

Final Terms dated 22 April 2013

**Intesa Sanpaolo S.p.A.**

Issue of EUR 250,000,000 Floating Rate Notes due July 2015 (the "**Notes**")  
(to be consolidated and form a single series with the EUR 750,000,000 Floating Rate Notes  
due July 2015 issued on 29 January 2013 (the "**Original Notes**"))

**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 29th January, 2013 and 2nd April, 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 dated 29th January, 2013 and 2nd April, 2013. The Prospectus and the supplement 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 supplement 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](http://www.bourse.lu)).

1. (i) Series Number: 699

(ii) Tranche Number: 2

(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible).

The Notes are to be consolidated and form a single Series with the Original Notes on exchange of the Temporary Global Note for interests in the Permanent Global Note, as referred to in paragraph 21 below, which is expected to occur on or about the date (the "**Exchange Date**") which is 40 days after the Issue Date.

2. Specified Currency or Currencies: Euro ("**EUR**")

3. Aggregate Nominal Amount:

(i) Series: EUR 1,000,000,000

	(ii) Tranche:	EUR 250,000,000
4.	Issue Price:	100.002 per cent. of the Aggregate Nominal Amount plus accrued interest from the Interest Commencement Date
5.	(i) Specified Denominations:	EUR 100,000 only
	(ii) Calculation Amount:	EUR 100,000
6.	(i) Issue Date:	24 April 2013
	(ii) Interest Commencement Date (if different from the Issue Date):	29 January 2013
7.	Maturity Date:	The Interest Payment Date falling in July 2015
8.	Interest Basis:	3 month EURIBOR + 1.5 per cent. Floating Rate (further particulars specified below)
9.	Redemption/Payment Basis:	Redemption at par
10.	Change of Interest or Redemption/Payment Basis:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	Status of the Notes:	Senior

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13.	<b>Fixed Rate Note Provisions</b>	Not Applicable
14.	<b>Floating Rate Note Provisions</b>	Applicable
	(i) Specified Period(s)/Specified Interest Payment Dates:	29 April, 29 July, 29 October, 29 January in each year from and including 29 April 2013 up to and including the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention
	(ii) First Interest Payment Date	29 April 2013
	(iii) Business Day Convention:	Modified Following Business Day Convention
	(iv) Additional Business Centre(s):	Not Applicable
	(v) Manner in which the Rate(s) of Interest is/are to	Screen Rate Determination

be determined:

- (vi) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Principal Paying Agent): Not Applicable
- (vii) Screen Rate Determination:
  - Reference Rate: 3 Month EURIBOR
  - Relevant Screen Page: Reuters EURIBOR 01
  - Interest Determination Date(s): The second TARGET Settlement Day prior to the commencement of each Interest Period
  - 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)
  - CMS Rate definitions: Not Applicable
- (viii) ISDA Determination: Not Applicable
- (ix) Margin(s): + 1.5 per cent. per annum
- (x) Minimum Rate of Interest: Not Applicable
- (xi) Maximum Rate of Interest: Not Applicable
- (xii) Day Count Fraction: Actual/360
- 15. **Zero Coupon Note Provisions** Not Applicable
- 16. **Inflation Linked Interest Note Provisions** Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

- 17. **Call Option** Not Applicable
- 18. **Put Option** Not Applicable
- 19. **Final Redemption Amount** EUR 100,000 per Calculation Amount
- 20. **Early Redemption Amount**  
Early Redemption Amount(s) payable on redemption for taxation, indexation or regulatory Not Applicable



reasons, or on event of default:

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

21. **Form of Notes:**

**Bearer Notes**

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes on 60 days' notice at any time/in the limited circumstances specified in the Permanent Global Note.

22. **New Global Note Form:**

Yes

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

Not Applicable

## 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 24 April 2013.
- (iii) Estimate of total expenses related to admission for trading: EUR 2,135 to be paid to the Listing Agent

### **2. RATINGS**

Ratings: The Notes to be issued have been rated:

S & P's: BBB+ (Negative)

Moody's: Baa2 (Negative)

Fitch: BBB+ (Negative)

Each of Moody's, Standard & Poor's Ratings Services and Fitch 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 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 250,704,236.11

### **5. HISTORIC INTEREST RATES**

Details of historic EURIBOR rates can be obtained from Reuters.

## 6. OPERATIONAL INFORMATION

ISIN Code: Until the Notes are consolidated and form a single Series with the Original Notes, the Notes will have a temporary ISIN Code XS0921557228. After the Notes are consolidated and form a single Series with the Original Notes on or after the Exchange Date, they will have the same ISIN Code as the Original Notes, being XS0880279491.

Common Code: Until the Notes are consolidated and form a single Series with the Original Notes, the Notes will have a temporary Common Code 092155722. After the Notes are consolidated and form a single Series with the Original Notes on or after the Exchange Date, they will have the same Common Code as the Original Notes, being 088027949.

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 registered in the name of a nominee of one of the ICSDs acting 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 anonyme and the relevant identification numbers: Not Applicable

Delivery: Delivery against payment

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

7. **DISTRIBUTION**

U.S. selling restrictions: Reg. S compliance category: 2;  
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