

**BANCA INTESA S.p.A.**

**Issue of GBP 100,000,000 Floating Rate Notes due March 2010 (the "New Notes")**

**To be consolidated and form a single series with**

**GBP 250,000,000 Floating Rate Notes due March 2010 issued by Banca Intesa S.p.A on 4 March 2005 (the "Original Notes" and together with the New Notes, the "Notes")**

**under the EUR 17,000,000,000  
Global Medium Term Note Programme**

This document constitutes the Pricing Supplement relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 28th 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:                | 172   |
|    | (ii) Tranche Number:              | 2   |
|    |                                   | The New Notes will be consolidated and form a single series with the Original Notes on or about 26 May 2005   |
| 3. | Specified Currency or Currencies: | Pound Sterling ("GBP")  |
| 4. | Aggregate Nominal Amount:         |   |
|    | (i) Series:                       | GBP 350,000,000   |
|    | (ii) Tranche:                     | GBP 100,000,000   |
| 5. | (i) Issue Price:                  | 99.953 per cent. of the Aggregate Nominal Amount plus 42 days' accrued interest from, and including, 4 March 2005 to, but excluding, the Issue Date |
|    |                                   | See the Annex (Taxation) hereto   |
|    | (ii) Net proceeds:                | GBP 100,541,432   |
| 6. | Specified Denominations:          | GBP 1,000   |
| 7. | (i) Issue Date:                   | 15 April 2005   |

(ii)	Interest Commencement Date:	4 March 2005
8.	Maturity Date:	The Interest Payment Date falling in March 2010
9.	Interest Basis:	3 month GBP LIBOR + 0.125% 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 shall be payable quarterly in arrear on 4 March, 4 June, 4 September and 4 December of each year from and including 4 June 2005 to and including 4 March 2010
(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 (further particulars specified below)
(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 GBP LIBOR
	- Relevant Screen Page:	Telerate page 3750
	- Interest Determination Date(s):	The first day of the relevant Interest Period

	- Relevant Time:	11:00 a.m. London time
	- Relevant Financial Centre:	London
(vii)	ISDA Determination:	Not Applicable
(viii)	Margin(s):	+ 0.125 per cent. per annum
(ix)	Minimum Rate of Interest:	Not Applicable
(x)	Maximum Rate of Interest:	Not Applicable
(xi)	Day Count Fraction:	Actual/365
(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:	Condition 9(k) applies
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>	GBP 1,000 per Note of GBP 1,000 Specified Denomination
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):	The Notes may be redeemed for taxation reasons at any time subject to the provisions of Condition 12(b). The Early Redemption Amount (Tax) in such case shall be determined in accordance with Condition 12(b).

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

25.	Form of Notes:	Bearer Notes:  Temporary Global Note exchangeable for a Permanent Global Note which is 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:	Not Applicable

## DISTRIBUTION

34.	(i) If syndicated, names of Managers:	Banca Caboto s.p.a. Barclays Bank PLC
	(ii) Stabilising Manager (if any):	Barclays Bank PLC
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: The New Notes will be consolidated and form a single series with the Original Notes after 40 days from the Issue Date. The New Notes will have a temporary ISIN Code (XS0216942820) and, upon consolidation as aforesaid, the Notes will have the same ISIN Code as the Original Notes (XS0213926347). Such consolidation will take place on or about 26 May 2005.
39. Common Code: The New Notes will be consolidated and form a single series with the Original Notes after 40 days from the Issue Date. The Notes will have a temporary Common Code (XS0216942820) and, upon consolidation as aforesaid, the Notes will have the same Common Code as the Original Notes (21392634). Such consolidation will take place on or about 26 May 2005.
40. CUSIP: Not Applicable
41. Any clearing system(s) other than Euroclear and CBL and the relevant identification number(s): Not Applicable
42. Delivery: Delivery against payment
43. Additional Paying Agent(s) (if any): Not Applicable

## TAXATION

Additional information on the Italian tax regime in relation to the Notes is contained in the Annex (*Taxation*) hereto, which supplements the section entitled "Taxation" beginning on page 102 of the Offering Circular.

## 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.

## 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.

## 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

Signed on behalf of the Issuer:

By: .....

Duly authorised

For ITALIAN INVESTORS AND TO WHOM IT MAY CONCERN:

The Issuer produced the "Foglio Informativo Analitico" pursuant to the Bank of Italy regulatory provision dated 30 July 1999 (as amended and supplemented from time to time) and November, 2000. Such Foglio Informativo Analitico is available for any purposes at the following address: Banca Intesa S.p.A. – Piazza Belgioioso 1, 20121 Milan, Italy.

## ANNEX

### Taxation

*This information supplements the section of the Offering Circular entitled "Taxation" beginning on page 102 of the Offering Circular.*

Pursuant to Article 11, paragraph 2 of Italian Legislative Decree No. 239 of 1 April 1996, as amended, for the purposes of calculating the amount of any deductions from payments to Noteholders for or on account of Italian substitute tax (*imposta sostitutiva*), the issue price of the Notes will be deemed to be the issue price in respect of Original Notes. Consequently, the issue price for such purposes will be deemed to be 99.933 per cent. of the aggregate nominal amount.

As more fully described in the taxation section of the Offering Circular, the above is applicable, *inter alia*, to certain Italian resident Noteholders and certain foreign beneficial owners of the Notes who are resident for tax purposes in countries which do not recognise the Italian tax authorities' right to an adequate exchange of information.