

**THE SHAREHOLDERS' MEETING APPROVES THE FINANCIAL
STATEMENTS 2001:**

0.045 euro to ordinary shares and 0.08 euro to saving shares

**CORRADO PASSERA AND ARIBERTO FASSATI
ENTER THE BOARD**

Eric Strutz confirmed Director

Renovated the Board of Statutory Auditors for the three-year period 2002/2004

Milano, 30th April 2002. IntesaBci's Ordinary Shareholders' Meeting, chaired by Giovanni Bazoli, approved the Parent Company's financial statements 2001, which closed with a **net income of 337.4 million euro**, and the distribution to shareholders of a **dividend of 0.045 euro to ordinary shares and of 0.08 euro to saving shares** payable on 23rd May 2002, with the presentation of the coupon on 20th May 2002.

The consolidated financial statements as at 31st December 2001 were also presented to the Shareholders' Meeting and registered a **consolidated net income of 928.2 million euro** down by 45% compared to the consistent figure - 1,686.2 million euro - recorded in 2000, mostly as a result of the exceptional events which occurred in the second part of the year and severely affected profitability for the year.

The Shareholders' Meeting also renovated the Board of Statutory Auditors for the three-year term 2002/2004, which is made up of Gianluca Ponzellini (*Chairman*), Francesco Paolo Beato, Paolo Andrea Colombo, Franco Dalla Sega, Bruno Rinaldi (*Auditors*), Paolo Giolla and Carlo Sarasso (*Alternate auditors*).

The Shareholders' Meeting after reducing the number of members of the Board of Directors to 24, also appointed two new Directors, Ariberto Fassati and Corrado Passera in substitution of Marco Tronchetti Provera, Jean-Luc Perron and Lino Benassi, which resigned from their post and confirmed Eric Strutz who had been nominated during the year by the Board of Directors to replace Heinz J. Hockmann. The Chairman Giovanni Bazoli anticipated that Corrado Passera will be appointed Managing Director with the powers of Chief Executive Officer and again expressed his gratitude to the resigning Directors and, in particular, to Lino Benassi, for his contribution in the integration of Banca Commerciale Italiana to the Group, auguring him further professional success in the future

The Extraordinary Shareholders' Meeting approved the merger of Comit Factoring, a wholly-owned subsidiary, in IntesaBci Spa and the amendment of Art. 23 (Statutory Auditors) of the Articles of Association, as set forth by Ministerial Decree 162 of 30th March 2000.

Corrado Passera, formerly Chief Executive Officer of Poste Italiane, is forty-seven years old. Born in Como, he graduated cum laude in Business Administration at Bocconi University and has a Master in Business Administration at Wharton School of Finance, Philadelphia. Passera arrives at the helm of IntesaBci after a five-year experience in McKinsey, entirely dedicated to the banking and insurance sector, and a decade with increasing powers and responsibilities in Cir (from 1985 to July 1990), in Mondadori (July 1990 - May 1991), in the Espresso/Repubblica group (May 1991 – September 1992) and later in the Olivetti group as Chief Executive Officer of the group and Chairman and Chief Executive Officer of the personal computer division. In July 1996, Corrado Passera was appointed Chief Executive Officer and General Manager of Banco Ambrosiano Veneto guiding its integration with Cariplo until the formation of Banca Intesa in January 1998, before being appointed Chief Executive Officer of Poste Italiane.

Ariberto Fassati, born in Milano, 56 years old, he graduated in economics at Bocconi University and is the European head and general delegate in Italy of Crédit Agricole Indosuez with direct responsibility over the investment, private banking and institutional customers areas. He joined the French group in 1977 and is also member of the Management Board of Crédit Agricole as well as director of Axa Assicurazioni and Lafarge-Adriasebina.

Eric Strutz, born in Mainz (Germany) 38 years ago. Master in business administration at Chicago University, Strutz, after being Vice-President and partner of the Boston Consulting Group in Munich, as of 2001 he is Vice-President and Head of equity investments and group strategy at Commerzbank.

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