

Final Terms dated 28 January 2011

**Intesa Sanpaolo S.p.A.**  
**Issue of EUR 1,500,000,000 3.25 per cent. Senior Notes due 1 February 2013**  
**under the EUR 70,000,000,000**  
**Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 22 December 2010, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at the registered office of the Issuer at Piazza San Carlo 156, 10121 Turin, Italy and from Société Européenne de Banque S.A. at 19 Boulevard de Prince Henri, Luxembourg. The Prospectus and, in the case of Notes admitted to trading on the regulated market of the Luxembourg Stock Exchange, the applicable Final Terms will also be published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

- |    |                                   |   |
|----|-----------------------------------|---|
| 1. | Issuer:                           | Intesa Sanpaolo S.p.A.                          |
| 2. | (i) Series Number:                | 597   |
|    | (ii) Tranche Number:              | 1   |
| 3. | Specified Currency or Currencies: | Euro (" <b>EUR</b> ")                           |
| 4. | Aggregate Nominal Amount:         |   |
|    | (i) Series:                       | EUR 1,500,000,000                               |
|    | (ii) Tranche:                     | EUR 1,500,000,000                               |
| 5. | Issue Price:                      | 99.89 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations:      | EUR 100,000 only                                |
|    | (ii) Calculation Amount:          | EUR 100,000                                     |
| 7. | (i) Issue Date:                   | 1 February 2011                                 |

- |      |  |  |
|------|--|--|
| (ii) | Interest Commencement Date (if different from the Issue Date): | Not applicable   |
| 8.   | Maturity Date:   | 1 February 2013  |
| 9.   | Interest Basis:  | 3.25 per cent. Fixed Rate<br><br>(further particulars specified below) |
| 10.  | Redemption/Payment Basis:                                      | Redemption at par  |
| 11.  | Change of Interest or Redemption/Payment Basis:                | Not applicable   |
| 12.  | Put/Call Options:  | Not applicable   |
| 13.  | Status of the Notes:   | Senior   |
| 14.  | Method of distribution:  | Syndicated   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |       |  |   |
|-------|--|---|
| 15.   | <b>Fixed Rate Note Provisions</b>  | Applicable  |
| (i)   | Rate(s) of Interest:   | 3.25 per cent. per annum payable annually in arrear   |
| (ii)  | Interest Payment Date(s):  | 1 February in each year from and including 1 February 2012 to and including the Maturity Date |
| (iii) | Fixed Coupon Amount:   | EUR 3,250 per Calculation Amount  |
| (iv)  | Day Count Fraction:  | Actual/Actual (ICMA)  |
| (v)   | Broken Amount(s):  | Not applicable  |
| (vi)  | Other terms relating to the method of calculating interest for Fixed Rate Notes: | Not applicable  |
| 16.   | <b>Floating Rate Note Provisions</b>   | Not applicable  |

