

Pricing Supplement dated 9 February 2005

**BANCA INTESA S.p.A.**  
**Issue of EUR 1,000,000,000 Floating Rate Notes due February 2010**  
**under the EUR 17,000,000,000 Global Medium Term Note Programme**  
**ISIN XS0212159452**

This document constitutes the Pricing Supplement relating to the issue of the Notes. Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "**Conditions**") set forth in the Offering Circular dated 28 July 2004. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular.

1.	Issuer:	Banca Intesa S.p.A.
2.	(i) Series Number:	168
	(ii) Tranche Number:	1
3.	Specified Currency or Currencies:	Euro (" <b>EUR</b> ")
4.	Aggregate Nominal Amount:	
	(i) Series:	EUR 1,000,000,000
	(ii) Tranche:	EUR 1,000,000,000
5.	(i) Issue Price:	99.761 per cent. of the Aggregate Nominal Amount.
	(ii) Net proceeds:	EUR 997,460,000
6.	Specified Denominations:	EUR 1,000 only
7.	Issue Date:	11 February 2005
8.	Maturity Date:	Interest Payment Date falling in February 2010
9.	Interest Basis:	3 months EURIBOR +0.10% Floating Rate (further particulars specified below)
10.	Redemption/Payment Basis:	Redemption at par
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable

13.	Status of the Notes:	Senior
14.	Listing:	Luxembourg
15.	Method of distribution:	Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16.	<b>Fixed Rate Note Provisions</b>	Not Applicable
17.	<b>Floating Rate Note Provisions</b>	Applicable
(i)	Specified Period(s)/Specified Interest Payment Dates:	Interest will be payable quarterly in arrear on, 11 February, 11 May, 11 August and 11 November of each year (each an " <b>Interest Payment Date</b> "), subject to adjustment in accordance with the Modified Following Business Day Convention. The first Interest Payment Date will be 11 May 2005.
(ii)	Business Day Convention:	Modified Following Business Day Convention
(iii)	Additional Business Centre(s):	Not Applicable
(iv)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(v)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Principal Paying Agent):	Not Applicable
(vi)	Screen Rate Determination:	
	- Reference Rate:	3 month EURIBOR
	- Relevant Screen Page:	Telerate page 248
	- Interest Determination Date(s):	The second Business Day on which the TARGET System is open prior to the commencement of each Interest Period.
	- Relevant Time:	11:00 a.m. Brussels time
	- Relevant Financial Centre:	Brussels
(vii)	ISDA Determination:	

	- Floating Rate Option:	Not Applicable
	- Designated Maturity:	Not Applicable
	- Reset Date:	Not Applicable
(viii)	Margin(s):	+0.10 per cent. per annum
(ix)	Minimum Rate of Interest:	Not Applicable
(x)	Maximum Rate of Interest:	Not Applicable
(xi)	Day Count Fraction:	Actual/360
(xii)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Not Applicable
18.	<b>Zero Coupon Note Provisions</b>	Not Applicable
19.	<b>Index-Linked Interest Note Provisions</b>	Not Applicable
20.	<b>Dual Currency Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
21.	<b>Call Option</b>	Not Applicable
22.	<b>Put Option</b>	Not Applicable
23.	<b>Final Redemption Amount</b>	Par
24.	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Not Applicable

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|---|---|
| 25. Form of Notes:  | <b>Bearer Notes:</b><br><br>Temporary Global Note exchangeable for interests in a Permanent Global Note which will be exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.  |
| 26. Additional Financial Centre(s) or other special provisions relating to Payment Dates:   | Not Applicable  |
| 27. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):   | No  |
| 28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable  |
| 29. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:  | Not Applicable  |
| 30. Redenomination applicable:  | Not Applicable  |
| 31. Renominalisation and reconventioning provisions:  | Not Applicable  |
| 32. Consolidation provisions:   | The provisions in Condition 20 ( <i>Further Issues</i> ) apply.   |
| 33. Other terms or special conditions:  | <b>Stabilisation:</b><br><b>In connection with the issue of the Notes, Banca Caboto s.p.a. (or any person acting for it) may over-allot or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period. However, there may be no obligation on Banca Caboto s.p.a. (or its agent) to do this. Such stabilising, if commenced, may be</b> |

**discontinued at any time, and must be brought to an end after a limited period.**

**DISTRIBUTION**

34. (i) If syndicated, names of Managers: - Banca Caboto s.p.a.  
- CALYON  
- Citigroup Global Markets Limited
- (ii) Stabilising Manager (if any): Banca Caboto s.p.a.
35. If non-syndicated, name of Dealer: Not Applicable
36. TEFRA: The D Rules are applicable
37. Additional selling restrictions: Not Applicable

**OPERATIONAL INFORMATION**

38. ISIN Code: XS0212159452
39. Common Code: 021215945
40. Any clearing system(s) other than Euroclear and CBL and the relevant identification number(s): Not Applicable
41. Delivery: Delivery against payment
42. Additional Paying Agent(s) (if any): Not Applicable

## LISTING APPLICATION

This Pricing Supplement comprises the final terms required to list the issue of Notes described herein pursuant to the EUR 17,000,000,000 Global Medium Term Note Programme of Banca Intesa S.p.A. and Intesa Bank Ireland p.l.c. guaranteed, in respect of the Notes issued by Intesa Bank Ireland p.l.c., by Banca Intesa S.p.A.

## ISSUER DETAILS

Registered Office: Piazza P. Ferrari 10  
20121 Milan  
Italy

Share Capital: EUR 3,561,062,849.24

Company Number: 5361

Corporate Object: Banking Activity

## RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement. To the best of the knowledge and belief of the Issuer, the information contained in this Pricing Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of the Issuer:

By: .....  
*Duly authorised*

For ITALIAN INVESTORS AND TO WHOM IT MAY CONCERN:

The Issuer has produced a *Foglio Informativo* pursuant to Bank of Italy regulatory provisions of 30 July 1999 and 25 July 2003 and the resolution of the Italian Interdepartmental Committee for Credit and Savings (*Comitato Interministeriale per il Credito e il Risparmio*) of 4 March 2003. Such *Foglio Informativo* is available for any purposes at the following address: Banca Intesa S.p.A., Piazza Belgioioso 1, 20121 Milan, Italy.