

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 Article 144-sexies, paragraph 4, letter b) of the Consob Issuers' Regulation 11971/1999,

the undersigned shareholder, with registered office in (*domiciled*.....), holder of no. shares, representing% of the ordinary share capital,

or

the undersigned shareholders:

-, with registered office in..... (*domiciled*.....),
-,
-,
holding overall no. shares, representing% of the ordinary share capital,

declares/declare:

- I/we deem existent/inexistent the following relationships of affiliation with the shareholder(s) who – based on the communications of significant equity investments pursuant to article 120 of the Legislative Decree 58/1998 (“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(s) also jointly, a controlling equity investment or relative majority in Intesa Sanpaolo:

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 Consolidated Law on Finance 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 its(their respective) group(s) :
yes no yes, but immaterial

With regard to the above listed relationships, and should the case occur, the reasons why one or more have been declared existing but immaterial to determine relationships of affiliation - within the meaning of art. 148, paragraph 2 of the Consolidated Law on Finance and art. 144-quinquies of the Issuers' Regulation- are the following (as separately identified for each relationship):

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-
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Place and date

Signed