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., as Guarantor and

INTESA SANPAOLO BANK IRELAND p.l.c.
(incorporated with limited liability in Ireland under registration number 125216)

as Issuer

€70,000,000,000
Global Medium Term Note Programme

This Prospectus Supplement ("**Supplement**") is supplemental to and must be read in conjunction with the Prospectus dated 23rd December, 2009 (the "**Prospectus**") and the prospectus supplements dated 29th March, 2010 and 17th May, 2010 prepared by Intesa Sanpaolo S.p.A. ("**Intesa Sanpaolo**") and Intesa Sanpaolo Bank Ireland p.l.c. ("**INSPIRE**" and, together with Intesa Sanpaolo, the "**Issuers**") in connection with their €70,000,000,000 Global 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 (the "**Prospectus Law**"), 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 for the purposes of (i) incorporating by reference in the Prospectus the unaudited half-yearly financial statements of Intesa Sanpaolo as at and for the six months ended 30th June, 2010 and (ii) updating the section of the Prospectus entitled "Description of Intesa Sanpaolo S.p.A.".

Each of the Issuers 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 and (ii) any statement in or incorporated by reference into the Prospectus, the statements in this Supplement will prevail.

Copies of this Supplement will be available (i) without charge from the offices of the Listing Agent in Luxembourg and (ii) on the website of the Luxembourg Stock Exchange at *www.bourse.lu*.

In accordance with Article 13, paragraph 2 of the Prospectus Law, 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 within a time limit of a minimum of two working days after the publication of this Supplement, to withdraw their acceptances.

The date of this Supplement is 6th October, 2010.

INFORMATION INCORPORATED BY REFERENCE

*The information set out below supplements the section of the Prospectus entitled "**Information Incorporated by Reference**" on pages 28 to 30 of the Prospectus.*

Having previously been published and filed with the CSSF, the unaudited consolidated half-yearly financial statements of the Intesa Sanpaolo Group as at and for the six months ended 30th June, 2010 are incorporated by reference in and form part of this Supplement, together with the accompanying notes and auditors' report, in each case as shown in the Intesa Sanpaolo Group half-yearly report as at 30th June, 2010.

The Issuer will provide, without charge to each person to whom a copy of this Prospectus has been delivered, upon the request of such person, a copy of any or all the documents deemed to be incorporated by reference herein. In addition such documents will be available, without charge, at the principal office of the Fiscal Agent in Luxembourg and on the Luxembourg Stock Exchange's website (*www.bourse.lu*).

Cross reference list

For ease of reference, the table below sets out page references for specific items of information can be found in the above-mentioned document. Any information not listed in the cross-reference list, but included in such document, is given for information purposes only and does not form part of this Prospectus.

Intesa Sanpaolo Group half-yearly report as at 30th June, 2010

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DESCRIPTION OF INTESA SANPAOLO S.p.A.

*The information set out below supplements the section of the Prospectus entitled "**Description of Intesa Sanpaolo S.p.A.**" beginning on page 111 of the Prospectus and, more specifically: (i) replaces the paragraph and table under the sub-heading "**Principal Shareholders**" on page 120 of the Prospectus (as previously supplemented by the prospectus supplements dated 29th March, 2010 and 17th May, 2010); and (ii) supplements the sub-section entitled "Recent Events" on pages 124 to 128 of the Prospectus.*

Principal Shareholders

As of 30th July, 2010, the shareholder structure of Intesa Sanpaolo was composed as follows (holders of shares exceeding 2%).

Shareholder	Ordinary shares	% of ordinary shares
Compagnia di San Paolo	1,171,622,725	9.888%
Crédit Agricole S.A	592,000,000	4.996%
Assicurazioni Generali S.p.A.	589,263,955	4.973%
Fondazione C.R. Padova e Rovigo	583,404,899	4.924%
Fondazione Cariplo	554,578,319	4.680%
Ente C.R. Firenze	400,287,395	3.378%
BlackRock Inc.(1)	376,688,882	3.179%
Fondazione C.R. in Bologna	323,955,012	2.734%
Carlo Tassara S.p.A.	296,764,457	2.504%

(1) Fund Management.

Recent Events

Intesa Sanpaolo Group sells Cassa di Risparmio della Spezia and 96 branches to Crédit Agricole Group

On 22nd June, 2010, Intesa Sanpaolo published a press release, an extract of which is set out below:

"Intesa Sanpaolo and Crédit Agricole today finalised terms and conditions of the agreement disclosed on 18 February 2010, whereby Intesa Sanpaolo shall sell to the Crédit Agricole Group the entire stake held by its subsidiary Banca CR Firenze in Cassa di Risparmio della Spezia (80% of the capital) and 96 branches of the Group in Italy for a total cash consideration of approximately 740 million euro. The congruity of that consideration with the market price has been confirmed by the fairness opinion of Deutsche Bank AG, acting as independent expert. Around 585 million euro of the total consideration are goodwill and other intangible assets. Once finalised, that transaction, which is conditional upon the necessary authorisations, will result in approximately 215 million euro of net capital gains for the Intesa Sanpaolo Group, approximately 370 million euro of goodwill and other intangible assets being released and approximately 20 basis points of positive impact on the Core Tier 1 ratio.

The overall consideration is subject to a price adjustment mechanism based on the trend of total deposits (both direct and indirect) after today's date, which is estimated not to reflect materially in the mentioned positive effect on the Core Tier 1 ratio.

Cassa di Risparmio della Spezia has operations in Liguria, Tuscany and Emilia Romagna carried out through a network of 76 branches. As at 31 December 2009, its loans to customers amounted to around 1.8 billion euro, direct customer to 1.8 billion euro, indirect customer deposits to 1.9 billion euro and the net shareholders' equity was 179 million euro. In 2009, Cassa di Risparmio della Spezia registered operating income of 93 million euro, an operating margin of 33 million euro and net income of 9 million euro.

The 96 branches of the Intesa Sanpaolo Group involved in the sale are mostly located in areas neighbouring those where the Crédit Agricole Group already has a presence. The geographical breakdown is as follows: 3 branches in Liguria, 28 in Lombardy, 1 in Piedmont, 15 in Veneto, 18 in Tuscany, 4 in Umbria and 27 in Latium. As per year-end 2009 management data, all the 96 branches under disposal accounted for loans to customers of approximately 2 billion euro, direct customer deposits of 4.2 billion euro and indirect customer *deposits of 4.3 billion euro. In 2009, those branches generated operating income of approximately 121 million euro and - before allocation of corporate centre costs - an operating margin of approximately 45 million euro and net income of approximately 23 million euro.*

The above sale and purchase operation is a related party transaction since at the end of April 2010 Crédit Agricole held 5.163% of the ordinary share capital of Intesa Sanpaolo and the latter's corporate rules have extended the definition of related party to any shareholder who owns an equity investment with voting rights in the Bank's capital of over 2%".

Intesa Sanpaolo passes the EU-wide stress test

On 23rd July, 2010, Intesa Sanpaolo published a press release, the full text of which is set out below:

"• *Intesa Sanpaolo was subject to the 2010 EU-wide stress testing exercise coordinated by the Committee of European Banking Supervisors (CEBS), in cooperation with the European Central Bank, and Banca d'Italia.*

- *Intesa Sanpaolo acknowledges the outcomes of the EU-wide stress tests.*

- *This stress test complements the risk management procedures and regular stress testing programmes set up in Intesa Sanpaolo under the Pillar 2 framework of the Basel II and CRD[1] requirements.*

- *The exercise was conducted using the scenarios, methodology and key assumptions provided by CEBS (see the aggregate report published on the CEBS website[2]). As a result of the assumed shock under the adverse scenario, the estimated consolidated Tier 1 capital ratio would change to 8.8% in 2011 compared to 8.3% as of end of 2009. An additional sovereign risk scenario would have a further impact of 0.6 percentage point on the estimated Tier 1 capital ratio, bringing it to 8.2% at the end of 2011, compared with the CRD regulatory minimum of 4%.*

- *The results of the stress suggest a buffer of 8,500 mln EUR of the Tier 1 capital against the threshold of 6% of Tier 1 capital adequacy ratio for Intesa Sanpaolo agreed exclusively for the purposes of this exercise. This threshold should by no means be interpreted as a regulatory minimum (the regulatory minimum for the Tier 1 capital ratio is set to 4%), nor as a capital target reflecting the risk profile of the institution determined as a result of the supervisory review process in Pillar 2 of the CRD.*

- *Banca d'Italia has held rigorous discussions of the results of the stress test with Intesa Sanpaolo.*

- *Given that the stress test was carried out under a number of key common simplifying assumptions (e.g. constant balance sheet) the information on benchmark scenarios is provided only for comparison purposes and should in no way be construed as a forecast.*

- *In the interpretation of the outcome of the exercise, it is imperative to differentiate between the results obtained under the different scenarios developed for the purposes of the EU-wide exercise. The results of the adverse scenario should not be considered as representative of the current situation or possible present capital needs. A stress testing exercise does not provide forecasts of expected outcomes since the adverse scenarios are designed as "what-if" scenarios including plausible but extreme assumptions, which are therefore not very likely to materialise. Different stresses may produce different outcomes depending on the circumstances of each institution.*

- ***Background***

  The objective of the 2010 EU-wide stress test exercise conducted under the mandate from the EU Council of Ministers of Finance (ECOFIN) and coordinated by CEBS in cooperation with the ECB, national supervisory authorities and the EU Commission, is to assess the overall resilience of the EU

[1] Directive EC/2006/48 – Capital Requirements Directive (CRD)

[2] http://stress-test.c-ebs.org/results.htm

banking sector and the banks' ability to absorb further possible shocks on credit and market risks, including sovereign risks.

The exercise has been conducted on a bank-by-bank basis for a sample of 91 EU banks from 20 EU Member States, covering at least 50% of the banking sector, in terms of total consolidated assets, in each of the 27 EU Member States, using commonly agreed macro-economic scenarios (benchmark and adverse) for 2010 and 2011, developed in close cooperation with the ECB and the European Commission.

More information on the scenarios, methodology, aggregate and detailed individual results is available from CEBS[3]*. Information can also be obtained from the website of Banca d'Italia*[4]*.*

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[3] See: *http://stress-test.c-ebs.org/results.htm*.

[4] See: *http://www.bancaditalia.it/vigilanza/stress_test;internal&action=_setlanguage.action?LANGUAGE=en*.

Template for bank specific publication of the stress test outputs

Name of bank: INTESA SANPAOLO

Actual results

At 31 December 2009	***mln EUR***
Total Tier 1 capital	*30,205*
Total regulatory capital	*42,754*
Total risk weighted assets	*361,750*
Pre-impairment income (including operating expenses)	*8,021*
Impairment losses on financial assets in the banking book	*-3,941*
1 yr Loss rate on Corporate exposures (%)[1]	*1.05%*
1 yr Loss rate on Retail exposures (%)[1]	*0.97%*
Tier 1 ratio (%)	*8.3%*

Outcomes of stress test scenarios

The stress test was carried out under a number of key common simplifying assumptions (e.g. constant balance sheet, uniform treatment of securitisation exposures). Therefore, the information relative to the benchmark scenarios is provided only for comparison purposes. Neither the benchmark scenario nor the adverse scenario should in any way be construed as a forecast.

Benchmark scenario at 31 December 2011[2]	***mln EUR***
Total Tier 1 capital after the benchmark scenario	*33,934*
Total regulatory capital after the benchmark scenario	*43,550*
Total risk weighted assets after the benchmark scenario	*345,167*
Tier 1 ratio (%) after the benchmark scenario	*9.8%*
Adverse scenario at 31 December 2011[2]	***mln EUR***
Total Tier 1 capital after the adverse scenario	*33,326*
Total regulatory capital after the adverse scenario	*42,782*
Total risk weighted assets after the adverse scenario	*377,451*
2 yr cumulative pre-impairment income after the adverse scenario (including operating expenses)[2]	*17,782*
2 yr cumulative impairment losses on financial assets in the banking book after the adverse scenario[2]	*-10,865*
2 yr cumulative losses on the trading book after the adverse scenario[2]	*-586*
2 yr Loss rate on Corporate exposures (%) after the adverse scenario[1, 2]	*2.81%*
2 yr Loss rate on Retail exposures (%) after the adverse scenario[1, 2]	*2.34%*
Tier 1 ratio (%) after the adverse scenario	*8.8%*
Additional sovereign shock on the adverse scenario at 31 December 2011	***mln EUR***
Additional impairment losses on the banking book after the sovereign shock[2]	*-928*
Additional losses on sovereign exposures in the trading book after the sovereign shock[2]	*-1,915*
2 yr Loss rate on Corporate exposures (%) after the adverse scenario and sovereign shock[1, 2, 3]	*3.09%*
2 yr Loss rate on Retail exposures (%) after the adverse scenario and sovereign shock[1, 2, 3]	*2.56%*
Tier 1 ratio (%) after the adverse scenario and sovereign shock	*8.2%*
Additional capital needed to reach a 6 % Tier 1 ratio under the adverse scenario + additional sovereign shock, at the end of 2011	-

[1] Impairment losses as a % of corporate/retail exposures in AFS, HTM, and loans and receivables portfolios

[2] Cumulative for 2010 and 2011

[3] On the basis of losses estimated under both the adverse scenario and the additional sovereign shock

Exposures to central and local governments

Banking group's exposure on a consolidated basis

Amount in million reporting currency

Name of bank	*INTESA SANPAOLO*
Reporting date	*31 March 2010*

	Gross exposures	of which Banking book	of which Trading book	***Net exposures***
Austria	*57*	6	51	*50*
Belgium	*74*	34	40	*40*
Bulgaria				
Cyprus				
Czech Republic				
Denmark				
Estonia				
Finland				
France	*434*	45	389	*434*
Germany	*529*	335	194	*380*
Greece	*828*	536	292	*828*
Hungary	*718*	596	122	*703*
Iceland				
Ireland	*156*	156	0	*156*
Italy	*63,681*	41,121	22,560	*63,543*
Latvia				
Liechtenstein				
Lithuania				
Luxembourg	*44*	44	0	*44*
Malta				
Netherlands	*3*	3	0	*3*
Norway				
Poland				
Portugal	*25*	25	0	*25*
Romania				
Slovakia	*3,038*	2,956	82	*3,038*
Slovenia	*177*	177	0	*177*
Spain	*556*	546	10	*556*
Sweden				
United Kingdom	*1,080*	0	1,080	*1,069*"

Intesa Sanpaolo: clarification over the Group passing the EU-wide stress test

On 23rd July, 2010, Intesa Sanpaolo published a press release, the full text of which is set out below:

"*The Intesa Sanpaolo Group passed the stress test carried out by the CEBS on the 91 major European banking groups. Under a what-if adverse scenario with an additional sovereign shock, the Group would register a Tier 1 ratio of 8.2% at year-end 2011 compared to the 8.3% ratio of year-end 2009 and the minimum level of 6% required for the purposes of this stress test, with a buffer of approximately 8.5 billion euro of Tier 1 capital against the threshold of the minimum capital adequacy ratio required for the purposes of this exercise.*

Under a what-if adverse scenario with an additional sovereign shock, the Core Tier 1 ratio would stand at 7.1% at year-end 2011, the same level as at year-end 2009.

That result does not imply any implementation of contingency actions on costs (in particular, a level of capital budget investment exceeding 1.5 billion euro is being maintained) nor does it take into account the expected benefit of more than 150 basis points from possible capital management actions on non-core assets (e.g. partial or full disposals, partnerships, listings) just reckoning the net benefit of about 40 basis points from the Group's capital management actions and acquisitions either finalised or in their finalisation stage after 31 December 2009.

Furthermore, that result has been achieved in spite of a write-down of sovereign bonds held for trading based on assumptions (haircut provided by supervisory authorities) of losses on securities with a residual life of 5 years, whereas the Group's portfolio of government bonds held for trading has an average residual life of just around one year, as the annex shows.

That result stems from the course of action that the Intesa Sanpaolo Group has continued to implement since its foundation aimed at achieving sustainable profitability driven by strategic decisions concerning not only revenues and costs but also liquidity, capital solidity and a low risk profile.

The what-if stress exercise (under the adverse scenario with an additional sovereign shock) showed, in fact, that the Intesa Sanpaolo Group is able to preserve its sustainable profitability generating resources of 17.8 billion euro for the 2010-2011 period thus broadly absorbing losses of overall 14.3 billion euro envisaged in the stress test due to loan adjustments, impairment on AFS equity instruments and trading losses.

Self-financing under the stress scenario (adverse scenario with an additional sovereign shock) assumes a dividend pay-out of a total amount of approximately 1.3 billion euro for the years 2010 and 2011, consistent with capital ratios exceeding 7% for the Core Tier 1 ratio and 8% for the Tier 1 ratio within a stress scenario. Under the benchmark scenario, which brings the Core Tier 1 ratio to 8.5% and the Tier 1 ratio to 9.8% at year-end 2011, self-financing assumes a dividend pay-out of a total amount of approximately 2 billion euro for the years 2010 and 2011, in line with both the approximately one billion euro pay-out in 2010 for year 2009 and the calculation of capital ratios as at 31 March 2010 which had taken into account the dividend accrued in the first quarter of the year assuming the quarterly quota of the amount paid for year 2009.

Under the what-if stress scenario (adverse scenario with an additional sovereign shock) the Core Tier 1 ratio stands at 7.1% at year-end 2011, the same level as at year-end 2009 as a result of on one hand a net negative impact of about 40 basis points following the what-if stress scenario and on the other of a net positive impact of equal size generated by the Group's capital management actions and acquisitions either finalised or in their finalisation stage after 31 December 2009 detailed below:

- *sale of the securities services business to State Street Corporation, finalised on 22 June 2010 (positive impact of 37 basis points on the Core Tier 1 ratio),*

- *purchase of 50 branches from Banca Monte dei Paschi di Siena, finalised on 11 June 2010 (negative impact of 9 basis points on the Core Tier 1 ratio),*

- *sale of Cassa di Risparmio della Spezia and 96 branches to the Crédit Agricole group, in the finalisation stage (expected positive impact of about 20 basis points on the Core Tier 1 ratio),*

- *purchase of 50% of Intesa Vita from the Generali group, in the finalisation stage (expected negative impact of 7 basis points on the Core Tier 1 ratio).*

STRESS-TEST RESULTS (ADVERSE SCENARIO WITH AN ADDITIONAL SOVEREIGN SHOCK) FOR THE INTESA SANPAOLO GROUP

31 December 2009	***€bn***	***% RWA***
Core Tier 1 Capital	*25.7*	*7.1*
Tier 1 Capital	*30.2*	*8.3*
Total Regulatory Capital	*42.8*	*11.8*
Risk-Weighted Assets	*361.8*	

Cumulated impacts from stress test on 2010-2011 P&L	***€bn***
Total losses envisaged	***14.3***
Of which: Impairment on the banking book	*11.8*
Of which: Net adjustments on loans	10.7
Impairment on AFS equity instruments	1.1
Trading Losses	*2.5*
Loss-absorbing resources from recurring operations	***17.8***

Post-stress results	***€bn***	***% RWA***
Core Tier 1	*26.6*	*7.1*
Tier 1 Capital	*31.1*	*8.2*
Total Regulatory Capital	*40.6*	*10.8*
Risk-Weighted Assets	*377.5*	

Intesa Sanpaolo Group's portfolio of government bonds held for trading

Country	***2010-2011 cumulated haircut provided by supervisors assuming a residual life of 5 years***	***Group's gross exposure (euro m)***	***Actual residual life for the Group (years)***
Austria	*5.6%*	*51*	*6.59*
Belgium	*6.9%*	*40*	*6.22*
Bulgaria	*11.8%*		
Cyprus	*6.7%*		
Czech Republic	*11.4%*		
Denmark	*5.2%*		
Estonia	*11.8%*		
Finland	*6.1%*		
France	*6.0%*	*389*	*2.08*
Germany	*4.7%*	*194*	*3.92*
Greece	*23.1%*	*292*	*2.67*
Hungary	*11.8%*	*122*	*2.45*
Iceland	*11.8%*		
Ireland	*12.8%*		
Italy	*7.4%*	*22,560*	*1.09*
Latvia	*11.8%*		
Liechtenstein	*11.8%*		
Lithuania	*11.8%*		
Luxembourg	*7.6%*		
Malta	*6.4%*		
Netherlands	*5.2%*		
Norway	*5.7%*		
Poland	*12.3%*		
Portugal	*14.1%*		
Romania	*11.8%*		
Slovakia	*5.0%*	*82*	*3.44*
Slovenia	*4.2%*		
Spain	*12.0%*	*10*	*5.75*
Sweden	*6.7%*		
United Kingdom	*10.7%*	*1,080*	*0.18*"