

PROSPECTUS SUPPLEMENT



INTESA SANPAOLO S.p.A.

(incorporated as a società per azioni in the Republic of Italy)

**as Issuer and, in respect of Notes issued by Intesa Bank Ireland p.l.c. and
Sanpaolo IMI Bank Ireland p.l.c., as Guarantor**

INTESA BANK IRELAND p.l.c.

(incorporated with limited liability in Ireland under registered number 217741)

and

SANPAOLO IMI BANK IRELAND p.l.c.

(incorporated with limited liability in Ireland under registered number 125216)

as Issuers

€35,000,000,000

Global Medium Term Note Programme

This Prospectus Supplement (the "**Supplement**") is supplemental to and must be read in conjunction with the Prospectus dated 15th February, 2007 and the prospectus supplement dated 26th April, 2007 (the "**Prospectus**"), prepared by Intesa Sanpaolo S.p.A. ("**Intesa Sanpaolo**"), Intesa Bank Ireland p.l.c. ("**IBI**") and Sanpaolo IMI Bank Ireland p.l.c. ("**SIBI**") and, together with Intesa Sanpaolo and IBI, the "**Issuers**") in connection with their €35,000,000,000 Global Medium Term Note Programme (the "**Programme**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") in its capacity as competent authority pursuant to the Luxembourg Law on Prospectuses for Securities dated 10th July, 2005, which implements Directive 2003/71/EC (the "**Prospectus Directive**"). In addition, the Issuers have requested that the CSSF send a certificate of approval pursuant to Article 18 of the Prospectus Directive, together with a copy of this Supplement, to the Irish Financial Services Regulatory Authority in its capacity as competent authority in Ireland.

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive for the purposes of updating the sections of the Prospectus entitled "Principal Shareholders", "Description of Sanpaolo IMI Bank Ireland p.l.c." and "Recent Events".

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect the import of such information.

Save as disclosed in this Supplement, there has been no other significant new factor and there are no material mistakes or inaccuracies relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

The date of this Supplement is 27th August, 2007.

To the extent that there is any inconsistency between any statement in the Prospectus and this Supplement, or any statement incorporated by reference into the Prospectus by this Supplement, the statements in this Supplement will prevail.

Copies of this Supplement will be available, as follows:

- (i) without charge from the specified offices of the Principal Paying Agent and the Paying Agents in Luxembourg and Dublin and at the registered offices of the Issuers, as described on page 41 of the Prospectus; and
- (ii) on the website of the Luxembourg Stock Exchange (www.bourse.lu).

PRINCIPAL SHAREHOLDERS

The information set out below supplements the section of the Prospectus entitled "**Principal Shareholders**" on page 120 of the Prospectus

Principal Shareholders

As of 7th August, 2007, the shareholder structure of Intesa Sanpaolo is composed as follows (holders of shares exceeding 2%):

Shareholder	Ordinary shares	% of ordinary shares
Compagnia di San Paolo	943,225,000	7.960%
Carlo Tassara S.p.A	698,708,241	5.896%
Crédit Agricole S.A.	671,743,440	5.669%
Assicurazioni Generali	601,168,748	5.073%
Fondazione Cariplo	554,578,319	4.680%
Fondazione C.R. Padova e Rovigo	545,264,450	4.602%
Fondazione C.R. in Bologna	323,334,757	2.729%
Giovanni Agnelli e C. S.a.p.a.	289,916,165	2.447%
Fondazione Cariparma	260,515,202	2.199%

RECENT EVENTS

The information set out below supplements the section of the Prospectus entitled "Recent Events" beginning on page 139 of the Prospectus.

Setting up of the Bancassurance business line started per antitrust decision

On 29th May, 2007, Intesa Sanpaolo published a press release, an extract from which is set out below:

"On 29th May, 2007, Intesa Sanpaolo's Management Board and Alleanza Assicurazioni's Board of Directors gave the go-ahead to the project for the setting up and subsequent sale to independent third parties of an insurance company dedicated to designing and managing I, III and V segments of life insurance policies which will be sold in the branches of Casse di Risparmio (savings banks) controlled by Intesa Casse del Centro, Sanpaolo Banco di Napoli and the branches of former Banca Intesa in the regions of Puglia, Basilicata, Calabria and Campania, in compliance with the decision of the Italian Competition Authority "AGCM" dated 20th December, 2006."

Sale-and-purchase agreement signed relating to 55% of Biverbanca and Montepaschi depositary bank activities

On 4th June, 2007, Intesa Sanpaolo published a press release, an extract from which is set out below:

"On 4th June, 2007, Intesa Sanpaolo (ISP) and Banca Monte dei Paschi di Siena (MPS) signed a sale-and-purchase agreement relating to the 55% stake owned by ISP in Biverbanca for a consideration of 398.7 million euro, with a capital gain of approximately 270 million euro in ISP's consolidated income statement.

ISP and MPS have also signed an agreement relating to the acquisition on the part of ISP of a company which will carry out MPS's depositary bank services, at the price of 196.2 million euro. The agreement includes supplying depositary bank services for the Banca Monte dei Paschi di Siena Group's Undertakings for Collective Investments in Transferable Securities (UCITS) for a ten-year period at current economic conditions with a service quality in keeping with best market standards.

Moreover, the agreement includes MPS's commitment to negotiate, on an exclusivity basis for a six-month period, the acquisition on the part of ISP of MPS's custody activities."

The Boards unanimously resolve to accelerate development of Banca Fideuram, Eurizon Capital and Eurizon Vita. Listing of the Eurizon Financial Group not necessary.

On 19th June, 2007, Intesa Sanpaolo published a press release, an extract from which is set out below:

"On 19th June, 2007, Intesa Sanpaolo's Management Board and Supervisory Board resolved upon the listing project of the Eurizon Financial Group including the flotation of 30% of the Holding Company.

The whole project had to be reconsidered after the merger between Banca Intesa and Sanpaolo IMI which significantly increased growth potential in all the segments of Asset Management and set in motion integration processes currently in their early stage of implementation (e.g. the Nextra repurchase). The ongoing consolidation process of the Italian banking system as well as the Antitrust recommendations were further elements taken into consideration when making a decision with respect to a listing of Eurizon.

Both the Management Board and the Supervisory Board unanimously resolved upon not to proceed with the listing of the Eurizon Financial Group in its current configuration, but to pursue even more firmly the development of its three main business lines. In particular, the aim is that of:

- (a) further strengthening the domestic leadership of Fideuram and bringing it back in the short term to a successful listing;
- (b) creating through Eurizon Capital a player of European standing in Asset Management;
- (c) creating through Eurizon Vita a leader in the bancassurance sector."

Intesa Sanpaolo contributes 173 branches to Cariparma

On 27th June, 2007, Intesa Sanpaolo published a press release, an extract from which is set out below:

"On 27th June, 2007, after authorisation from the Bank of Italy, Intesa Sanpaolo S.p.A. contributed 173 former Banca Intesa branches to Cassa di Risparmio di Parma e Piacenza (Cariparma) with effect as of 1st July, 2007.

The resulting Cariparma shares are to be subsequently sold by Intesa Sanpaolo S.p.A. to Crédit Agricole and Fondazione Cariparma on a proportional basis for a consideration of 1,194 million euro."

Agreement for the acquisition of 19.99% of Qingdao City Commercial Bank in China signed

On 12th July, 2007, Intesa Sanpaolo published a press release, an extract from which is set out below:

"On 12th July, 2007, Intesa Sanpaolo signed an agreement for the subscription of a capital increase to reach a 19.99% stake in Qingdao City Commercial Bank (QCCB) for a total consideration of approximately USD 135 million, i.e. approximately USD 0.34 per newly-issued share equal to 2.2 times the bank's book value (shareholders' equity as at year-end 2006 plus a capital increase of approximately USD 15 million by local shareholders).

Founded in 1996, QCCB is located in Shandong, a Province which is playing an important role in the growth of the Chinese economy. The Bank is 90% owned by Haier and the municipality.

Foreign investment in Chinese domestic banks is capped at 25%, with a single foreign investor allowed no more than a 20% stake.

As at year-end 2006, QCCB had total assets of USD 3 billion, loans to customers of USD 1.8 billion, deposits of USD 2.3 billion and shareholders' equity of USD 157 million. For the twelve

months ended 31st December, 2006, its net income amounted to USD 3.8 million. The Bank has a network of 39 branches."

Boards approve agreement with Ente Cassa di Risparmio di Firenze for acquisition of control of Carifirenze

On 25th July, 2007, Intesa Sanpaolo published a press release, an extract from which is set out below:

"On 25th July, 2007, Intesa Sanpaolo's Management Board and Supervisory Board, resolved, as falls within their respective competence, to proceed with the acquisition of control of Carifirenze under the terms agreed upon with Ente Cassa di Risparmio di Firenze.

The agreement provides for the acquisition on the part of Intesa Sanpaolo of 40.3% of Carifirenze's share capital – equal to 334 million shares – held by Ente Cassa di Risparmio di Firenze, Fondazione Cassa di Risparmio di Pistoia e Pescia, Fondazione Cassa di Risparmio di La Spezia (the "Fondazioni") and Sofibar by means of a share swap of 399 million Intesa Sanpaolo ordinary shares – own shares to be purchased on the market once the relevant Shareholders' Meeting resolution is obtained – on the basis of the swap ratio of 1.194 Intesa Sanpaolo ordinary shares for each Carifirenze share which will enable the Fondazioni to acquire an approximately 3.3% stake in the Intesa Sanpaolo ordinary share capital (thus reaching approximately 4% since Ente Cassa di Risparmio di Firenze already owns 0.7% in the latter's capital).

Intesa Sanpaolo - already owning approximately 18.6% in Carifirenze and in consequence of the aforementioned share swap - will reach 58.9% in the latter's share capital. Therefore, Intesa Sanpaolo will launch a public offer pursuant to art. 106 and art. 102 of Legislative Decree 50 of 24th February, 1998 as subsequently amended ("Mandatory Public Offer") on the total shares of Carifirenze with voting rights not held, corresponding to 41.1% of the share capital of the issuer. The Mandatory Public Offer will have the objective of delisting Carifirenze to be carried out through the ways deemed most appropriate which might include the residual-acquisition public offer or, alternatively, a merger with a not listed company.

Since the European Directive provisions on takeover bids will be shortly adopted in Italian regulations, a "European" Mandatory Public Offer will be launched on 41.1% of Carifirenze's capital wholly in cash at a price per share equal to the valuation price of Carifirenze share for the purpose of calculating the share swap ratio, that is at the price of 6.73 euro per share.

In order to minimise the exposure to their market price fluctuations, which could make the actual price of the transaction differ from the expected price, following its Boards' resolution, Intesa Sanpaolo has stipulated a cash-settled derivative contract having as underlying asset the number of Intesa Sanpaolo ordinary shares included in the swap transaction (399 million, equal to approximately 3.3% of the ordinary share capital).

Ente Cassa di Risparmio di Firenze has committed itself not to tender its shares under the Mandatory Public Offer and to maintain a 10.3% stake in the Carifirenze share capital. In consequence, if Ente Cassa di Risparmio di Firenze fulfils its commitment, through the Mandatory Public Offer Intesa Sanpaolo may acquire a maximum stake of 30.8% of Carifirenze's capital.

In order to execute the share swap, the Management Board summoned the Ordinary Shareholders' Meeting for 28th September and 2nd October, 2007, on first and second call respectively, to resolve upon the purchase of own shares to serve the share swap.

The purchase of own ordinary shares, if resolved upon at the Meeting, will be carried out for approximately two months on regulated markets according to the operating methods set forth in the regulations providing for the organisation and management of such markets, pursuant to art. 132 of Legislative Decree 58 of 24th February 1998, art. 144 *bis* of Consob Resolution No 11971/99 with subsequent amendments and art. 5 of Regulation (EC) No 2273/2003 from the date after the Meeting's resolution.

Approximately, the share swap execution in favour of the Fondazioni is expected to take place by the end of this November or the beginning of this December while the launch of the Mandatory Public Offer is expected to occur this December to be concluded in January 2008.

Carifirenze has a network of 547 branches in Italy (and a further 19 in Romania) concentrated in Tuscany, Latium, Liguria, Emilia Romagna and Umbria; as at 31st December, 2006, Carifirenze had total assets of 23,813 million euro, loans to customers of 14,628 million euro, direct customer deposits of 17,009 million euro, indirect customer deposits of 21,910 million euro and shareholders' equity of 1,621 million euro. In 2006, Carifirenze's net income amounted to 271 million euro (173 million excluding non-recurring items).

This combination will enable the Intesa Sanpaolo Group to markedly strengthen its competitive positioning in the 5 regions of Central-Northern Italy where Carifirenze's branch network is concentrated - in Tuscany, above all, and, particularly, in 15 provinces of the Centre of Italy."

Agreement signed with all the trade unions for further recourse to the solidarity allowance on a voluntary basis

On 2nd August, 2007, Intesa Sanpaolo published a press release, an extract from which is set out below:

"On 2nd August, 2007, Intesa Sanpaolo communicated that an agreement with all the nine Trade Unions of the banking sector was reached relating to a further recourse to the Solidarity Allowance (as per Ministerial Decree no. 158 of 2000 and Ministerial Decree no. 226 of 2006) on a voluntary basis for a staff reduction of 1,500 in 2008 and 800 in 2009. This activation was similar to that agreed upon on 1st December, 2006 under which as at 1st July, 2007, 4,200 employees had made request of adhesion."

DESCRIPTION OF SANPAOLO IMI BANK IRELAND p.l.c.

*The information set out below supplements the section of the Prospectus entitled "**Description of Sanpaolo IMI Bank Ireland p.l.c.**" beginning on page 156 of the Prospectus*

Integration of the Irish banking subsidiaries of the Intesa Sanpaolo Group

The businesses of the Irish banking subsidiaries of the Intesa Sanpaolo Group, Intesa Bank Ireland plc ("IBI") and Sanpaolo IMI Bank Ireland plc ("SIBI") are expected to be integrated during the course of 2007. It is envisaged that SIBI will remain as the continuing business with IBI transferring its assets and liabilities, in their entirety, to SIBI.

With effect from 31st August, 2007, SIBI will change its name to Intesa Sanpaolo Bank Ireland p.l.c.