

## **OFFER DOCUMENT**

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### **TENDER OFFER**

in accordance with Art. 102 and Art. 107, first paragraph, of  
Legislative Decree No. 58/98

for ordinary and saving shares of

**BANCA COMMERCIALE ITALIANA S.p.A.**

in exchange for ordinary shares of Banca Intesa S.p.A.

Offeror:

**Banca Intesa S.p.A.**

Offeror's financial advisor:  
Goldman Sachs International

Appointed Broker responsible for co-ordinating the collection of acceptances:  
Banca Intesa S.p.A.

This Offer Document was prepared in reliance on  
CONSOB Regulation no.1971 of May 14, 1999.

September 27, 1999

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## Index

<b>A. Considerations</b>	1
<b>B. Essential elements of the Offer</b>	5
b.1 Securities subject to the Offer (BCI Shares)	5
b.2 Consideration for the Offer	5
b.3 Duration of the Offer	6
b.4 Allotment of BCI shares and fractions of Intesa Shares	6
b.5 Acceptances	6
b.6 Conditions	7
b.7 Modifications	7
b.8 Put options (Warrants)	7
b.9 Markets to which the Offer applies	7
<b>C. Parties to the transactions</b>	9
c.1 Company offering and issuing securities (Intesa Shares) in consideration for the exchange	9
c.2 Company issuing securities (BCI Shares) subject to the Offer	64
c.2 bis Pro forma aggregated balance sheet and statement of income as at June 30, 1999 for Gruppo Intesa and BCI Group	120
c.3 Intermediaries	136
<b>D. Categories and amounts of the securities to which the Offer applies and procedures for acceptance</b>	139
d.1 Categories and amounts of BCI Shares subject to the Offer	139
d.2 Percentage of share capital	139
d.3 Convertible bonds	139
d.4 Other securities	139
d.5 Authorisations	139
d.6 Procedures and terms for the acceptance	140
d.7 Communications regarding the state of the Offer	141
d.8 Markets to which the Offer applies	142

<b>E. Minimum number of acceptances and further conditions for the Public Exchange</b>	144
<b>Offer to become irrevocable</b>	
e.1 Conditions	144
e.2 Approval or non approval of the Offer pursuant to Art. 107, par. 1, letter b) of the Testo Unico	145
<b>F.1 Number of the Issuer's securities held by the Offeror, also through fiduciary companies or third party agreements, and by subsidiary companies</b>	148
f.1.1 Number and categories of the Issuer's securities held directly or indirectly by the Offeror	148
f.1.2 Repurchase agreements, pledges etc. directly or indirectly made by the Offeror on the Issuer's securities	148
f.1.3 Other commitments directly or indirectly undertaken by the Offeror on the Issuer's securities	148
<b>F.2 Number of securities held by the Offeror, also through fiduciary companies or third party agreements, and held by subsidiary companies to be exchanged in the Offer as consideration for BCI shares</b>	149
f.2.1 Number and categories of securities directly or indirectly held by the Offeror to be exchanged in the Offer in consideration of BCI shares	149
f.2.2 Repurchase agreements, pledges etc. directly or indirectly made by the Offeror on its own securities	149
f.2.3 Further commitments directly or indirectly undertaken by the Offeror on its own securities	149
<b>G. Consideration per share and its justification. Information regarding securities to be exchanged in the Offer in consideration for BCI shares</b>	150
g.1 Authorisations	150
g.2 Consideration per share	150
g.3 Comparison of the consideration with financial indicators relative to BCI shares and Intesa shares	151
g.4 Arithmetical weighted average of BCI and Intesa share price in the last twelve months	155

g.5	Values attributed to BCI shares and to Intesa shares during previous financial transactions	158
g.6	Criteria for the determination of the exchange ratio	159
g.7	Description of Intesa Shares offered as consideration for the exchange	165
g.8	Description of the rights related to Intesa Shares offered as consideration for the exchange	166
g.9	Issue regime	166
g.10	Fiscal regime	167
<b>H.1</b>	<b>Payment arrangements and guarantees of completion</b>	<b>171</b>
h.1.1	Transfer date of Intesa Shares exchanged as consideration	171
h.1.2	Basis of Intesa Shares' assignment	171
h.1.3	Guarantee of completion	171
h.1.4	Date and basis for the transfer of BCI Shares subject to the Offer and possible restitution	172
<b>H.2</b>	<b>Characteristics and basis of issue of Warrants</b>	<b>173</b>
h.2.1	Characteristics of Warrants	173
h.2.2	Basis for the issue	174
<b>I.</b>	<b>Offer background and Offeror's future plans</b>	<b>175</b>
i.1	Legal basis for the Offer	175
i.2	Offer background	175
i.3	Offeror's plans with regard to the Issuer and its Group	177
i.4	Development of Intesa's shareholders structure	180
<b>L.</b>	<b>Information on the Offeror's transactions involving the securities subject to the Offer and the securities offered in the exchange in the last two years</b>	<b>183</b>
l.1	Purchase and sale transactions of BCI shares	183
l.2	Purchase and sale transactions of Intesa shares offered in the exchange	184
<b>M.1</b>	<b>Possible agreements between the Offeror and the shareholders or directors of the Issuer of securities subject to the Offer</b>	<b>184</b>

m.1.1	Agreements between the Offeror and the shareholders or directors of BCI relevant for the Offer	184
m.1.2	Agreements between the Offeror and the BCI shareholders regarding the exercise of voting rights or the transfer of shares	184
<b>M.2</b>	<b>Agreements between the Offeror and its shareholders or directors</b>	<b>185</b>
m.2.1	Agreements between the Offeror and its shareholders relevant for the Offer	185
m.2.2	Agreements between the Offeror and Intesa shareholders regarding the exercise of voting rights or the transfer of shares	185
<b>N.</b>	<b>Payments to intermediaries</b>	<b>186</b>
<b>O.</b>	<b>Press release of the Issuer of securities subject to the Offer</b>	<b>186</b>
<b>P.</b>	<b>Duration of the Offer</b>	<b>187</b>
<b>Q.</b>	<b>Provisions for the allotment of BCI shares and fractions of Intesa Shares</b>	<b>187</b>
q.1	Provisions for the allotment of BCI shares	187
q.2	Fractions of Intesa Shares	188
<b>R.</b>	<b>Places where the general public may inspect the Offer Document</b>	<b>188</b>
<b>S.</b>	<b>Annexes</b>	<b>189</b>
s.1	Gruppo Intesa structure as at June, 30 1999	189
s.2	Form of Acceptance form (Form A)	189
s.3	Form of approval/non approval of the Offer form (Form B)	189
s.4	Press release issued by Banca Commerciale Italiana S.p.A.'s Board of Directors	189
s.5	Prospectus for the admission to Official listing of Warrants Put Intesa – BCI, with attached Regulations	189
<b>T.</b>	<b>Documents which the Offeror makes available to the general public and places where such documents can be found</b>	<b>189</b>

t.1	Documents relative to the Offeror (also as the issuer of securities issued for the exchange)	189
t.2	Documents relative to the Issuer of securities to which the Offer applies	189
	<b>Declaration of responsibility</b>	190