

Final Terms dated 9 December 2013

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

Issue of EUR 1,500,000,000 Floating Rate Notes due January 2016

**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 6 November, 2013, which constitutes 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. 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. The Prospectus is 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, 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*).

1. (i) Series Number: 752  
(ii) Tranche Number: 1
2. Specified Currency or Currencies: Euro ("**EUR**")
3. Aggregate Nominal Amount:
  - (i) Series: EUR 1,500,000,000
  - (ii) Tranche: EUR 1,500,000,000
4. Issue Price: 99.793 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: 11 December 2013  
(ii) Interest Commencement Date (if different from the Issue Date): Issue Date

- |     |                                              |                                                                                             |
|-----|----------------------------------------------|---------------------------------------------------------------------------------------------|
| 7.  | Maturity Date:                               | The Interest Payment Date falling in January 2016                                           |
| 8.  | Interest Basis:                              | 3 month EURIBOR + 1.30 per cent. Floating Rate<br><br>(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. | (i) Status of the Notes:                     | Senior                                                                                      |
|     | (ii) Status of the Guarantee:                | Not Applicable                                                                              |

**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 Periods /Specified Interest Payment Dates:                                                                    | 11 January, 11 April, 11 July, 11 October in each year from and including 11 April 2014 up to and including the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention. There will be a long first coupon in respect of the first Interest Period from and including the Issue Date to but excluding the first Interest Payment Date (the " <b>First Interest Period</b> "). |
| (ii)  | First Interest Payment Date                                                                                             | 11 April 2014                                                                                                                                                                                                                                                                                                                                                                                                                |
| (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 be determined:                                                        | Screen Rate Determination                                                                                                                                                                                                                                                                                                                                                                                                    |
| (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, except for the First Interest Period where the Rate of Interest will be interpolated by means of straight line interpolation between 3                                                                                                                                                                                                                                                                      |

Month Euribor and 6 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)
- (viii) ISDA Determination: Not Applicable
- (ix) Margin(s): + 1.30 per cent. per annum
- (x) Minimum Rate of Interest: Not Applicable
- (xi) Maximum Rate of Interest: Not Applicable
- (xii) Multiplier: Not Applicable
- (xiii) Reference Rate Multiplier: Not Applicable
- (xiv) Day Count Fraction: Actual/360
15. **Fixed-Floating Rate Note Provisions** Not Applicable
16. **Floating-Fixed Rate Note Provisions** Not Applicable
17. **Zero Coupon Note Provisions** Not Applicable
18. **Inflation Linked Note Provisions** Not Applicable
19. **Change of Interest Basis Provisions** Not Applicable

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

20. **Call Option** Not Applicable
21. **Put Option** Not Applicable
22. **Regulatory Call** Not Applicable
23. **Final Redemption Amount** EUR 1,000 per Calculation Amount
24. **Early Redemption Amount**
- Early Redemption Amount(s) payable on redemption for taxation or regulatory reasons, or on event of default: As per Condition 10(b)

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25. **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.

26. **New Global Note Form:** Yes
27. **Additional Financial Centres or other special provisions relating to Payment Dates:** Not Applicable
28. **Talons for future Coupons to be attached to Definitive Notes:** No

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 11 December 2013
- (iii) Estimate of total expenses related to admission for trading EUR 2,360

### **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) with Negative trend

Each of Moody's Investors Service Ltd., Standard & Poor's Credit Market Services, Fitch Ratings Limited and DBRS Ratings Limited 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 1,495,395,000

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

Details of historic EURIBOR rates can be obtained from Reuters.

## 6. OPERATIONAL INFORMATION

ISIN Code: XS1002250428

Common Code: 100225042

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 Euroclear Bank S.A./N.V. and/or Clearstream Banking, société anonyme (the "ICSDs") as common safekeeper and does not necessarily mean that the Notes will be recognised 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 European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, *société anonyme* and the relevant identification numbers: Not Applicable

Delivery: Delivery against payment

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

Deemed delivery of clearing system notices for the purposes of Condition 19: Any notice delivered to Noteholders through the clearing systems will be deemed to have been given on the date on which it was given to Euroclear and Clearstream, Luxembourg.

## 7. DISTRIBUTION

(i) Method of distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers  
Banca IMI S.p.A.  
Largo Mattioli, 3  
20121 Milan  
Italy

BNP Paribas  
10 Harewood Avenue  
London NW1 6AA  
United Kingdom

Credit Suisse Securities (Europe)

Limited  
One Cabot Square  
London E14 4QJ  
United Kingdom

Natixis  
30 avenue Pierre Mendès-France  
75013 Paris  
France

(B) Date of Subscription Agreement 9 December 2013

(C) Stabilising Manager(s) (if any): BNP Paribas

(iv) U.S. Selling Restrictions: Reg. S compliance category: 2  
TEFRA D