

# IMPORTANT NOTICE

**The Depository Trust Company**



**B#:** 7068-10  
**Date:** August 10, 2010  
**To:** All Participants  
**Category:** Dividends  
**From:** Settlements  
**Attention:** Operations, Reorg & Dividend Managers, Partners & Cashiers  
**Subject:** TaxRelief - Country: Italy  
Intesa Sanpaolo S.p.A CUSIP: 46115HAA5

**Settlement Date Reporting and Self-Certification Begins: 08/12/2010**

Record Date: 01/30/2011 Payable Date: 02/14/2011

EDS Opens on: 01/31/2011 EDS Cut-Off Date: 02/11/2011

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or TaxRelief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable withholding tax rate.

Questions regarding this Important Notice may be directed to Acupay.

**\*\*\*Please read this Important Notice fully to insure that the self-certification document is sent to the agent by the indicated deadline\*\*\***

**Important Legal Information:** *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

*To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

Non-Confidential

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Intesa Sanpaolo S.p.A. (as issuer), Citibank, N.A. London Branch, (as receipt issuer), and Acupay System LLC (as tax certification agent) are distributing this notice with regard to the below described receipts representing the issuer’s notes (the “notes”). The notes are subject to Italian substitute tax, from which all U.S. tax resident beneficial owners which maintain no permanent establishment in Italy are exempt, subject to certain procedural conditions. The issuer has arranged with Acupay and Monte Titoli S.p.A. to provide an automated tax processing platform to assist U.S. beneficial owners (and other eligible investors) to receive exempt treatment. This notice describes the operation of the tax processing platform.

## Intesa Sanpaolo S.p.A.

### Issuer:

*By Citibank N.A., London Branch, as Depositary/Issuer for the Rule 144A Global Receipts*

<b>Security Type:</b>	Notes
<b>CUSIP / ISIN:</b>	46115HAA5 / US46115HAA59 (“GROSS” CUSIP / ISIN)
<b>Country Tax Regime:</b>	Italy (Legislative Decree 239/1996)
<b>Next Record Date:</b>	January 30, 2011 (Sun)
<b>Next Payment Date:</b>	February 14, 2011 (Mon)
<b>Interest Rate:</b>	3.625%
<b>Tax Rates:</b>	0% (exempt) <u>with</u> certification and procedural compliance 12.5% <u>without</u> certification and compliance

<b>Tax Relief Requirements</b>	<b>1:</b>	<b>Per-Settlement Reporting:</b> Participants must report to Acupay all daily beneficial owner changes.	
		<b>Acupay Opens:</b> August 12, 2010 9:00 AM (Thu)	<b>Acupay System remains available <u>continuously</u></b>
	<b>2:</b>	<b>One-Time Italian Self-Certification Form With Custodian’s Confirmation:</b> Valid indefinitely for each beneficial owner listed, but must be signed by a representative at the custodian bank or beneficial owner upon the first purchase of the notes, and contemporaneously transmitted via the Acupay System.	
		<b>Acupay Opens:</b> August 12, 2010 9:00 AM (Thu)	<b>Acupay System remains available <u>continuously</u></b>
	<b>3:</b>	<b>EDS/Tax Relief Payment-Date Elections:</b> Prior to each interest payment date, reflecting properly certified positions as of close of business on the night before interest payment date.	
		<b>Acupay Opens:</b> August 12, 2010 9:00 AM (Thu)	<b>Acupay Cut-off:</b> February 11, 2011 8:00 PM (Fri)
	<b>EDS Opens:</b> January 31, 2011 9:00 AM (Mon)	<b>EDS Cut-off:</b> February 11, 2011 8:00 PM (Fri)	

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## Synopsis:

- Pursuant to Italian Legislative Decree n. 239 dated April 1, 1996, income (including interest) derived from the notes by a non-Italian beneficial owner resident for tax purposes in a country which allows for a satisfactory exchange of information with Italy (the “White List” – see **Annex A** below) **will not** be subject to 12.5% Italian substitute tax **unless** the beneficial owner and/or its DTC participant fails to comply with the relevant tax residency certification and position reporting procedures as described below.
  - **Beneficial owners** or their **authorized representatives** (including DTC Participants) must sign a **ONE-TIME Self-certification form**<sup>1</sup> contemporaneously with their first purchase of any of the notes.
  - Each **self-certification form will be kept on file for 10+ years in the Acupay CORE<sup>2</sup> Library**<sup>TM</sup> where its image can be viewed by the relevant DTC Participant and the local withholding agent through an Acupay System secure portal. Forms can be updated to reflect changes to client information.
  - If all of the procedures laid out in this notice (and the related offering memo) are followed properly, a signed and confirmed self-certification form will be able to support **ongoing exemption** from Italian substitute tax **on both current and future purchases of the notes**, as well as notes issued by **other Italian companies**, and notes issued by **Belgian companies**.<sup>3</sup>
  - To receive exempt treatment for its beneficial owner clients each DTC Participant is required to:
    - Provide and continually update, via the Acupay System, a complete and accurate record of the settlement of each transaction resulting in a change to the beneficial owner’s holdings in the notes; and
    - Ensure that a valid self-certification form for each such beneficial owner is on file with Acupay.
- If **either** of these two conditions is not met, the **corresponding position in the notes**, after a three-day warning and cure period, will be subject to a **mandatory exchange procedure into an alternate “NET” paying CUSIP**. Interest on such exchanged position will be paid **NET of 12.5% Italian substitute tax for the entire interest accrual period** and the position will be **chilled in DTC and unable to be transferred via DTC until the next interest payment date**, as more fully described in the offering memorandum.
- The **offering memorandum** for the notes, and other documentation, are available at [www.acupay.com/Intesa](http://www.acupay.com/Intesa).

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**1** The terms of the notes require Acupay, on the behalf of Monte Titoli S.p.A. to obtain from each beneficial owner a certification of its eligibility to receive interest payments free from Italian substitute tax. This certification must be confirmed by the beneficial owner’s custodial intermediary (such as its DTC participant) using “Know Your Customer” principles.

**2** Certificate of Residence Eligible (CORE)

**3** For Italian and Belgian debt securities for which tax relief services are delivered via the Acupay System.

## Tax Certification Procedure: Continuing Settlement Date “Position Updates”

1) To receive exempt treatment with respect to its position in the “GROSS” CUSIP, the relevant DTC participant, must follow the steps below:

- A. On or prior to 9:45 a.m. New York time on the first business day after each settlement date of each and every transaction that results in either a positive or a negative change in the beneficial holdings at the Participant in the CUSIP (either for a customer account, or the firm’s own position), **each relevant DTC participant must transmit a report of each settled transaction** through the Acupay System. Settlement reports must be submitted for all transaction types, including buys, sells, free-deliveries and free-receives.
- B. The Acupay System will **indicate in real-time whether or not an existing self-certification form is already on-file in the Acupay CORE Library™** for each beneficial owner whose position is being increased. [DTC participants are able to view self-certification forms currently on file for their clients through their Acupay System account.](#)
- C. If, on submission of new transaction settlement data, the Acupay System indicates that one or more related beneficial owners do not already have a valid self-certification form on file, **the system will support the electronic production of a self-certification form** for the relevant beneficial owners, including an Official Acupay transmittal and confirmation document.
  - i. Self-certification forms and related transmittal and confirmation documents must be prepared online through the facilities of Acupay ([www.acupaysystem.com](http://www.acupaysystem.com) for DTC participants) and must contain an official Acupay bar code.
  - ii. Once prepared via the Acupay System, self-certification forms and related confirmations should be printed, reviewed and (if accurate and correct) signed by the DTC Participant (or its downstream correspondent custodian) acting on the behalf of each beneficial owner.<sup>4</sup>
  - iii. [The Acupay System operates using a form of artificial intelligence. It automatically generates relevant certification text for each type of beneficial investor, including for partnerships and other tax transparent entities.](#)<sup>5</sup> Instructions and help-keys are available within the Acupay System. “Human” assistance is also available free-of-charge from the Acupay teams in New York and London. They can be contacted via email or telephone at the contact details provided at the end of this notice.

**NOTE: Self-certification forms will remain valid indefinitely for all Italian or Belgian notes in which the beneficial owner may acquire a beneficial ownership interest<sup>6</sup>. However, prompt updates must be made should the investor’s information change.**

- D. **Alternatively**, the DTC participant can send to its client a link to the Acupay Italian self-Certification Wizard ([www.acupay.com/Italy](http://www.acupay.com/Italy)). This will permit the client to produce its own self-certification form. If this technique is employed, the client must print out the form, sign it and fax it, or email it, directly into the Acupay System. Generally, upon several minutes of receipt, the Acupay System will transmit electronic Acupay Alerts to the relevant DTC Participant signaling that the purported client has

<sup>4</sup> It is required that every self-certification be confirmed by a custodial intermediary using “Know Your Customer” principles.

<sup>5</sup> There will be no need to supply information about partners of most investment partnerships, so long as the partnerships were not originally created for the purpose of principally targeting Italian resident investors.

<sup>6</sup> Similar certification forms exist for both Belgium and Italy. Acupay operates a multi-national CORE Library, facilitating hassle- free cross border investments by world class investors.

submitted a self-certification form. The DTC participant is prompted to review the self-certification form and, if correct, sign a bar-coded Acupay transmittal and confirmation form. All forms are prepared electronically via the Acupay System.

- E. **Transmit via fax or PDF / email via the Acupay System** (to the email address or fax numbers indicated in the Acupay System) the completed and signed **self-certification form** (accompanied by the Acupay Transmittal and Confirmation Document) **for receipt no later than 9:45 a.m. New York time on the first New York business day after the settlement date of a beneficial owner's first purchase of any notes.**
- F. **Send via post or courier** to Acupay each original, signed self-certification form and related transmittal and confirmation documents that were previously faxed or emailed. The original paper, signed documents MUST be received by Acupay by no later than 5:00 pm London time on the 10th calendar day of the month following the month when the related "first purchase" of notes occurs (or if such day is not a London business day, the first London business day immediately preceding such day) at the following address:

**Acupay System LLC**  
Attn: Maria Corona  
28 Throgmorton St - First Floor  
London EC2N 2AN  
United Kingdom

**NOTE: A DTC participant that obtains exemption from Italian substitute tax and fails to provide to Acupay the original self-certification form and related Transmittal and Confirmation Documents by the above indicated deadline may be prohibited from using the DTC Elective Dividend Service / Tax Relief and related procedures to obtain favorable tax treatment for current and future interest payments on all of the notes (including receipts for notes) held through such DTC participant. In such event, the DTC participant would receive the interest payments on the entire position held on behalf of all beneficial owner clients net of Italian substitute tax (currently 12.5%) and relief would need to be obtained directly from the Italian tax authorities, in accordance with Italian law.**

- 2) **If the beneficial owner or its DTC participant fail to comply with the above procedures, the related position will be subject to a MANDATORY EXCHANGE into an alternate Net Paying CUSIP which will be paid net of 12.5% Italian substitute tax and chilled from transfer via DTC.** Both the transfer chill and the unfavorable tax rate will continue to be applied until the next interest payment date, at a minimum, as described in the offering memorandum. The 12.5% tax will be assessed for the entire 6-month accrual period, irrespective of how long the beneficial owner has owned the security during such period.
  - A. A DTC participant holding a note or receipt position for which a MANDATORY EXCHANGE is required would receive a *Mandatory Exchange Notice* from Citibank, N.A. London Branch (as "receipt issuer") instructing such participant to perform a DWAC of the indicated gross paying position to the receipt issuer, which would replace the subject position for a like position in the alternate net paying CUSIP.
  - B. A DTC participant that was the subject of a *Mandatory Exchange Notice* and failed to complete the required DWACs may be prohibited from using DTC EDS / Tax Relief and associated procedures to obtain favorable tax treatment for current and future interest payments on all Intesa notes held through such DTC participant.

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## Tax Certification Procedure: Payment-Date Processing via DTC EDS/Tax Relief

Participants holding positions on behalf of beneficial owners for whom confirmed self-certification forms are on file must make corresponding DTC EDS/Tax Relief elections requesting the favorable (exempt) tax rate on behalf of the aggregate position of such beneficial owners prior to each interest payment date in order to receive interest free of 12.5% Italian substitute tax.

### Procedure / Steps:

Beginning on the first New York business day following each record date and continuing until 8:00 p.m. New York time, on the New York business day immediately preceding each interest payment date, DTC participants must make EDS/Tax Relief elections representing the portion of the notes held on behalf of properly self-certified beneficial owners whose note holdings and related trade settlements have been reported via the Acupay System, in accordance with the steps laid out below:

- **All EDS elections for favorable tax treatment MUST be supported with valid and custodian-confirmed self-certification forms which are already on file with Acupay by the time the EDS election is made.**
- **DTC participants must ensure** that EDS elections entered into DTC, beneficial owner holdings data, and self-certification forms reported and maintained via the Acupay System, **are synchronized and updated** to reflect any changes to beneficial ownership or DTC positions occurring **up to 8:00 p.m. New York time on the night before each interest payment date.**
- If at 9:45 a.m. New York time on the interest payment date there are **any inconsistencies** between the participant's beneficial owner information and self-certification forms supplied and confirmed via Acupay, such participant's EDS elections, and its position at DTC, the participant will be paid **net of 12.5% Italian substitute taxes** on its **entire position** held at DTC.
- DTC participants whose Acupay certifications and EDS elections are out of alignment on the morning of interest payment date may ask DTC to manually modify their EDS elections to bring them into alignment by sending a **Manual EDS Election** via email to [Internationaltax@dtcc.com](mailto:Internationaltax@dtcc.com) specifying **(i)** the DTC account, **(ii)** the total position in the CUSIP, **(iii)** the requested FAVORABLE election and **(iv)** the requested UNFAVORABLE election, **NO LATER THAN 9:45 A.M. NEW YORK TIME** on the interest payment date, with a copy to [ateam@acupay.com](mailto:ateam@acupay.com). The Acupay System will **remain accessible** to DTC participants to make any necessary updates of beneficial owner information or self-certification forms through 9:45 a.m. New York time on the interest payment date.

**NOTE: Participants using these DTC EDS / Tax Relief procedures via Acupay and Monte Titoli to obtain tax relief for themselves or their clients must agree that:**

The Participant will immediately return to the Italian withholding agent (Monte Titoli S.p.A., as Note Depository and Italian Second Level Bank), any funds erroneously received as a result of an improper EDS election or an improper request for tax exemption, or through a fraudulent confirmation of one or more self-certification forms submitted by the Participant via the Acupay System in support of such requests or elections. In addition, the Participant agrees to pay any interest, fines, FX losses, additions to tax or penalties thereon.

As a condition of requesting tax exemption through these procedures, the Participant agrees that Monte Titoli S.p.A. (or Citibank, as Receipt Issuer, on Monte Titoli's behalf) may instruct DTC to effect a chargeback arising from the Participant's receipt of funds which results from an improper EDS election or an improper request for tax exemption, or from a fraudulent confirmation of one or more self-certification forms submitted by the Participant via the Acupay System. DTC is authorized by the Participant to effect such chargeback and the Participant agrees to such debit of its account to satisfy such chargeback.

## Direct refunds from the Italian Tax Authorities:

Beneficial owners entitled to exemption from Italian substitute tax who have not (through their actions, or the actions of their agents) timely followed the tax certification procedure as described herein, and therefore have been subject to the imposition and collection of Italian substitute tax, may request a full refund of the amount that has been collected directly from the Italian tax authorities.

Beneficial owners have up to the time period allowed pursuant to Italian law (currently, a maximum of 48 months as of the relevant interest payment date) to claim the amount withheld and paid to the Italian Treasury by filing with the Italian tax authorities (i) the relevant Italian tax form, (ii) proof of beneficial ownership and related withholding of Italian substitute tax and (iii) a Government Tax Residency Certificate. Beneficial owners should consult their tax advisors on the procedures required under Italian tax law to recoup the substitute tax in these circumstances.

Investors with questions about obtaining a direct refund should contact the Acupay team.

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## No Tax Relief Processing Fees:

**No** tax relief processing fees will be charged by Acupay to beneficial owners or custodians / intermediaries for the tax relief procedures described on pages 1 to 6 of this document.

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## Further Information and Contacts:

Questions regarding any aspect of the Intesa notes or these procedures should be directed to **Amanda Milito** in New York at +1-212-422-1222 / [amilito@acupay.com](mailto:amilito@acupay.com) or **Maria Corona** in London at +44-207-382-0340 / [mcorona@acupay.com](mailto:mcorona@acupay.com).

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## Annex A

### “White List” Countries

The below list indicates the countries which allow an exchange of information, in accordance with article 6, paragraph 1, of the Legislative Decree n. 239/96 as amended by Decree-Law n. 269/2003 (“White List”), as of the date of this Notice. Updated information on the White List can be found at [www.acupay.com/Italy](http://www.acupay.com/Italy).

Albania	Egypt	Malta	South Korea
Algeria	Estonia	Mauritius	Spain
Argentina	Finland	Mexico	Sri Lanka
Australia	France	Morocco	Sweden
Austria	Germany	Netherlands	Tanzania
Bangladesh	Greece	New Zealand	Thailand
Belarus	Hungary	Norway	Trinidad and Tobago
Belgium	India	Pakistan	Tunisia
Brazil	Indonesia	Philippines	Turkey
Bulgaria	Ireland	Poland	Ukraine
Canada	Israel	Portugal	United Arab Emirates
China	Japan	Romania	United Kingdom
Cote d’Ivoire	Kazakhstan	Russian Federation	United States
Croatia	Kuwait	Singapore	Venezuela
Czech Republic	Lithuania	Slovak Republic	Vietnam
Denmark	Luxembourg	Slovenia	Zambia
Ecuador	Macedonia	South Africa	

## Annex B

### Online Resources

**Acupay System for DTC participants and downstream correspondents to undertake all of the steps described in this notice.**

[www.acupaysystem.com](http://www.acupaysystem.com)

**The Offering Memo for the Intesa Notes including the complete text of the Acupay Italian Tax Compliance and Relief Procedures.**

[www.acupay.com/Intesa](http://www.acupay.com/Intesa)

**The current Italian “White List”, as synchronized daily to the website of the Italian Tax Agency. And, a Self-Certification Wizard which can be provided to beneficial owners.**

[www.acupay.com/Italy](http://www.acupay.com/Italy)