

SUPPLEMENT DATED 2 MARCH 2016
TO THE BASE PROSPECTUS DATED 22 DECEMBER 2015



Intesa Sanpaolo S.p.A.

(incorporated as a joint stock company under the laws of the Republic of Italy)

€20,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme
unsecured and unconditionally and irrevocably guaranteed as to payments of interest and principal by

ISP CB Ipotecario S.r.l.

(incorporated as a limited liability company under the laws of the Republic of Italy)

BY APPROVING THIS SUPPLEMENT, THE *COMMISSION SURVEILLANCE DU SECTEUR FINANCIER* GIVES NO UNDERTAKING AS TO THE ECONOMIC OR FINANCIAL OPPORTUNENESS OF THE TRANSACTION OR THE QUALITY AND SOLVENCY OF THE ISSUER IN LINE WITH THE PROVISIONS OF ARTICLE 7 (7) OF THE LUXEMBOURG LAW DATED 10 JULY 2005 ON PROSPECTUSES FOR SECURITIES.

This supplement (the **Supplement**) constitutes a Supplement to the base prospectus dated 22 December 2015 (the **Base Prospectus**) for the purposes of Article 16 of Directive 2003/71/EC, as subsequently amended (the **Prospectus Directive**) and Article 13, paragraph 1, of the Luxembourg Law on Prospectuses for Securities dated 10 July 2005, as subsequently amended (the **Luxembourg Law**) and is prepared in connection with the Euro 20,000,000,000 covered bonds (*Obbligazioni Bancarie Garantite*) programme (the **Programme**) of Intesa Sanpaolo S.p.A. (the **Issuer**), unconditionally and irrevocably guaranteed as to payments of interest and principal by ISP CB Ipotecario S.r.l. (the **Covered Bond Guarantor**).

This Supplement constitutes a Supplement to, and should be read in conjunction with, the Base Prospectus.

Capitalized terms used in this Supplement and not otherwise defined herein shall have the same meaning ascribed to them in the Base Prospectus.

Each of the Issuer and the Covered Bond Guarantor accepts responsibility for the information contained in this Supplement, with respect to those sections which already fall under the responsibility of each of them under the Base Prospectus and which are supplemented by means of this Supplement. To the best of the knowledge of the Issuer and the Covered Bond Guarantor (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement has been approved by the *Commission de Surveillance du Secteur Financier*, which is the Luxembourg competent authority for the purposes of the Prospectus Directive and Luxembourg Law, as a supplement issued in compliance with the Prospectus Directive and

relevant implementing measures in Luxembourg for the purposes of updating the sections of the Base Prospectus headed “*Documents incorporated by reference*”, “*Description of the Issuer*” and “*General 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 Base Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Programme since the publication of the Base Prospectus. To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any statement in or incorporated by reference into the Base Prospectus, the statements in this Supplement will prevail.

Copies of this Supplement and all documents incorporated by reference in this Supplement and in the Base Prospectus may be inspected during normal business hours at the Specified Office of the Luxembourg Listing Agent and of the Representative of the Covered Bondholders.

Copies of this Supplement and all documents incorporated by reference in the Base Prospectus are available on the Luxembourg Stock Exchange’s website (www.bourse.lu).

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DOCUMENTS INCORPORATED BY REFERENCE

Under the section headed “*Documents incorporated by reference*”, on page 57 of the Base Prospectus, the first paragraph is replaced by the following (the underlined words show the insertions made):

“This Base Prospectus should be read and construed in conjunction with the following documents, which have been previously published, or are published simultaneously with this Base Prospectus or filed with the CSSF, together, in each case, with the audit reports (if any) thereon:

- (a) the press release dated 5 February 2016 regarding the Issuer’s consolidated results for the year ended on 31 December 2015 (the 2016 Press Release);
- (b) the Issuer’s unaudited condensed consolidated financial statements as at 30 September 2015;
- (c) the Issuer’s unaudited condensed consolidated financial statements in respect of the half-year 2015, with auditors’ limited review report;
- (d) the Issuer’s audited consolidated annual financial statements, including the auditors’ report thereon, notes thereto and the relevant accounting principles in respect of the year ended on 31 December 2014;
- (e) the Issuer’s audited consolidated annual financial statements, including the auditors’ report thereon, notes thereto and the relevant accounting principles in respect of the year ended on 31 December 2013;
- (f) the Covered Bond Guarantor’s unaudited interim condensed financial statements in respect of the half-year 2015;
- (g) the auditors’ limited review report for the Covered Bond Guarantor in relation to the interim condensed financial statements in respect of the half-year 2015;
- (h) the Covered Bond Guarantor’s audited annual financial statements in respect of the year ended on 31 December 2014;
- (i) the auditors’ report for the Covered Bond Guarantor in relation to the financial statements in respect of the year ended on 31 December 2014;
- (j) the Covered Bond Guarantor’s audited annual financial statements in respect of the year ended on 31 December 2013;
- (k) the auditors’ report for the Covered Bond Guarantor in relation to the financial statements in respect of the year ended on 31 December 2013;
- (l) the terms and conditions of the Covered Bonds contained in the prospectus dated 22 December 2014, pages from 187 to 243 (both included), prepared by the Issuer in connection with the Programme.”

* * *

Under the section headed “*Documents incorporated by reference*”, on page 57 of the Base Prospectus, the third paragraph is replaced by the following (the underlined words show the insertions made):

“Copies of documents incorporated by reference into this Base Prospectus may be obtained from the registered office of the Issuer or, for the audited consolidated annual financial statements of the Issuer as at and for the years ended 31 December 2013 and 31 December 2014, the auditor’s report for the Issuer for the financial years ended on 31 December 2013 and 31 December 2014, the Issuer’s unaudited condensed consolidated financial statements in respect of the half-year 2015 and the Issuer’s unaudited condensed consolidated financial statements as at 30 September 2015 on the Issuer’s website (www.group.intesasanpaolo.com/scriptIsir0/si09/investor_relations/eng_bilanci_relazioni.jsp). In addition, copy of the 2016 Press Release may be obtained on the Issuer’s website (http://www.group.intesasanpaolo.com/scriptIsir0/si09/salastampa/eng_comunicati_detail_intesa_paolo.jsp?contentId=CNT-05-00000003ECE3F&title=no).”

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Under the section headed “*Documents incorporated by reference*”, on page 57 and 58 of the Base Prospectus, the last paragraph is replaced by the following (the underlined words show the insertions made):

“The audited consolidated annual financial statements referred to above, together with the audit reports thereon, the Issuer’s unaudited condensed consolidated financial statements in respect of the half-year 2015 with auditors’ limited review report, the Issuer’s unaudited condensed consolidated financial statements as at 30 September 2015 and the 2016 Press Release are available both in the original Italian language and in English language. The English language versions represent a direct translation from the Italian language documents. The Issuer and the Covered Bond Guarantor, as relevant, are responsible for the English translations of the financial reports incorporated by reference in this Base Prospectus and declare that such is an accurate and not misleading translation in all material respects of the Italian language version of the Issuer’s and Covered Bond Guarantor’s financial reports (as applicable).”

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Under the section headed “*Documents incorporated by reference*”, sub-section headed “*Cross-reference List*”, on page 58 of the Base Prospectus, the following table is included before the table headed “*Intesa Sanpaolo interim statements as at 30 September 2015 (Commission Regulation (EC) No. 809/2004, Annex XI, paragraph 11.5.)*”:

“2016 Press Release dated 5 February 2016

Press Release	Page number(s)
Reclassified consolidated statement of income	23
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DESCRIPTION OF THE ISSUER

Under the section headed “*Description of the Issuer*”, on page 103 of the Base Prospectus, at the end of the sub-section headed “*Recent Events*”, the following paragraph is added:

“At the Extraordinary Meeting held on 26 February 2016, Intesa Sanpaolo’s shareholders approved the new Articles of Association which relate to the adoption of the one-tier corporate governance system. This system is based on a Board of Directors composed of a minimum of 15 to a maximum of 19 members, five of whom will be part of the Management Control Committee.

The new Articles of Association will become effective at the time of the first renewal of the corporate bodies after the Shareholders’ Meeting held on 26 February 2016. An exception is made for the provisions governing the composition and requirements set for the Board of Directors (Article 13), and those governing the appointment of the Board of Directors (Article 14), which will apply from the date of the notice convening the Shareholders’ Meeting called to appoint the new corporate bodies.”

GENERAL INFORMATION

Under the section headed “*General Information*”, on pages 279 and 280 of the Base Prospectus, the sub-section headed “*Documents available for inspection*” is replaced by the following (the underlined words show the insertions made):

“**Documents available for inspection**”

For so long as the Programme remains in effect or any Covered Bonds shall be outstanding and admitted to trading on the Regulated Market of the Luxembourg Stock Exchange, copies and, where appropriate, English translations of the following documents may be inspected during normal business hours at the Specified Office of the Luxembourg Listing Agent, namely:

- (i) the Transaction Documents (but excluding, for avoidance of doubt, any document in respect of any Registered Covered Bonds);
- (ii) the Issuer’s memorandum of association (*Atto Costitutivo*) and by-laws (*Statuto*) as of the date hereof;
- (iii) the Covered Bond Guarantor’s memorandum of association and by-laws as of the date hereof;
- (iv) the 2016 Press Release;
- (v) the Issuer’s unaudited condensed consolidated financial statements as at 30 September 2015;
- (vi) the Issuer’s unaudited condensed consolidated financial statements in respect of the half-year 2015, with auditors’ limited review report;
- (vii) the Issuer’s audited consolidated annual financial statements, including the auditors’ report thereon, notes thereto and the relevant accounting principles in respect of the year ended on 31 December 2014;
- (viii) the Issuer’s audited consolidated annual financial statements, including the auditors’ report thereon, notes thereto and the relevant accounting principles in respect of the year ended on 31 December 2013;
- (ix) the Covered Bond Guarantor’s unaudited interim condensed financial statements in respect of the half-year 2015;
- (x) the auditors’ limited review report for the Covered Bond Guarantor in relation to the interim condensed financial statements in respect of the half-year 2015;
- (xi) the Covered Bond Guarantor’s audited annual financial statements in respect of the year ended on 31 December 2014;
- (xii) the auditors’ report for the Covered Bond Guarantor in relation to the financial statements in respect of the year ended on 31 December 2014;
- (xiii) the Covered Bond Guarantor’s audited annual financial statements in respect of the year ended on 31 December 2013;

- (xiv) the auditors' report for the Covered Bond Guarantor in relation to the financial statements in respect of the year ended on 31 December 2013;
- (xv) the terms and conditions of the Covered Bonds contained in the prospectus dated 22 December 2014, pages from 187 to 243 (both included), prepared by the Issuer in connection with the Programme;
- (xvi) a copy of this Base Prospectus together with any supplement thereto, if any, or further Base Prospectus;
- (xvii) any reports, letters, balance sheets, valuations and statements of experts included or referred to in the Base Prospectus (other than consent letters);
- (xviii) any Final Terms relating to Covered Bonds which are admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system. In the case of any Covered Bonds (other than the Registered Covered Bonds) which are not admitted to listing, trading and/or quotation by any listing authority, stock exchange and/or quotation system, copies of the relevant Final Terms will only be available for inspection by the relevant Covered Bondholders.

Copies of all such documents shall also be available to Covered Bondholders at the Specified Office of the Representative of the Covered Bondholders.”