



Banca Intesa

CONVOCAZIONE NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING

Shareholders are summoned for the Ordinary Shareholders' Meeting which will be held at the "Fondazione Cariplo" Congress Centre, in Via Romagnosi, 6, in Milano, on 19th April 2006 at 5.00 p.m. on first call and, if necessary, on second call, in the same place, on 20th April 2006 at 10.00 a.m. to debate upon the following

AGENDA OF THE MEETING

1. Appointment of Directors, after the definition of their number and compensation.
2. Presentation of Banca Intesa's financial statements relative to the year ended 31st December 2005, of the Board of Directors report on operations and of the Board of Statutory Auditors report, related and consequent resolutions.
3. Purchase and consequent free assignment to employees of own shares pursuant to Articles 2357, 2357-ter of the Italian Civil Code as well as Art. 132 of Legislative Decree 58 of 24th February 1998.
4. Appointment of the auditing firm for the 2006/2011 period, as provided for by Art. 159 of Legislative Decree 58 of 24th February 1998 as modified by Art. 18 of Law 262 of 28th December 2005.

Pursuant to Art. 9 of the Articles of Association, in order to take part in the General Meeting, Shareholders must prove that they are eligible to do so in compliance with regulations in force; the communications of the intermediary which released the required participation certificates must reach the Company within the two days prior to the Shareholders' Meeting.

Within 31st March 2006 the Parent Company's financial statements and the consolidated financial statements will be available for the general public at the Company's Registered office and at Borsa Italiana S.p.A. (the Italian Stock Exchange).

The documentation provided for by Art. 2429, par. 3, of the Italian Civil Code, and the consolidated financial statements will be deposited at Company's Registered office, according to the terms set forth by the law.

The additional documentation will be available for the general public at the Company's Registered office and at Borsa Italiana S.p.A. (the Italian Stock Exchange) according to the terms set forth by the law.

Banca Intesa's consolidated financial statements and the Parent Company's financial statements and the related reports as well as the reports on the other topics in the agenda of the meeting will be also available on the Company's web site at the address www.bancaintesa.it. For any information with regard to the Shareholders' Meeting please contact Investor relations at +39 02 879.43571, on business days from 8.30 a.m. to 5.00 p.m.