

ANNEX S.5

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Listing Prospectus

Relating to the admission to listing
of

“Banca Intesa S.p.A. Warrants valid for the sale of Banca Commerciale Italiana S.p.A. ordinary or saving shares to Banca Intesa”, or, as abbreviated, “Warrant Put Intesa - BCI”

THIS LISTING PROSPECTUS WAS FILED WITH CONSOB ON SEPTEMBER 23, 1999
following CONSOB authorization 99069846 of September 23, 1999

CONSOB has neither passed upon the accuracy or adequacy
of this Listing Prospectus nor on the fairness of the proposed transaction.

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ANNEXES AND DOCUMENTATION MADE AVAILABLE FOR THE GENERAL PUBLIC

Annexes to this Listing Prospectus

- A. Regolamento «Banca Intesa S.p.A. Warrants valid for the sale of Banca Commerciale Italiana S.p.A. ordinary or saving shares to Banca Intesa», or, as abbreviated, «Warrant Put Intesa – BCI» Page 135

Documentation available at Banca Intesa's registered offices and at Borsa Italiana S.p.A.

- A. Banca Intesa's Articles of Associations
B. The Offer Document regarding the Public Exchange Offer of ordinary and saving shares of Banca Commerciale Italiana S.p.A. with ordinary shares of Banca Intesa S.p.A.

Documentation available at BCI's registered offices and at Borsa Italiana S.p.A.

- A. BCI's Articles of Associations
B. Consolidated and individual financial statements as at December 31, 1998, with the relative report on operation, Board of Statutory Auditors' report and Independent Auditors' report
C. BCI and BCI Group's half-year report