

*This is an English courtesy translation of an extract of the original documentation prepared in Italian language.  
Please consider that only the original version in Italian language has legal value.*

**Roland Berger**  
Strategy Consultants

To  
INTESA SANPAOLO S.p.A.  
Piazza San Carlo, 156  
10121 T O R I N O

Milano, 13 April 2010

**Re: Submission of the list of candidates for appointment of the Supervisory Board members of Intesa Sanpaolo S.p.A.**

Dear Sirs,

This is to enclose, in the name and on behalf of Crédit Agricole S.A., the list of candidates for appointment of the Supervisory Board members of Intesa Sanpaolo S.p.A. for the financial years 2010, 2011 and 2012.

The attached list includes two candidates, consecutively numbered.

This is without prejudice to provisions under article 1.6 of the mandate conferred upon us by Crédit Agricole S.A. on 19 March 2010 and relevant provisions included in the agreements between Crédit Agricole S.A. and Intesa Sanpaolo S.p.A.

Yours faithfully,

Roberto Crapelli  
Managing Director

Milano, 13 April 2010

To  
INTESA SANPAOLO S.p.A.  
Piazza San Carlo, 156  
10121 T O R I N O

Subject: *Submission, pursuant to art. 23 of the Articles of Association, of the list of candidates for appointment of the Supervisory Board members of Intesa Sanpaolo S.p.A.*

With regard to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A., summoned for 28 April 2010, on first call, and 30 April 2010, on second call, in order to adopt, among others, resolutions on the appointment of the members of the Supervisory Board for the financial years 2010/2011/2012,

- whereas, pursuant to the applicable law and to the Articles of Association of Intesa Sanpaolo ("the Company"), each shareholder, shareholders belonging to the same group and shareholders who are parties to a shareholders' agreement concerning the Company's shares may not submit more than one list of candidates, even by proxy or via fiduciary companies,
- the shareholder Crédit Agricole S.A., with registered office in Paris (France), 91 93 Boulevard Pasteur holding no. 593,000,000 shares, representing 5.00% of the ordinary share capital, represented by its special attorney Roland Berger Strategy Consultants S.r.l., with registered office in Milano, Via Sirtori 32 submits, pursuant to art. 23 of the Articles of Association, the attached list of no. 2 (two) candidates to the position of Supervisory Board members, consecutively numbered.

\* \* \*

In accordance with all current provisions, including the Articles of Association, the following original documents are attached which complete the aforementioned list:

- 1) proxy form for submission of the list;
- 2) certifications of entitlement upon Crédit Agricole S.A. of the shareholding required for submitting the list;
- 3) declaration certifying the existence or the absence of any relationships of affiliation as described in art. 144-*quinquies*, paragraph 1 of the Issuers' Regulation, adopted by Consob Resolution 11971/1999 as subsequently amended, as well as further detailed in Consob Communication 9017893 of 26 February 2009, with specification, where such relationships occur, of the reasons why they are not considered material as to the existence of an affiliation relationship;

4) statements whereby each candidate accepts to stand for the post of Supervisory Board member and declares that there is no grounds which would make him ineligible for, or incompatible with, that post, further attesting that he meets the professional, integrity and independence requirements established for all or some of the Board members by law, regulations and the Articles of Association, together with a detailed summary of his/her personal and professional characteristics; moreover pledging to provide, pursuant to art. 2400, paragraph 4 of the Italian Civil Code, the list of the management and supervisory posts held in other companies as at the date of the Shareholders' Meeting.

Yours faithfully,

Roberto Crapelli  
Managing Director

LIST OF CANDIDATES FOR APPOINTMENT OF THE SUPERVISORY BOARD  
MEMBERS OF INTESA SANPAOLO S.P.A. SUBMITTED BY CREDIT AGRICOLE S.A.

1. Jean-Paul Fitoussi
2. Piero Novelli

CREDIT AGRICOLE S.A.

The General Manager

**Declaration certifying the existence or non existence of any relationships of affiliation**

With regard to the submission of the attached list of candidates to the post of members of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2010/2011/2012 and in compliance with the provisions of art. 144-sexies, paragraph 4, letter b) of the Issuers' Regulation,

the undersigned shareholder Crédit Agricole S.A., with registered office in Paris (France), 91 93 Boulevard Pasteur, registration number 784608416, Paris Trade and Companies Registry, holder of no. 593,000,000 shares, representing 5.00 % of the ordinary share capital,

declares:

- I/we deem existent/inexistent the following relationships of affiliation with the shareholders who – based on the communications of significant equity investments pursuant to article 120 of the TUF ("Consolidated Law on Finance") or on publication of shareholders' agreements pursuant to article 122 of the same law, as currently available on the website of Intesa Sanpaolo, section "Investor Relations" (link "Shareholder base"), and on the website of the Commissione Nazionale per le Società e la Borsa – hold also jointly, a controlling equity investment or relative majority in Intesa Sanpaolo or with shareholders linked to shareholders holding also jointly a controlling equity investment or relative majority (namely Compagnia di San Paolo and Fondazione Cariplo) through one of the aforementioned shareholders' agreements:

a) family relationships: yes  no

b) membership of the same group: yes  no

c) control relationships between a company and those who jointly control it:  
yes  no

d) relationships of affiliation pursuant to Article 2359, paragraph 3 of the Italian Civil Code, including with persons belonging to the same group: yes  no

e) the performance, by a shareholder, of management or executive functions, with the assumption of strategic responsibilities, within a group that another shareholder belongs to:  
yes  no

f) participation in the same shareholders' agreement provided for in Article 122 of the Consolidated Law on Finance involving shares of Intesa Sanpaolo, of its parent company or one of its subsidiaries:

yes  no

- having regard to Consob Communication 9017893 of 26 February 2009, I/we deem existent/inexistent or existent but immaterial the following relationships of affiliation with the above-defined shareholder(s) holding a controlling investment or relative majority:
  - participation in the recent past, also by companies of the respective groups, in a shareholders' agreement pursuant to article 122 of the TUF concerning shares in Intesa Sanpaolo or in companies of the Intesa Sanpaolo Group:  
yes  no  yes, but immaterial
  - participation, also by companies of the respective groups, in the same shareholders' agreement concerning shares in third-party companies:  
yes  no  yes, but immaterial
  - existence of direct or indirect shareholdings and cross-shareholdings, also between companies of the respective groups:  
yes  no  yes, but immaterial
  - holding, or having held, in the recent past, positions in managing or supervisory bodies of companies belonging to the group of the shareholder(s) holding a controlling stake or relative majority, or working or having recently worked as an employee of such companies:  
yes  no  yes, but immaterial
  - having been included, directly or through representatives, in the list submitted by shareholders holding, also jointly, a controlling equity investment or relative majority, in the previous election of the Supervisory or Management Boards:  
yes  no  yes, but immaterial
  - having participated, in the previous election of the Supervisory or Management Boards, in the presentation of a list together with the shareholders holding, also jointly, a controlling stake or relative majority, or having voted a list presented by such shareholders:  
yes  no  yes, but immaterial  (\*)
  - having or having had in the recent past business, financial (other than the typical activity of lenders) or professional relations:  
yes  no  yes, but immaterial
  - inclusion in the list submitted of candidates who are or have recently been executive directors or key managers of the shareholder(s) holding a controlling stake or relative majority, or of companies belonging to the respective groups:  
yes  no  yes, but immaterial

With regard to the above listed relationships, where one or more are declared existing but immaterial, reasons are given below, separately identified for each relationship, why they have been deemed immaterial to determine the existence of relationships of affiliation within

the meaning of art. 148, paragraph 2 of the TUF and art. 144-*quinquies* of the Issuers' Regulation:

(\*) At the ordinary and extraordinary shareholders' meeting of Banca Intesa S.p.A. of 1 December 2006 where the merger by incorporation of Sanpaolo IMI S.p.A. with and into Banca Intesa S.p.A. was approved, Crédit Agricole S.A. voted in favour of the merger and, as part of it, voted the list submitted by Fondazione Cariplo, which was the only list including the number of candidates required to complete the Supervisory Board for the financial years 2007, 2008 and 2009. In no way did Crédit Agricole S.A. participate in forming and submitting this list, wherein no Crédit Agricole S.A. representative was included. The vote of Crédit Agricole S.A. was not decisive for the outcome of the voting and the make up of the Supervisory Board for the financial years 2007, 2008 and 2009 which followed suit.

Paris, 8 April 2010

**Crédit Agricole SA**

Jean Paul-Paul CHIFFLET

General Manager

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 28 April (first call) and 30 April 2010 (second call) and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2010/2011/2012, as per the list submitted by Crédit Agricole S.A. through Roland Berger Strategy Consultants S.r.l.,

I, the undersigned JEAN PAUL SAMUEL FITOUSSI, born in LA GOULETTE (TUNISIA) on 19/08/1942 resident in FRANCE address 47, RUE DE BOULAINVILLIERS, 75016 PARIS, French nationality, occupation UNIVERSITY PROFESSOR

**declare**

- I accept to stand as a candidate to the post of Supervisory Board member of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other list submitted to the above-mentioned Shareholders' Meeting.

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992 and have practiced as an auditor for at least three years;
  - enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members;

**in particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed

companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 35.2 of the Articles of Association;

- I meet the professional requirements set forth for the members of the Board of Directors of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 35.3 of the Articles of Association;

**Lastly, I declare**

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

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

Roma, 8/4/2010

Jean Paul Samuel Fitoussi

*(signed)*

INFORMATION (pursuant to art. 13 of Legislative Decree 196/2003) – The personal data provided will be handled in accordance with the provisions of Legislative Decree 196/2003. Provision of the data, which will be processed by Intesa Sanpaolo S.p.A., is necessary for verifying possession of the above-mentioned requirements. The data will be processed solely for the above purposes, also by means of IT tools, with no prejudice to the possibility of checking its accuracy by contacting the competent Offices.

The Data controller is Intesa Sanpaolo S.p.A., with registered office in Torino (Italy), Piazza San Carlo 156.

You may exercise your rights under Section 7 of the above-mentioned Legislative Decree – which include the right to access your personal data, the right to, rectify, update, integrate or erase incorrect or incomplete data, and the right to object to the processing of personal data on legitimate grounds – vis-à-vis the data controller or the data processor.

In order to exercise your right to access and, in general, your rights under Section 7, you may contact the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

**Jean-Paul Fitoussi** (La Goulette – Tunisia, 1942)

Professor of Economics at the Institut d'Etudes Politiques in Paris where he has taught since 1982 and where is currently President of the Scientific Council. He has also been a Professor at the LUISS University in Rome since 2008.

Currently he is President of the Observatoire Français des Conjonctures Economiques, an institute dedicated to economic research and forecasts.

He received a Ph.D. *cum laude* in Law and Economics from the University of Strasbourg (France). His doctoral thesis was on inflation, social balance and unemployment.

He began his academic career as a professor and taught at the University of Strasbourg.

From 1979 until 1983, he was a professor at the Istituto Europeo in Firenze, and a visiting professor at the University of California, Los Angeles, in 1984.

From 1998 until 2008, has was a board member of the Ecole Normale Supérieure.

In 1997, he became a member of the Council of Economic Analysis of the Prime Minister and, in 1996, he was appointed member of the Economic Commission of the Nation.

From 1984 until 2008, he was Secretary of the International Economic Association and from 2000 until 2009 he worked as an expert at the European Parliament, Commission of Monetary and Economic Affairs.

From 1990 until 1993, he was the Chairman of the Economic Advisory Board of the European Bank for Reconstruction and Development.

As to his editorial activities, he is Managing Editor of the *Revue et Lettre de l'OFCE*, member of the Scientific committee of *Revue Française d'Economie*, member of the Editorial Board of *Labour* and *The International Journal of Development Planning Literature*, member of the Editorial Board of the *International Labour Review*, member of the Editorial Board of *Journal of Development and Globalisation* Berkeley Electronic Press and member of the Scientific Committees of *International Labour Review* and *Critique Internationale*.

He is a regular author of articles for French and foreign newspapers and an op-ed writer of *La Repubblica* and *Le Monde*.

Since 2002, he has been a member of the Board of Directors of *Fondation Nationale des Sciences Politiques*.

His research has focused on the theories of inflation, unemployment, foreign trade and the finalities of macro - economic policies.

As President of the OFCE, and founder and member of an International Economic Policy Group within this institution, he has made substantial contributions to the current economic policy debate, notably on issues of economic integration and transition.

He was awarded the Prize of the Association Française de Sciences Economiques, and the Rossi Prize of the Académie des Sciences Morales et Politiques. He has received distinctions, including Honorary Dean of the Faculty of Economy of Strasbourg, Doctor Honoris Causa from the

University of Buenos Aires, Doctor Honoris Causa from the University of Tres of Febrero, Argentina and from the University of Trento, and decorations of Officier de l'Ordre National du Mérite and Chevalier de la Legion d'Honneur in his own nation. He is Grand Officier de l'Ordre de l'Infant Henri du Portugal. The International Economic Association created the Jan Paul Fitoussi Lecture.

He has been a Board Director of Telecom Italia since 6 May 2004.

Since April 2009, he has been a Board Director of Banca Sella.

***Candidature acceptance form***

In relation to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with registered office in Torino (Italy), Piazza San Carlo 156 – summoned for 28 April (first call) and 30 April 2010 (second call) and having regard to my candidature to the post of member of the Supervisory Board of Intesa Sanpaolo S.p.A. for the financial years 2010/2011/2012, as per the list submitted by Crédit Agricole S.A. through Roland Berger Strategy Consultants S.r.l.,

I, the undersigned PIER AUGUSTO NOVELLI (Fiscal Code NVLPGS65E10H501O), born in ROMA on 10/5/1965 resident in SWITZERLAND address AEGERISTRASSE 66, ZUG 6300, Italian nationality, occupation INVESTMENT BANKER

**declare**

- I accept to stand as a candidate to the post of Supervisory Board member of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other list submitted to the above-mentioned Shareholders' Meeting.

Under my responsibility

**I also declare**

- I meet the requirements of the post as set out by law and by the Articles of Association of Intesa Sanpaolo S.p.A.;
- I am
  - enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992 and have practiced as an auditor for at least three years;
  - enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992 and have not practiced as an auditor for at least three years;
  - not enrolled with the Register of auditors established pursuant to Legislative Decree 88/1992;
- I
  - meet the independence requirements provided for by the Corporate Governance Code promoted by the Italian Stock Exchange;
  - do not meet the above independence requirements;
- I am not subject to causes of ineligibility, incompatibility or suspension provided for by law, regulations or the Articles of Association, with specific reference to the conditions of ineligibility and disqualification from office set forth in articles 2382 of the Italian Civil Code and 148, paragraph 3, of Legislative Decree 58/1998;
- I am aware of the contents of art. 23.10 of the Articles of Association of Intesa Sanpaolo S.p.A. and of the laws, regulations and the Articles of Association in force concerning the limits to the number of offices that may be held by Supervisory Board members;

**in particular, I declare**

- I meet the integrity requirements set forth for members of managing or supervisory bodies and general managers of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those set forth for the Statutory Auditors of listed

companies in the Regulation adopted by Ministerial Decree 162 of 30 March 2000, in accordance with art. 35.2 of the Articles of Association;

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**Lastly, I declare**

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

I also pledge to produce, on the Company's request, documents supporting my statements.

I attach a duly signed summary of my personal and professional characteristics, and pledge to deliver, pursuant to art. 2400, paragraph 4, of the Italian Civil Code, the list of the management and supervisory positions held in other companies as at the date of the Shareholders' Meeting.

ROMA 9/4/2010

Pier Augusto Novelli  
(signed)

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In order to exercise your right to access and, in general, your rights under Section 7, you may contact the Corporate Affairs Department.

You are required to promptly inform us of any changes or additions to the data provided, where relevant for verification of requirements.

**Piero Novelli** (Roma, 1965)

## **Studies**

He graduated with honours in Mechanical Engineering at the “Università La Sapienza” in Rome, in 1989.

MBA MIT Sloan School of Management in 1993.

## **Professional carrier**

He developed extensive expertise in investment banking, extraordinary finance, M&A in industrial and financial sectors, in Europe, USA and Asia.

He worked as an investment banker in Merrill Lynch for 12 years; his last position at the Company was Head of European M&A & Industrial Sectors.

He then joined UBS as Head of European M&A and later became Sole Global Head of M&A, Member of the Global Executive Management Committee (IBB Department), Member of the Investment Bank Board. He left UBS in December 2009.

He was directly involved into origination and execution of large and complex cross border operations of merger and acquisition. Among the most significant, he gave assistance to:

- Mannesman’s defence against the hostile takeover bid of Vodafone;
- Arcelor’s defence against the hostile takeover bid of Mittal;
- ABN AMRO’s defence against the hostile takeover bid of RBS;
- Enel in the acquisition of Endesa.