



Banca Intesa

PARENT COMPANY'S FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS

Banca Intesa notifies that its Ordinary Shareholders' Meeting held on 15th April 2004 approved the financial statements as at 31st December 2003 and therefore as of today the documentation provided for by Art. 77 of Consob resolution 11971/99 and its amendments is available at the Company's Registered office in Milano - Piazza Ferrari 10 and at Borsa Italiana s.p.a. (the Italian Stock Exchange), including the consolidated financial statements and excluding the minutes of the above-mentioned Shareholders' Meeting which will be available according to the terms set forth by the law.

PAYMENT OF DIVIDENDS

Banca Intesa communicates that in accordance with the resolutions of the Ordinary Shareholders' Meeting of 15th April 2004, gross dividends related to the 2003 financial statements are of:

- 4.9 euro cents to ordinary shares
- 6 euro cents to saving shares

and will be paid starting from **Thursday 22nd April 2004** (with presentation of **coupon no.26** on 19th April 2004 for both categories of shares) – gross or net of the 12.5% withholding tax, on the basis of the qualification of shareholder – by authorized intermediaries.

According to the new fiscal rules recently put in force, shareholders are entitled to full tax credit on dividends of 51.51% provided that their period of taxation does not coincide with the solar year and they cash in the dividend by the end of the fiscal period under way as at 1st January 2004.

ASSIGNMENT OF TREASURY SHARES

Moreover, Banca Intesa informs that said Shareholders' Meeting resolved upon the free assignment to shareholders of 318,486,977 Banca Intesa ordinary shares owned by the Company itself at the ratio of **two ordinary shares for every 41 ordinary shares and/or unconvertible saving shares held**.

Said free shares, having a nominal value of 52 euro cents and starting to accrue rights as at 1st January 2004 (coupon no.27), are to be considered, pursuant to the new fiscal regulation, as **profit in kind** subject to the same taxation as that of the above-mentioned cash dividends and will be assigned after presentation of **coupon no.25** on April 19th 2004 for both categories of shares held.

In order to determine the tax on the above-mentioned profit the "normal value" will be attributed to the free shares as communicated to the market through Borsa Italiana s.p.a. on 20th April 2004.

The securities processing will be automatically carried out with Monte Titoli and the free shares will be available to the shareholders **as of 22nd April 2004** on initiative of intermediaries who will also be in charge of crediting any cash equivalent of fractional shares.

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The holders of shares not yet in a dematerialized form must previously consign them to an authorized intermediary for their entry into the dematerialized centralized administration system, pursuant to Art.51 of Consob resolution 11768 dated 23rd December 1998.

Banca Intesa s.p.a. Registered office Piazza Paolo Ferrari, 10 Milano Italy Registration Number on the Milano Company Register and Fiscal Code 00799960158 Share capital 3,561,062,849.24 euro fully paid-in Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund, included in the National Register of Banks No. 5361 and Parent Company of "Gruppo Intesa", included in the National Register of Banking Groups.