



Special Meeting
of
Saving Shares Holders of
Banca Intesa S.p.A.

16th - 19th - 20th December 2005

Report of the Board of Directors

Banca Intesa s.p.a.
Registered office Piazza Paolo Ferrari, 10 20121 Milano Italy Share Capital €3,596,249,720.96 fully paid-in
Registration Number on the Milano Company Register and Fiscal Code 00799960158
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.

CONVOCATION NOTICE OF THE MEETING OF SAVING SHARES HOLDERS

Saving shares holders are summoned for the Special Meeting to be held in “Sala Guicciardi”, via Monte di Pietà n. 8, Milano, on 16th December 2005 at 5:00 p.m. on first call and, if necessary, on second call on 19th December 2005 at 5:00 p.m. and on third call on 20th December 2005 at 2:30 p.m., same place, to debate upon the following

AGENDA OF THE MEETING

- Appointment of the Common Representative of saving shares holders and resolution upon relevant compensation.

Pursuant to the Articles of Association, in order to take part in the Special Meeting, saving shares holders 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 Meeting.

During the fifteen days preceding the meeting documentation relative to the agenda of the meeting will be deposited at the Company’s Registered office and at Borsa Italiana SpA.

Shareholders have the faculty to obtain a copy of such documentation.

Milano, 11th November 2005

The Board of Directors

REPORT OF THE BOARD OF DIRECTORS

Distinguished Saving Shares Holders,

you have been summoned for this Special Meeting to resolve upon the point on the agenda since 31st December 2005 is the expiry date of the term of office of your Common Representative, Avv. Lucia Bordone, who was appointed by the Special Meeting of 19th December 2002 for the financial years 2003-2004-2005.

We remind you that Art. 30 of the Articles of Association, in paragraphs 1 and 2, provides that:

“The Common Representative of saving shares holders is appointed for three financial years.

The compensation of the Common Representative is fixed in 10% (ten per cent) of the compensation of the Chairman of the Board of Statutory Auditors and shall be paid by the Company. The Special Meeting can resolve upon further compensation, which will be paid from the reserve set up in order to cover expenses necessary in order to safeguard common interests”.

Milano, 11th November 2005

The Board of Directors

BOARD OF DIRECTORS

<u>Chairman</u>	*	Prof. Avv. Giovanni BAZOLI
<u>Deputy Chairmen</u>	*	Prof. Giampio BRACCHI M. René CARRON
<u>Managing Director and Chief Executive Officer</u>	*	Dott. Corrado PASSERA
<u>Directors</u>		Prof. Giovanni ANCARANI Prof. Francesco ARCUCCI Cav. Lav. Dott. Benito BENEDETTI Dott. Antoine BERNHEIM M. Jean Frederic DE LEUSSE M. Gilles DE MARGERIE Dott. Alfonso DESIATA * Dott. Ariberto FASSATI * Prof. Giancarlo FORESTIERI Dott. Paolo FUMAGALLI Ing. Jorge Manuel JARDIM GONÇALVES M. Jean LAURENT Prof. Giangiacomo NARDOZZI Prof. Eugenio PAVARANI Dott. Giovanni PERISSINOTTO Dott. Mariano RIESTRA Dott. Ugo RUFFOLO Dott. Eric STRUTZ Dott. Gino TROMBI

* Members of the Executive Committee

BOARD OF STATUTORY AUDITORS

<u>Chairman</u>	Dott. Gianluca PONZELLINI
<u>Auditors</u>	Dott.ssa Rosalba CASIRAGHI Dott. Paolo Andrea COLOMBO Prof. Franco DALLA SEGA Avv. Livio TORIO
<u>Alternate Auditors</u>	Dott. Paolo GIOLLA Dott.ssa Francesca MONTI
<u>Independent Auditors</u>	RECONTA ERNST & YOUNG S.p.A.

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