



Articles of Association

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

ARTICLES OF ASSOCIATION

INTESA SANPAOLO S.p.A.

Parent Company of the Intesa Sanpaolo Banking Group

included in the National Register of Banking Groups

Registered office Torino, Piazza San Carlo n. 156

Share Capital Euro 8,731,874,498.36

Registration number on the Torino Company Register and Fiscal Code 00799960158

Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund

Included in the National Register of Banks with no. 5361.

Entered in the Torino Company Register on **2 December 2015**

ARTICLES OF ASSOCIATION

Contents

TITLE I	7
CONSTITUTION, NAME, REGISTERED OFFICE AND DURATION OF THE COMPANY	7
Article 1. Name.	7
Article 2. Registered office.	7
Article 3. Duration.	7
TITLE II	7
CORPORATE PURPOSE	7
Article 4. Corporate purpose.	7
TITLE III	8
CAPITAL AND SHARES	8
Article 5. Share capital.	8
Article 6. Shareholders' address for service.	8
TITLE IV	9
SHAREHOLDERS' MEETING	9
Article 7. Shareholders' Meeting.	9
Article 8. Calling of meetings.	9
Article 9. Right to attend and vote at the Shareholders' Meeting.	10
Article 10. Chair and conduct of the Shareholders' Meeting. Secretary.	10
Article 11. Validity of resolutions.	11
TITLE V	11
CORPORATE GOVERNANCE SYSTEM	11
Article 12. Corporate governance system.	11
Section One – Management Board	11
Article 13. Management Board.	11
13.1. – Composition.	11
13.2. – Requirements and incompatibilities.	11
13.3. – Duration.	12
13.4. – Integration.	12
13.5. – Replacements.	12
13.6. – Removal.	12
13.7. – <i>Simul stabunt simul cadent.</i>	12
13.8. – Termination.	12
13.9. – Appointment of the Chairman and Deputy Chairpersons of the Management Board. Secretary.	13
Article 14. Remuneration of the Management Board.	13
Article 15. Remuneration of members of the Management Board who are appointed to specific positions.	13
Article 16. Meetings and resolutions of the Management Board.	13

16.1. – Place and calling of meetings.	13
16.2. – Notice of call.	13
16.3. – Meetings.	13
16.4. – Validity and majority.	14
16.5. – Resolutions with qualified majorities.	14
16.6. – Minutes and copies.	14
Article 17. Powers of the Management Board.	14
17.1. – Management of the Company	14
17.2. – Powers which shall not be delegated.	14
17.3. – Delegated powers.	16
17.4. – Subsidised and special lending.	16
17.5. – Exercise of delegated powers.	16
17.6. – Information.	16
17.7. – Information to the Supervisory Board.	16
Article 18. Chairman of the Management Board.	16
Article 19. Managing Director.	17
Article 20. Manager responsible for preparing the Company's financial reports.	18
Article 21. Legal representative. Signature powers.	18
Section two – Supervisory Board	19
Article 22. Supervisory Board.	19
22.1. – Composition.	19
22.2. – Integration.	19
22.3. – Duration.	19
Article 23. Election of the Supervisory Board.	19
23.1. – Slate of candidates.	19
23.2. – Voting.	20
23.3. – Equality of ratio and ballot.	20
23.4. – Supplementary mechanism.	21
23.5. – Supervisory Board member appointed by minorities.	21
23.6. – Single slate.	21
23.7. – No slates.	21
23.8. – Election of the Chairman and Deputy Chairpersons of the Supervisory Board.	21
23.9. – Replacements.	22
23.10. – Incompatibilities.	22
23.11. – <i>Simul stabunt simul cadent.</i>	22
23.12. – Removal.	22
23.13. – Remuneration.	22
Article 24. Meetings and resolutions of the Supervisory Board.	23
24.1. – Calling of meetings.	23
24.2. – Frequency of the meetings.	23
24.3. – Calling request.	23
24.4. – Place.	23
24.5. – Notice of call.	23
24.6. – Meetings.	23
24.7. – Validity and majority.	23
24.8. – Resolutions with qualified majorities.	23
24.9. – Interests of members of the Supervisory Board.	23
24.10. – Minutes and copies.	24
Article 25. Powers of the Supervisory Board.	24
25.1. – Scope of powers.	24
25.2. – Other powers.	26

25.3. – Powers of supervision.	26
25.4. – Internal Control Committee.	26
25.5. – Nomination Committee, Remuneration Committee and Risks Committee.	27
25.6. – Other Committees.	27
Article 26. Chairman of the Supervisory Board.	27
Article 27. General Managers.	28
TITLE VI	28
FINANCIAL STATEMENTS – NET INCOME – SAVINGS SHARES	28
Article 28. Financial statements and net income.	28
Article 29. Savings shares.	29
TITLE VII	29
STATUTORY AUDITS OF ACCOUNTS – WITHDRAWAL – WINDING UP – APPLICATION OF ORDINARY REGULATIONS	29
Article 30. Statutory audits of accounts.	29
Article 31. Withdrawal.	30
Article 32. Winding up.	30
Article 33. Application of ordinary regulations.	30
TITLE VIII	30
TRANSITORY AND FINAL RULES	30
Article 34. Integrity, professional and independence requirements.	30
34.1. – Transitory rule.	30
34.2. – Integrity requirements.	30
34.3. – Professional requirements of Supervisory Board members.	30
34.4. – Professional requirements of Management Board Members.	30
Article 35. Key Terms of the Integration Plan.	31
Article 36. Provisions on gender balance in the structure of the administrative and control bodies. Additional amendments to the Articles of Association introduced by the Shareholders' Meeting on 29 October 2012.	31

TITLE I CONSTITUTION, NAME, REGISTERED OFFICE AND DURATION OF THE COMPANY

Article 1. Name.

1.1 - The Company is incorporated under the name "Intesa Sanpaolo S.p.A.", without any restriction in the form of graphic presentation. In the use of brands and logos of the Company and the Group, the words that compose the name of the Company may be combined in a different manner. The Company may use, as brands and logos, names and/or brands used by itself and/or by the companies incorporated therein.

1.2 - The Company is a Bank pursuant to the provisions laid down in Legislative Decree 385 of 1 September 1993.

Article 2. Registered office.

2.1 - The Company has its registered office in Torino and a secondary registered office in Milano. Central operations are divided between Milano and Torino, provided, however, that in any case "Administration, Financial statements, Tax", "Internal Audit" and "General Secretariat" shall be in Torino.

2.2 - Subject to being granted the authorisations provided for by laws and regulations in force from time to time, the Company may establish and wind up secondary registered offices, branches and representative offices, both in Italy and abroad.

Article 3. Duration.

The duration of the Company shall be until 31 December 2100 and may be extended.

TITLE II CORPORATE PURPOSE

Article 4. Corporate purpose.

4.1 - The purpose of the Company is the deposit-taking and the carrying out of all forms of lending activities, both directly and through its subsidiaries. To this end, the Company may, in compliance with laws and regulations in force from time to time and subject to being granted the required authorisations, directly and also through its subsidiaries, provide all banking and financial services, including the establishment and management of open-end and closed-end pension schemes as well as carry out any other transactions that are instrumental for, or related to, the achievement of its corporate purpose.

4.2 - Acting in its capacity as Parent Company of the "Intesa Sanpaolo" banking group, pursuant to Article 61 of Legislative Decree 385 of 1 September 1993, the Company issues, in connection with its management and coordination capacity, instructions to the Group companies, including with respect to the implementation of the instructions of the Supervisory Authorities in the interest of the Group's stability.

4.3 - The Company acts in the capacity of Parent Company of the financial conglomerate, pursuant to Article 3 of Legislative Decree 142 of 30 May 2005.

TITLE III CAPITAL AND SHARES

Article 5. Share capital.

5.1 – The Company's subscribed and paid-in share capital amounts to 8,731,874,498.36 euro, represented by 16,792,066,343 shares with a nominal value of 0.52 euro each, comprising 15,859,575,782 ordinary shares and 932,490,561 non-convertible savings shares.

5.2 – The Extraordinary Shareholders' Meeting may resolve upon the allocation of net income to the employees of the Company or of its subsidiaries by issuing financial instruments in accordance with the applicable legislation in force from time to time.

5.3 – The extraordinary Shareholders' Meeting of 8 May 2014 conferred, upon the Management Board: (i) delegated powers pursuant to Article 2443 of the Italian Civil Code, for a free share capital increase within 28 February 2018, in one or more tranches by up to 53,101,088.56 euro through the issue of up to 102,117,478 ordinary shares of Intesa Sanpaolo with the same characteristics as those shares already outstanding, to which dividends and other entitlements accrue in the usual way, for allocation to the recipients of the "Investment Plan", approved on the same date, subject to the terms and conditions of the Investment Plan; through the allocation – pursuant to Article 2349 of the Italian Civil Code – up to the amount corresponding to the profits and/or profit reserves shown in the most recently approved set of financial statements; and (ii) all widest powers to duly identify the net income and/or net income reserves shown in the most recently approved set of financial statements, for application to the purpose described in (i) above, with a mandate to make such accounting records as may be consequent to the issue of the shares, in compliance with the law and the accounting standards in force from time to time.

5.4. - The Extraordinary Shareholders' Meeting of 8 May 2014 granted the Management Board delegated powers, pursuant to Articles 2441, eighth paragraph, and 2443, of the Italian Civil Code, for a share capital increase, for an amount of up to 213,073,650.40 euro without a pre-emptive subscription right and in favour of the employees, in one or more tranches and on one or more occasions, within 28 February 2018, with the issue of up to 409,757,020 shares, at a price that incorporates a discount against the market value of Intesa Sanpaolo ordinary shares, servicing the implementation of the Investment Plan, approved on such date. The same extraordinary Shareholders' Meeting granted the Management Board all the widest powers as may be required for: (i) settling the issue price of the newly-issued ordinary shares; the issue price shall be determined by applying a discount on the market price of the share, calculated as the average of the prices observed during the 30 days preceding the issue date, provided in any event that it may not be less than the nominal value per share (0.52 euro); (ii) establishing the maximum number of ordinary shares that may be issued and allocated for subscription by employees adhering to the Investment Plan, upon the terms and conditions thereof; and (iii) determining the timetable for the execution of the resolution on the share capital increase.

Article 6. Shareholders' address for service.

The address for service of each Shareholder, for the purposes of their relations with the Company, is the address recorded in the Shareholders' Register.

TITLE IV SHAREHOLDERS' MEETING

Article 7. Shareholders' Meeting.

7.1 - The Shareholders' Meeting, called and established in accordance with the Articles of Association, is deemed to represent all Shareholders. Resolutions passed in accordance with the law and the Articles of Association, are binding on all Shareholders, irrespective of their attendance or agreement.

7.2 - The ordinary or extraordinary Shareholders' Meeting shall be governed by law.

7.3 - The Ordinary Shareholders' Meeting shall:

- 1) appoint, determine the number of, and remove the members of the Supervisory Board, determine their remuneration as per Article 23.13 and elect the Chairman and two Deputy Chairpersons, according to provisions of Article 23 below;
- 2) resolve upon the responsibilities of the members of the Supervisory Board and, pursuant to Articles 2393 and 2409-decies of the Italian Civil Code, also upon the responsibilities of the members of the Management Board, without prejudice to the concurrent powers of the Supervisory Board pursuant to Article 25.1.1, letter c);
- 3) resolve upon the net income allocation
- 4) assign the engagement for the statutory audit of accounts upon the reasoned proposal of the Supervisory Board and, once the opinion of the Supervisory Board has been sought, revoke the engagement granted, where necessary;
- 5) approve the financial statements in the event that they have not been approved by the Supervisory Board;
- 6) also approve:
 - i) the remuneration policies for Management Board members,
 - ii) the plans based on financial instruments,
 - iii) the criteria for the determination of the compensation to be granted in the event of early termination of the employment agreement or early termination of office, including the limits established for said compensation, in line with legal provisions and regulations in force;
- 7) resolve upon the other matters assigned to it by the regulations in force or by the Articles of Association.

7.4 - The Extraordinary Shareholders' Meeting shall resolve upon the amendments of the Articles of Association, on the appointment, removal, replacement and powers of liquidators and on any other matter within its purview pursuant to the law.

Article 8. Calling of meetings.

8.1 - The Shareholders' Meeting is called by the Management Board whenever it is deemed appropriate or, according to the provisions of Article 2367 of the Italian Civil Code, upon request by Shareholders representing at least one twentieth of the share capital.

The Ordinary Shareholders' Meeting shall be called at least once a year, no later than a hundred and twenty days after the end of the financial year. Where applicable, the Shareholders' Meeting may be called no later than a hundred and eighty days after the end of the financial year. In this case, the Management Board shall describe the reasons of such postponement in the report required by Article 2428 of the Italian Civil Code.

8.2 - Without prejudice to other provisions of law setting forth the powers to call meetings, a Shareholders' Meeting may also be called by the Supervisory Board or by at least two of its members, pursuant to Article 151-*bis* of Legislative Decree 58 of 24 February 1998.

8.3.- The Shareholders' Meeting is called at the registered office of the Company or in another location in the municipality where the Company has its registered office by a notice of call stating the information required by the law.

Such notice shall be published within the timeframe provided for by the law on the Company's website, as well as in the ways provided for by regulatory provisions.

8.4 - The notice of call may also provide for Shareholders' Meetings to be called on second call and, limited to Extraordinary Shareholders' Meetings, also on third call.

The Management Board may decide that the Ordinary or Extraordinary Shareholders' Meetings be held in a single meeting, thereby excluding further calls and applying the majorities required by applicable legislation. This decision is disclosed in the notice of call.

8.5 - Shareholders who, either jointly or severally, represent at least one fortieth of the share capital may request, within the terms and scope and in the manner provided for by law, additions to the agenda of the meeting, specifying in their request the additional items they propose. Notices with respect to the additions to the agenda as a result of such requests shall be given in the forms required for the publication of the notice of call.

Article 9. Right to attend and vote in the Shareholders' Meeting.

9.1 - Persons with the right to vote may attend the Shareholders' Meeting provided a notice by the authorised intermediary certifying their voting right has been submitted to the Company within the time limits provided by law.

9.2 - Each ordinary share confers the right to cast one vote.

9.3 - Persons having voting rights may be represented by proxy subject to restrictions established by law. The proxy may be notified electronically, using the designated section of the Company's website, or by email, following the instructions provided in the notice of call.

9.4. – For each Meeting, the Company appoints, disclosing it in the notice of call, one or more parties upon whom holders of voting rights may confer a proxy with instructions to vote on all or some of the items on the agenda, in accordance with the terms of the applicable regulatory provisions. The proxy is valid only to the extent of the proposals upon which instructions to vote have been conferred.

Article 10. Chair and conduct of the Meeting. Secretary.

10.1 - The Shareholders' Meeting is chaired by the Chairman of the Supervisory Board or, in case of his/her absence or impediment, by the longest-serving Deputy Chairperson of the Supervisory Board, intended as the Deputy Chairperson with the longest uninterrupted service or, in the case of equal term of service, by the eldest Deputy Chairperson, or in the case of his/her absence or impediment, by the other Deputy Chairperson. If all of the above are absent or impeded, the Shareholders' Meeting is chaired by the Chairman of the Management Board or, in case of his/her absence or impediment, by the longest-serving Deputy Chairperson of the Management Board as described above or, in case of his/her absence or impediment, by the other Deputy Chairperson; if also the latter is absent or impeded, the Shareholders' Meeting shall be chaired by another person designated by the Shareholders attending the meeting.

10.2 - The Chairman of the Shareholders' Meeting shall verify that the meeting has been validly called and shall ascertain the entitled persons' right to attend the meeting and vote. The Chairman of the Shareholders' Meeting shall further verify the validity of the proxy, shall

preside over the discussions, and shall determine the voting procedures and announce the relevant results.

10.3 - The Chairman shall be assisted by a Secretary, represented by the Secretary of the Management Board or, in case of his/her absence or impediment, the person appointed by the Shareholders attending the Meeting if the minutes do not require drafting by a Notary Public. The Chairman may also appoint, as the case may be, specific individuals chosen among the Meeting's attendees.

10.4 - If the discussion of the items on the agenda of the meeting is not exhausted on the day of the meeting, the Shareholders' Meeting may continue on the following business day.

Article 11. Validity of resolutions.

The validity of the Shareholders' Meeting and the validity of the resolutions taken shall be governed by the law and regulations, except as otherwise provided in Article 23 for the appointment of the Supervisory Board. For the sole purposes of implementing resolutions, the provisions laid down by the current regulations governing transactions with related parties, as defined in the Company's procedures, shall remain valid, in line with regulatory provisions.

TITLE V CORPORATE GOVERNANCE SYSTEM

Article 12. Corporate governance system.

The Company **adopts the dual management and control system** pursuant to Articles 2409-*octies* and following of the Italian Civil Code.

SECTION ONE — MANAGEMENT BOARD

Article 13. Management Board.

13.1 - Composition.

The management of the Company is exercised by the Management Board, composed of a **minimum of 7 (seven) and a maximum of 11 (eleven) members**, including non-shareholders, appointed by the Supervisory Board, which determines their number at the time of appointment.

Without prejudice to regulatory restrictions, a number of Management Board members **shall be chosen from amongst Managers of companies belonging to the Intesa Sanpaolo Banking Group** according to the following formula: 2 (two) for a Management Board made up of 7 (seven) or 8 (eight) members; 3 (three) for a Management Board made up of 9 (nine) or 10 (ten) members; 4 (four) for a Management Board made up of 11 (eleven) members.

The number of Managers determined above shall not include the member indicated as Managing Director pursuant to Article 25.1.1, letter d), of the Articles of Association, if he/she is a Manager, at the time of appointment, or is subsequently appointed Manager, of a company belonging to the Intesa Sanpaolo Banking Group.

The less-represented gender shall be reserved at least the number of board members established by applicable legislation on the matter of equal access to the administrative and control bodies of listed companies on regulated markets.

13.2 - Requirements and incompatibilities.

Individuals who are either ineligible or disqualified from office pursuant to Article 2382 of the Italian Civil Code may not be appointed as members of the Management Board. The same limitations apply to individuals who do not meet the integrity, professional and independence requirements defined by applicable law and regulations. At least one of the members of the Management Board shall meet the independence requirements provided for by Article 148, paragraph 3, of Legislative Decree 58 of 24 February 1998.

Members who have exceeded the limit of **four offices** in the management, direction or control of other listed companies or parent companies or subsidiaries of listed companies (up to a maximum of four offices within one group shall be considered as one office; if such limit is exceeded, they shall be considered as two offices) may not be appointed as members of the Management Board and, if they are appointed, they shall be disqualified from office. The foregoing shall be without prejudice to the provisions of the applicable laws and regulations relating to causes for ineligibility and disqualification from office, as well as the limits to the number of offices held, where more restrictive.

Members of the Supervisory Board may not be appointed as members of the Management Board for the entire term of their office.

13.3 - Duration.

The Management Board members shall remain in office for a maximum period of three financial years, as determined by the Supervisory Board. Their term of office shall expire, without prejudice to the provisions of Article 13.8, on the date of the meeting of the Supervisory Board called to approve the financial statements relating to the last year of their office.

They may be re-elected.

13.4 - Integration.

In the event that the number of members of the Management Board is lower than the maximum number, the Supervisory Board may at any time increase such number, in compliance with the provisions of Article 13.1. The term of office of the newly appointed members expires together with the term of the members on office at the time of their appointment.

13.5 - Replacements.

If one or more members of the Management Board leave service, the Supervisory Board shall replace them without delay, in compliance with the provisions of Articles 13.1 and 13.2. The term of office of the newly appointed members shall expire simultaneously with the term of the members in office at the time of their appointment.

13.6 - Removal.

The members of the Management Board may be removed by the Supervisory Board at any time, without prejudice to their right to be indemnified if the removal occurs without just cause.

With regards to members of the Management Board chosen from among the Intesa Sanpaolo Banking Group's Key Managers, if for any reason the office or managerial duties covered at the time of appointment should terminate, this shall constitute just cause for removal from the Management Board unless the Supervisory Board considers there are exceptional grounds for the term of office to continue.

13.7 - *Simul stabunt simul cadent.*

If, for whatever reason, the majority of the members originally appointed by the Supervisory Board ceases to be in office, the entire Management Board shall forfeit office as of the date on which the newly appointed members take office. The term of office of the newly

appointed members shall expire on the date on which the office of the replaced Management Board would have expired.

13.8 - Termination.

The termination of the Management Board due to the expiry of the term of office shall become effective starting as of the date of its appointment by the Supervisory Board. In the event of the resignation of part of the members of the Management Board, the provisions of Article 2385 of the Italian Civil Code shall apply.

13.9 - Appointment of the Chairman and Deputy Chairpersons of the Management Board. Secretary.

The Supervisory Board, on the basis of the proposal submitted by the Nomination Committee provided for by Article 25.5 below, shall appoint the Chairman of the Management Board and two executive Deputy Chairpersons of the Management Board, selecting them from amongst members other than the Managers pursuant to Article 13.1, paragraph 2.

The Management Board may appoint a Secretary who shall not necessarily be a member of such Board.

Article 14. Remuneration of the Management Board.

Members of the Management Board are entitled, in addition to reimbursement of expenses incurred in connection with the office held by them, to a remuneration which shall be determined by the Supervisory Board, after consultation with the Remuneration Committee provided for by Article 25.5 below.

Article 15. Remuneration of members of the Management Board who are appointed to specific positions.

The remuneration of the members of the Management Board who are vested with particular offices, tasks or powers of attorney shall be determined pursuant to Article 25.1.1, letter a) of the Company's Articles of Association.

Article 16. Meetings and resolutions of the Management Board.

16.1 - Place and calling of meetings.

The Management Board generally meets alternatively in Torino at the registered office and in Milano at the secondary office of the Company. Under exceptional circumstances, it may meet in another location on Italian territory. Meetings shall take place at least once a month and whenever the Chairman of the Management Board deems it necessary or when a written request is made by the Managing Director or by at least two members of the Management Board; the Management Board may be summoned in other cases required by law.

After notification to the Chairman, the Management Board meeting may also be called by the Supervisory Board or by its individual members, pursuant to Article 151-*bis* of Legislative Decree 58 of 24 February 1998.

16.2 – Notice of call.

The Management Board is called by notice, which shall include the agenda of the meeting. The notice shall be sent by any means appropriate to provide evidence of receipt thereof to each member of the Management Board and the Supervisory Board at least four days before the date of the meeting or, in case of urgency, at least twenty-four hours in advance by any appropriate means. The notice may also state the places from which members may

participate by means of remote connection systems as provided for by Article 16.3 below.

16.3 - Meetings.

Meetings of the Management Board may be validly held through remote connection systems, provided that this makes it possible to ensure the exact identity of those in attendance and to enable all attendees to participate in real time on all agenda items and to view, receive and send documents. However, at least the Chairman and the Secretary shall be physically present at the venue officially designated as that in which the Board meeting is deemed to have taken place.

16.4 - Validity and majority.

The resolutions of the Management Board are validly adopted when the majority of its members in office is in attendance at the meeting. Without prejudice to the provisions contained in Article 16.5 below, resolutions are adopted with the favourable vote of the absolute majority of the attending members; **in the event of a tie, the board member in the Chair shall have the casting vote.**

16.5 - Resolutions with qualified majorities.

Resolutions concerning the following matters shall be validly adopted with the favourable **vote of the majority of Management Board members in office:**

- the appointment, removal as well as the granting, amendment or revocation of the Managing Director's powers;
- the appointment and removal, subject to the mandatory opinion of the Supervisory Board, of the Manager responsible for preparing the Company's financial reports provided for by Article 154-*bis* of Legislative Decree 58 of 24 February 1998, and determination of the relevant means, powers and remuneration.
- the appointment to particular offices or the assignment of specific powers of attorney to one or more Board members and determination of the relevant powers.

Resolutions concerning the appointment, removal and determination of the duties, powers and remuneration of General Managers as set forth in Article 27 of the Articles of Association shall be validly adopted with the favourable vote of the majority of Management Board members in office, subject to the mandatory opinion of the Supervisory Board.

16.6 - Minutes and copies.

The **minutes** of the resolutions of the Management Board shall be prepared and recorded in the register of the minutes by the Secretary and shall be signed by the board member in the Chair and the Secretary. A copy of the minutes of the meetings of the Management Board shall be submitted without delay to the Chairman of the Supervisory Board.

Copies and extracts of the minutes, when not taken by a Notary public, are certified by the declaration of conformity signed by the Chairman and Secretary.

Article 17. Powers of the Management Board.

17.1 - Management of the Company.

The Management Board is in charge of the management of the company. The Board is responsible **for implementing the strategic guidelines and risk governance policies defined and approved, for the Company and the Group, by the Supervisory Board.** To this end, it shall take **all required actions, which it deems useful or appropriate to achieve the corporate purpose,** relating to both the ordinary and extraordinary administration, including the ability to release or reduce mortgages also against partial payment of the relevant secured obligations.

The Management Board is also responsible for ensuring completeness, adequacy, operation and reliability of the reporting system.

17.2 - Powers which shall not be delegated.

Without prejudice to the powers and duties of the Supervisory Board provided for by Article 25.1 below, in addition to the responsibilities that cannot be delegated according to the law, the following decisions may not be delegated:

- a) the determination of proposals concerning general governance methods, the business model, the strategic guidelines of the Company and the Group, concerning risks governance policies and the purchase or sale of strategic shareholdings to be submitted to the Supervisory Board for approval pursuant to Article 25.1.2. of the Articles of Association;
- b) the drawing up of business and/or financial plans and the budgets of the Company and the Group, to be submitted to the Supervisory Board for approval pursuant to Article 2409-terdecies and Article 25.1.2. letter a) of the Articles of Association;
- c) the appointment and removal of the Managing Director, and the delegation, amendment or revocation of the relevant powers;
- d) the appointment to specific offices or the granting of specific delegated powers to one or more members of the Management Board and the determination of the relevant powers;
- e) the appointment and removal of one or more General Managers, as provided for by Article 27 of the Articles of Association, and determination of the relevant powers;
- f) the purchase and sale of equity investments leading to changes in the Banking Group;
- g) the arrangement of the company organisational and governance structure to be submitted to the Supervisory Board for approval pursuant to Article 25.1.1. and the assessment of the adequacy thereof, as well as the arrangement of the accounting and reporting systems to be submitted to the Supervisory Board for approval pursuant to Article 25.1.2;
- h) the determination of criteria for the coordination and direction of the companies belonging to the Group in compliance with the strategic guidelines and the risk governance policies defined and approved by the Supervisory Board, and the definition of criteria for the implementation of the instructions issued by the Bank of Italy;
- i) the appointment and removal, subject to the mandatory opinion of the Supervisory Board, of the Manager responsible for preparing the Company's financial reports provided for by Article 154-bis of Legislative Decree 58 of 24 February 1998, and determination of the relevant means and powers; the supervision provided for by the same Article 154-bis.
- l) the preparation of parent company and consolidated draft financial statements;
- m) the share capital increases which may be delegated pursuant to Article 2443 of the Italian Civil Code, with the exclusion of the faculty to adopt the resolutions provided for in paragraphs 4 and 5 of Article 2441 of the Italian Civil Code; the issue of convertible bonds, which may be delegated pursuant to Article 2420-ter of the Italian Civil Code;
- n) the Management Board's duties provided for under Articles 2446 and 2447 of the Italian Civil Code;
- o) the preparation of merger and demerger plans;
- p) the arrangement of operations to be submitted to the authorisation of the Supervisory Board pursuant to Article 25.1.2 letter a) or approval pursuant to Article 25.1.2 letter c), as well as the approval of transactions having a single value exceeding 3% of the consolidated regulatory capital;
- q) the determination of criteria to identify the related-party transactions under the Management Board's powers;
- r) the designation of members of corporate bodies of subsidiaries, including executive board members;
- s) the approval of major internal regulations and the amendment thereof;
- t) the formulation of proposals regarding incentive and remuneration schemes of those who hold senior positions within the Company's organisational and operational structure, assigned to the Supervisory Board, as provided for by Article 25.1.2 of the Articles of Association.

Furthermore, the Management Board, respecting Article 2436 of the Italian Civil Code, is exclusively delegated the power to adopt resolutions concerning mergers and demergers in the cases provided for under Articles 2505 and 2505-bis of the Italian Civil Code and without prejudice to Article 25.1.2 letter a) of the Company's Articles of Association.

Resolutions provided for by letters c), d), m), n), q) herein are taken on the basis of the proposal made by the Chairman of the Management Board. Resolutions provided for under the remaining letters above are taken on the initiative and the proposal made by the Managing Director. The foregoing is without prejudice to the power to submit proposals falling within the purview of each member of the Management Board.

17.3 - Delegated powers.

For certain categories of legal acts and businesses, specific powers may be delegated to Managers, heads of single branches and other personnel, by determining the limits and means for the exercise of such delegated powers; the delegated parties shall act separately or jointly or through a committee as specified in the delegation of powers.

17.4 - Subsidised and special lending.

With respect to activities concerning subsidised and special lending provided for by specific laws and regulations, decision-making and granting powers may be delegated to banks belonging to the Group, according to the limits and criteria which shall be subject to agreement among the counterparties involved.

17.5 - Exercise of delegated powers.

The Management Board determines the methods for reporting to the Board on the decisions taken by the delegated parties

17.6 - Information.

The Management Board is informed by the Managing Director of matters provided for under Article 19.3 on a monthly basis.

17.7 - Information to the Supervisory Board.

According to the provisions set forth in a special set of regulations, the Management Board shall promptly provide to the Supervisory Board, , and in any case at least on a quarterly basis, the information set forth in Article 150 of Legislative Decree 58 of 24 February 1998, for the purpose of the exercise of the powers referred to in Article 25.1.3. of the Articles of Association. The Management Board shall provide the Supervisory Board, according to the provisions set forth in a special set of regulations and at least on a monthly basis with a report on the key business performance data for the period and in comparison with the system, for the purpose of the exercise of the powers referred to in Article 25.1.2. of the Articles of Association.

Article 18. Chairman of the Management Board.

18.1 - The **Chairman** of the Management Board shall:

- a) **call** the Management Board meeting, set the agenda for the meeting considering also the proposed resolutions formulated by the Managing Director and coordinate the meeting, ensuring that adequate information on matters in the agenda of the meeting is provided to all members;
- b) **have the power to take action vis-à-vis any judicial or administrative authority**, including the power to commence court actions, as well as to grant mandates, even of a general nature, in court proceedings, with the obligation of informing the Management Board on decisions taken;
- c) **manage relations with the Supervisory Authorities**, in agreement with the Managing

Director;

- d) manage relations with the Supervisory Board and its Chairman;
- e) ensure that the Supervisory Board receives the information provided for by Article 17.7. of the Company's Articles of Association in a timely manner;
- f) manage, together with the Chairman of the Supervisory Board, external communication of information regarding the Company;
- g) exercise all other powers conducive to the exercise of his/her office.

18.2 - In urgent cases, (i) the Chairman of the Management Board or, in the case of his/her absence or impediment, (ii) the eldest Deputy Chairperson, as provided for by Article 18.3 - in both cases in agreement with the Managing Director - may take resolutions on any matters within the powers of the Management Board, with the exception of the matters which may not be delegated and are solely within the powers of the same Board.

The same rules apply to the approval of urgent resolutions that may not be delegated pursuant to Article 17.2 of the Articles of Association, concerning:

- operations having a unit value exceeding 3% of the consolidated regulatory capital, and equal to or lower than 6% of said capital, pursuant to letter p) in the second part of Article 17.2 of the Articles of Association, provided that such transactions are unrelated to matters for which a resolution, approval or authorisation by the Supervisory Board is required under Article 25 of the Articles of Association;
- the designation of members of corporate bodies of subsidiaries, set forth by letter r) of the same Article 17.2.

In cases of urgency, the Managing Director has the sole lending power.

The Management Board shall be informed of such decisions at the next meeting.

18.3 - Subject to Article 18.2, in the case of absence or impediment of the Chairman of the Management Board, chairmanship shall be taken by the eldest Deputy Chairperson of the Management Board in office, intended as the Deputy Chairperson with the longest uninterrupted service or, in the case of equal terms of service, by the eldest Deputy Chairperson; in case of absence or impediment of the latter, such duties shall be exercised by the other Deputy Chairperson, or in case of his/her absence or impediment, by the Managing Director or, in the case of absence or impediment of the Managing Director, Chairman duties shall be carried out by the longest-serving member of the Management Board and, in the case of equal terms of service, by the eldest member of the Management Board.

The signature of whoever substitutes the Chairman shall constitute evidence of absence or impediment of the Chairman vis-à-vis third parties.

Article 19. Managing Director.

19.1 - The Management Board, upon the indication of the Supervisory Board, shall appoint among its members a Managing Director with the qualified majority provided for by Article 16.5.

19.2 - The Managing Director is the Chief Executive Officer and supervises the company's management to the extent of his/her assigned powers, in compliance with the strategic guidelines set forth by the Corporate bodies.

He/she is responsible for personnel management and determines operational directives.

The Managing Director usually exercises the power to submit proposals to the Management Board and, in accordance with applicable regulations, submits lending transactions for credit approval.

The Managing Director ensures the implementation of the resolutions of the Management Board.

19.3 - The Managing Director ensures that the organisational, administrative and accounting structure is adequate considering the nature and size of the Company and reports to the Management Board, at least on a quarterly basis, on the general development of operations, their forecasted development as well as the most significant transactions carried out by the Company and by its subsidiaries. On a monthly basis the Management Board is regularly provided with a report on the key business performance data for the period and in comparison with the system.

Article 20. Manager responsible for preparing the Company's financial reports.

20.1 - The Management Board, subject to the mandatory opinion of the Supervisory Board, appoints and removes, with the qualified majority provided for by Article 16.5, the Manager responsible for preparing the Company's financial reports, as provided for by Article 154-*bis* of Legislative Decree 58 of 24 February 1998, establishing his/her powers and means.

20.2 - The Manager responsible for preparing the Company's financial reports shall be chosen among the Company's executives and shall meet professional requirements consisting of specific experience in:

- a) financial and accounting disclosures of issuers listed in regulated markets or their subsidiaries and
- b) management or control of the relevant administration procedures, matured for a period of at least five years in positions of responsibility of operating structures within the Company, the Group or other companies or entities comparable in terms of activities and organisational structures.

The Manager responsible for preparing the Company's financial reports shall also meet the integrity requirements set forth for members of control bodies of listed companies by the Regulations adopted pursuant to Article 148, paragraph 4, Legislative Decree 58 of 24 February 1998. The Management Board ascertains the existence of all the afore-mentioned requirements at the time of appointment.

20.3 - The Managing Director and the Manager responsible for preparing the Company's financial reports shall provide the certifications required by law and related to the information on balance sheet, income statement and financial position.

Article 21. Legal representative. Signature powers.

21.1 - The Chairman of the Management Board shall be the Company's legal representative vis-à-vis third parties and in court and he/she shall have signature powers and, in the case of his/her absence or impediment, he/she is substituted by a Deputy Chairperson according to seniority of service as set out in Article 18.3 of the Articles of Association or, in case of equal terms of service, by the eldest Deputy Chairperson; in case of absence also of the latter, the Chairman of the Management Board shall be replaced by the Managing Director. The signature of whoever replaces the Chairman is evidence of the absence or impediment of the Chairman vis-à-vis third parties.

21.2 - Without prejudice to the foregoing, the Managing Director shall also be the Company's legal representatives vis-à-vis third parties and in court and he/she shall have signature powers with respect to the matters delegated to him/her by the Management Board.

21.3 - The General Managers shall have signature powers and shall be the Company's legal representative for acts, contracts, documents and correspondence in general regarding the

Company within the limits of the powers they have been delegated; in case of absence or impediment of the General Managers, legal representation and signature powers are assigned to their substitutes as provided for in their deed of appointment.

21.4 - For specific acts or categories of acts, the Management Board may grant the power to represent the Company and the related power to sign on behalf of the Company to individuals outside the Company.

21.5 - The Management Board may authorise Company personnel to sign on behalf of the Company, normally jointly, for the categories of acts determined by the Board, even individually.

21.6 - The Chairman of the Management Board may grant special powers of attorney also to individuals outside the Company, to sign specific acts or categories of acts, contracts and documents relating to transactions approved by the Company's competent bodies.

The same faculty, within the limits of delegated powers, is granted to the Managing Director and to the General Managers as part of their duties and powers.

SECTION TWO — SUPERVISORY BOARD

Article 22. Supervisory Board.

22.1 - Composition.

The Supervisory Board is composed of a minimum of 15 (fifteen) and a maximum of 21 (twenty-one) members, including non-shareholders, appointed by the Shareholders' Meeting.

The less-represented gender shall be reserved at least the number of board members established by laws in force on the matter of equal access to the administrative and control bodies of listed companies on regulated markets. The members of the Supervisory Board shall meet the integrity, professional and independence requirements provided for by the laws and regulations in force from time to time.

Furthermore, at least four board members shall be enrolled with the Register of Statutory Auditors and shall have practised as auditors for at least a three-year period and at least ten members shall meet the independence requirements provided for by the Corporate Governance Code promoted by Borsa Italiana S.p.A..

The requirements for registration in the statutory auditors' register and the independence requirements provided for by the Corporate Governance Code promoted by Borsa Italiana S.p.A. may be combined in the same person.

22.2 - Integration.

Where the number of members of the Supervisory Board was determined to be lower than the maximum number provided for above, the Shareholders' Meeting may increase their number during their term. The new members are appointed by the Ordinary Shareholders' Meeting as provided for by Article 23 of the Articles of Association, safeguarding the regulations on gender balance by applying the supplementary mechanism envisaged by Article 23.4.

22.3 - Duration.

The members of the Supervisory Board shall remain in office for three years and their term shall expire on the date of the next Shareholders' Meeting provided for in the second paragraph of Article 2364 bis of the Italian Civil Code. They may be re-elected.

Article 23. Election of the Supervisory Board.

23.1 - Slates of candidates.

The election of members of the Supervisory Board shall take place on the basis of slates prepared by Shareholders according to the following rules:

- a) Shareholders representing at least 0.5%, or the percentage set forth by regulations in force, of the ordinary share capital may submit a slate of candidates listed in order of progressive number, containing from a minimum of 2 (two) to a maximum of 21 (twenty-one) names. The slates shall be filed at the Company's registered office at least twenty-five days before the date of the Shareholders' Meeting called to elect the members of the Supervisory Board, together with the information relative to the Shareholders presenting the slates including the indication of the total percentage stake held, exhaustive information on the personal and professional characteristics of each candidate, a declaration of each candidate attesting that he/she meets the requirements, applicable to all or some of the members of the Supervisory Board, provided for by law, regulations and the Articles of Association, as well as a declaration in which he/she accepts the candidacy. In order to give evidence of the number of shares necessary to submit a slate, the relevant communication may also be submitted after filing of the slate, but not later than twenty-one days before the date set for the meeting, following the procedure set out in the applicable law;
- b) each shareholder may not submit - and the persons having voting rights may not vote for - more than one slate of candidates, even by proxy or by fiduciary companies. Each candidate may only be part of one slate, if such condition is not met the candidate shall not be eligible;
- c) each slate containing a number of candidates equal to or greater than 3 (three) shall be composed in such a way as to ensure the gender balance envisaged by current law;
- d) if, upon the expiry of the term provided for by letter a) only one slate has been submitted, the Company promptly informs the market via a press release sent to at least two press agencies; in this case, slates may be presented within the time limit set out in the legislation in force, without prejudice to the other conditions and means of presentation provided for above;
- e) the foregoing shall be without prejudice to the other and further provisions set forth by law as concerns the means and terms of submission and publication of the slates.

Slates which do not comply with the above provisions shall be considered as not submitted. However, any irregularities in the slates concerning single candidates shall not result in the automatic exclusion of the entire slate, but only of the candidates involved in the irregularities.

23.2 - Voting.

The following procedure shall apply for the appointment of the Supervisory Board.

Members are selected proportionally from the slates which have obtained votes; for this purpose, the votes obtained by each of the slates are divided by one, two, three, four and so on according to the number of members to be appointed. The resulting ratios are progressively attributed to the candidates of each slate according to the order of each slate. The ratios so attributed are listed in decreasing order: the candidates with the highest ratios are elected members of the Supervisory Board.

23.3 - Equality of ratio and ballot.

Should more than one candidate obtain the same ratio, the preferred candidate shall be the candidate belonging to the slate from which no Supervisory Board members, or the lowest number of Supervisory Board members has been appointed.

If no Supervisory Board member has been appointed from those slates, or the same number of Supervisory Board members has been appointed from those slates, the preferred candidate shall be drawn from the slate which has obtained the highest number of votes.

In case of equality of votes and ratio, a new vote is held by the whole Shareholders' Meeting

in the form of a ballot, with the candidate who obtains a simple majority of votes being elected.

23.4 - Supplementary mechanism.

If, on the outcome of voting, the composition of the Supervisory Board does not reflect the gender balance envisaged by current regulations, the candidate of the over-represented gender with the lowest ratio shall be excluded. The excluded candidate shall be replaced by the subsequent candidate belonging to the less-represented gender within the same slate. If necessary, this procedure shall be repeated until the composition of the Board complies with current regulations.

If, even following the above replacement procedure, an insufficient number of Supervisory Board members with the requirements provided for by Article 22.1, paragraph 4 of the Articles of Association have been appointed, new replacements shall be performed according to a procedure similar to that set forth in paragraph 1, excluding the candidates who have the lowest ratio and do not meet either of the two requirements, always in compliance with the current regulations on gender balance.

If, through applying the afore-mentioned criterion, it is not possible to complete the number of board members to be appointed, the Shareholders' Meeting shall appoint the other Supervisory Board members with resolution adopted by a simple majority of votes cast on proposal submitted by the persons having voting rights attending the meeting.

23.5 - Supervisory Board member appointed by minorities.

The application of provisions from 23.2 to 23.4 shall in any case permit that at least one Supervisory Board member be elected by minority shareholders who are not connected, even indirectly, with shareholders who have presented or with persons who voted the slate which obtained the highest number of votes.

For this purpose, where necessary, the elected candidate with the lowest ratio shall be replaced by the candidate with the immediately lower ratio presented by a slate with the characteristics indicated above.

If, adopting the criterion set forth in the above paragraph, the gender balance required by current regulations is not achieved, the elected candidate with the lowest ratio shall be replaced by the subsequent candidate belonging to the less-represented gender and with the immediately lower ratio presented by a slate with the characteristics indicated above.

In the event that the slates with the characteristics indicated above contain no candidates belonging to the less-represented gender, the Shareholders' Meeting shall appoint a member in substitution with resolution adopted by a simple majority of votes cast on proposal submitted by persons having voting rights attending the meeting, in compliance with the principle of the need to represent minorities and the current regulations on gender balance.

23.6 - Single slate.

If only one slate is presented, the members of the Supervisory Board shall be elected from that single slate, up to the number of candidates on that slate.

23.7 - No slates.

Should no slate be submitted in a timely manner, the Meeting shall pass a resolution with the relative majority of votes of the capital represented in the meeting, without prejudice to the necessary compliance with the current regulations on gender balance. In case of equality of votes, candidates shall be appointed by means of a further ballot.

23.8 - Election of the Chairman and Deputy Chairpersons of the Supervisory Board.

The Chairman and the two Deputy Chairpersons shall be appointed by the Ordinary

Shareholders' Meeting with specific resolutions approved by the majority of attending shareholders.

23.9 - Replacements.

If a member of the Supervisory Board leaves service for whatever reason, he/she shall be replaced by the first non-appointed candidate belonging to the slate of the Supervisory Board member leaving service, or, if, following the application of this criteria, the gender balance required by current regulations is not achieved, by the first non-appointed candidate belonging to the less-represented gender of the same slate as the member leaving service. If the person identified on the basis of the foregoing criterion does not meet the legal, regulatory or statutory requirements fulfilled by the outgoing member, the latter shall be replaced by the first unelected member from the same slate and in possession of the same requirements as the member to be replaced, in compliance, in any case, with the principle of the applicable rules on gender balance.

If, for whatever reason, it is impossible to proceed with the replacement on the basis of the above criteria, the outgoing Supervisory Board member shall be replaced immediately by the ordinary Shareholders' Meeting with a resolution passed with a simple majority as proposed by the attending members entitled to the right to vote, without any submission of slates, in compliance, in any case, with the principle of the applicable rules on gender balance.

The replacement of the Supervisory Board member shall in any case ensure the presence of at least one member with the characteristics provided for by Article 23.5., even through the application of procedures set forth by regulations in force.

The term of office of these members shall expire simultaneously with the term of the members in office at the time of their appointment.

23.10 - Incompatibilities.

The cases of incompatibility as well as the limits to the number of offices provided for by law, regulations and the Article of Association in force at the time of entry in office apply to Supervisory Board members, without prejudice to different binding provisions set forth by law.

The foregoing shall be without prejudice to the causes for ineligibility and disqualification from office set forth by laws, regulations or Articles of Association.

23.11 - *Simul stabunt simul cadent.*

If, for whatever reason, the majority of the members of the Supervisory Board ceases to exist the entire Supervisory Board shall be considered replaced as of the date in which the newly appointed members take office. The Shareholders' Meeting for the appointment of the new Supervisory Board shall be called as soon as possible in accordance with the provisions of Article 8.

23.12 - Removal.

The members of the Supervisory Board may be removed by the Shareholders' Meeting at any time, by a resolution passed with the favourable vote of at least one fifth of the share capital, without prejudice to the right of the removed member to be indemnified if the removal occurs without just cause.

23.13 - Remuneration.

Members of the Supervisory Board are entitled, in addition to the reimbursement of expenses incurred due to their office, to a remuneration for the services rendered, which is determined for the entire period of their office by the Shareholders' Meeting at the time of their appointment, taking also into account the remuneration due to board members appointed to special offices.

Article 24. Meetings and resolutions of the Supervisory Board.

24.1 – Calling of meetings.

The Chairman of the Supervisory Board shall summon the Supervisory Board on his/her own initiative and in the cases provided for by law or by the Articles of Association, he/she shall chair board meetings and set the agenda ensuring that adequate information on the matters on the agenda of the meeting is provided to all Supervisory Board members.

24.2 - Frequency of meetings.

The Supervisory Board shall meet, as a rule, once a month.

24.3 - Calling request.

The Chairman shall call the Supervisory Board meeting upon the request of any one member and shall indicate the matters to be discussed.

24.4 - Place.

The Supervisory Board meetings shall generally be held alternatively at the registered office or at the secondary office of the Company or exceptionally in another location on the Italian territory.

24.5 - Notice of call.

The notice of call, including the agenda of the meeting, shall be sent to the Supervisory Board members **at least four days before** the date scheduled for the meeting, by any means appropriate to supply evidence of receipt thereof. In particularly urgent situations, the meeting may be called by giving 24 hours' notice, with any suitable means. The notice of call may also contain the indication of the places from which to participate in the meeting through the use of remote connection systems as provided for by Article 24.6.

24.6 - Meetings.

The Supervisory Board's meetings may be validly held also by means of remote connection, provided that this makes it possible to ensure the exact identity of those entitled to attend and to enable all attendees to participate in real time on all agenda items and to view, receive and send documents. However, at least the Chairman and the Secretary shall be physically present at the venue officially designated as that in which the Board meeting is deemed to have taken place.

24.7 - Validity and majority.

For the validity of the decisions of the Supervisory Board, a majority of its members in office shall be in attendance at the meeting. Decisions are taken with the absolute majority of the votes of the members attending the meeting; in the event of a tie, the board member in the Chair shall have the casting vote.

24.8 - Resolutions with qualified majorities.

The majority of Supervisory Board members in office shall be required for resolutions regarding the appointment of the Chairman and the Deputy Chairpersons of the Management Board.

24.9 - Interests of members of the Supervisory Board.

A member of the Supervisory Board who has an interest, on his/her own account or on that of third parties, in a certain transaction of the Company which is deemed to be material under Article 25.1.2 of the Articles of Association, shall disclose such interest and state its nature, terms, origin and extent. The resolution of the Supervisory Board shall provide adequate reasons for the transaction and explain its profitability for the Company.

24.10 - Minutes and copies.

The minutes of the resolutions of the Supervisory Board are prepared and recorded on the register of the minutes under the care of a Secretary appointed by the Board, if the minutes are not required to be drafted by a Notary.

Copies and extracts of the minutes, when not taken by a Notary, are certified by the declaration of conformity signed by the Chairman and Secretary.

Article 25. Powers of the Supervisory Board.

25.1 – Scope of powers.

The Supervisory Board shall, within the scope of its decision-making powers, perform **direction, strategic supervision and control tasks** under the terms governed by this Article and always in observance of regulatory provisions.

25.1.1 The Supervisory Board shall:

- a. as proposed by the Nomination Committee, **appoint and remove the members of the Management Board**, the Chairman and two Deputy Chairpersons of the Management Board and determine their remuneration, after consultation with the Remuneration Committee; also determine, after consultation with the Remuneration Committee, the remuneration of the Managing Director and of the members of the Management Board who have been given special offices, duties or delegation of powers;
- b. approve the Parent Company's financial statements and the consolidated financial statements;
- c. **promote the exercise of liability actions** against the members of the Management Board;
- d. indicate to the Management Board the Managing Director and executive board members in compliance with supervisory regulations in force; express a mandatory opinion on the Manager responsible for preparing the Company's financial reports pursuant to Article 154-bis of Legislative Decree 58 of 24 February 1998;
- e. appoint and dismiss, by a duly reasoned resolution, the persons responsible for the compliance, risk management and internal audits functions;
- f. define the overall governance system and approve the organisational and governance structure of the Company;
- g. be generally responsible for the direction and control of the reporting system.

25.1.2 The Supervisory Board shall:

- a. **define and approve the business model, the strategic guidelines as well as risk governance policies of the Company and the Group; approve the business and/or financial plans and the budgets of the Company and the Group and amendments thereto; authorise** the following strategic transactions:
 - (i) the Management Board's proposals to be submitted to the Shareholders' Meeting on capital transactions, issuance of convertible bonds and cum warrants in Company's securities, mergers and demergers and other amendments to the Articles of Association, without prejudice to the Shareholders' proposal powers established by law;
 - (ii) acquisitions or disposals by the Company and its subsidiaries, of controlling holdings in companies whose unit value exceeds 6% of consolidated regulatory capital;
 - (iii) investments or divestments entailing commitments for the Company for a total amount exceeding, for each transaction, 6% of consolidated regulatory capital;
 - (iv) the following transactions, if not attributable to business and/or financial plans and to budgets of the Company and of the Group prepared by the Management Board (and to any amendments thereto) previously approved by the Supervisory Board:
 - I. the purchase, by the Bank and/or its subsidiaries, of controlling holdings– as defined in Article 23 of Legislative Decree 385 of 1 September 1993 (Consolidated Law on

- Banking) – in companies, or the purchase of firms, of business lines, of assets and legal relationships identifiable en bloc under Article 58 of the Consolidated Law on Banking, whose finalisation is subject to authorisation: by Italian Regulatory Authorities, if the transaction is worth over 1.5 billion euro; by the Supervisory Authorities of other EU and non-EU countries, if the transaction is worth over 1 billion euro;
- II. the sale, by the Bank and/or its subsidiaries, of controlling stakes – as defined in Article 23 of the Consolidated Law on Banking – in companies, or firms, business lines, assets and legal relationships identifiable en bloc under Article 58 of the Consolidated Law on Banking, whose value exceeds 1 billion euro and/or requiring the issue of guarantees worth over 1.5 billion euro, or whose value cannot be assessed;
 - III. investments and disinvestments, other than those under a) and b), worth over 1 billion euro;
 - IV. the stipulation of trade agreements, cooperation agreements and shareholders' agreements, including business combinations or partnerships with other national or international groups, such as would significantly alter the goals assigned by the business plan to the Bank's Business Units;
- (v) all transactions listed under item (iv) above, regardless of monetary ceilings mentioned therein, such as might lead to the assumption of a reputational risk under the terms defined by the Prudential Supervision Instructions for Banks issued by the Bank of Italy in the context of the Internal Capital Adequacy Assessment Process (ICAAP) and regulated by the Guidelines adopted by the Bank on this subject, whenever not falling within the parameters indicated therein;
- (vi) the establishment of assets to be allocated to a specific transaction.
- b. define and approve guidelines of the internal control system;
 - c. approve remuneration policies of employees and staff not bound to the company by an employment agreement;
 - d. define the remuneration and incentive schemes of those who hold top positions within the Company's organisational and operational structure, as provided for by supervisory provisions;
 - e. approve the accounting and reporting systems;
 - f. supervise the Company process of public disclosure and communication.
- The Supervisory Board may acquire and transfer strategic shareholdings as defined by applicable regulatory provisions.
- Furthermore, the Supervisory Board may convey to the Management Board its stance, in order for the relevant proposal to be drafted, with reference to strategic transactions provided for under this Article 25.1.2, letter a. under items (i) – to the extent that said transactions have a unit value exceeding 6% of regulatory capital - (ii) and (iii).
- All the above in any case shall be without prejudice to the Management Board's responsibility for action taken.

25.1.3 As regards the **control function**, the Supervisory Board shall:

- a. assess the degree of efficiency and adequacy of the internal audit system, with particular reference to risk control, internal audit functioning and reporting system; also verify the correct exercise of strategic and operational control activities performed by the Parent Company over Group companies;
- b. exercise the supervisory functions set forth by Article 149, paragraphs 1 and 3, of Legislative Decree 58 of 24 February 1998;
- c. make filings with the Bank of Italy pursuant to Article 70, paragraph 7, of Legislative Decree 385 of 1 September 1993;
- d. report in writing to the Shareholders' Meeting called pursuant to Article 2364-bis of the Italian Civil Code on the supervisory activities performed and on any omissions and

reprehensible facts as well as, in the case of any Ordinary and Extraordinary Shareholders' Meeting, on matters within its purview;

e. inform the Bank of Italy without delay of all the other acts or facts, which come to its knowledge in the exercise of its duties, which may represent management irregularities or a violation of the regulations concerning banking activities.

25.1.4 Furthermore, the Supervisory Board shall:

a. resolve upon the Company's and the Group's cultural initiatives, with particular reference to the enhancement of the historic, archaeological and artistic heritage and the management of the Fund for charitable, social and cultural contributions, verifying that the planned initiatives are consistent with declared objectives;

b. exercise any other power set forth by regulations applicable from time to time or by the Articles of Association.

25.2 - Other powers.

The resolutions on the matters listed below are also assigned to the Supervisory Board, in compliance with Article 2436 of the Italian Civil Code:

a) establishment or winding up of secondary registered offices;

b) share capital reduction in case of withdrawal of a shareholder;

c) amendments to the Articles of Association to comply with legal provisions.

25.3 - Powers of supervision.

The Supervisory Board and its members shall exercise the powers provided for by Article 151-*bis* of Legislative Decree 58 of 24 February 1998, according to the terms and conditions set out therein.

For the purposes of a more effective and functional exercise of the powers to obtain information on Management Board members as per Article 151-bis of Legislative Decree 58 of 24 February 1998, as a rule, relevant requests are forwarded to the Chairman of the Management Board and to the Managing Director through the Chairman of the Supervisory Board. The relevant information is forwarded to all Management Board members.

25.4 – Internal Control Committee.

For the purpose of facilitating the exercise of its control and supervisory functions and in compliance with regulatory provisions, the Supervisory Board shall establish a specific Internal Control Committee, composed of 5 (five) members, determining the powers, means and regulations of the Internal Control Committee, as well as the means and terms of the information to be provided to the Supervisory Board.

Without prejudice to the enactment of specific regulations and/or supervisory rules, the members of the Internal Control Committee shall be selected among the members of the Supervisory Board, except its Chairman. All members of the Internal Control Committee shall satisfy the independence requirements provided for by the Corporate Governance Code promoted by Borsa Italiana S.p.A., as well as any further independence requirements provided for by the law and regulations in force, and at least three of them shall be enrolled with the Register of Statutory Auditors and shall have practised as auditors for at least three years.

Without prejudice to the provisions of Article 23.12, the Shareholders' Meeting, by means of a duly justified resolution, may remove any members of the Supervisory Board who are also members of the Internal Control Committee.

The Supervisory Board, by a duly justified resolution, may replace any members of the Internal Control Committee.

The Internal Control Committee may at any time, through the Company's appropriate functions, carry out inspections and controls, including upon request by the Supervisory Board, and exchange information with the control bodies of Group companies with respect

to their management and control systems and the general performance of their business. The Internal Control Committee is the permanent reference point for the Company's organisational structures in charge of control functions; from such structures the Internal Control Committee obtains periodic reports or briefings on specific situations or company trends, and promptly informs the Supervisory Board of any action or fact that may be regarded as significant under Article 52 of Legislative Decree 385 of 1 September 1993. Members of the Committee shall attend the Management Board meetings.

25.5 - Nomination Committee, Remuneration Committee and Risks Committee.

The Supervisory Board shall form, and determine the regulations of, an internal Nomination Committee composed of 5 (five) members, including the Chairman of the Supervisory Board, who shall act as chair. The Nomination Committee shall be responsible for selecting and proposing appointments to the Management Board and shall perform additional duties attributed to it by regulatory provisions.

The Supervisory Board shall form, and determine the regulations of, a Remuneration Committee composed of 3 (three) members, which shall have propositional and consultative functions with regard to remuneration in accordance with applicable law and the Articles of Association.

The majority of the members of the Nomination Committee and of the Remuneration Committee shall satisfy the independence requirements provided for by the Corporate Governance Code promoted by Borsa Italiana S.p.A., as well as the further independence requirements provided for by the law and by regulations in force.

The Supervisory Board shall form, and determine the regulations of, a Risks Committee composed of 3 (three) to 5 (five) members. The Risks Committee shall support the Supervisory Board in performing its functions of strategic supervision of risks and the internal control system in accordance with the regulatory provisions.

25.6 - Other Committees.

The Supervisory Board may establish Technical Committees or Committees with advisory functions.

Article 26. Chairman of the Supervisory Board.

26.1 - In addition to the provisions of Articles 10.1 and 24.1, the Chairman of the Supervisory Board, in a functional manner to the powers of the Board itself, shall:

- a) coordinate the work of the Supervisory Board;
- b) receive the proposals submitted by the Management Board to the Supervisory Board, including those regarding the strategic guidelines of the Company and Group, formulating proposals on such matters;
- c) submit to the Supervisory Board proposals relating to the Company's control activities, and in particular to the consistency of the latter with the strategies and general guidelines approved by the Supervisory Board;
- d) exercise the functions of supervision over and activation of corporate bodies, control procedures and systems over the activities of the Company and the Group, including through the request and receipt of information from the Manager responsible for preparing the Company's financial reports and from the other persons responsible for the other related functions;
- e) implement the reporting tools necessary to monitor the propriety and adequacy of the organisational structure and the administrative and accounting system adopted by the Company and the Group;
- f) oversee, thereby verifying the accuracy thereof, the management of Shareholders' relations, in agreement with the Chairman of the Management Board and the Managing Director;

- g) manage relations with the Supervisory Authorities as part and for the purposes of the control and supervision activities of the Supervisory Board;
- h) manage the necessary and appropriate relations with the Management Board and, in particular, with its Chairman and/or the Managing Director;
- i) request and receive information on specific aspects of the Company's and the Group's operations and on current and future trends of operations;
- l) for the purposes of Article 25.1, supervise the management of external communication of information regarding the Company, in agreement with the Chairman of the Management Board and with the Managing Director;
- m) plan, after consultation with the Chairman of the Management Board and the Managing Director, and manage the Company's and the Group's cultural initiatives, to be submitted to the Supervisory Board, with particular reference to the enhancement of the historic, archaeological and artistic heritage and to the management of the "Allowance for charitable, social and cultural contributions";
- n) exercise all other functional powers in the exercise of his/her office.

26.2 - In the case of absence or impediment of the Chairman of the Supervisory Board, the longest-serving Deputy Chairperson of the Supervisory Board, intended as the Deputy Chairperson with the longest uninterrupted service or, in the case of equal terms of service, by the eldest Deputy Chairperson, shall perform his/her functions; in the case of absence or impediment of the latter, functions are performed by the other Deputy Chairperson, or in the case of his/her absence or impediment, by the longest-serving member of the Supervisory Board present and, in the case of equal terms of service, by the eldest Supervisory Board member present.

Article 27. General Managers.

The Management Board, upon proposal by the Managing Director and having heard the mandatory opinion of the Supervisory Board, shall appoint, remove and determine the duties and powers of one or more General Managers who report to the Managing Director according to their respective duties and powers. One General Manager shall act as deputy to the Managing Director, excluding duties which must be exclusively performed by the Managing Director.

TITLE VI FINANCIAL STATEMENTS - NET INCOME – SAVINGS SHARES

Article 28. Financial statements and net income.

28.1 - The Company's financial year closes on 31 December of each year.

28.2 - The Management Board shall prepare the Parent Company and consolidated draft financial statements in accordance with legal requirements.

28.3 - Net income as reported in the financial statements, net of the portion allocated to legal reserves, and the portion which is not available pursuant to the law, shall be allocated as follows:

- a) a dividend of up to 5% of the nominal value of the non-convertible savings shares shall be distributed to non-convertible savings shares.
- If, in a financial year, the dividend is less than 5% of the nominal value of the non-convertible savings shares, the difference shall be added to the preferred dividend paid in the following two accounting periods;

- b) the remaining net income made available for distribution by the Shareholders' Meeting, shall be allocated to all shares so that the dividend attributable to non-convertible savings shares shall exceed the dividend attributable to ordinary shares by an amount equal to 2% of the nominal value of the shares;
- c) any excess funds shall be allocated to the extraordinary reserve and other reserves, without prejudice to the fact that a portion of such earnings may be used for charities and to support social and cultural activities, through the creation of a specific reserve.

28.4 - Unclaimed and forfeited dividends shall be remitted to the Company and allocated to the extraordinary reserve.

Article 29. Savings shares.

29.1 - Savings shares, which may be in bearer form, entitle the holder to attend and vote at the Special Meeting of savings shareholders.

29.2 - Savings shares shall receive privileged dividends as set forth in Article 28.3.

29.3 - Savings shares have the same rights as other shares in the event of the distribution of reserves.

29.4 - In the case of liquidation of the Company, savings shares shall have pre-emptive rights with regard to the reimbursement of the entire nominal value of the shares.

The reduction of share capital due to losses does not result in the reduction in the nominal value of savings shares, with the exception of the part which exceeds the total nominal value of other shares.

29.5 - In the case of exclusion of the Company's ordinary or savings shares from trading in regulated markets, the savings shares retain their rights and characteristics, unless otherwise approved by the Extraordinary and Special Shareholders' Meetings.

29.6 - The Common Representative of savings shareholders is appointed for three financial years.

The remuneration of the Common Representative is approved by the Special Meeting. Such remuneration shall be paid by the Company, up to the amount of 25,000 euro for the entire three-year period.

The Special Meeting may resolve upon a further remuneration, which shall be paid drawing on a fund set up to cover expenses necessary to safeguard common interests.

29.7 - The Common Representative shall be required to fulfil the obligations and powers provided for by law. The Chairman of the Management Board shall inform the Common Representative without delay, by means of specific communications, about Company operations which may influence the price of savings shares and in particular about proposals which the Management Board has approved to submit to the Shareholders' Meeting for approval and regarding transactions on the Company's share capital, mergers and demergers.

TITLE VII STATUTORY AUDITS OF ACCOUNTS – WITHDRAWAL – WINDING UP – APPLICATION OF ORDINARY REGULATIONS

Article 30. Statutory audits of accounts.

The statutory audits of the accounts shall be carried out by an independent auditing firm which meets the applicable legal requirements. The assignment and the revocation of the engagement, the duties and the responsibilities are provided for by law and the Articles of Association.

Article 31. Withdrawal.

31.1 - The right of withdrawal may be exercised only in those cases exclusively provided by law. The right of withdrawal is excluded for those shareholders who did not participate in the approval of the resolutions regarding:

- the extension of the Company's duration;
- the introduction or cancellation of restrictions of the circulation of shares.

31.2 - The terms and methods of the exercise of the right of withdrawal, the criteria to determine the value of the shares and the related liquidation procedure are governed by the law.

Article 32. Winding up.

Save as otherwise provided pursuant to the law, if there is a reason for winding up, the Shareholders' Meeting shall establish the manners of liquidation, and appoint one or more liquidators.

Article 33. Application of ordinary regulations.

The provisions of law apply to any matter not regulated by the Articles of Association.

TITLE VIII TRANSITORY RULES

Article 34. Integrity, professional and independence requirements.

34.1 - Transitory rule.

Until a new supervisory and/or regulatory discipline for members of corporate bodies in the dual system is in force, the following provisions shall apply.

34.2 - Integrity requirements.

Supervisory Board members and Management Board members shall meet the integrity requirements set forth for bank board members and general managers by the Regulation adopted with Ministerial Decree 161 of 18 March 1998, as well as those set forth for statutory auditors of listed companies by the Regulations adopted with Ministerial Decree 162 of 30 March 2000.

34.3 - Professional requirements of Supervisory Board members.

Supervisory Board members shall meet the professional requirements set forth for bank board members in the Regulation adopted with Ministerial Decree 161 of 18 March 1998, as well as those set forth for Statutory Auditors of listed companies by the Regulations adopted with Ministerial Decree 162 of 30 March 2000. The Chairman of the Supervisory Board shall

also meet the professional requirements set forth for the Chairman of the Board of Directors of banks by the afore-mentioned Regulations.

34.4 - Professional requirements of Management Board members.

Management Board members, the Chairman of the Management Board and the Managing Director shall meet the professional requirements set forth for bank board members and general managers in the Regulation adopted with Ministerial Decree 161 of 18 March 1998.

Article 35. Key Terms of the Integration Plan.

The Key Terms of the Integration Plan, as defined in the project for the merger in Banca Intesa S.p.A. of Sanpaolo IMI S.p.A., shall only be modified with resolution of the Management Board adopted with the majority of two thirds of the members in office, following the authorisation of the Supervisory Board approved with a qualified majority of two thirds of members in office, for the duration of the first mandate of the Supervisory Board.

Article 36. Provisions on gender balance in the structure of the administrative and control bodies. Additional amendments to the Articles of Association introduced by the Shareholders' Meeting on 29 October 2012.

All the provisions of the Articles of Association on gender balance and, specifically, those directly set forth or referred to in Articles 13.1, 13.4, 13.5, 22.1, 22.2, 23.1, 23.4, 23.5, 23.7 and 23.9 shall be applied on the first renewal of the bodies to which these provisions apply following approval by the Shareholders' Meeting of the new text of the Articles of Association, and shall apply for the following three terms of office, respectively within the limits provided by the current regulations.

All the additional amendments to Articles 10.1, 13.1, 13.2, 13.4, 13.5, 13.6, 13.9, 15, 16.5, 17.2, 18.2, 18.3, 24.8, 25.1.1 and 27 shall apply to the first renewal of the corporate bodies to which these provisions apply following approval by the Shareholders' Meeting of the new text of the Articles of Association.