

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 28th October, 2011 as supplemented by the prospectus supplement dated 23rd March, 2012 (together 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 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 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 for the purposes of (i) incorporating by reference in the Prospectus the consolidated annual financial statements of the Intesa Sanpaolo Group as at and for the year ended 31st December, 2011; the annual financial statements of INSPIRE as at and for the year ended 31st December, 2011; and the annual financial statements of SEB as at and for the year ended 31st December, 2011, (ii) updating the section of the Prospectus entitled "Description of Intesa Sanpaolo S.p.A." and (iii) updating the sections of the Prospectus entitled "Taxation – Italian Taxation" and "Taxation - Ireland Taxation". Copies of this Supplement will be available (a) without charge 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 law on prospectuses for securities dated 10th July, 2005, 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.

The date of this Supplement is 19 June, 2012.

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.

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 including any statement incorporated by reference into the Prospectus by this Supplement, and (ii) any other statement in or incorporated by reference into the Prospectus, the statements in this Supplement will prevail.

INFORMATION INCORPORATED BY REFERENCE

The information set out below supplements the section of the Prospectus entitled "Information Incorporated by Reference" on pages 43 to 45 of the Prospectus.

Consolidated Annual Financial Statements of the Intesa Sanpaolo Group

The audited consolidated annual financial statements of the Intesa Sanpaolo Group as at and for the year ended 31st December, 2011, together with the accompanying notes and auditors' report (the "Intesa Sanpaolo Group 2011 Annual Report") having previously been published and filed with the CSSF, is incorporated by reference in and forms part of this Supplement and shall, by virtue of this Supplement, be deemed to be incorporated in, and form part of, the Prospectus.

For ease of reference, the table below sets out page references for specific items of information contained in the Intesa Sanpaolo Group 2011 Annual Report. Any information not listed in the cross-reference table but included in the Intesa Sanpaolo Group 2011 Annual Report is given for information purposes only.

Intesa Sanpaolo – 2011 consolidated annual financial statements Commission Regulation (EC) No. 809/2004, Annex XI, paragraph 11.1

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Declaration of the Officer Responsible for Preparing Intesa Sanpaolo's Financial Reports

The officer responsible for preparing the company's financial reports, Ernesto Riva, declares, pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance¹, that the accounting information contained in this Supplement corresponds to Intesa Sanpaolo's documentary results, books and accounting records.

¹ Legislative Decree No. 58 of 24th February, 1998, as amended and supplemented from time to time.

Annual Financial Statements of INSPIRE

The audited annual financial statements of INSPIRE as at and for the year ended 31st December, 2011, together with the accompanying notes and auditors' report (the "**INSPIRE 2011 Annual Report**"), having previously been published and filed with the CSSF, are incorporated by reference in and form part of this Supplement and shall, by virtue of this Supplement, be deemed to be incorporated in, and form part of, the Prospectus.

For ease of reference, the table below sets out page references for specific items of information contained in the INSPIRE 2011 Annual Report. Any information not listed in the cross-reference table but included in the above mentioned financial statements is given for information purposes only.

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Annual Financial Statements of SEB

The audited annual financial statements of SEB as at and for the year ended 31st December, 2011, together with the accompanying notes and auditors' report (the "**SEB 2011 Annual Report**"), having previously been published and filed with the CSSF, are incorporated by reference in and form part of this Supplement and shall, by virtue of this Supplement, be deemed to be incorporated in, and form part of, the Prospectus.

For ease of reference, the table below sets out page references for specific items of information contained in the SEB 2011 Annual Report. Any information not listed in the cross-reference table but included in the above mentioned financial statements is given for information purposes only.

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Statement of changes in equity for the year ended 31st December, 2011	12
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The Intesa Sanpaolo Group 2011 Annual Report, the INSPIRE 2011 Annual Report and the SEB 2011 Annual Report, each of which incorporated by reference herein, are available on the Luxembourg Stock Exchange website at www.bourse.lu

NO SIGNIFICANT CHANGE AND NO MATERIAL ADVERSE CHANGE

The paragraph entitled "**No significant change and no material adverse change**" on page 252 of the Prospectus shall be deemed deleted and replaced with the following paragraph:

"Since 31st December, 2011 there has been no material adverse change in the financial position or situation or the prospects of the Issuers and, since 31st December, 2011, there has been no significant change in the financial position of the Intesa Sanpaolo Group."

TAXATION

The information set out below supplements the section of the Prospectus entitled "Taxation" beginning on page 217 of the Prospectus and more specifically:

1. Taxation – Italian Taxation

The following shall be inserted on page 231 of the Prospectus immediately following the paragraph headed "Transfer tax" and shall form part of the Prospectus:

"Stamp duty

Pursuant to Article 19(1) of Decree No. 201 of 6th December, 2011 ("**Decree 201**"), a proportional stamp duty applies on an annual basis to the periodic reporting communications sent by financial intermediaries to their clients for the securities deposited therewith. The stamp duty applies at a rate of 0.1 per cent. for the year 2012 and at 0.15 per cent. for subsequent years; this stamp duty is determined on the basis of the market value or – if no market value figure is available – the nominal value or redemption amount of the securities held. The stamp duty can be no lower than € 34.20 and, for the year 2012 only, it cannot exceed € 1,200.

Under a preliminary interpretation of the law, it may be understood that the stamp duty applies both to Italian resident and non-Italian resident securities holders, to the extent that the securities are held with an Italian-based financial intermediary.

Wealth Tax on securities deposited abroad

Pursuant to Article 19(18) of Decree 201, Italian resident individuals holding the securities outside the Italian territory are required to pay an additional tax at a rate of 0.1 per cent. for 2011 and 2012, and at 0.15 per cent. for subsequent years.

This tax is calculated on the market value of the securities at the end of the relevant year or – if no market value figure is available – the nominal value or the redemption value of such financial assets held outside the Italian territory. Taxpayers are entitled to an Italian tax credit equivalent to the amount of wealth taxes paid in the State where the financial assets are held (up to an amount equal to the Italian wealth tax due)."

2. Taxation – Ireland Taxation

The first sentence of the italicised introductory paragraph on page 232; the final paragraph of page 233; the first paragraph of page 234; the paragraphs under the heading "Deposit Interest Retention Tax (DIRT)" on pages 234 to 236; and the paragraph under the heading "Capital Gains Tax" on page 239 shall be deleted in their entirety and replaced with the following paragraphs which shall form part of the Prospectus:

- (a) In relation to the first sentence of the italicised introductory paragraph on page 232 of the Prospectus:

"The following summary of the anticipated tax treatment in Ireland in relation to the payments on the Notes is based on the taxation law and practice in force at 19 June 2012."

- (b) In relation to the final paragraph of page 233 of the Prospectus:

"The interest must not relate to an Irish branch or agency of the recipient. A relevant territory for this purpose is a Member State of the European Union, other than Ireland, or not being such a Member State, a territory which has signed a double tax treaty with Ireland. The jurisdictions with which Ireland has signed a double tax treaty are as follows: Albania, Armenia, Australia, Austria, Bahrain, Belarus, Belgium, Bosnia and Herzegovina, Bulgaria, Canada, Chile, China, Croatia, Cyprus, the Czech Republic, Denmark, Egypt, Estonia, Finland, France, Georgia, Germany, Greece, Hong Kong, Hungary, Iceland, India, Israel, Italy, Japan, Republic of Korea, Kuwait, Latvia, Lithuania, Luxembourg, Macedonia, Malaysia, Malta, Mexico, Moldova, Montenegro, Morocco, the Netherlands, New Zealand, Norway, Pakistan, Panama, Poland, Portugal, Romania, Russia, Saudi Arabia, Serbia, Singapore, the Slovak Republic, Slovenia, South Africa, Spain, Sweden, Switzerland, Turkey, the United Arab Emirates, the United Kingdom, the United States of America, Vietnam and Zambia."

(c) In relation to the first paragraph of page 234 of the Prospectus:

"Negotiations for new treaties are taking place with Argentina, Azerbaijan, Qatar, Thailand, Tunisia, Ukraine and Uzbekistan."

(d) In relation to the paragraphs under the heading "Deposit Interest Retention Tax (DIRT)" on pages 234 to 236 of the Prospectus:

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

- (a) Intesa Sanpaolo is not resident in Ireland for corporation tax purposes; and
- (b) the relevant Notes are recorded in the books of Intesa Sanpaolo other than as a liability of a branch of Intesa Sanpaolo 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 30 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 33 per cent.) from certain interest payments or other returns. However there are certain exceptions to this as set out below.

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

In addition, where Notes issued by INSPIRE mature within two years, an exemption from DIRT applies under Section 246A of the Taxes Act where certain conditions are met. Under Section 246A, DIRT will not apply to Notes:

- (a) which mature within two years;
- (b) which if denominated in euro, have a minimum denomination of €500,000, if denominated in U.S. Dollars, have a minimum denomination of US\$500,000 and, if denominated in a currency other than euro or U.S. Dollars, have a minimum denomination equivalent to €500,000 at the date the Programme is first publicised; and
- (c) where either:
 - (i) those Notes held in a Recognised Clearing System; or

- (ii) Conditions 1 and 2 apply.

For the purposes of the above: **Condition 1** applies where either (i) the person by whom the payment of interest on the Notes is made or the person through whom such payment is made is resident in Ireland or (ii) the payment of interest on the Notes is made by or through an Irish branch or Irish agency through which a company, that is not resident in Ireland, carries on a trade or business; and **Condition 2** applies where either (i) the person who is beneficially entitled to interest on the Notes is resident of Ireland who has provided their tax reference number to the payer of the interest or (ii) the person who is (A) the beneficial owner of the Notes and (B) beneficially entitled to the interest, is not resident in Ireland and has made a declaration in the prescribed form.

In addition, in the case of Notes issued by INSPIRE which are not offered in Ireland and are not issued to or held by persons resident in Ireland, DIRT will not apply provided that the following conditions are met. These conditions are:

- (a) as far as primary sale of such Notes are concerned, the Dealers as a matter of contract undertake to the INSPIRE 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 INSPIRE 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) certain statements are included in the prospectus relating to such Notes (the required statements have been included in the section of this Prospectus entitled "*Subscription and Sale – Ireland*");
- (c) such 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); and
- (d) such Notes have a minimum denomination of €500,000 or its equivalent in another currency.

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."

- (e) In relation to the paragraph under the heading "Capital Gains Tax" on page 239 of the Prospectus:

"If the Notes are listed on a stock exchange, or if the Notes do not derive their value, or the greater part of their value from certain Irish land or mineral rights, then a Noteholder will not be subject to Irish tax on capital gains *provided that* such Noteholder is neither resident nor ordinarily resident in Ireland and such Noteholder does not have an enterprise, or an interest in an enterprise, which carries on business in Ireland through a branch or agency, or a permanent establishment, to which or to whom the Notes are attributable."

DESCRIPTION OF INTESA SANPAOLO S.p.A.

The information set out below supplements the section of the Prospectus entitled "Description of Intesa Sanpaolo S.p.A" beginning on page 169 of the Prospectus and, more specifically supplements the sub-section entitled "Recent Events" on page 191-192 of the Prospectus.

Recent Events

Intesa Sanpaolo: ordinary shareholders' meeting.

On 28th May, 2012, Intesa Sanpaolo published a press release, the full text of which is set out below:

"Torino, Milano, May 28th 2012 – At the Ordinary Meeting of Intesa Sanpaolo held today, shareholders passed the resolutions detailed below.

1. Item 1 on the agenda:

- **the integration of the legal Reserve** up to one-fifth of the share capital at the date of the Shareholders' Meeting, using the share premium reserve for a total of 379,802,738.42 euro;
- **the coverage of the loss for 2011** using the residual amount of the share premium reserve for a total of 4,829,424,813.86 euro and, for the remainder, a portion of extraordinary Reserve for a total of 2,849,960,849.63 euro;
- **the distribution from the extraordinary Reserve of a unit amount of 0.05 euro gross** - subject to the same tax regime as the distribution of dividends - to the 16,433,772,336 ordinary and savings shares, pursuant to article 29.3 of the Articles of Association for a total of 821,688,616.80 euro. This unit amount will be paid to the shares outstanding on June 18th 2012 - date of presentation of coupon no 34 for ordinary shares and no 35 for savings shares - as of June 21st 2012.

2. Item 2 on the agenda, **the appointment of Gianfranco Carbonato as a Supervisory Board Member.**

3. Item 3 on the agenda, the appointment of Pietro Garibaldi as a Deputy Chairman of the Supervisory Board.

4. Item 4 on the agenda, the shareholders' **vote in favour of remuneration policies** covering the Management Board Members, General Managers and Key Managers, as well as procedures used to adopt and implement these policies.

5. Item 5 on the agenda:

- the shareholders' **vote in favour of the Incentive System based on financial instruments** for 2011, covering a part of the Management and the so-called "risk takers", which provides for the assignment for free to the Group employees of Intesa Sanpaolo ordinary shares to be purchased on the market;
- **the authorisation for the purchase, also in several tranches, of Intesa Sanpaolo ordinary shares** up to a maximum number of shares and a maximum percentage of Intesa Sanpaolo share capital calculated by dividing the comprehensive amount of approximately 13,400,000 euro by the official price recorded by the share today. As today's official price of the Intesa Sanpaolo ordinary share was 1.02525 euro, **the maximum number of shares to be purchased on the market** to meet the total requirements of the incentive system for the whole Intesa Sanpaolo Group **is 13,070,000**, equal to approximately 0.08% of the ordinary share capital and the total share capital.

Transactions for the purchase of shares will be carried out in compliance with provisions included in articles 2357 and following ones of the Italian Civil Code within the limits of distributable income and available reserves as determined in the latest approved financial statements. Pursuant to article 132 of Legislative Decree 58 of February 24th 1998 and article 144-bis of Consob Resolution 11971/99 and subsequent amendments, purchases shall be made on regulated markets in accordance with trading methods laid down in the market rules.

Following the shareholders' authorisation at today's Meeting - effective for a maximum period of 18 months - the purchase will be made at a price identified on a case by case basis, net of accessory charges, in the range of a minimum and maximum price which can be determined using the following criteria. The minimum purchase price cannot be lower than the reference price the share recorded in the stock market session on the day prior to each single purchase transaction, decreased by 10%. The maximum purchase price cannot be higher than the reference price the share recorded in the stock market session on the day prior to each single purchase transaction, increased by 10%.

Moreover, pursuant to article 2357 ter of the Italian Civil Code, the Shareholders' Meeting authorised the disposal on the regulated market of any own ordinary shares exceeding the Incentive System's requirements - using the same methods provided for their purchase and at a price of no less than the reference price recorded by the share in the stock market session on the day prior to each single transaction decreased by 10% - or retain them for the service of any future incentive plans.

Intesa Sanpaolo announces pricing of the offering of ordinary shares in the London Stock Exchange Group plc.

The sales proceeds amount to approximately GBP 139.3 (EUR 172.5*) million corresponding to GBp 960 per London Stock Exchange Group plc ordinary share.

On 23rd May, 2012, Intesa Sanpaolo published a press release, the full text of which is set out below:

"Torino, Milano, May 23rd 2012 - Intesa Sanpaolo S.p.A. (the "Selling Shareholder") today announces that it has sold ca. 14.5 million existing ordinary shares in the London Stock Exchange Group plc ("London Stock Exchange" or the "Company"), corresponding to approximately 5.4% of the Company's issued shares, at a price of GBp 960 per ordinary share in an accelerated bookbuilt offering (the "Placing").

Gross sales proceeds of the offering amount to approximately GBP 139.3 (EUR 172.5*) million, representing a positive contribution to consolidated net income for Intesa Sanpaolo S.p.A. of approximately EUR 105* million. As a consequence of the sale, the Selling Shareholder has disposed of its entire holding in London Stock Exchange.

Morgan Stanley & Co. International plc acted as Bookrunner in connection with the Placing. Banca IMI S.p.A. and UniCredit Bank AG, London Branch acted as Passive Joint-Bookrunners for the Placing.

** Assuming EUR/GBP WM/Reuters Fixing spot rate equal to 0.8073 (at 17:00 BST of May 22, 2012)."*