

Final Terms dated 21 January 2015

Intesa Sanpaolo S.p.A.

**Issue of €1,000,000,000 0.625 per cent. Fixed Rate Covered Bonds (*obbligazioni bancarie garantite*) due
20 January 2022**

Guaranteed by

ISP CB Ipotecario S.r.l.

under the €20,000,000,000 Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth in the prospectus dated 22 December 2014 which constitutes a base prospectus (the **Base Prospectus**) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**) which includes the amendments made by Directive 2010/73/EU (the **2010 Amending Directive**), to the extent such amendments have been implemented in a relevant Member State. This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms, published on 21 January 2015, contain the final terms of the Covered Bonds and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Covered Bond Guarantor and the offer of the Covered Bonds described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the website of the Issuer (www.intesasanpaolo.com) and during normal business hours at the Specified Office of the Luxembourg Listing Agent and copies may be obtained from the registered office of the Issuer.

- | | | | |
|----|-------|---|--|
| 1. | (i) | Series Number: | 17 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Covered Bonds will be consolidated and form a single Series | Not Applicable |
| 2. | | Specified Currency or Currencies: | Euro (“€”) |
| 3. | | Aggregate Nominal Amount: | €1,000,000,000 |
| | (i) | Series: | €1,000,000,000 |
| | (ii) | Tranche: | €1,000,000,000 |
| 4. | | Issue Price: | 99.375 per cent. of the Aggregate Nominal Amount |
| 5. | (i) | Specified Denominations: | €100,000 (as referred to under Condition 3) |
| | (ii) | Calculation Amount: | €100,000 |
| 6. | (i) | Issue Date: | 23 January 2015 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 7. | | Maturity Date: | 20 January 2022 |
| 8. | | Extended Maturity Date of Guaranteed Amounts corresponding to Final Redemption Amount under the Covered Bond Guarantee: | 20 January 2023 (as referred to under Condition 9(b)) |
| 9. | | Interest Basis: | For the period from (and including) the Issue Date to (but excluding) the Maturity Date (the Original Maturity Period), a Fixed Rate of 0.625 per cent. per annum. |

If payment of the Final Redemption Amount on the Maturity Date is deferred, in whole or in part, pursuant to Condition 9(b) (*Extension of maturity*), for the period from (and including) the Maturity Date to (but excluding) the Extended Maturity Date or, if earlier, the date on which the Covered Bonds are redeemed in full (the **Extended Maturity Period**) a Floating Rate of 3 month EURIBOR plus 0.25 per cent. per annum.

(further particulars specified below)

10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Maturity Date at 100 per cent. of their nominal amount (as referred to under Condition 9(a))
11. Change of Interest or Redemption/Payment Basis: Change of interest rate may be applicable in case an Extended Maturity Date is specified as applicable, as provided for under Condition 9(b)
12. Put/Call Options: Not Applicable
(further particulars specified below)
13. Date of Board approval for issuance of Covered Bonds and Covered Bond Guarantee, respectively, obtained: 22 June 2010 and 21 May 2013, respectively
14. Method of distribution: Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Provisions Applicable in respect of the Original Maturity Period (as referred to under Condition 5)
- (i) Rate(s) of Interest: 0.625 per cent. per annum payable annually in arrear
- (ii) CB Payment Date(s): 20 January of each year, starting from (and including) 20 January 2016 and ending on (and including) the Maturity Date, adjusted in accordance with the Following Business Day Convention; there will be a short first coupon for the CB Interest Period starting from (and including) the Issue Date to (but excluding) the CB Payment Date falling on 20 January 2016
- (iii) Fixed Coupon Amount: €625 per Calculation Amount
- (iv) Broken Amount(s): €619.86 per Calculation Amount, payable on the CB Payment Date falling on 20 January 2016
- (v) Day Count Fraction: Actual/Actual (ICMA)
16. Floating Rate Provisions Applicable in respect of the Extended Maturity Period if payment of the Final Redemption Amount is deferred pursuant to Condition 9(b) (*Extension of maturity*) (as referred to under Condition 6)
- (i) CB Interest Period(s): Each period from (and including) a CB Payment

- Date to (but excluding) the next succeeding CB Payment Date, starting from (and including) the Maturity Date up to (but excluding) the Extended Maturity Date or, if earlier, the date on which the Covered Bonds are redeemed in full
- (ii) Specified Period: Not Applicable
- (iii) CB Payment Dates: 20 April 2022, 20 July 2022, 20 October 2022 and 20 January 2023 falling during the Extended Maturity Period, subject to the Business Day Convention under item 16(v) below
- (iv) First CB Payment Date: The CB Payment Date falling on or about 20 April 2022
- (v) Business Day Convention: Modified Following Business Day Convention
- (vi) Additional Business Centre(s) Not Applicable
- (vii) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination
- (viii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Paying Agent): Not Applicable
- (ix) Screen Rate Determination:
- Reference Rate: 3 month EURIBOR
 - Interest Determination Date(s): The second TARGET Settlement Day prior to, respectively, 12 January 2022 (relating to the CB Payment Date falling in April 2022), 12 April 2022 (relating to the CB Payment Date falling in July 2022), 12 July 2022 (relating to the CB Payment Date falling in October 2022) and 12 October 2022 (relating to the CB Payment Date falling in January 2023), adjusted in accordance with item 16(v)
 - Relevant Screen Page: Reuters EURIBOR 01
 - Relevant Time: 11.00 a.m. Brussels time
 - Relevant Financial Centre: Euro-zone (where Euro-zone means the region comprised of the countries whose lawful currency is the euro)
- (x) ISDA Determination: Not Applicable
- (xi) Margin(s): + 0.25 per cent. per annum
- (xii) Minimum Rate of Interest: Not Applicable
- (xiii) Maximum Rate of Interest: Not Applicable
- (xiv) Day Count Fraction: Actual/360
17. Zero Coupon Provisions Not Applicable (as referred to under Condition 7)

PROVISIONS RELATING TO REDEMPTION

18. Call Option Not Applicable (as referred to under Condition 9(d))
19. Put Option Not Applicable (as referred to under Condition 9(f))

20. Final Redemption Amount of Covered Bonds €100,000 per Calculation Amount (as referred to under Condition 9)
21. Early Redemption Amount Not Applicable (as referred to under Condition 9)
- Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons or on acceleration following a Covered Bond Guarantor Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

22. Additional Financial Centre(s): Not Applicable
23. Details relating to Covered Bonds for which principal is repayable in instalments: amount of each instalment, date on which each payment is to be made: Not Applicable
24. Details relating to Covered Bonds issued on a partly paid basis: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Covered Bonds and interest due on late payment: Not Applicable
25. Details relating to Covered Bonds which are amortising and for which principal is repayable in instalments: amount of each instalment, date on which each payment is to be made: Not Applicable

DISTRIBUTION

26. (i) If syndicated, names of Managers: Banca IMI S.p.A., Commerzbank Aktiengesellschaft, Crédit Agricole Corporate and Investment Bank, Danske Bank A/S, HSBC France, Landesbank Baden-Württemberg
- (ii) Stabilising Manager(s) (if any): Not Applicable
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Compliant with Regulation S under U.S. Securities Act of 1933

RESPONSIBILITY

The Issuer and the Covered Bond Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of Intesa Sanpaolo S.p.A.

By: 
Duly authorised

Signed on behalf of ISP CB Ipotecario S.r.l.

By: _____
Duly authorised

A handwritten signature in black ink, consisting of a stylized, cursive letter 'Z' or similar character.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing Official list of the Luxembourg Stock Exchange
- (ii) Admission to trading Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date.

2. RATING

- Rating: The Covered Bonds to be issued are expected to be rated at the Issue Date as follows:
- Moody's Investors Service Ltd: A2
- Moody's Investors Service Ltd is established in the European Union and registered under Regulation (EC) No 1060/2009, as amended (the "**CRA Regulation**"). As such Moody's Investors Service Ltd is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs> in accordance with such Regulation.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

"Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer." The Issuer and Banca IMI S.p.A., acting as Manager under this issue, have a conflict of interest with respect to the Covered Bondholders, as they both belong to the Intesa Sanpaolo Group and Banca IMI S.p.A. is the subsidiary of the Issuer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer The proceeds of the Covered Bonds will be used by the Issuer for general funding purposes.
- (ii) Estimated net proceeds: €991,000,000
- (iii) Expenses related to the admission to trading: €6,000
- (iv) Estimated total expenses: €2,750,000

5. YIELD

- Indication of yield: 0.717 per cent. per annum, calculated as the annual expected return on the Issue Date

6. HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Reuters.

7. OPERATIONAL INFORMATION

- ISIN Code: IT0005082786
- Common Code: 117240649

Any Relevant Clearing System(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Monte Titoli

Delivery: Delivery against payment

Names and Specified Offices of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

(Note that the designation “yes” simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Covered Bonds will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.)