

**SPECIAL MEETING OF SAVINGS SHAREHOLDERS
1 DECEMBER 2017**

CANDIDATES FOR THE POST OF COMMON REPRESENTATIVE

PROPOSAL No. 1

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



Banca Intesa Sanpaolo S.p.A.

Piazza San Carlo no. 156

10121 - Turin

By email: ufficio.soci@intesasnpaolo.com

Milan, 7 November 2017

Subject: Intesa Sanpaolo S.p.A. - Special Meeting of Savings Shareholders convened on 1.12.2017 - Proposal for appointment as Common Representative of the Savings Shareholders for the financial years 2018/2020 and determination of related remuneration

To: Intesa Sanpaolo S.p.A.

The undersigned Cesare Sacchi, vested with the necessary powers as Head of the Investment Services Support Function of ANIMA SGR SpA, manager of CIUs holding savings shares of Intesa Sanpaolo S.p.A. (**Attachment 1** - Shareholding Certification), as detailed below:

Shareholder	No. of shares	% of share capital
ANIMA SGR SpA - ANIMA GEO ITALIA	6,500,000	0.697 %
ANIMA SGR SpA - ANIMA ITALIA	3,000,000	0.322 %
ANIMA SGR SpA - ANIMA INIZIATIVA ITALIA	600,000	0.064 %
ANIMA SGR SpA - ANIMA CRESCITA ITALIA	800,000	0.086 %
Total	10,900,000	1.169%

in relation to the Special Meeting of Savings Shareholders of Intesa Sanpaolo S.p.A., to be held on 1 December 2017 at 4 p.m., on single call, at the New Headquarters in Turin, Corso Inghilterra no. 3, to pass resolutions on:

- (i) the appointment of the Common Representative of the Shareholders, and
- (ii) the determination of related remuneration,

proposes

- to appoint Mr Dario Trevisan (Tax Id. No.: TRVDRA64E04F205I), born in Milan on 4 May 1964;
- to set the relevant remuneration for the entire three-year period, and anyway until termination of the mandate, at 25,000.00 euro (twenty-five thousand euro) plus statutory and out-of-pocket expenses.

As we believe that these proposals are welcomed also by other institutional investors, we demand that you publish them on your website in order to make them known to other shareholders who may find them useful in determining their vote.

Kind regards.

ANIMA SGR SpA

Head of the Investment Services Support Function
(Cesare Sacchi) [Signature]

ANIMA Sgr S.p.A.

Asset management company subject to the management and coordination of its sole shareholder Anima Holding S.p.A.
Corso Garibaldi 99-20121 Milan - T.+39 02 806381 - Fax+39 02 80638222 - www.animasgr.it
Tax Id. No., VAT and Milan Companies' Register no. 07507200157 - Share Capital Euro 23,793,000 fully paid in,
Milan R.E.A. (Economic Administrative Index) no. 1162082 - registered with the Bank of Italy in Roll no. 8 UCITS Managers Section and no. 6 AIF Managers Section - Member of the National Guarantee Fund



Banca Intesa Sanpaolo S.p.A.

Piazza San Carlo no. 156

10121 -Torino

By email: [ufficio.soci\(@\)intesasanpaolo.com](mailto:ufficio.soci(@)intesasanpaolo.com)

7 November 2017

Subject: Intesa Sanpaolo S.p.A. - Special Meeting of Savings Shareholders convened on 1.12.2017 - Proposal for appointment as Common Representative of the Savings Shareholders for the financial years 2018/2020 and determination of related remuneration

To: Intesa Sanpaolo S.p.A.

The undersigned **GENERALI INVESTMENTS LUXEMBURG SA**, fund manager of the **GSMART PIR EVOLUZ ITALIA** fund, holder of **68,334** non-convertible savings shares of Intesa Sanpaolo S.p.A. and of the **GSMART PIR VALORE ITALIA** fund, holder of **40,695** non-convertible savings shares of Intesa Sanpaolo S.p.A., holding a **total of 109,029** non-convertible savings shares of Intesa Sanpaolo S.p.A. (Attachment 1 - Shareholding certification), in person of the legal representative, Mr Pierre Bouchoms, in relation to the Special Meeting of Savings Shareholders of Intesa Sanpaolo S.p.A., to be held on 1 December 2017 at 4 p.m., on single call, at the New Headquarters in Turin, Corso Inghilterra no. 3, to pass resolutions on:

- (i) the appointment of the Common Representative of the Shareholders, and
- (ii) the determination of related remuneration,

proposes

- to appoint Mr Dario Trevisan (Tax Id. No.: TRVDRA64E04F205I), born in Milan on 4 May 1964;
- to set the relevant remuneration for the entire three-year period, and anyway until termination of the mandate, at 25,000.00 euro (twenty-five thousand euro) plus statutory and out-of-pocket expenses.

As we believe that these proposals are welcomed also by other institutional investors, we demand that you publish them on your website in order to make them known to other shareholders who may find them useful in determining their vote

Kind regards.

[Signature]