



Banca Intesa

CONVOCAZIONE NOTICE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders are summoned for the Extraordinary Shareholders' Meeting on 23rd June 2004 at 6 pm on first call and, if necessary, on second call **on 24th June 2004 at 10 am** in the "Fondazione Cariplo" Congress Centre, via Romagnosi 6, Milano, to debate upon the following

AGENDA OF THE MEETING

- Change of the following articles of the Articles of Association: 2 (Registered office), 5 (Share capital), 8, 9, 10 e 11 (General Shareholders' Meetings), 14, 18 e 19 (Board of Directors), 23 (Statutory Auditors) and introduction of a new section containing Article 31 (Recess), with consequent renumbering of the Title and of the following Article (Final considerations). Related and consequent resolutions.

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

Documentation relative to the matters in 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 faculty to obtain a copy of the documentation available.

Milano, 13th May 2004

The Chairman of the Board of Directors
(Giovanni Bazoli)

Banca Intesa informs that documentation will also be available on the Company's web site at the address www.bancaintesa.it. For any information with regard to the Shareholders' Meeting please contact Investor relations at +39 02.8794.3571, on business days from 8.30 am to 5 pm.