



CONVOCAZIONE NOTICE OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders are summoned for the Ordinary and Extraordinary Shareholders' Meeting to be held in the "Cariplo" Congress Centre, via Romagnosi 6, Milano, on 16th December 2002 at 6:00 p.m. on first call and, if necessary, on second call on 17th December 2002 at 10:00 a.m., same place, to debate upon the following

AGENDA OF THE MEETING

Ordinary agenda

1. Appointment of Directors, subsequent to the determination of their number.
2. Revocation of the resolution made by the Shareholders' Meeting held on 1st March 2001 with regard to the terms and conditions of sale of the own shares purchased following the exercise of the Warrants Put Intesa-Bci. New authorisation for the means of use of the aforementioned own shares.

Extraordinary agenda

1. Approval of the project for the merger of Finreme Sim Spa, BIL Servizi Finanziari Spa and Immobiliare MARAM Srl in IntesaBci Spa by annulment - without substitution - of the whole share capital of the merged companies held by the Parent Company; related and consequent resolutions.
2. Amendment of Art. 1 (Company name) and formal adjustments to Articles 4 (Corporate purpose and activities) and 23 (Statutory Auditors) of the Articles of Association; related and consequent resolutions.
3. Revocation of the resolution made by the Shareholders' Meeting held on 1st March 2001 regarding the power delegated to the Board of Directors to increase share capital up to a maximum amount of 29,954,500.16 euro. Proposal for the attribution to the Board of Directors of the power to increase share capital, pursuant to Art. 2443 of the Italian Civil Code, with the exclusion of pre-emptive rights for existing shareholders pursuant to Art. 2441, par. 8 of the Italian Civil Code, one or more times, within a five-year period, for a maximum amount of 52,000,000.00 euro, through the issue of a maximum of 100,000,000 ordinary shares of nominal value 0.52 euro each, to be offered for subscription to employees of the Company or of subsidiary companies subject to the latter's control; consequent change of Art. 5 (Share capital) of the Articles of Association; related and consequent resolutions.

Shareholders have the right to intervene at the Meeting provided that they are in possession of required participation certificates issued by an authorised intermediary according to current regulations.

The documentation related to the agenda of the meeting provided for by current regulations will be available for the general public at the Company's Registered office and at Borsa Italiana Spa according to the terms set forth by the law. Shareholders have the right to obtain a copy of such documentation.

Milano, 19th November 2002