



Banca Intesa

CONVOCAZIONE NOTICE OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders are summoned for the Ordinary and Extraordinary Shareholders' Meeting to be held in the "Cariplo" Congress Centre, via Romagnosi 6, Milano, on 15th April 2003 at 6:00 p.m. on first call and, if necessary, on second call on 16th April 2003 at 10:00 a.m., same place, to debate upon the following

AGENDA OF THE MEETING

Ordinary agenda

1. Presentation of the financial statements as of 31st December 2002, of the Board of Directors report on operations and of the Board of Statutory Auditors report, and of the financial statements as of 31st December 2002 of Finreme Sim Spa and BIL Servizi Finanziari Spa, companies merged in Banca Intesa with effects towards third parties from 1st February 2003; allocation of profits and distribution of free reserves also by means of allotment of own shares; related and consequent resolutions.
2. Appointment of the auditing company for the 2003 – 2005 three-year period, as provided for in Art. 159 of Legislative Decree 58 of 24th February 1998.

Extraordinary agenda

1. Approval of the project for the merger of IntesaBci Formazione sapa in Banca Intesa Spa by annulment, without substitution, of the entire share capital of the merged company held by the Parent Company; related and consequent resolutions.
2. Revocation of the resolution of the Shareholders' Meeting of 17th December 2002 as concerns the merger in IntesaBci Spa (now Banca Intesa Spa) of Immobiliare Maram Srl; related and consequent resolutions.

Shareholders may intervene at the Meeting provided that they present the required participation certificates issued by an intermediary authorised according to the terms set forth by current regulations.

Within 31st March 2003 the Parent Company's financial statements and the consolidated financial statements will be available for the general public at the Company's Registered office and at Borsa Italiana Spa (the Italian Stock Exchange).

The documentation provided for by Art. 2429, par. 3, of the Italian Civil Code, and the consolidated financial statements will be filed at Company's Registered office, according to the terms set forth by the law.

Further documentation related to the agenda of the meeting provided for by current regulations will be available for the general public at the Company's Registered office and at Borsa Italiana Spa according to the terms set forth by the law.

Shareholders have the right to obtain a copy of the documentation available.

Milano, 18 March 2003

The Parent Company's financial statements and the consolidated financial statements with the related reports, the project for the merger and the other reports relative to the agenda of the meeting will be also available on the Company's web site at the address: www.bancaintesa.it