

This is an English translation of the original Italian document. In cases of conflict between the English language document and the Italian document, the interpretation of the Italian language document prevails.

Attachment "C2"

**Form of acceptance of nomination as a member
of the Board of Directors and the Management Control Committee**

With reference to the Ordinary Shareholders' Meeting of Intesa Sanpaolo S.p.A. - with Registered Office in Turin, Piazza San Carlo 156 – scheduled for 30 April 2019 (single call) and having regard to my nomination as a member of the Board of Directors of Intesa Sanpaolo S.p.A. and the Management Control Committee for the financial years 2019/2020/2021, as per slate submitted by

.....
I, the undersigned (fiscal code
.....), born in on
..... and resident in
address..... nationality
....., profession

declare that

- I accept to stand as a candidate for the office of member of the Board of Directors and the Management Control Committee of Intesa Sanpaolo S.p.A.
- I am not a candidate in any other slate submitted to the aforementioned Shareholders' Meeting.
- 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 ⁽³⁾**

- a) I meet the independence requirements laid down in Article 13.5.2 and 13.4.3 of the Articles of Association;
- b) I meet the requirements of independence of mind, as set out in the document on the qualitative and quantitative composition of the Board of Directors.

➤ **With regard to professionalism and competence**

- c) I meet the professionalism requirements established for bank directors in the Regulation adopted by Ministerial Decree 161 dated 18 March 1998⁽⁴⁾ and the requirements established for members

¹ See in particular: Bank of Italy Circular no. 229/1999 as amended; the Guidelines on the assessment of the suitability of the members of the management body and key function holders – issued by the EBA and the ESMA on 26 September 2017, in implementation of the principles set out in the EU Directive 36/2013 (“EBA/ESMA Guidelines”); and the “Guide to fit and proper assessments” issued by the ECB on 15 May 2017, as amended in May 2018 (“ECB Guide”).

² Article 13.4.1 of the Articles of Association.

³ Also taking into account any direct or indirect credit relationships with the Bank, as required by the Bank of Italy.

⁴ Article 13.4.1 of the Articles of Association.

of the board of statutory auditors of listed companies in the Regulation adopted by Ministerial Decree 162 dated 30 March 2000⁽⁵⁾;

- d) I meet the specific requirements set out in Article 13.5.3 of the Articles of Association and, specifically, I have acquired a proven experience of at least five years in the fields of internal controls, administration and finance:
- as a member of company bodies or performing executive duties at entities that conduct banking or financial business with total assets of at least 5 billion euro or at entities conducting insurance business with annual gross premium income of at least 1 billion euro, or at entities or enterprises with total revenues of at least 500 million euro (sizes are understood to be calculated on the basis of the company's most recent financial statements or consolidated financial statements, where prepared by the entity), or
 - teaching at the university level in a tenured position in economics or law, or performing, over an extended period, significant professional services or activities related to the duties typical of a control body for the benefit of the entities and enterprises indicated at the previous point, or
 - serving as senior officials or carrying out executive duties at public administrations of at least regional importance or authorities whose responsibilities concern banking, finance or insurance business;
- e) 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 ⁽⁶⁾;
- f) with regard to the guidance and recommendations made by the Board of Directors in the document on the qualitative and quantitative composition of the Board of Directors, published on 28 February 2019, I have - in addition to the personal attributes corresponding to those indicated in the above-mentioned document - theoretical knowledge and practical experience in relation to some of the following areas according to the level as specified below (please tick as appropriate):

Areas	Level achieved	
	<i>Basic/good</i>	<i>Very good/Excellent⁷</i>
<i>1. Banking business and typical strategies of the industry and risk assessment and management techniques connected with the exercise of banking activities (knowledge appropriate to the complexity of the Bank)</i>	<input type="checkbox"/>	<input type="checkbox"/>
<i>2. Financial markets and economic-financial system</i>	<input type="checkbox"/>	<input type="checkbox"/>
<i>3. Regulations of the banking industry and financial activities</i>	<input type="checkbox"/>	<input type="checkbox"/>

⁵ Article 13.5.1 of the Articles of Association.

⁶ 13.4.2, letter a), and 13.5.3, last paragraph, of the Articles of Association.

⁷ Very Good/Excellent level: experience: gained at an executive level of an office and for a significant period of time; knowledge and skills: acquired through specific and in-depth training and consisting of a recognised cultural background and/or obtained through experience (naturally also in Boards and Committees, if for more than one term) in the professional curriculum, which have determined and explained their possession, making them demonstrable. In general, very good and specific knowledge and skills are those that someone is expert in, that are appropriate in relation to the office assumed, and/or of which someone is able to explain/teach the contents. Consistently with the guidelines 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 a distinctive level.

- | | | |
|---|--------------------------|--------------------------|
| 4. <i>Strategic view and planning</i> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. <i>Business and/or corporate management</i> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. <i>Ability to read and interpret the financial statements data of a financial institution and accounting and financial information</i> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. <i>Risk management and internal control system</i> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. <i>Organisational and corporate governance structures</i> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. <i>Auditing and control</i> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. <i>Remuneration and incentive systems and tools</i> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. <i>Knowledge of the insurance market and products and the related regulations</i> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. <i>Digital & Information technology</i> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. <i>International and/or multinational experience and/or knowledge of foreign markets</i> | <input type="checkbox"/> | <input type="checkbox"/> |

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: _____

- g) I have adequate knowledge of the English language.
 I do not have adequate knowledge of the English language.

➤ ***With regard to integrity and reputation and fairness***

- h) I meet the integrity requirements established for members of the management body and key function holders of banks in the Regulation adopted in Ministerial Decree 161 dated 18 March 1998, as well as those established for statutory auditors of listed companies by the Regulation adopted by Ministerial Decree 162 dated 30 March 2000;

- i) 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;
- j) I meet the reputation and fairness criteria established for members of the management body 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***

- k) 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 groups of companies operating in the credit, insurance and financial markets;
 - I hold offices in management, supervisory and control bodies or as a senior officer of competing companies or groups of companies operating in the credit, insurance and financial markets, and hereby undertake to give up those offices immediately upon my appointment or attest that the offices held do not give rise to any incompatibility, specifying in detail the reasons for this;
- l) I comply with the limitation of directorships established by Article 91 of the Directive 2013/36/EU and provided by applicable laws and regulations for fulfilling the duties of member of the control body of a bank that has issued shares listed on regulated markets ⁽⁸⁾;
- m) with specific reference to the limitation of directorships established in Article 13.5.4 of the Articles of Association:
 - I do not hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association;
 - I hold a number of offices in excess of that provided for in Article 13.5.4 of the Articles of Association and undertake as of now, if appointed, to immediately give up all incompatible offices;
- n) 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***

- o) 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 Article 2382 of the Italian Civil Code and Article 187-quater of Legislative Decree 58/1998;
- p) 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 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

⁸ Article 13.5.1 of the Articles of Association.

..... at
.....⁹) 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;

Lastly, I declare

- 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, as well as any information useful for assessing my suitability for the office, 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 Article 13 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 authorise 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 ascertainment of the requirements;
- provide, if elected member of the Board of Directors, the list of the management and control offices held in other companies as at the date of the Shareholders' Meeting, pursuant to Article 2409-septiesdieces, paragraph 3, of the Italian Civil Code.

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

(Place and date)

(Signature)

⁹ Please enter the office held and the details of Public Authority employer

INFORMATION NOTICE pursuant to Regulation (EU) 2016/679

Pursuant to Article 13 of Regulation (EU) 2016/679) we inform you that the Personal Data provided fulfilling this form will be processed by Intesa Sanpaolo in its capacity as Data Controller.

The acquisition of the personal data is necessary for the application of the banking supervisory provisions concerning the suitability requirements for the office of director 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 for members of the corporate bodies of banks).

Your Personal Data will be processed exclusively for the above purposes using manual, electronic and telematic tools, without prejudice to the possibility of checking its accuracy by contacting the competent authorities. Your Personal Data will be retained suitably safeguarded for a period of time no longer than that necessary to pursuing the abovementioned purposes.

Your Personal Data will be processed by Companies belonging to the Intesa Sanpaolo Group, subsidiaries as well as third parties performing related, instrumental or supporting activities to those performed by Intesa Sanpaolo. Your Personal Data might be communicated to Authorities (e.g. judicial, administrative, etc.) and public information systems established at public administrations. All the abovementioned subjects will process the data in their capacity of Data Controller, Joint Data Controller or Data Processor.

Your Personal Data are processed by the Bank inside the European Union and are not disclosed.

If necessary, for technical or operational reasons, the Bank reserves the right to transfer your Personal Data to countries outside the European Union, vis-à-vis the “adequacy” decisions of the European Commission or based on the appropriate safeguards, provided by the country to which the Personal Data shall be transferred, or specific derogations provided by Regulation.

You may, at any time, require access to, rectification or erasure of your Personal Data, as well as exercise all the other rights provided by the Regulation (EU) 2016/679. For more complete and detailed information in this regard, please consult the Intesa Sanpaolo website (www.intesasanpaolo.com).

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