



# Banca Intesa

## CONVOCAZIONE NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING

Shareholders are summoned for the Ordinary Shareholders' Meeting which will be held, on 13th April 2005 at 6.00 p.m. on first call and, if necessary, **on second call, on 14th April 2005 at 10.00 a.m. at Associazione Industriale Lombarda, in via Pantano, 9 in Milano**, to debate upon the following

### AGENDA OF THE MEETING

1. Presentation of Banca Intesa's financial statements relative to the year ended 31st December 2004, of the Board of Directors report on operations and of the Board of Statutory Auditors report; as well as the financial statements as at 31st December 2004 of the company Intesa Sistemi e Servizi S.p.A. merged in Banca Intesa with effect with regard to third parties as of 1st January 2005. Related and consequent resolutions.
2. Appointment of Directors.
3. Appointment of the Board of Statutory Auditors and of its Chairman for the years 2005-2006-2007; determination of related compensation.

It must be noted that, pursuant to Art. 23 of the Articles of Association, Shareholders which individually or collectively represent at least 1% of ordinary share capital may submit a list of candidates for the office of Statutory Auditor by depositing the list at the Company's Registered office at least ten days prior to 13th April 2005, the day of the first call of the Shareholders' Meeting, together with a copy of the participation certificates for the General Shareholders' Meeting, the declarations of acceptance of the candidature, that no ineligibility exceptions apply and that the candidates meet the professional and reputation requirements provided for by regulations in force and by the aforementioned Art. 23 of the Articles of Association.

Shareholders who intend to present a list are kindly requested to provide information with regard to the personal and professional characteristics of each candidate.

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 2005 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.

Milano, 7th March 2005.

The Chairman of the Board of Directors  
(Giovanni Bazoli)

*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](http://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.*