

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

Attachment "B"

Declaration form certifying the existence or absence of any relationships of affiliation

With reference to the submission of the attached list of candidates to the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, pursuant to Article 144-sexies, paragraph 4, letter b), of the Issuers' Regulations and in compliance with the recommendations made by Consob Communication no. 9017893 of 26 February 2009,

the shareholder, with registered office in
(resident in.....), holder of no. shares, equal to% of the ordinary share capital,

or

the shareholders:

-, with registered office in.....
(resident in.....),

-,

-,

holding a total of shares, corresponding to% of the ordinary share capital,

declares / declare:

- I believe there exist / there do not exist the following relationships of affiliation - pursuant to Article 144-quinquies of the Issuers' Regulation - with the shareholder(s) who - on the basis of notifications of significant shareholdings pursuant to Article 120 of Italian Legislative Decree 58/1998 (Consolidated Law on Finance, "TUF"), or the publication of shareholders' agreements pursuant to Article 122 of the same Decree, as reported today on the Intesa Sanpaolo website, "Investor Relations" section (link "Shareholder base"), and on Consob website - holds / hold, including jointly, a controlling or relative majority interest in Intesa Sanpaolo:

a) family relationships: yes no

b) membership of the same group: yes no

c) control relations between a company and those jointly controlling it: yes no

d) relationships of affiliation pursuant to article 2359, paragraph 3, of the Italian Civil Code, including with entities belonging to the same group ; yes no

e) performance, by a shareholder, of management or executive functions, with strategic responsibilities, within a group of which another shareholder is part;

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

- with particular regard to the aforementioned Consob Communication no. 9017893/2009, I believe the following connections with the aforementioned holder(s) of controlling or relative majority interest exist / do not exist or exist but are immaterial:
 - adherence, in the recent past, even by companies of the respective groups, to a shareholders' agreement provided for by Article 122 of the Consolidated Law on Finance involving shares of Intesa Sanpaolo or Intesa Sanpaolo Group companies:
yes no yes, but immaterial
 - adherence, even by companies of the respective groups, to the same shareholders' agreement regarding shares of third parties:
yes no yes, but immaterial
 - existence of direct or indirect shareholdings, and the presence, if any, of direct or indirect cross-holdings, including between companies of the relevant groups:
yes no yes, but immaterial
 - holding or having recently held posts in management or supervisory boards of companies belonging to the group of the controlling or relative majority shareholder (or shareholders), and being or having recently been employed by such companies:
yes no yes, but immaterial
 - participation, whether directly or through representatives, in the list submitted by the shareholders who hold, including jointly, a controlling interest or a relative majority in the previous election of the management or supervisory boards:
yes no yes, but immaterial
 - participation in the previous election of the management or supervisory boards, in the submission of a list together with shareholders jointly or individually holding a controlling interest or relative majority, or having voted for a list submitted by the latter:
yes no yes, but immaterial
 - any current or recent commercial, financial (except as part of the core business of the lender) or professional relations:
yes no yes, but immaterial
 - presence in the list submitted of candidates who are or have recently been executive directors or key managers of the controlling or relative majority shareholder (or shareholders), or companies being part of the respective groups:
yes no yes, but immaterial

With regard to the relationships listed above, where one or more have been declared to exist though being not significant, please specify why you believe they are not such as to define an affiliate relationship within the meanings of Article 144-quinquies of the Issuers' Regulations:

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(Place and date)

(Signature)