

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**

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This Prospectus Supplement ("**Supplement**") is supplemental to and must be read in conjunction with the base prospectus dated 26th November, 2014, as supplemented by the supplement dated 17th February, 2015 (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, 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) incorporating by reference in the Prospectus the press release dated 31st July, 2015 relating to the unaudited consolidated half-yearly financial statements of Intesa Sanpaolo as at and for the six months ended 30th June, 2015, (ii) updating the section of the Prospectus entitled "Description of Intesa Sanpaolo S.p.A. – Principal Shareholders" and (iii) informing the holders of the Notes about the change of SEB legal name expected to occur about October 2015. Copies of this Supplement and the document incorporated by reference will be available without charge (i) from the offices of the Listing Agent in Luxembourg and (ii) on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://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 12th August, 2015.

The date of this Supplement is 10th August, 2015.

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 34 to 37 of the Prospectus.*

The press release issued by Intesa Sanpaolo on 31st July, 2015 and entitled "Intesa Sanpaolo: Consolidated Results at June 30<sup>th</sup> 2015" (the "**Press Release**"), 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 by reference 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 Press Release.

The Press Release will be published on the Luxembourg Stock Exchange website at *www.bourse.lu*.

1.	Reclassified consolidated statement of income	Page 23
2.	Quarterly development of the reclassified consolidated statement of income	Page 24
3.	Reclassified consolidated balance sheet	Page 25
4.	Quarterly development of the reclassified consolidated balance sheet	Page 26
5.	Breakdown of financial highlights by business area	Page 27

The information incorporated by reference that is not included in the cross-reference list above is considered as additional information and is not required by the relevant schedules of Regulation (EC) 809/2004 (as amended).

## DESCRIPTION OF INTESA SANPAOLO S.P.A.

The paragraph headed "Principal Shareholders on page 106, shall be deleted in its entirety and replaced by the following:

### "Principal Shareholders

As at 4th August, 2015, the shareholder structure of Intesa Sanpaolo is composed as follows (holders of shares exceeding 2 per cent.).

Shareholders	Ordinary Shares	% of ordinary shares
Compagnia di San Paolo.....	1,486,372,075	9.374%
BlackRock Inc. (1) .....	775,978,889	4.894%
Fondazione Cariplo.....	767,029,267	4.838%
Fondazione C.R. Padova e Rovigo.....	531,264,450	3.351%
Ente C.R. Firenze.....	414,655,221	2.615%
Norges Bank (2).....	331,386,184	2.090%
People's Bank of China.....	317,642,846	2.003%

(1) Fund management

(2) Also on behalf of the Government of Norway"

## **SOCIÉTÉ EUROPÉENNE DE BANQUE S.A.: CHANGE OF ITS LEGAL NAME**

Société Européenne de Banque S.A. will change its legal name into Intesa Sanpaolo Bank Luxembourg S.A. and such change is expected to occur about October 2015.

As soon as the change of the SEB legal name is effective, the Issuer will inform the holders of the Notes by publishing a notice on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)). From the publication of such notice any references to SEB or Société Européenne de Banque S.A. throughout the Prospectus should be meant and read as Intesa Sanpaolo Bank Luxembourg S.A..