

**Independent Auditors' Report
on the Consolidated
Financial Statements**



BANCA INTESA S.P.A.

**CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE YEAR ENDED 31 DECEMBER 2000**

**AUDITORS' REPORT
PURSUANT TO ARTICLE 156 OF LEGISLATIVE DECREE
OF FEBRUARY 24, 1998, N. 58
(TRANSLATION FROM THE ORIGINAL ITALIAN TEXT)**

AUDITORS' REPORT
pursuant to article 156 of Legislative Decree of February 24, 1998, n. 58
(Translation from the original Italian text)

To the Shareholders
of Banca Intesa S.p.A.

1. We have audited the consolidated financial statements of Banca Intesa S.p.A. as of and for the year ended 31 December 2000. These financial statements are the responsibility of the Banca Intesa S.p.A.'s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
2. Our audit was made in accordance with auditing standards and procedures recommended by CONSOB (the Italian Stock Exchange Regulatory Agency). In accordance with such standards and procedures we planned and performed our audit to obtain the information necessary in order to determine whether the consolidated financial statements are materially misstated and if such financial statements, taken as a whole, may be relied upon. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, as well as assessing the appropriateness of the accounting principles applied and the reasonableness of the estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

The financial statements of certain subsidiaries, which represent respectively approximately 49% of consolidated total assets and approximately 40% of consolidated net interest and related income have been examined by other auditors, whose reports have been furnished to us. Our opinion, insofar as it relates to the data included in the consolidated financial statements relating to these subsidiaries, is based also on the reports of the other auditors.

As indicated in the notes to the consolidated financial statements, the Company has restated the consolidated financial statements of the prior year, to give pro-forma effect to changes in the companies consolidated. The restated consolidated financial statements have not been audited. For the opinion on the consolidated financial statements of the prior year as originally stated, which are also enclosed to the consolidated financial statements, reference should be made to the auditor's report dated 24 March 2000 (11 April 2000 with reference to the information disclosed in paragraph 5 of such report) issued by other auditors.

3. In our opinion, the consolidated financial statements of Banca Intesa S.p.A. comply with the Italian regulations governing consolidated financial statements; accordingly, they clearly present and give a true and fair view of the consolidated financial position of Banca Intesa S.p.A. as of 31 December 2000, and the consolidated results of its operations for the year then ended.
4. We bring to your attention the following:
 - a) Extraordinary transactions
 - as part of the Group's rationalization programme, management has resolved to dispose certain branches and the subsidiaries Banca Carime S.p.A. and Banca di Legnano S.p.A.. These disposals will occur effectively in 2001.
 - on 1 March 2001, the Shareholders of Banca Intesa resolved to merge the subsidiary, Banca Commerciale Italiana S.p.A., into Banca Intesa effective from 1 January 2001 for accounting and tax purposes.
 - b) In estimating the tax provision for the period, the Company and certain banks of the Group have applied Law N. 461/1998 and the related Legislative Decree N. 153/1999 enacting such law related to tax benefits on bank restructurings. These benefits became the subject of formal procedures initiated by the European Commission against the Italian State to assess whether the tax relief provided by such law conforms with the type of state aid that is permitted by the laws and regulations of the European Union. As required by CONSOB in a communication dated 15 February 2001, management has indicated in the notes to the consolidated financial statements the amount of the tax benefits resulting from the application of the aforementioned law.

Milan, 30 March 2001

Reconta Ernst & Young S.p.A.
Signed by: Massimo Colli (Partner)

