

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 supplements dated 23rd March, 2012 and 19th June, 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 incorporating by reference in the Prospectus the unaudited half-yearly consolidated financial statements of Intesa Sanpaolo as at and for the six months ended 30th June, 2012. Copies of this Supplement and the documents incorporated by reference 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 such period expiring at the close of business on 7th September, 2012.

The date of this Supplement is 5th September, 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 Half-Yearly Financial Statements of Intesa Sanpaolo

The unaudited consolidated half-yearly financial statements of Intesa Sanpaolo as at and for the six months ended 30th June, 2012, together with the accompanying notes and auditors' review report (the "Intesa Sanpaolo Group 2012 Half-Yearly Financial Statements") 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 2012 Half-Yearly Financial Statements. Any information not listed in the cross-reference table but included in the Intesa Sanpaolo Group 2012 Half-Yearly Financial Statements is given for information purposes only.

Intesa Sanpaolo – 2012 consolidated half-yearly 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.