

**Written Assurance regarding Program Listing**

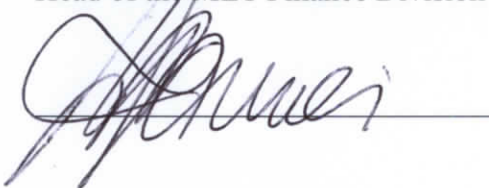
20 February 2017

To:  
President & CEO, Tokyo Stock Exchange, Inc.

Address of Main Office  
of Business:  
Piazza San Carlo, 156, 10121 Turin, Italy

Name of Applicant:  
Intesa Sanpaolo S.p.A.

Name (signature) and  
Title of Representative:  
Fabio Francesco Ferrari,  
Head of the MLT Finance Division



Intesa Sanpaolo S.p.A. ("Applicant") hereby confirms the following matters, with regard to the submission of program information to Tokyo Stock Exchange, Inc. ("TSE").

1. Documents submitted by the applicant to TSE in the course of submission of program information, initial listing application based on said program information, and examination/confirmation of listing eligibility contain the necessary descriptions without omissions and all the descriptions are true.
2. Of the Business Regulations, the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities, any other rules and regulations, and the provisions related to their enforcement, etc. currently set forth and to be set forth or revised by TSE in future (hereinafter the "Rules and Regulations, etc."), the applicant shall comply with all the rules and regulations applicable to itself and the bonds to be listed based on said program information (hereinafter the "listed bonds").
3. The Applicant shall comply with measures, including delisting of the listed bonds and trading halts, taken by TSE in accordance with the Rules and Regulations, etc.
4. Any lawsuit between the Applicant of the listed bonds and TSE which arises from this confirmation letter or with respect to the listed bonds shall fall within the exclusive jurisdiction of the Tokyo District Court as the court of first instance.