

Final Terms dated 28 October 2013

Intesa Sanpaolo S.p.A.

Issue of EUR 1,000,000,000 4.000 per cent. Senior Unsecured Notes due 30 October 2023

**under the €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 30th October, 2012 and the supplements to the Prospectus dated 29 January, 2013, 2 April, 2013, 24 June, 2013 and 7 August, 2013, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended (the "**Prospectus Directive**") which includes the amendments made by Directive 2010/73/EU, the "**2010 PD Amending Directive**", to the extent such amendments have been implemented in a relevant Member State. 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 as so supplemented. 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 and the supplements to the Prospectus dated 29 January, 2013, 2 April, 2013, 24 June, 2013 and 7 August, 2013. The Prospectus and the supplements are 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 19-21 Boulevard du Prince Henri, Luxembourg, Grand Duchy of Luxembourg, during usual business hours of any weekday (Saturdays and bank holidays excepted) and free of charge. The Prospectus and the supplements 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).

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|----|-----------------------------------|--|
| 1. | (i) Series Number: | 743 |
| | (ii) Tranche Number: | 1 |
| 2. | Specified Currency or Currencies: | Euro (" EUR ") |
| 3. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 1,000,000,000 |
| | (ii) Tranche: | EUR 1,000,000,000 |
| 4. | Issue Price: | 99.161 per cent. of the Aggregate Nominal Amount |

5. (i) Specified Denominations: €100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Notes in definitive form will be issued with a denomination above €199,000
- (ii) Calculation Amount: EUR 1,000
6. (i) Issue Date: 30 October 2013
- (ii) Interest Commencement Date (if different from the Issue Date): Issue Date
7. Maturity Date: 30 October 2023
8. Interest Basis: 4.000 % Fixed Rate
(further particulars specified below)
9. Redemption/Payment Basis: Redemption at par
10. Change of Interest Redemption/Payment Basis: or Not Applicable
11. Put/Call Options: Not Applicable
12. Status of the Notes: Senior

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Note Provisions** Applicable
- (i) Rate(s) of Interest: 4.000 per cent. per annum payable annually in arrear
- (ii) Interest Payment Date(s): 30 October in each year commencing on 30 October 2014 up to and including the Maturity Date

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|-------|--|----------------------------------|
| (iii) | Fixed Coupon Amount: | EUR 40.00 per Calculation Amount |
| (iv) | Day Count Fraction: | Actual/Actual (ICMA) |
| (v) | Broken Amount(s): | Not Applicable |
| 14. | Floating Rate Note Provisions | Not Applicable |
| 15. | Zero Coupon Note Provisions | Not Applicable |
| 16. | Inflation Linked Interest Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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|-----|--------------------------------|----------------------------------|
| 17. | Call Option | Not Applicable |
| 18. | Put Option | Not Applicable |
| 19. | Final Redemption Amount | EUR 1,000 per Calculation Amount |
| 20. | Early Redemption Amount | |

Early Redemption Amount(s) Not Applicable payable on redemption for taxation, indexation or regulatory reasons, or on event of default:

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|-----|------------------------------|--|
| 21. | Form of Notes: | Bearer Notes |
| | | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note. |
| 22. | New Global Note Form: | Yes |

23. Additional Financial Centre(s) or TARGET
other special provisions relating to
Payment Dates:

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and admission to trading of the Notes described herein pursuant to the €70,000,000,000 Euro Medium Term Note Programme of Intesa Sanpaolo S.p.A., Intesa Sanpaolo Bank Ireland p.l.c. and Société Européenne de Banque S.A.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer, having taken all reasonable care to ensure that such is the case, the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B – OTHER INFORMATION

LISTING AND ADMISSION TO TRADING

1. (i) Listing: Luxembourg
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 30 October 2013
- (iii) Estimate of total expenses related to admission for trading: EUR 6,350

2. RATINGS

Ratings: The Notes to be issued have been rated:

S & P's: BBB (Negative Outlook)

Moody's: Baa2 (Negative Outlook)

Fitch: BBB+ (Negative Outlook)

DBRS: A (Low) (Negative Trend)

Each of Moody's Investors Service Ltd., Standard & Poor's Credit Market Services, Fitch Ratings Limited and DBRS Ratings Limited is established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended by Regulation (EC) No 513/2011) (the "**CRA Regulation**").

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

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

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

- (i) Reasons for the offer: General funding purposes, in accordance with the section entitled "Use of Proceeds" under "General Information" in the Prospectus.
- (ii) Estimated net proceeds: EUR 988,360,000

5. **YIELD**

Indication of yield: 4.104 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. **OPERATIONAL INFORMATION**

ISIN Code: XS0986194883

Common Code: 098619488

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

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes 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.

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société Not Applicable

anonymity and the relevant
identification numbers):

Delivery:

Delivery against payment

Names and addresses of additional
Paying Agent(s)(if any):

Not Applicable

7. **DISTRIBUTION**

U.S. selling restrictions:

Reg. S compliance category: 2

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