competitive positioning and the innovation process
 - “Technology Intelligence” to monitor scientific and technologic development and identify opportunities and threats
 - Application of “War Gaming” for competitive and market analysis
 - “Strategic roadmapping” to align strategy, market and innovation

PUBLICATIONS (all of them with Edizioni Il Sole 24 Ore, Milano)

- 1984 500 management ideas
- 1986 300 marketing ideas
- 1987 300 new business ideas
- 1987 300 sales ideas
- 1988 300 new materials ideas
- 1989 300 information technology ideas for managers

BOARDS OF DIRECTORS AND BOARDS OF STATUTORY AUDITORS

- 2016-present *Intesa Sanpaolo Spa*. Member of the Board of Directors and Member of the Audit Committee
- 2015-present *Trevi Finanziaria Industriale Spa*. Chairman of the Board of Statutory Auditors
- 2014-2017 *Brembo Spa*. Standing Statutory Auditor and Member of the Supervisory Board
- 2012-2015 *Atlantia Spa*. Standing Statutory Auditor
- 2013-2014 *Damiani Spa*, Standing Statutory Auditor
- 1998-2002 *Onbanca Spa – Gruppo Banca Popolare Commercio & Industria*. Member of the Board of Directors of the group's online bank, created in 1998 and listed at the Milano Stock Exchange in 2001, then taken over by Xelion (Unicredit group)
- 2000-2001 *Fulcron Spa*. Member of the Board of Directors of the company that developed the first portal comparing insurance policies, then taken over by a company of the insurance industry

INTERNATIONAL ASSOCIATIVE ACTIVITIES

- 1996 Founder of SCIP ITALIA (Strategic and Competitive Intelligence Professionals, www.scip.org) affiliated with the non-profit association SCIP, headquartered in the USA. Founding member of SCIP's European Advisory Council in Europe.
- Since 1996 Coordinator of Unità Italiana SCIP (SCIP ITALIA), which organizes seminars and courses on Market and Competitive Intelligence on a quarterly basis.
- 2009 Fellow Award granted by SCIP for the activity carried out in favor of the international development of the association and of the Competitive Intelligence discipline; previously, Catalyst Award (1998) for having created the first European (and international) Unit of the association, until then based only in the USA.

MEMBERSHIPS

NED Community (Association of Non-executive and Independent Administrators)

WCD (Women Corporate Directors)

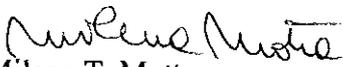
AIMS (Italian Marketing Development Association)

ADICO (Italian Marketing Directors Association)

SCIP (Strategic and Competitive Intelligence Professionals)

OTHER ACTIVITIES

- Since 1997 Teacher of Competitive and Strategic Analysis at SDA Bocconi, Milano
- Since 2000 Teacher of Marketing and Strategy courses in the Master in Innovation of the Scuola Superiore Sant'Anna, Pisa
- Since 2008 Teacher of Patent & Technology Intelligence, Member of ICI (Institute for Competitive Intelligence) Faculty, Germany
- Since 2009 Teacher of Technology Intelligence and Strategic Roadmapping, in collaboration with IfM-Center for Technology Management at University of Cambridge (UK) and since 2018 Industrial Fellow at the same University
- Since 2015 Teacher of Competitive & Technology Intelligence at the LIUC University, Castellanza (VA)
- 2008-2013 Teacher of Competitive Strategy and Innovation, Master in Business Management and Strategy of Il Sole 24 Ore
- 2008-2009 Teacher of Market and Competitive Intelligence, Executive Master in Marketing and Sales, SDA Bocconi (Milano) and ESADE (Barcelona)
- 2008+2004 Chairman of the European Conference of Strategic and Competitive Intelligence Professionals
- 2006-2008 Teacher of Market Research at the Multimedia Management Master, Mediaset-IULM, Milano
- 2003-2005 Teacher of Competition and Market Analysis in MBA courses at CUOA, Altavilla Vicentina (VI)
- 2000-2002 Chairman of the Annual Conference of Competitive Intelligence organized by Il Sole 24 Ore.


Milena T. Motta

Milano, March 2019

This is to authorize the processing of personal data in accordance with Article 7, Legislative Decree no. 196/2003

**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 Turin, Piazza San Carlo 156 – convened for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. and the Management Control Committee for the financial years 2019/2020/2021, as per slate submitted by COMPAGNIA DI SAN PAOLO, FONDAZIONE CARIPLO, FONDAZIONE CASSA DI RISPARMIO DI PADOVA, ROVI GO * I, the undersigned MARIA-CRISTINA ZOPPO..... (fiscal code ZPPMCR71S554L219B.....), born in Turin.....on 14th November 1971..... and resident in Turin..... address via Governolo 28....., nationality Italian....., profession Chartered Accountant, Registered Auditor and Technical Advisor for the Court of Justice

declare that

- I accept to stand as a candidate for the office 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 slate submitted to the aforementioned Shareholders' Meeting.
- I am suitable for the office, pursuant to the applicable regulations ⁽¹⁾ and the Articles of Association ⁽²⁾;

I also declare that

➤ **With regard to independence ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.5.2 and 13.4.3 of the Articles of Association;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998⁽⁴⁾ and the requirements established for members of the board of statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000⁽⁵⁾;
- d) I meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, specifically, I have acquired a proven experience of at least five years in the fields of internal controls, administration and finance;

¹ See in particular; Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in Implementation of the principles set out in the EU Directive 36/2013 ("EBA/ESMA Guidelines"); and the "Guide to fit and proper assessments" Issued by the ECB on 15 May 2017, as amended in May 2018 ("ECB Guide").

² Article 13.4.1 of the Articles of Association.

³ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁴ Article 13.4.1 of the Articles of Association.

⁵ Article 13.5.1 of the Articles of Association.

* FONDAZIONE CASSA DI RISPARMIO DI FIRENZE
FONDAZIONE CASSA DI RISPARMIO IN BOLOGNA



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 conducting 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

X teaching 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 at the previous point, or

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;

e) X I am registered with the Register of independent auditors and have practised, for a period of at least three years, as an independent auditor or performed the functions of member of a control body in a limited company ⁽⁶⁾;

f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input type="checkbox"/>	X
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	X
<i>3. Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	X
<i>4. Strategic view and planning</i>	<input type="checkbox"/>	X
<i>5. Business and/or corporate management</i>	<input type="checkbox"/>	X
<i>6. Ability to read and interpret the financial statements data of a financial institution</i>		

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

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines expressed by the Board of Directors, the areas of knowledge listed here are collectively requested for the new Board as a whole, while each individual candidate is expected to possess at least more than one of them at a distinctive level.

<i>and accounting and financial information</i>	<input type="checkbox"/>	X
7. <i>Risk management and internal control system</i>	<input type="checkbox"/>	X
8. <i>Organisational and corporate governance structures</i>	<input type="checkbox"/>	X
9. <i>Auditing and control</i>	<input type="checkbox"/>	X
10. <i>Remuneration and incentive systems and tools</i>	<input type="checkbox"/>	X
11. <i>Knowledge of the insurance market and products and the related regulations</i>	X	<input type="checkbox"/>
12. <i>Digital & Information technology</i>	X	<input type="checkbox"/>
13. <i>International and/or multinational experience and/or knowledge of foreign markets</i>	<input type="checkbox"/>	X

Experience, theoretical knowledge and competence indicated at a very good/excellent level were gained in the performance of the following activities:

Area and Activities performed: Tax and corporate advisory _____
 Company or entity concerned: Avio S.p.A. and Avio Group affiliates _____
 Period: since 2005 to 2011 _____

Area and Activities performed: Tax and corporate advisory _____
 Company or entity concerned: General Motors _____
 Period: since 2008 to nowadays _____

Area and Activities performed: Board member and member of the Internal Control Committee _____
 Company or entity concerned: Intesa SanPaolo S.p.A. _____
 Period: since 27th April 2016 to nowadays _____

- g) X I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ ***With regard to integrity and reputation and fairness***

- h) I meet the integrity requirements established for members of the management body and key function holders of banks in the Regulation adopted in Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;
- i) I am not in a situation of substantial equivalence to the situations envisaged in the aforementioned Regulations with reference to the cases entirely or partially governed by foreign laws;
- j) I meet the reputation and fairness criteria established for members of the management body and key function holders in the EBA/ESMA Guidelines and the ECB Guide, for the purpose of ensuring the sound and prudent management of the Bank.

➤ ***With regard to offices in companies and institutions and time commitment***

k) with specific regard to the prohibition of interlocking directorates established by Article 36 of Law Decree 201/2011 (converted by Law 214/2011):

I do not hold any offices in management, supervisory and control bodies or as a senior officer in competing companies or groups of companies operating in the credit, insurance and financial markets;

I hold offices in management, supervisory and control bodies or as a senior officer of competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this;

l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU and provided by applicable laws and regulations for fulfilling the duties of member of the control body of a bank that has issued shares listed on regulated markets ⁽⁸⁾;

m) with specific reference to the limitation of directorships established 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 give up all incompatible offices;

n) I am able to provide a sufficient time commitment to perform the office in the Company, having taken note of the guidance provided by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors.

➤ ***With regard to situations of ineligibility or incompatibility***

o) no reasons for ineligibility, incompatibility or suspension exist in my regard pursuant to the law, the regulations or the Articles of Associations, and specifically none of the conditions for ineligibility and disqualification envisaged in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;

p) I am not employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented;

I am currently employed in the public sector, but benefit from 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 Board of Directors;

I am currently employed in the public sector, according to and for the effects of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely I am at⁽⁹⁾ and I have requested prior authorization from the Public Authority that employs me to perform the office of member of the Board of Directors or, if such authorization has already been granted, I will submit it to the Company at the earliest opportunity following the appointment;

Lastly, I declare

⁸ Article 13.5.1 of the Articles of Association.

⁹ Please enter the office held and the details of Public Authority employer



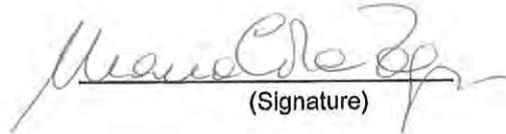
- q) in the attached presentation, I have provided full information on my personal and professional characteristics and on the management, administration and control offices held in other companies, as well as any information useful for assessing my suitability for the office, having taken note of the above-mentioned document on the qualitative and quantitative composition of the Board of Directors;
- r) I have read the information notice referred to Article 13 of Regulation (EU) 2016/679, provided at the foot of this document, and I accordingly authorize the processing and publication of the above-mentioned data and information on my professional and personal characteristics contained in the curriculum vitae attached;
- s) I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness and authenticity of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;

I also agree to:

- submit, at the Company's request, the documents needed to confirm the truthfulness of the information declared;
- promptly notify any changes or additions to the personal data, where relevant for the ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

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

Turin, March 27th 2019


(Signature)

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MARIA-CRISTINA ZOPPO



Personal data

Born in Turin (TO), on 14th November 1971, Fiscal Code ZPPMCR71S54L219B, resident in Turin (TO), via Governolo n. 28, domiciled in Turin (TO), Corso Re Umberto n. 9bis — tel. 011/5612722 – 348/2261097 fax. 011/5619114, PEC: mariacristina.zoppo@legalmail.it, married with two children.

Education and professional qualifications

High School diploma with specialization in Mathematics and Science at High School Francesco Faa' di Bruno di Torino (1990). Degree *cum laude* and mention in “Administration, Finance and Control” at the University of Turin (1995).

Chartered Accountant in Turin (1999) at n. 2278 and Registered Auditor (number 120266 G.U. N. 13 dated 13th February 2001 – Ministerial Decree of 22nd February 2001).

Technical Advisor for the Court of Justice in Turin (2001).

Languages: Italian, English and basic French.

Professional experiences

1996 – 2015: Independent Advisor and executive manager at the Turin office of Studio Pirola, Pennuto, Zei & Associati.

2005 – 2015: Founding Partner of Studio di Revisori Associati with head office in Milan, via Vittor Pisani n. 16.

Currently Partner of BDO Tax & Law Srl Stp, belonging to the international network of auditors and advisors BDO and Partner of BDO Italia S.p.A..

Since 27th April 2016 Board member and member of the Internal Audit and Management Committee of Bank Intesa Sanpaolo S.p.A. (one-tier governance).

Significant experiences developed in the following professional areas:

- Tax advisory services for domestic and international clients, also listed companies, belonging to the following multinational groups (GENERAL MOTORS, SKF, HOUGHTON, IMERYS, INTERNATIONAL WIRE, VISHAY, COOPER & STANDARD, AVIO, SCHOELLER

ALLIBERT GROUP, JOHNSON ELECTRIC, L'OREAL, HEXION, ARAYMOND, IAAD GROUP and BAOSTEEL GROUP);

- significant knowledge in the governance of listed companies and banking and financial regulations;
- important awareness of international accounting principles IAS, IFRS and US GAAP, audit principles and National Accounting Principles, developed in over 20 years of professional activity towards domestic and multinational clients;
- Wide specialization developed in the transfer pricing policies applied by international groups with particular focus on the analysis of "cost sharing", "profit split", "cash-pooling" and "management fees" intercompany agreements;
- Analytical drawing up of "Master file" Group and "Country file"- National documentation on transfer price according to Tax Agency Director legislative measure dated 29th September 2010; drawing up of "international ruling" and "Advanced Price Agreements", both bilateral and unilateral;
- Deep advisory on tax due diligence, corporate, tax and accounting assistance for local and international deals;
- Significant experience in the domestic and international tax litigations;
- Advisory on business restructuring debt and specific procedures of group reorganization;
- Wide experience in extraordinary financial transactions (with a role of financial or industrial Advisor), for restructuring, planning and management control;
- Significant roles as effective member of Board of Statutory Auditors, also as Chairman in more than 80 outstanding domestic and international clients (mainly: HOUGHTON ITALIA S.p.A., COOPER & STANDARD AUTOMOTIVE ITALY S.p.A., SCHOELLER ALLIBERT S.p.A., TRELLEBORG SEALING SOLUTIONS S.r.l., and till September 2015, GENERAL MOTORS POWERTRAIN EUROPE, VALEO S.p.A., REPLY GROUP, VISHAY GROUP and AVIO; see attachment);
- Deep knowledge of Organizational Models according to Legislative Decree 231/2001 and member of the Surveillance Body (currently working as member of the Surveillance Body of GM GLOBAL PROPULSION SYSTEMS-TORINO S.R.L., VERDELLO S.R.L., Centro dell'Anziano S.r.l. and COOPER & STANDARD AUTOMOTIVE ITALY S.p.A.).

Other experiences

In 1995 Premio Optime (Industrial Union of Turin) as recognition with merit for the Degree.

Since 2006 Partner Founder of Rotary Club Torino Cavour, Chairman of the Rotary Club Torino Cavour in 2008/2009 and Treasurer now.

Personal and Professional attitudes

Resourcefulness, strong attitude to the interpersonal relationships, charisma and sporty attitude.

Propensity to the work in "team", managerial skills for being the problem solver of the client, also under pressure, intuition for a quick focus of company problems, management of work by objectives.

I duly authorize the treatment of the abovementioned personal data pursuant to article 13 of Law Decree n. 196/2003 and article 13 GDPR 679/16 (EU Regulation 2016/679).

Turin, 22nd March 2019

A handwritten signature in black ink, appearing to read "Maurizio De Zepo". The signature is written in a cursive style and is positioned above a horizontal line.

Attachment 1: copy of personal identity card