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Attachment C1

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

With reference of the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. – with Registered Office in Torino, Piazza San Carlo 156 - scheduled for 29 April 2025 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A., until the approval by the Shareholders' Meeting of the financial statements for the 2027 financial year,
I, the undersigned ……………………………….. (fiscal code …………………………..), born in …….………………………………………….……….…….…… on ……….…………………………………, nationality …………………………….

declare that

– I accept the nomination for the office of member of the Board of Directors of Intesa Sanpaolo S.p.A.;

– 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***

a) □ I meet the qualified independence requirements laid down in Article 13.4.3 of the Articles of Association, as also supplemented by Article 13 of the Regulation of the Ministry of the Economy and Finance no. 169/2020;
□ I do not meet the above-mentioned independence requirements;

b) I meet the requirements of independence of mind laid down in Article 15 of the Regulation of the Ministry of the Economy and Finance no. 169/2020, as well as the EBA/ESMA Guidelines and the ECB Guide.

➢ ***With regard to professionalism and competence***

c) I meet the professional requirements established for bank directors in the Regulation of the Ministry of the Economy and Finance no. 169/2020 due to having performed ([3]) the following for at least one three-year period, also alternatively:

[1] See in particular: Bank of Italy Circular no. 285 of 17 December 2013 as amended; Regulation of the Ministry of the Economy and Finance no. 169/2020, governing the suitability requirements and criteria established for members of the management body and key function holders of banks; Guidelines on the assessment of the suitability of the members of the management body and key function holders – updated by the EBA and the ESMA on 2 July 2021, in implementation of the principles set out in Directive 36/2013/EU ("EBA/ESMA Guidelines"); Guidelines on internal governance, updated by the EBA on 2 July 2021; Guide to fit and proper assessments, updated by the ECB on 8 December 2021 ("ECB Guide").
[2] Article 13.4.1. of the Articles of Association.
[3] For the purposes of meeting the professionalism requirement, experience gained during the 20 years prior to assuming the office is taken into account; experience gained in several functions at the same time are counted only for the period of time during which they were carried out, without accumulating them.

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- □ administration or control activities or management tasks in the credit, financial, securities or insurance sector;
- □ administration or control activities or management tasks in listed companies or companies of a size and complexity greater than or comparable to (in terms of turnover, nature and complexity of the organisation or activity carried out) that of the bank in which the office is to be held;
- □ professional activities in matters pertaining to the credit, financial, securities and insurance sectors or in any case relevant to the bank's activities; the professional activity must be characterised by appropriate levels of complexity also with regard to the recipients of the services provided and must be carried out on a continuous and significant basis in the above-mentioned sectors;
- □ university teaching activities, as first or second level lecturer, in legal or economic subjects or in other subjects relevant to the activities of the credit, financial, securities or insurance sector;
- □ management, executive or top management functions, however named, in public entities or public authorities related to the credit, financial, securities or insurance sector and provided the entity in which the person performed those functions has a size and complexity comparable with that of the bank in which the position is to be held;

d) □ 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 ([4]);

e) to possess basic technical knowledge in the specific fields prescribed by the ECB in its Guide to fit and proper assessments ([5]);

f) with regard to the guidance and recommendations provided by the Board of Directors in the document on the Qualitative and Quantitative Composition of the Board of Directors, published on 28 February 2025, I have the personal attributes and the theoretical knowledge and practical experience in relation to the areas listed below – including more than one of the areas of responsibility indicated in Article 10 of the Regulation of the Ministry of the Economy and Finance no. 169/2020 – within which I have achieved a level of competence specified below (areas and level of competence indicated by ticking the corresponding box):

Areas	***Level achieved***	
	Basic/Good	*Very Good/Excellent ([6])*
1. Banking and financial markets *(*)*	□	□
2. Banking and financial activities and products *(*)*	□	□

[4] Article 13.4.2, letter a), of the Articles of Association.

[5] Reference is made to the following fields: (i) banking and financial markets; (ii) regulatory framework and relevant legal requirements; (iii) strategic planning and an understanding of a credit institution's business strategy or business plan and implementation thereof; (iv) risk management (identifying, assessing, monitoring, controlling and mitigating the main types of risk of a credit institution); (v) accounting and auditing; (vi) assessing the effectiveness of a credit institution's governance mechanisms aimed at ensuring effective supervision, management and control; (vii) interpreting a credit institution's financial information, identifying key issues based on this information and appropriate controls and measures.

[6] The Bank's Board of Directors has defined very good or excellent level as: experience gained at an executive level or in context of the professional activity and for a significant period of time; knowledge and skills acquired through specific and in-depth training and consisting of a cultural background gained through professional experience (naturally also in corporate bodies, if for more than one term) which have determined and explained their possession, making them demonstrable. In general, very good and excellent knowledge and skills are those that someone is expert in, that are appropriate in relation to the office taken up.
Consistently with the guidance 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 an excellent level.

3. Banking and financial regulatory framework *(*)*	□	□
4. Strategic planning and an understanding of corporate strategic guidelines or the business plan of a credit institution and implementation thereof *(*)*	□	□
5. Risk management (identification, assessment, monitoring, control, and mitigation methods of the main types of risks of a credit institution, including the member's responsibilities in these processes) *(*)*	□	□
6. Knowledge of sustainability issues (ESG)	□	□
7. Internal control systems and other operational mechanisms *(*)*	□	□
8. Knowledge of the global dynamics of the economic and financial system	□	□
9. Organizational and corporate governance structures, and assessment of the effectiveness of the governance mechanisms of the credit institution, aimed at ensuring an effective system of supervision, management and control *(*)*	□	□
10. Interpreting a credit institution's financial information, identifying key issues based on this information and appropriate controls and measures *(*)*	□	□
11. Prevention of money laundering and terrorist financing	□	□
12. Climate and environmental risks	□	□
13. Wealth Management	□	□
14. Information & digital technology ([7]) (*)	□	□
15. Cyber Risk ([8])	□	□
16. Human resources, remuneration and incentive systems	□	□
17. Accounting and auditing	□	□
18. Data quality management ([9])	□	□
19. Expertise in corporate functions (audit, legal, corporate, organisation)	□	□
20. International Experience ([10])	□	□

[7] Within the guidance expressed by the Board of Directors in the document on the Qualitative and Quantitative Composition of the Board of Directors, published on 28 February 2025, it was specified that: "*In the context of strengthening the expertise of the Board, it is particularly important to suggest that the professional skills indicated in the fields of Information & Digital Technology and Cyber Security have been developed at an adequate level of strategic and control experience, also considering the role played in organizations that perform significant risk management in each of the indicated specific areas of specialization*".

[8] See footnote n. 7

[9] Within the aforementioned guidance expressed by the Board of Directors, it was considered important to have an adequate presence of profiles with strategic skills in data management, in order to achieve the objectives of the Group in line with the technological development path undertaken.

[10] In the context of the aforementioned guidance expressed by the Board of Directors it was outlined: "*it is worth highlighting the need to provide, within the new Board, a greater presence of skills and experiences acquired at an international level, including within companies outside the Group, institutions, and organizations based in various markets and territorial areas. Such skills could be further strengthened although they are already included in the current composition. These skills would enhance an international perspective of the Board, considering nevertheless the Bank's and the Group's reference market".*

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21. Insurance market and products	□	□
22. Business judgment and capacity for inquiry, analysis, and decision-making	□	□
23. Capacity for collaboration and influence (encouragement and appropriate and constructive sharing of professionalism and opinions and resolution of potential conflicts)	□	□
24. Result orientation and motivation	□	□
25. Authenticity, ability to stand up and communicate (transparency, proper presentation and defence of owns ideas)	□	□
26. Assertiveness, ability to engage in dialogue and persuasion	□	□
27. Knowledge of the English language	□	□

(*) Area envisaged by Article 10 of Regulation 169/2020.

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: ………………………………………………………………………….. Company or entity concerned: ………………………………………………………………………….. Period: ………………………………………………………………………………………………….. Area and Activities performed: ………………………………………………………………………….. Company or entity concerned: ………………………………………………………………………….. Period: ………………………………………………………………………………………………….. Area and Activities performed: ………………………………………………………………………….. Company or entity concerned: ………………………………………………………………………….. Period: …………………………………………………………………………………………………..

- ***With regard to integrity and reputation***

g) I meet the integrity requirements and the reputation criteria established for members of the management body and key function holders of banks in the Regulation of the Ministry of the Economy and Finance no. 169/2020, as well as those established for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree no. 162 of 30 March 2000;

h) 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;

i) 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***

j) 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 am a member of management, supervisory or control boards of companies or groups of companies operating in the credit, insurance and financial markets, and undertake as of now to give up such offices immediately on the appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

k) I comply with the limitation of directorships established by Regulation of the Ministry of the Economy and Finance no. 169/2020;

l) 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***

m) 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 the Regulation of the Ministry of the Economy and Finance no. 169/2020 and in Article 2382 of the Italian Civil Code and prohibition from the office of director, adopted against me in a Member State of the European Union pursuant to Article 2383 of the Italian Civil Code;

n) □ 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 ....([11]) 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;

o) I am not in any other situation of incompatibility provided for by Italian or foreign special laws or regulations;

p) □ I have other employment relationships compatible with the position of Director and I have requested, if necessary, the prescribed authorizations or I will present them to the Company at the first occasion following to the appointment.

Lastly, I declare that

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 or entities, as well as any information useful for assessing my suitability for the office,

[11] Please enter the office held and the details of Public Authority employer.

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 in Articles 13 and 14 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 assessment of the requirements.

I attach duly signed

i) comprehensive information regarding their personal and professional characteristics and management, administration and control offices held in other companies or entities (curriculum vitae);

ii) the list of the management and control offices currently held in other companies or entities, with an undertaking to provide any updates until the acceptance of the position.

____
(Place and date)

____
(signature)

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INFORMATION NOTICE TO MEMBERS OF THE CORPORATE BODIES OF INTESA SANPAOLO S.p.A. AND CANDIDATES FOR THE ROLES OF MEMBERS OF THE MANAGEMENT AND CONTROL BODY, PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL OF 27/4/2016

This Information Notice implements the provisions of the Regulation on the protection of individuals with regard to the processing of personal data and on the free movement of such data (the “Regulation”).

SECTION 1 - THE IDENTITY AND THE CONTACT DETAILS OF THE CONTROLLER

Intesa Sanpaolo S.p.A., with registered office in Piazza San Carlo 156, 10121 Torino, Italy, Parent Company of the Intesa Sanpaolo International Banking Group, as Data Controller (below also “Controller”) processes your personal data (below also “Personal Data”) for the purposes stated in Section 3.

SECTION 2 - CONTACT DETAILS OF THE DATA PROTECTION OFFICER

The Controller has appointed the “Data Protection Officer” (DPO) envisaged by the Regulation. For any matter related to the processing of your Personal Data and/or to exercising the rights established in the Regulation and listed in Section 7 of this Information Notice, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com.

SECTION 3 - CATEGORIES OF PERSONAL DATA, PURPOSES AND LEGAL BASIS FOR THE PROCESSING

Categories of Personal Data

The Personal Data that the Controller may process, as required by the laws in force from time to time, include the following categories of data: (-) personal and identification data, contact data, tax data and bank account details, other personal data provided by the data subject; (-) data relating to links with other persons or parties, their wealth and family status, level of education, data relating to banking relationships, the performance of economic activities or activities in any case relating to the relationship with the Controller, positions held in companies or entities, shareholdings held in the Controller; (-) data collected from public sources (lists, registers, public documents available to anyone) or from other third parties (Intesa Sanpaolo Group companies, members of social security, welfare or health funds, commercial information and financial risk companies, external companies for market research purposes); and (-) to comply with national and EU regulations, the Controller may process legal data relating to criminal convictions and offences.

Sources of Personal Data

The Controller uses the Personal Data concerning you that you have communicated or that has been collected from other Controllers (in the latter case subject to verification of compliance with the legal requirements by the third parties) or public sources (e.g. chambers of commerce) in compliance with the applicable regulations.

Purposes and legal basis for the processing

Your Personal Data is processed by the Controller for the purposes listed below.

a) Purposes necessary for the assessment of the nomination for the role of member of a management or control body of the Controller and for the possible subsequent establishment of the relationship with the Controller linked to that role, including the verification of the nomination and the requirements established by the applicable regulations. Specifically, for banking institutions the processing of personal data is necessary for the application of the banking supervisory provisions concerning the verification of the suitability requirements for members of the corporate bodies 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, and subsequent supplementing and amending rules.

b) Purposes necessary for the execution of the relationship linked to the role of member of a Corporate Body of the Controller (in the event of establishment of such a relationship), in particular by virtue of the obligations deriving from the Articles of Association, from internal regulations and from corporate resolutions, including those of an administrative, accounting, corporate, remuneration, insurance, social security and tax nature, as well as those deriving from any other obligation established by laws, regulations and/or EU legislation, or by authorities empowered by law or by supervisory and control bodies. With regard to the meetings of the Corporate Bodies that you will participate in, the Controller will process your personal data consisting of audio, photo and video recordings containing your voice and/or image, as well as other data from which your identity may be deduced, in order to record the minutes of the meetings and fulfil the related requirements; your personal data may be acquired and processed in both paper and digital format.

c) Where necessary, for the exercise or defence of the Controller’s rights, also in court.

d) To enable the Controller to carry out, take part in, manage or organise corporate transactions, including mergers, acquisitions and restructurings.

The processing of your personal data for the purposes stated in points “a” and “b” is necessary and relevant to the execution of the relationship with the Controller. The processing for the purposes stated in points “c” and “d” is based on the legitimate interest of the Controller. The provision of your Data is not compulsory, but if it is not provided and processed it will not be possible to establish or continue the relationship or to fulfil all or part of the above-mentioned obligations.

SECTION 4 - CATEGORIES OF RECIPIENTS TO WHOM YOUR PERSONAL DATA MAY BE DISCLOSED

For the pursuit of the above-mentioned purposes, it may be necessary for the Controller to disclose your Personal Data to the following categories of recipients: 1) Companies of the Intesa Group and its subsidiaries; 2) Third parties (companies, freelancers, etc.) operating both inside and outside the European Union that carry out activities connected with, instrumental to, or in support of those of the Controller; and 3) Authorities and public information systems set up within public authorities. The companies of the Intesa Sanpaolo Group and third parties to whom your Personal Data may be disclosed may act as controllers, processors or joint controllers, as the case may be. The updated list of entities identified as controllers, processors or joint controllers is available from the DPO.

SECTION 5 - TRANSFER OF PERSONAL DATA TO A THIRD COUNTRY OR AN INTERNATIONAL ORGANISATION OUTSIDE THE EUROPEAN UNION.

Your Personal Data are processed by the Controller inside the European Union. If necessary, for technical or operational reasons, the Controller reserves the right to transfer your Personal Data to countries outside the European Union, subject of decisions of “adequacy” by the European Commission or based on the appropriate safeguards, provided by the country to which the Personal Data shall be transferred, or specific exemptions provided by the Regulation. Your Personal Data will not be disclosed, except for data that is public or required by law to be made known to the public, for example through publication on the Controller’s corporate website.

SECTION 6 - METHODS OF PROCESSING AND STORAGE OF PERSONAL DATA

Your Personal Data is processed by manual, computerised and electronic means and in such a way as to guarantee the security and confidentiality of the data. Your Personal Data is kept for a period of time not exceeding that necessary to achieve the purposes for which it is processed, subject to the retention periods established by law. Specifically, your Personal Data is generally stored for a period of ten years from the termination of the relationship with the Controller, subject to the different storage requirements for the purposes envisaged by the applicable regulations. Your Personal Data may also be processed for a longer period, if an act interrupting and/or suspending the limitation period justifies the extension of the storage.

SECTION 7 - RIGHTS OF THE DATA SUBJECT

As the data subject, you may, at any time, request the Controller for access to your Personal Data, asking for the rectification or erasure of the data, as well as exercise all the other rights established by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Privacy section of the Controller’s website (www.intesasanpaolo.com).

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For any matter related to the processing of your Personal Data and/or if you wish to exercise the above-mentioned rights, you can contact the Data Protection Officer at the email address dpo@intesasanpaolo.com or the certified email address privacy@pec.intesasanpaolo.com or by post 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.

*** *** ***

ACKNOWLEDGEMENT BY THE DATA SUBJECT OF THE PERSONAL DATA PROCESSED

Taking into account the Information Notice provided to me pursuant to Articles 13 and 14 of the Regulation, I acknowledge that my Personal Data is processed for the purposes described in the Information Notice, in letters a) to d) of Section 3 “Purposes and legal basis for the processing of the personal data”.

Date and signature of the Data Subject

______________________ , ______________________________________