

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 Sanpaolo Bank Ireland p.l.c. and by Société Européenne de Banque S.A., as Guarantor and

INTESA SANPAOLO BANK IRELAND p.l.c.

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

as Issuer

and

SOCIÉTÉ EUROPÉENNE DE BANQUE S.A.

(incorporated as a public limited liability company (société anonyme) in the Grand Duchy of Luxembourg and registered with the Luxembourg trade and companies register under number B13859)

as Issuer

€70,000,000,000

Euro Medium Term Note Programme

This Prospectus Supplement ("**Supplement**") is supplemental to and must be read in conjunction with the Prospectus dated 30 October 2012 (the "**Prospectus**") prepared by Intesa Sanpaolo S.p.A. ("**Intesa Sanpaolo**"), Intesa Sanpaolo Bank Ireland p.l.c. ("**INSPIRE**") and Société Européenne de Banque S.A. ("**SEB**", together with Intesa Sanpaolo and INSPIRE, the "**Issuers**") in connection with their € 70,000,000,000 Euro 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 10 July 2005, as amended (the "**Luxembourg Act**") 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 Central Bank of Ireland in its capacity as competent authority in Ireland.

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive and Article 13, paragraph 1, of the Luxembourg Act for the purposes of (i) updating the section of the Prospectus entitled "Description of Intesa Sanpaolo S.p.A" (ii) updating the "Risk Factors" section of the Prospectus, (iii) updating the "Taxation" section of the Prospectus with the replacement of the paragraph entitled "Deposit Interest Retention Tax ("**DIRT**")" in the sub-section entitled "Ireland Taxation" and the addition of a new sub-section entitled "Taxation in Singapore", and (iv) updating the "Subscription and Sale" section of the Prospectus with the addition of a new selling restriction entitled "Singapore". Copies of this Supplement and the documents incorporated by reference will be available without charge (a) from the offices of the Listing Agent in Luxembourg and (b) on the website of the Luxembourg Stock Exchange at www.bourse.lu. In accordance with Article 13, paragraph 2 of the Luxembourg Act, investors who have already agreed to purchase or subscribe for securities to which the Prospectus relates before this Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the

publication of this Supplement, to withdraw their acceptances, such period expiring at the close of business on 31 January 2013.

The date of this Supplement is 29 January 2013.

Each of Intesa Sanpaolo, INSPIRE and SEB accept responsibility for the information contained in this Supplement and declare 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.

There has been no change to the Italian taxation section included in the Prospectus. Accordingly, it would be relevant in its entirety, including the Paragraph "*Payments made by the Guarantor*" in accordance to which where a withholding tax will be applicable to the payments made by Intesa Sanpaolo as Guarantor in respect of Notes issued by SEB or by INSPIRE, Intesa Sanpaolo shall pay such additional amounts as provided for in Clause 12 (*Taxation*) of the Prospectus.

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

DESCRIPTION OF THE ISSUER

The paragraph entitled "Share Capital" on page 109 of the Prospectus is replaced by the following:

"Share Capital

As at 2nd January, 2013, Intesa Sanpaolo's issued and paid-up share capital amounted to €8,545,681,412.32, divided into 16,434,002,716 shares with a nominal value of €0.52 each, in turn comprising 15,501,512,155 ordinary shares and 932,490,561 non-convertible savings shares. Since 2nd January, 2013, there has been no change to Intesa Sanpaolo's share capital."

* * *

The paragraph entitled "Principal Shareholders" on page 121 of the Prospectus is replaced by the following:

"Principal Shareholders

As at 22nd November, 2012, the shareholder structure of Intesa Sanpaolo was composed as follows (holders of shares exceeding 2 per cent.):

Shareholders	Ordinary shares	% of ordinary shares
	<hr/>	<hr/>
Compagnia di San Paolo	1,506,372,075	9.718%
Fondazione Cariplo	767,029,267	4.948%
Fondazione C.R. Padova e Rovigo	725,017,011	4.677%
Ente C.R. Firenze	514,655,221	3.320%
Assicurazioni Generali S.p.A.	488,202,063	3.149%
Fondazione C.R. in Bologna	313,656,442	2.023%
"		

* * *

The following paragraph is included at the end of the paragraph "Recent Events" on page 129 of the Prospectus:

"Intesa Sanpaolo: change in share capital

On 4th December, 2012, Intesa Sanpaolo published a press release an extract of which is set out below:

“Intesa Sanpaolo S.p.A. hereby communicates the new composition of its share capital (fully subscribed and paid-in) following the finalisation of the merger by incorporation of Banco Emiliano Romagnolo S.p.A. into Intesa Sanpaolo S.p.A.

The merger deed was signed on 23rd November, 2012 and registered in the Bologna and Turin Company Registers on 28th November, 2012 and 29th November, 2012 respectively, with legal effect as of 3rd December, 2012. As a consequence, a total of 3,705 Intesa Sanpaolo ordinary shares were issued of a nominal value of 0.52 euro, having regular dividend entitlement, coupon 35, with an increase in the share capital from 8,545,561,614.72 euro to 8,545,563,541.32 euro, comprising 15,501,285,480 ordinary shares and 932,490,561 non-convertible savings shares, of a nominal value of 0.52 euro each.”

Intesa Sanpaolo: change in share capital

On 2nd January, 2013, Intesa Sanpaolo published a press release an extract of which of which is set out below:

“Intesa Sanpaolo S.p.A. hereby communicates the new composition of its share capital (fully subscribed and paid-in) following the finalisation of the merger by incorporation of FINANZIARIA B.T.B S.p.A. into Intesa Sanpaolo S.p.A..

The merger deed was signed on December 18th 2012 and registered in the Trento and Turin Company Registers, and is legally effective as of December 31st 2012. As a consequence, a total of 226,675 Intesa Sanpaolo ordinary shares were issued of a nominal value of 0.52 euro, having regular dividend entitlement, coupon 35, with an increase in the share capital from 8,545,563,541.32 euro to 8,545,681,412.32 euro, comprising 15,501,512,155 ordinary shares and 932,490,561 non-convertible savings shares, of a nominal value of 0.52 euro each.”

Risk Factors

Risks related to Notes generally

The section of the Prospectus entitled "*Risk Factors*" shall be amended by the insertion of the following information at the end of the sub-section entitled "*Risks related to Notes generally*" at page 17 of the Prospectus:

"Risks related to Singapore taxation

Notes issued in Singapore dollars are intended to be "qualifying debt securities" for the purposes of the Income Tax Act, Chapter 134 of Singapore (the "**ITA**"), subject to the fulfilment of certain conditions as further described under "Taxation in Singapore".

However, there is no assurance that such Notes will continue to enjoy the tax concessions in connection therewith under the ITA should the relevant tax laws be amended or revoked at any time, which amendment or revocation may be prospective or retroactive.

Taxation

Ireland Taxation

The section of the Prospectus entitled "Taxation" shall be amended by the replacement of the paragraph entitled "*Deposit Interest Retention Tax ("DIRT")*" in the sub-section entitled "*Ireland Taxation*" at page 169 of the Prospectus with the following:

"Deposit Interest Retention Tax ("DIRT")

No DIRT will be deductible in respect of Notes which are issued by Intesa Sanpaolo or SEB provided that:

- (a) Intesa Sanpaolo or, as the case may be, SEB is not resident in Ireland for corporation tax purposes; and
- (b) the relevant Notes are recorded in the books of Intesa Sanpaolo or, as the case may be, SEB other than as a liability of a branch of Intesa Sanpaolo or, as the case may be, SEB situate in Ireland.

A relevant deposit taker (as defined by Section 256 of the Taxes Act) such as INSPIRE is obliged to withhold tax (currently at a rate of 33 per cent. or, where the interest is not paid annually or more frequently and cannot be determined until the date of payment of such interest, at a rate of 36 per cent.) from certain interest payments or other returns. However there are certain exceptions to this as set out below.

Insofar as the Notes constitute a debt on a security issued by INSPIRE and are listed on a stock exchange, DIRT shall not apply.

The Revenue Commissioners agree that DIRT which would otherwise be applicable will not apply to interest or other returns paid in respect of unquoted euro commercial paper (such as the Notes issued by INSPIRE) that do not mature within two years issued to persons not resident in Ireland and not offered in Ireland, subject to certain specified conditions which are set out in the selling restrictions or below. These conditions require that:

- (a) as far as primary sales of any Notes issued by INSPIRE are concerned, the dealers as a matter of contract undertake to the relevant Issuer that their action in any jurisdiction will comply with

the then applicable laws and regulations and that the dealers will also undertake as a matter of contract to the relevant Issuer that they will not knowingly make primary sales (or knowingly offer to do so, or distribute any material in that connection in Ireland) to any Irish residents or persons;

(b) the Notes are cleared through a Recognised Clearing System (save that such Notes represented by definitive bearer Notes may be taken out of the Recognised Clearing System and cleared outside that system, it being acknowledged that definitive bearer Notes may be issued in exchange for interests in a Global Note held in Euroclear or Clearstream, Luxembourg (in accordance with the terms of the Global Note) and, in the case of Sterling, denomination Global Notes, on demand by the holder for as long as this is a requirement);

(c) the minimum denomination in which the Notes issue is made will be €500,000 or its equivalent.

In respect of any Note that is not listed on any stock exchange and matures within two years, pursuant to section 246A of the Taxes Act, DIRT will not apply where the Note is of the requisite denomination outlined in this Document and is held in a Recognised Clearing System. If the Note is not held in a Recognised Clearing System but is of the requisite minimum denomination outlined in this Document then provided that:

(a) either:

(i) the person by whom the payment is made; or

(ii) the person through whom the payment is made,

is resident in Ireland or the payment is made by or through an Irish branch or agency through which a company that is not resident in Ireland carries on a trade or business; and

(b)

(i) the person who is beneficially entitled to the interest is a resident of Ireland who has provided their tax reference number to the payer; or

(ii) the person who is the beneficial owner of the Note and who is beneficially entitled to the interest is not resident in Ireland and has made a declaration in the prescribed form,

then DIRT will not apply to the interest or returns thereon.

In addition, DIRT will not apply to interest or other returns on Notes in certain situations including where the person that is beneficially entitled to the interest or returns thereon is not resident in Ireland and an appropriate declaration as referred to in section 256 of the Taxes Act is made."

Taxation in Singapore

The section of the Prospectus entitled "*Taxation*" shall be amended by the insertion of the following information after the sub-section entitled "*Luxembourg Taxation*" at page 178 of the Prospectus.

“TAXATION IN SINGAPORE

The statements below are general in nature and are based on certain aspects of current tax laws in Singapore and administrative guidelines issued by the Monetary Authority of Singapore (MAS) in force as at the date of this Prospectus and are subject to any changes in such laws or administrative guidelines, or the interpretation of those laws or guidelines, occurring after such date, which changes could be made on a retroactive basis. Neither these statements nor any other statements in this

Prospectus are intended or are to be regarded as advice on the tax position of any holder of the Notes or of any person acquiring, selling or otherwise dealing with the Notes or on any tax implications arising from the acquisition, sale or other dealings in respect of the Notes. The statements made herein do not purport to be a comprehensive or exhaustive description of all the tax considerations that may be relevant to a decision to subscribe for, purchase, own or dispose of the Notes (particularly structured Notes) and do not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as financial institutions in Singapore holding the Financial Sector Incentive – Standard Tier tax status) may be subject to special rules. Prospective Noteholders are advised to consult their own professional tax advisers as to the Singapore or other tax consequences of the acquisition, ownership or disposal of the Notes, including the effect of any foreign, state or local tax laws to which they are subject.

It is emphasised that neither any Issuer nor the Guarantor nor any Dealer nor any other persons involved in the Programme accept responsibility for any tax effects or liabilities resulting from the subscription, purchase, holding or disposal of the Notes.

The descriptions below are not intended to apply to any Notes issued by, or issued for the purposes of funding, the Singapore Branch of any Issuer.

Interest and Other Payments

If the Dealer or Dealers for more than half of any tranche of Notes issued under the Programme on or before 31 December 2013 are Financial Sector Incentive (Bond Market) Companies (as defined in the Income Tax Act, Chapter 134 of Singapore ("**ITA**")) or are financial institutions in Singapore where their staff based in Singapore have a leading and substantially role in the distribution of such tranche of Notes, that tranche of Notes ("**Relevant Notes**") would be "qualifying debt securities" for the purposes of the ITA and, subject to certain conditions having been fulfilled (including the furnishing of a return on debt securities for the Relevant Notes), interest, discount income (not including discount income arising from secondary trading), prepayment fee, redemption premium and break cost (collectively, **Specified Income**) from the Relevant Notes derived from an Issuer by any company or body of persons (as defined in the ITA) in Singapore is subject to tax at a concessionary rate of 10 per cent.

However, notwithstanding the foregoing:

- (a) if during the primary launch of any tranche of Relevant Notes, the Relevant Notes of such tranche are issued to fewer than four persons and 50 per cent. or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by related parties of the relevant Issuer, such Relevant Notes would not qualify as "qualifying debt securities"; and
- (b) even though a particular tranche of Relevant Notes are "qualifying debt securities", if, at any time during the tenure of such tranche of Relevant Notes, 50 per cent. or more of the issue of such Relevant Notes is beneficially held or funded, directly or indirectly, by related parties of the relevant Issuer, Specified Income from such Relevant Notes derived by:
 - (i) any related party of the relevant Issuer; or
 - (ii) any other person where the funds used by such person to acquire such Relevant Notes are obtained, directly or indirectly, from any related party of the relevant Issuer,

shall not be eligible for the concessionary rate of tax of 10 per cent. as described above.

The terms "break cost", "prepayment fee" and "redemption premium" are defined in the ITA as follows:

"break cost" means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by any loss or liability incurred by the holder of the securities in connection with such redemption;

"prepayment fee" means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by the terms of the issuance of the securities; and

"redemption premium" means any premium payable by the issuer of the securities on the redemption of the securities upon their maturity.

References to "break cost", "prepayment fee" and "redemption premium" in this Singapore taxation section have the same meaning as defined in the ITA.

The term **"related party"**, in relation to a person, means any other person who, directly or indirectly, controls that person, or is controlled, directly or indirectly, by that person, or where he and that other person, directly or indirectly, are under the control of a common person.

Capital Gains

Any gains considered to be in the nature of capital made from the sale of the Notes will not be taxable in Singapore. However, any gains derived by any person from the sale of the Notes which are gains from any trade, business, profession or vocation carried on by that person, if accruing in or derived from Singapore, may be taxable as such gains are considered revenue in nature.

Holders of the Notes who are adopting Singapore Financial Reporting Standard 39 ("**FRS 39**") may, for Singapore income tax purposes, be required to recognise gains or losses (not being gains or losses in the nature of capital) on the Notes, irrespective of disposal, in accordance with FRS 39. Please see the section below on "Adoption of FRS 39 Treatment for Singapore Income Tax Purposes".

Adoption of FRS 39 Treatment for Singapore Income Tax Purposes

The Inland Revenue Authority of Singapore has issued a circular entitled "Income Tax Implications arising from the adoption of FRS 39 — Financial Instruments: Recognition & Measurement" (the "**FRS 39 Circular**"). The ITA has since been amended to give effect to the FRS 39 Circular.

Subject to certain "opt out" provisions, taxpayers who are required to comply with FRS 39 for financial reporting purposes are generally required to adopt FRS 39 for Singapore income tax purposes as well.

Holders of the Notes who may be subject to the tax treatment under the FRS 39 Circular should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their acquisition, holding or disposal of the Notes.

Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.

Subscription and Sale

The section of the Prospectus entitled "*Subscription and Sale*" shall be amended by the insertion of the following information between the paragraphs entitled "*France*" and the paragraphs entitled "*General*" at page 188 of the Prospectus:

"Singapore

This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore under the Securities and Futures Act, Chapter. 289 of Singapore (the "**SFA**") and accordingly, the Notes may not be offered or sold, nor may the Notes be the subject of an invitation for subscription or purchase, nor may this Prospectus or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Notes be circulated or distributed, whether directly or indirectly, to any person in Singapore other than (a) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (b) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to an offer referred to in Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA or (c) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within 6 months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:

- (i) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
- (ii) where no consideration is or will be given for the transfer;
- (iii) where the transfer is by operation of law; or
- (iv) as specified in Section 276(7) of the SFA or Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations.

Certain Restrictions applicable to Notes issued in Singapore dollars:

Notes issued in Singapore dollars by a person carrying on a deposit-taking business with a maturity period of less than 12 months and a denomination of less than S\$200,000 would be treated as deposits for the purposes of the Banking Act, Chapter 19 of Singapore (the "**Singapore Banking Act**"), unless the Notes are issued to certain persons, including either:

- (c) an individual whose total net assets exceeds S\$2 million (or equivalent in foreign currency) at the time of subscription or whose income in the 12 months preceding the time of subscription exceeds S\$300,000 (or equivalent in foreign currency); or
- (d) a company whose net assets (as determined by the last audited-balance sheet of the company) exceeds S\$10m (or equivalent in foreign currency) at the time of subscription.

In addition, even where Notes issued in Singapore dollars with a denomination of less than S\$200,000 are not treated as deposits for the purposes of the Singapore Banking Act, certain additional information is required to be furnished by an issuer which is carrying on a deposit-taking business. In such case, please refer to the relevant Final Terms for such further information.”