

INTESA SANPAOLO S.p.A.

REGOLAMENTO

ON TRANSACTIONS CARRIED OUT BY RELEVANT PARTIES PURSUANT TO ART. 114,
PAR.7, T.U.F.

“INTERNAL DEALING”

PREAMBLE

The present Regolamento is aimed at implementing the discipline on information requirements relative to transactions carried out on financial instruments of a listed issuer by relevant parties and/or by parties closely related to relevant parties (so-called *Internal Dealing*) provided for by Art.114, par.7, of T.U.F. (Legislative Decree 158/1998 Consolidated law on finance) and Articles 152-*sexies* and following of Consob Resolution 11971 of 14 May 1999 (so-called “Regolamento Emittenti”, Issuer Regulations). The present “Regolamento”, in compliance with provisions of Article 152-*octies* of the aforementioned Issuer Regulations, identifies i) “Relevant parties”, defining their behaviour and disclosure requirements and ii) the party responsible for receiving, managing and disclosing the information (“Competent party”).

The present Regolamento is also a means of disseminating information and increasing awareness of “Relevant parties” on their obligations deriving from the law or applicable regulations. However, it does not pursue the objective of substituting (it actually requires) a full and complete knowledge of primary and secondary legislative provisions in force, to which all reference must be made.

ART. 1 – RELEVANT PARTIES

For the purposes of the present Regolamento and on the basis of the definitions indicated in Art. 152-*sexies* of Issuer Regulations “Relevant parties” of Intesa Sanpaolo S.p.A. are:

- the Members of the Supervisory Board of Intesa Sanpaolo S.p.A.;
- the Members of the Management Board of Intesa Sanpaolo S.p.A.;
- the General Managers of Intesa Sanpaolo S.p.A.;
- the Heads of the following Governance Areas: Chief Financial Officer, Chief Governance Officer, Chief Innovation Officer, Chief Lending Officer, Chief Operating Officer, Chief Risk Officer;

- the Heads of the Banca dei Territori Division, the Corporate and Investment Banking Division, the International Subsidiary Banks Division, the Private Banking Division, the Asset Management Division and the Insurance Division;
- the Head of the Administration and Tax Department and the Manager responsible for preparing the Company's financial reports;
- the Head of Treasury;
- the Head of Capital Light Bank.

On the basis of proposals formulated by the “Competent party”, the Managing Director of the Company identifies, even temporarily, in accordance with criteria set forth by the law, other Related parties, to which the provisions of this Regolamentoo apply.

Relevant parties are registered in a specific Register which shall be kept by the Competent party, who is charged with responsibility of both updating and security of data. The “Competent party” will notify to all Relevant parties their registration in the Register as well as their consequent obligations.

ART. 2 – BEHAVIOUR AND DISCLOSURE REQUIREMENTS OF RELEVANT PARTIES

The “Relevant parties” must communicate to the “Competent party”, in the terms and according to the means provided for by Art. 4 below, the transactions for the purchase, sale, subscription or exchange, carried out – directly or indirectly – by themselves or by Closely-related parties, as defined herein regarding the following securities:

- 1) ordinary and saving shares issued by Intesa Sanpaolo S.p.A.;
- 2) Intesa Sanpaolo - American Depositary Receipts (ADRs);
- 3) financial instruments that give the right to subscribe for, buy or sell shares issued by Intesa Sanpaolo S.p.A.;
- 4) bonds convertible into shares issued by Intesa Sanpaolo S.p.A. or which may be exchanged for such shares;
- 5) derivative financial instruments (provided for by Art. 1, par. 3 of T.U.F. - Legislative Decree 158/1998 Consolidated law on finance) on shares issued by Intesa Sanpaolo S.p.A.;
- 6) other financial instruments, equivalent to shares issued by Intesa Sanpaolo S.p.A. representing such shares.

Also transactions carried out in connection with the management of portfolios of investments on a client-by-client basis must be communicated.

The following transactions must not be communicated:

- a) assignment, for free, of shares or of purchase or subscription rights and the exercise of such rights if they derive from stock option plans;
- b) operations for which the total value does not amount to five thousand euros by the end of the year; subsequent to all communications, operations are not disclosed where the total amount does not amount to an equivalent value of a further five thousand euros by the end of the year (for financial instruments connected to derivatives, the amount is calculated with reference to the underlying shares) ¹;
- c) securities lending, pledge and usufruct;
- d) transactions between the Relevant party and his/her Closely-related parties.

For the sales of shares, it must be indicated if the shares sold derive from the simultaneous exercise of stock options ².

Pursuant to Art.152-*sexies* of Issuer Regulations “Parties closely-related to Relevant parties” are:

1. the spouse, if not legally separated, minor children, even of the spouse and, if living in the same house for at least a year, also parents, relatives and in-laws of the “Relevant parties”;
2. companies, juridical entities and trusts in which a “Relevant party” or one of the persons indicated in point 1 above is responsible, individually or jointly, for the management³;
3. companies, controlled directly or indirectly by a “Relevant party” or by one of the persons indicated in point 1 above;
4. juridical entities whose economic interests are basically equivalent⁴ to those of a “Relevant party” or one of the persons indicated in point 1 above;

¹ For the correct determination of this threshold the “cumulated” amount must be considered and therefore all transactions must be summed up:

- even if of opposite sign (purchases and sales);
- even if referred to different financial instruments (shares, convertible bonds, warrants, etc.);
- irrespective of the issuer of the financial instruments in the transaction (Intesa Sanpaolo or a subsidiary);
- even if carried out by the “Relevant party” or by “Parties closely-related to Relevant parties”.

The threshold of 5,000.00 euro is reset on 31st December of each year as well as at the time in which a communication is made because the threshold has been exceeded (therefore, in the calculation above, transactions already communicated as provided for by regulations in force must not be considered).

²In case of sale of shares deriving from the stock option exercise, the relating exercise price must be inserted in the “note” field of the model sub A, in the same line where the sale is indicated.

³ Management is performed by the party or the body which has administration powers (sole director, board of directors or management board). The “Relevant party” is considered in charge of management individually if he/she is Sole director; in the case of more than one director, the “Relevant party” performs the management in function in the case in which over half the board is made up of the “Relevant party” and/or “Parties closely-related to the Relevant party” indicated at number 1, or he/she is Managing Director.

5. the trusts in which the “Relevant party” or one of the persons indicated in point 1 above is the beneficiary.

The “Relevant parties” must also communicate to their Closely-related parties the existence of the conditions which require of them the disclosure obligations provided for by Art.114, par.7, T.U.F. (Legislative Decree 158/1998 Consolidated law on finance).

ART. 3 – PARTY RESPONSIBLE FOR RECEIVING, MANAGING AND DISCLOSING THE INFORMATION

The “Competent party”, that is, the party responsible for receiving, managing and disclosing to the market the transactions communicated by the “Relevant parties”, is the Head of Corporate Affairs of Intesa Sanpaolo S.p.A. – who in performing duties connected to this function recurs to the Company’s Secretariat – which keeps the Register of Relevant Parties and to which “Relevant parties” may refer to know the information regarding them contained in the Register as well as every update, rectification or integration.

Each “Relevant party” provides the information in writing by filling in the form attached to the present Regolamento as Attachment A. In particular, the communications mentioned above must be sent to the aforementioned Competent party using the following e-mail address: internal.dealing@intesasanpaolo.com.

If this means cannot be used, communications may be transmitted by fax to the numbers +39 0115552322 – 6282.

The “Relevant party” must give prior notice by telephone of the fact that the communication has been sent by calling the following numbers: +39 0115552762 – 8213 – 6093 and the “Competent party” must provide immediate evidence - via e-mail or fax - of the receipt of the communication.

ART. 4 - TERMS AND MEANS OF COMMUNICATING THE TRANSACTIONS

The “Relevant party”, with which a specific agreement has been concluded via the signing of the letter in Attachment B to this Regolamento, must communicate to the Competent party, within the

⁴ Equivalent economic interests in a juridical entity are present whenever a “Relevant party” holds, alone or jointly with “Closely-related parties”, a portion exceeding 50% of the rights to net income.

fourth Stock Exchange working day from the date of the transaction⁵ which, individually or cumulated with other transactions in the same reference period, equal or exceed 5,000.00 euro.

For transactions carried out in connection with the management of portfolios of investments on a client-by-client basis where they do not derive from an instruction from the client, the term for disclosure obligations starts from the date of receipt of the communication from the intermediary which carried out the transaction.⁶

The “Competent party” will communicate the information received to Consob and to the market via the “NIS” procedure within the close of the Stock Exchange working day subsequent to receipt.

“Relevant parties”, which have not formalised the agreement, must make the communications to Consob and Intesa Sanpaolo S.p.A. within 5 Stock Exchange working days from the date of transactions provided for by Art. 2 of this Regolamento. The “Competent party” will communicate information received to the market via the “NIS” procedure within the close of the Stock Exchange working day subsequent to receipt.

The agreement with the Company does not exclude that the “Relevant parties” may make the compulsory communications to Consob autonomously; without prejudice to the obligation of informing the Company, for the purpose of communication to the public, of both the transaction and the intention of autonomously carrying out the communication to the aforesaid Authority.

The “Relevant parties” of Intesa Sanpaolo S.p.A., who are also “Relevant parties” in companies listed in regulated markets controlled by Intesa Sanpaolo S.p.A. must communicate significant transactions, within the term indicated above, to all companies in which they are “Relevant parties”, according to the respective regulations.

Communications of the aforesaid transactions will be made in coordination with the competent structure of the aforesaid companies.

ART. 5 – BLOCKING PERIODS

The “Relevant parties” are forbidden from carrying out transactions on the financial instruments indicated in Art. 2 of the Regolamento in the following periods:

⁵ The “date of the transaction” must be intended as the moment in which the order is crossed with proposals of opposite sign and not the date of settlement of the transaction.

⁶ For these transactions SGR (asset management company) must be inserted in the “note” field of the model.

- in the 30 days preceding the Management Board Meeting for the approval of the draft annual report and the half-year report;
- in the 15 days preceding the Management Board Meeting for the approval of the quarterly report.

Derogations to this limitation may be granted by the Management Board for founded reasons.

The Management Board of Intesa Sanpaolo S.p.A. reserves itself the faculty of forbidding or limiting transactions by “Relevant parties” on financial instruments indicated in Art. 2 of the Regolamento.

The Management Board also reserves itself the faculty of adopting the most suitable measures in case of violation by “Relevant parties” of the limitations provided for in this article.

ART. 6 – RESPONSIBILITY OF THE RELEVANT PARTY

The Company has no responsibility whatsoever for the omitted, incomplete or untimely compliance of “Relevant parties” with the disclosure and behaviour requirements set forth by regulations in force and the present Regolamento.

Any agreement with the Company by which the latter makes the compulsory communications to Consob does not exclude the responsibility of the “Relevant parties” in relation to the obligations they are imposed.

In case of breach of provisions set forth by art. 114, par. 7, of Legislative Decree 58/1998 – the Consolidated law on finance – as well as the implementation provisions issued by Consob, par. 1-bis of art. 193 of Legislative Decree 58/1998 sets forth for “Relevant parties” and “Closely-related parties” a pecuniary administrative sanction between 5,000 and 500,000 euro.

ART. 7 – CHANGES TO THE REGOLAMENTO

The Managing Director may make any changes to the present Regolamento that may be necessary and/or opportune also in relation to legislative and regulatory changes or following clarifications from the competent Supervisory authority.

ATTACHMENT A

SCHEMA DI COMUNICAZIONE AI SENSI DELL'ARTICOLO 152-*octies*, comma 7 FILING MODEL FOR DISCLOSURE OF TRANSACTIONS REFERRED TO ARTICLE 152-*octies*, paragraph 7

1. PERSONA RILEVANTE DICHIARANTE / DECLARER									
1.1 DATI ANAGRAFICI / PERSONAL DATA									
SE PERSONA FISICA / IF NATURAL PERSON									
COGNOME / FAMILY NAME					NOME / FIRST NAME			SESSO / GENDER*	
CODICE FISCALE / TAX CODE*		DATA DI NASCITA (gg/mm/aaaa) / DATE OF BIRTH (dd/mm/yyyy)*		COMUNE DI NASCITA / PLACE OF BIRTH*		PROVINCIA DI NASCITA / PROVINCE OF BIRTH*		STATO DI NASCITA / COUNTRY OF BIRTH*	
DOMICILIO PER LA CARICA / PLACE OF RESIDENCE*									
SE PERSONA GIURIDICA, SOCIETA' DI PERSONE O TRUST / IF LEGAL PERSON, UNLIMITED PARTNERSHIP OR TRUST									
RAGIONE SOCIALE / CORPORATE NAME									
CODICE FISCALE / TAX CODE*		FORMA GIURIDICA / LEGAL FORM*		DATA DI COSTITUZIONE (gg/mm/aaaa) / DATE ESTABLISHED (dd/mm/yyyy)*					
SEDE LEGALE / REGISTERED OFFICE*									
1.2. NATURA DEL RAPPORTO CON L'EMITTENTE QUOTATO / NATURE OF RELATIONSHIP WITH THE LISTED COMPANY									
C.1) SOGGETTO CHE SVOLGE FUNZIONI DI AMMINISTRAZIONE, DI CONTROLLO O DI DIREZIONE IN UN EMITTENTE QUOTATO/ MEMBER OF THE ADMINISTRATIVE, MANAGEMENT OR SUPERVISORY BODIES OF THE ISSUER									S/N
C.2) DIRIGENTE CHE HA REGOLARE ACCESSO A INFORMAZIONI PRIVILEGIATE E DETIENE IL POTERE DI ADOTTARE DECISIONI DI GESTIONE CHE POSSONO INCIDERE SULL'EVOLUZIONE E SULLE PROSPETTIVE FUTURE DELL'EMITTENTE QUOTATO/ SENIOR EXECUTIVE HAVING REGULAR ACCESS TO INSIDE INFORMATION RELATING, DIRECTLY OR INDIRECTLY, TO THE ISSUER, AND THE POWER TO MAKE MANAGERIAL DECISIONS ON THE FUTURE DEVELOPMENTS AND BUSINESS PROSPECTS OF THE ISSUER									S/N
C.3) SOGGETTO CHE SVOLGE LE FUNZIONI DI CUI AL PUNTO C1) O C.2) IN UNA SOCIETA' CONTROLLATA, DALL'EMITTENTE QUOTATO/PERSON WHO PERFORMS THE FUNCTIONS REFERRED TO IN POINT C1 AND C2 IN A SUBSIDIARY OF THE LISTED COMPANIES									S/N
C.4) SOGGETTO CHE DETIENE AZIONI IN MISURA ALMENO PARI AL 10 PER CENTO DEL CAPITALE SOCIALE DELL'EMITTENTE QUOTATO O SOGGETTO CHE CONTROLLA L'EMITTENTE QUOTATO/ PERSON WHO HOLD SHARES AMOUNTING TO AT LEAST 10 PER CENT OF THE SHARE CAPITAL AND ANY OTHER PERSON WHO CONTROL THE ISSUER									S/N

2. EMITTENTE QUOTATO

RAGIONE SOCIALE / CORPORATE NAME		CODICE FISCALE / TAX CODE*	
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* informazioni da inserire solo nel caso in cui l'invio sia effettuato tramite sistemi telematici attuati dalla società di gestione dei mercati (che non sono oggetto di diffusione al pubblico da parte di quest'ultima) / information must be provided only if the form is disseminated through the telematics system provided by the market management company (these information will not be subject to public disclosure).

ANNOTAZIONI / ANNOTATION

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3. SOGGETTO CHE HA EFFETTUATO LE OPERAZIONI / PARTY WHICH EXECUTED THE TRANSACTION									
3.1. NATURA DEL SOGGETTO CHE HA EFFETTUATO LE OPERAZIONI / REASON FOR RESPONSABILITY TO NOTIFY									
PERSONA RILEVANTE / RELEVANT PERSON									S/N
PERSONA FISICA STRETTAMENTE LEGATE AD UN SOGGETTO RILEVANTE (CONIUGE NON SEPARATO LEGALMENTE, FIGLIO, ANCHE DEL CONIUGE, A CARICO, GENITORE, PARENTE O AFFINE CONVIVENTE) / NATURAL PERSON CLOSELY ASSOCIATED WITH A RELEVANT PERSON (SPOUSE, UNLESS LEGALLY SEPARATED, DEPENDENT CHILDREN OF THE RELEVANT PERSON OR OF THE SPOUSE, PARENTS, RELATIVES AND RELATIVES-IN-LAW)									S/N
PERSONA GIURIDICA, SOCIETÀ DI PERSONE O TRUST STRETTAMENTE LEGATA AD UN SOGGETTO RILEVANTE O AD UNA PERSONA FISICA DI CUI AL PUNTO PRECEDENTE / LEGAL PERSON, UNLIMITED PARTNERSHIP OR TRUST CLOSELY ASSOCIATED WITH A RELEVANT PERSON									S/N
3.2 DATI ANAGRAFICI / PERSONAL DATA¹									
SE PERSONA FISICA / IF NATURAL PERSON									
COGNOME / FAMILY NAME			NOME / FIRST NAME				SESSO / GENDER*		
CODICE FISCALE / TAX CODE *		DATA DI NASCITA (gg/mm/aaaa) / DATE OF BIRTH (dd/mm/yyyy)*	COMUNE DI NASCITA / PLACE OF BIRTH*		PROVINCIA DI NASCITA / PROVINCE OF BIRTH*		STATO DI NASCITA / COUNTRY OF BIRTH*		
RESIDENZA ANAGRAFICA / PLACE OF RESIDENCE									
SE PERSONA GIURIDICA, SOCIETÀ DI PERSONE O TRUST / IF LEGAL PERSON, UNLIMITED PARTNERSHIP OR TRUST									
RAGIONE SOCIALE / CORPORATE NAME									
CODICE FISCALE / TAX CODE*		FORMA GIURIDICA / LEGAL FORM*			DATA DI COSTITUZIONE (gg/mm/aaaa) / DATE ESTABLISHED (dd/mm/yyyy)*				
SEDE LEGALE / REGISTERED OFFICE*									

* informazioni da inserire solo nel caso in cui l'invio sia effettuato tramite sistemi telematici attuati dalla società di gestione dei mercati (che non sono oggetto di diffusione al pubblico da parte di quest'ultima) / information must be provided only if the form is disseminated through the telematics system provided by the market management company (these information will not be subject to public disclosure).

4.OPERAZIONI / TRANSACTIONS

SEZIONE A): RELATIVA ALLE AZIONI E STRUMENTI FINANZIARI EQUIVALENTI E ALLE OBBLIGAZIONI CONVERTIBILI COLLEGATE / SECTION A): RELATED TO SHARES AND EQUIVALENT FINANCIAL INSTRUMENT AND ASSOCIATED CONVERTIBLE BOND

DATA / DATE	TIPO OPERAZIONE / TYPE OF TRANSACTION ²	CODICE ISIN / ISIN CODE ³	DENOMINAZIONE TITOLO / NAME OF SECURITY	TIPO STRUMENTO FINANZIARIO / TYPE OF FINANCIAL INSTRUMENT ⁴	QUANTITÀ / QUANTITY	PREZZO (in €) / PRICE (in €) ⁵	CONTROVALORE (in €) / VALUE (in €)	MODALITÀ' DELL'OPERAZIONE / DESCRIPTION OF TRANSACTION ⁶	NOTE / NOTES
TOTALE CONTROVALORE SEZIONE A (in €) / TOTAL AMOUNT SECTION A (in €)									

SEZIONE B): RELATIVA AGLI ALTRI STRUMENTI FINANZIARI COLLEGATI ALLE AZIONI DI CUI ALL'ART. 152-sexies, comma 1, lett. b1 , b3 SECTION B): RELATED TO FINANCIAL INSTRUMENTS ASSOCIATED TO SHARE REFERRED TO IN ART. 152-sexies, paragraph 1, letters b1 , b3

DATA / DATE	TIPO OPERAZIONE / TYPE OF TRANSACTION ⁶	TIPO STRUM. FINANZIARIO COLLEGATO / TYPE OF ASSOCIATED FINANCIAL INSTRUMENT ⁸	TIPO FACOLTÀ / TYPE OF RIGHT ⁹	STRUMENTO FINANZIARIO COLLEGATO / ASSOCIATED FINANCIAL INSTRUMENT		AZIONE SOTTOSTANTE / UNDERLYING SECURITY		INVESTIMENTO / DISINVESTIMENTO EFFETTIVO / ACTUAL INVESTMENT / DISINVESTMENT			INVESTIMENTO/ DISINVESTIMENTO POTENZIALE (NOZIONALE) / POTENTIAL (NOTIONAL) INVESTMENT / DISINVESTMENT			DATA SCADENZA / MATURITY	NOTE / NOTES
				COD. ISIN / ISIN CODE ¹⁰	DENOMINAZIONE / NAME ¹¹	COD. ISIN / ISIN CODE	DENOMINAZIONE / NAME ¹²	QUANTITÀ / QUANTITY	PREZZO (in €) / PRICE (in €) ⁵	CONTROVALORE (in €) / VALUE (in €)	QUANTITÀ DEL SOTTOST. / QUANTITY OF UNDERLYING	PREZZO D'ES. O REGOLAMENTO (in €) / STRIKE OR SETTLEMENT PRICE (in €)	CONTROVALORE (in €) / VALUE (in €)		
TOTALE CONTROVALORE POTENZIALE SEZIONE B (in €) / TOTAL POTENTIAL AMOUNT SECTION B (in €)															
TOTALE CONTROVALORE SEZIONE A + SEZIONE B (in €) / TOTAL AMOUNT SECTION A + SECTION B (in €)															

- ¹ Questa sezione relativa ai dati anagrafici del soggetto non va compilata nel caso in cui il soggetto coincida con il dichiarante della sezione 1.1 / Not to fill if the person which executed the transaction is the same as section 1.1
- ² Indicare la tipologia di operazione, effettuata anche mediante l'esercizio di strumenti finanziari collegati / Indicate the type of transaction, even if executed through the exercise of associated financial instruments
A= acquisto / purchase
V= vendita / sale
S= sottoscrizione / subscription
X= scambio / exchange
- ³ Il codice ISIN deve essere sempre indicato qualora lo strumento finanziario ne abbia ricevuto l'assegnazione da un'agenzia di codifica internazionale (es. UIC per l'Italia) / ISIN code must be indicated whenever the financial instrument received that code from an appointed international agency (e.g. UIC for Italy)
- ⁴ Indicare lo strumento finanziario oggetto dell'operazione / Indicate the financial instrument involved in the transaction:
AZO = azioni ordinarie / ordinary shares
AZP = azioni privilegiate / preference shares
AZR = azioni di risparmio / saving shares
QFC = quote di fondi chiusi / units of closed-end funds
EQV = altri strumenti finanziari, equivalenti alle azioni, rappresentanti tali azioni / other financial instruments, equivalent, or representative of shares
OBCV = Obbligazioni convertibili o altri strumenti finanziari scambiabili con azioni / convertible bonds or other debt financial instruments convertible into shares or exchangeable for shares
- ⁵ Nel caso in cui nel corso della giornata per un dato titolo sia stata effettuata più di una operazione dello stesso tipo (vedi nota 2) e con la stessa modalità (vedi nota 6) indicare il prezzo medio ponderato delle suddette operazioni. Nel caso di obbligazioni convertibili deve essere indicato in centesimi (es. per un'obbligazione quotata sotto la pari ad un prezzo di 99 indicare 0,99, mentre se quotata sopra la pari ad un prezzo di 101 indicare 1,01 / In case of multiple transactions on securities of the same type (see note 2) and with the same modality (see note 6), indicate the weighted average price of the aforementioned transactions. In case of convertible bonds use prices in hundredths (e.g. for a bond negotiated below par value at a price of 99 indicate 0,99, whereas for a bond negotiated above the par value at a price of 101 indicate 1,01).
- ⁶ Indicare l'origine dell'operazione / Indicate the origin of the transaction:
MERC-IT = transazione sul mercato regolamentato italiano / transaction over italian regulated market
MERC-ES = transazione sul mercato regolamentato estero / transaction over foreign regulated markets
FMERC = transazione fuori mercato o ai blocchi / off-market transaction and blocks
CONV = conversione di obbligazioni convertibili o scambio di strumenti finanziari di debito con azioni / conversion of convertible bonds or exchange of debt financial instruments for shares
ESE-SO = esercizio di stock option – stock grant; in caso di vendita di azioni rivenienti dall'esercizio di stock option, nella medesima riga ove è indicata la vendita, indicare in corrispondenza della colonna “note” il relativo prezzo di esercizio / exercise of stock option – stock grant; in case of sale of shares deriving from the stock option exercise, the relating exercise price must be inserted in the “note” field, in the same line where the sale is indicated.
ESE-DE = esercizio di strumento derivato o regolamento di altri contratti derivati (*future, swap*) / exercise of derivatives or settlement of other derivatives (*future, swap*)
ESE-DI = esercizio di diritti (*warrant/covered warrant/securitised derivatives/diritti*) / exercise of rights (*warrant/covered warrant/securitised derivatives/rights*)
- ⁷ Indicare la tipologia di operazione / Indicate the type of transaction:
A= acquisto / purchase

V= vendita / sale

S= sottoscrizione / subscription

AL= altro (dettagliare in nota) / other (to be specified in the notes)

⁸ Indicare la tipologia di strumento finanziario / Indicate the type of financial instrument:

W= warrant / warrant

OBW = obbligazione cum warrant / bond *cum* warrant

SD= securitised derivative / securitised derivative

OPZ= opzione / option

FUT = future / future contracts

FW = forward (contratti a termine) / forward contracts

OS = Obbligazione strutturata / structured bond

SW = swap / swap

DIR = diritti / rights

⁹ Indicare la categoria di strumento finanziario derivato (solo per le opzioni) / Indicate the category of derivative (only for options):

CE= call European style

PE= put European style

CA= call American style

PA= put American style

AL= altro (dettagliare in nota) / other (to be specified in the notes)

¹⁰ Da non indicare solo per contratti derivati (su strumenti finanziari) non standard oppure qualora lo strumento non abbia ricevuto l'assegnazione da un'agenzia di codifica internazionale (es. UIC per l'Italia) / Not to be indicated for non-standard derivatives or whenever the financial instrument did not receive that code from an appointed international agency (e.g. UIC for Italy).

¹¹ Indicare lo strumento finanziario collegato alle azioni / Indicate the associated financial instrument

¹² Indicare lo strumento finanziario sottostante (azione) / Indicate the underlying financial instrument (share)

ATTACHMENT B

Intesa Sanpaolo S.p.A.

Mandate given to Intesa Sanpaolo to make compulsory communications to Consob

I, fiscal code, born in
..... (...), on, resident in
....., Via/Piazza

- in acknowledging that I am included – pursuant to articles 114, par.7, of Legislative Decree 58/1998 and 152-sexies, par.1, lett. c), of Issuer Regulations – in the Register of “Relevant parties” of Intesa Sanpaolo S.p.A. and that I am aware of the obligations and sanctions which I am subject to due to the legislative and regulatory provisions on *internal dealing*, with reference to transactions on shares issued by the aforementioned Company or on other connected financial instruments;

- having received the Regolamento adopted on this issue by Intesa Sanpaolo as well as my obligations deriving from the Regolamento;

- considering that the Company is willing to make the compulsory communications to Consob on behalf of “Relevant parties”, I give mandate to Intesa Sanpaolo S.p.A. to make, on my behalf and on the basis of the information I will transmit, the communications to the aforesaid Authority required by regulations in force;

- for this purpose I shall communicate any transactions I shall carry out **within the maximum term of the fourth Stock Exchange working day from the date of the transaction**, according to the means set forth by the relevant discipline and communicated to me by the Company.

(signature)

Information pursuant to art. 13 of Legislative Decree 196/2003 - We inform you that the personal data supplied will be treated pursuant to Legislative Decree 196/2003.

Data shall be treated by Intesa Sanpaolo S.p.A. solely for the purpose of provisions of T.U.F. (Consolidated Law on Finance) and Issuers' Regulation by Consob, also by computerised means, and will be communicated to market in circumstances and by means provided for by Italian law.

The Data Controller is Intesa Sanpaolo S.p.A. with registered office in Torino, Piazza San Carlo, 156 - 10121.

Rights pursuant to art. 7 of the aforementioned Legislative Decree – which include, among others, access to personal data and rectification, updating, integration of wrong or imperfect data as well as opposition to unlawful treatment – can be exercised against the Data Controller or Data Processor. In order to exercise the right to access and, more generally, all the rights provided for by the aforementioned art. 7, the Corporate Affairs Department can be addressed.