

Banca Intesa

CONVOCATION NOTICE OF THE ORDINARY SHARFHOI DERS' MEETING

Shareholders are summoned for the Ordinary Shareholders' Meeting on 29th December 2003 at 6 pm on first call in the "Sala Porro" in Milano, via Monte di Pietà 8 and, if necessary, on second call on 13th January 2004 at 10 am in the "Cariplo" Congress Centre. via Romagnosi 6. Milano, to debate upon the following

AGENDA OF THE MEETING

- Appointment of the Board of Directors for the fiscal years 2004 -2005 - 2006, after the definition of the number of board directors: determination of the annual salary and attendance fees provided for by Art. 18 of the Articles of Association and the compensation set forth by Art. 2389 of the Italian Civil Code for the members of the Executive Committee.

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.

Milano, 13th November 2003

The Chairman of the Board of Directors (Giovanni Bazoli)

Banca Intesa s.p.a. Registered office Piazza Paolo Ferrari. 10 Milano Italy Registration Number on the Milano Company Register and Fiscal Code 00799960158 Share capital 3.561.062.849.24 euro fully paid-in Member of the National Interbank Deposit Guarantee Fund and of the National Guarantee Fund, included in the National Register of Banks No. 5361 and Parent Company of "Gruppo Intesa", included in the National Register of Banking Groups.