



*Special Meeting*

*of*

*Saving Shares Holders*

*18th - 19th - 20th April 2006*

*Report of the Board of Directors*

Banca Intesa s.p.a.

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.

## **AGENDA OF THE SPECIAL MEETING OF SAVING SHARES HOLDERS**

- Appointment of the Common Representative of saving shares holders for 2006/2008 and resolution upon relevant compensation.

## **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 on 23<sup>rd</sup> February 2006 your Common Representative, Avv. Lucia Bordone, who was appointed by the Special Meeting of 20<sup>th</sup> December 2005 for the financial years 2006-2008, passed away.

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, 6<sup>th</sup> March 2006

The Board of Directors

## **BOARD OF DIRECTORS**

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

\* Members of the Executive Committee

## **BOARD OF STATUTORY AUDITORS**

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

*Registered office: Piazza Paolo Ferrari, 10 – 20121 Milano  
Telephone (02) 879.11 Fax (02) 8796.3638  
Internet: [www.bancaintesa.it](http://www.bancaintesa.it)*