

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

Attachment "C1"

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

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with registered office in Torino, Piazza San Carlo 156 - convened on 27 April 2016 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. for financial years 2016/2017/2018, as per list submitted by I, the undersigned (fiscal code), born in on and resident in address....., nationality, profession

declare

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

Under my responsibility

I also declare

- I qualify for the office, pursuant to applicable laws¹ and the Articles of Association and, in particular, I satisfy the requirements of professionalism, personal integrity, competence, fairness, and time commitment and the specific limits on concurrent positions prescribed by applicable laws and regulations, and in any event those set forth in Directive 2013/36/EU of 26 June 2013, to carry out the duties of director of a bank that has issued shares listed on regulated markets.²
- I also declare³
 - I meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
 - I do not meet the specific requirements for the post of Chairman of the Board of Directors pursuant to the current regulations;
- I also declare³
 - I meet the specific requirements for the office of Managing Director provided for by the current regulations;
 - I do not meet the specific requirements for the office of Managing Director provided for by the current regulations;

¹ Make reference, in particular, to: Circular no. 229/1999 and subsequent amendments and integrations, EBA Guidelines on Internal Governance of 27/09/2011 and EBA Guidelines on the assessment of the suitability of members of the management body and key function holders of 22/11/2012.

² Article 13.4.1 of the Articles of Association

³ Article 13.4.4 of the Articles of Association

- I am⁴
 - registered with the Register of independent auditors and have practised, for a period of at least three years as auditor or being a member of a control body in a limited company;
- I⁵
 - meet the independence requirements provided for by Article 13.4.3 of the Articles of Association⁶;
 - do not meet the above independence requirements;
- no reasons for ineligibility, incompatibility or suspension exist on my account pursuant to the law, regulations or the Articles of Associations, specifically no conditions for ineligibility and disqualification provided for in Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- I also declare
 - I am not a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented;
 - I am presently a civil servant, but qualify for 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 presently a civil servant, pursuant to and within the meanings of Legislative Decree 165/2001, as subsequently amended and supplemented, and more precisely am at⁷ and required from the Public Authority that employs me the prior authorization to carry out the duties of board member, if appointed, or if such authorization has already been granted, to produce it to the Company at the earliest opportunity following the appointment;
- with specific regard to the prohibition on interlocking referred to in Article 36 of Law Decree 201/2011 (converted by Law 214/2011), that:
 - I am not a member of any management, supervisory and control bodies or a top manager in competing companies or groups operating in the credit, insurance and financial markets;
 - I am a member of management, supervisory or control bodies or a top manager in 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 to attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons thereof.

In particular I declare

- I meet the integrity requirements set forth for representatives of banks in the Regulation adopted by Ministerial Decree 161 of 18 March 1998, as well as those provided for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 of 30 March 2000;
- I am not in a situation of substantial equivalence to those referred to in the aforementioned Regulations with reference to the cases entirely or partially regulated by foreign laws;
- I meet the professional requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 of 18 March 1998;
- with regard to the professionalism requirements and the guidance and recommendations made in this regard by the Supervisory Board in the document "Assessment of the qualitative and quantitative composition of the Board of Directors", published on 4 March 2016, I meet, in addition to personal competence and expertise indicated in the above-mentioned document - the skills, knowledge and experiences listed below (please tick as appropriate):

⁴ Article 13.4.2, letter a), of the Articles of Association

⁵ Article 13.4.2, letter b), of the Articles of Association

⁶ Taking into account also any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁷ Please insert duties and details of Public Authority employer.

SIGNIFICANT KNOWLEDGE, SKILLS AND EXPERIENCE, WHICH SHOULD BE WIDELY PRESENT AND WIDESPREAD IN THE FUTURE BOARD

- Knowledge of the banking business, its strategies, the assessment and risk management techniques
- Ability to read and interpret the financial statements data of a financial institution
- Strategic orientation: ability to interpret industry scenarios and trends, performance of competitors and development of companies, ideally of the bank, in the medium to long-term and evaluate alternative strategic lines and options
- Experience in business and entrepreneurial management and in the organisation of business activities
- Risk management expertise and knowledge of corporate functions
- Understanding of the global dynamics of the economic and financial system
- Experience in audit and/or control

SPECIALIST KNOWLEDGE AND EXPERIENCE OF THE BOARD

- Knowledge of the regulation of financial activities
- Experience in remuneration and incentive systems and tools
- International experience and knowledge of markets of possible interest for the Bank (in relation to its development)
- Knowledge of the socio-political context and of the market mechanisms of the countries where the Bank is present

– I

- have adequate knowledge of the English language.
- do not have adequate knowledge of the English language.

Lastly I declare

having regard to the abovementioned document "Assessment of the qualitative and quantitative composition of the Board of Directors",

- in the attached presentation I have provided exhaustive information on the personal and professional features and on the management, administration and control offices held in other companies, as well as any helpful evidence to assess my suitability for the office.
- I have read the information pursuant to Article 13 of Legislative Decree 196 of 30 June 2003, attached hereto;
- I authorise the Company to seek confirmation from the relevant Authorities as to the truthfulness of my statements, pursuant to and for the purposes of Article 71, paragraph 4, of Presidential Decree 445/2000;
- I authorise the Company to publish the above information, together with exhaustive information on my personal and professional details.

I also agree to:

- produce, on the Company's request, the documents needed to confirm the truthfulness of the data declared;
- promptly notify any change or integration of personal data, where relevant for ascertainment of requirements;
- provide, if elected member of the Board of Directors, the list of the management and control positions held in other companies as at the date of the Shareholders' Meeting, in accordance with Article 2409-septiesdecies, paragraph 3, of the Italian Civil Code.

I attach duly signed exhaustive information regarding personal and professional characteristics and the management, administration and control offices held in other companies.

(Place and date)

(Signature)

INFORMATION NOTE (pursuant to Article 13 of Legislative Decree 196/2003) - The personal data provided will be processed in accordance with the provisions of Legislative Decree 196/2003. The data, which will be processed at Intesa Sanpaolo S.p.A., is needed to establish the abovementioned requirements. Data shall be processed exclusively for the above purposes, also by means of electronic procedures, without prejudice to the possibility of checking its accuracy by contacting the competent authorities.

The data controller is Intesa Sanpaolo S.p.A., registered office in Torino, Piazza San Carlo 156.

You may exercise your rights under Article 7 of the aforementioned Legislative Decree - which provides among others the right to access your personal data, the right to rectify, update or delete incorrect or incomplete data, and the right to oppose the processing for legitimate reasons - vis-à-vis the data controller by contacting the Corporate Affairs Department.