PROSPECTUS SUPPLEMENT

BANCA INTESA S.p.A.

(incorporated as a società per azioni in the Republic of Italy)

as Issuer and, in respect of Notes issued by Intesa Bank Ireland p.l.c., as Guarantor and

INTESA BANK IRELAND p.l.c.

(incorporated with limited liability in Ireland under registered number 217741)

€25,000,000,000
Global Medium Term Note Programme

This Prospectus Supplement ("**Supplement**") is supplemental to and must be read in conjunction with the Prospectus dated 13th October, 2005 (the "**Prospectus**") prepared by Banca Intesa S.p.A. ("**Banca Intesa**") and Intesa Bank Ireland p.l.c. (together with Banca Intesa, the "**Issuers**") in connection with their €25,000,000,000 Global Medium Term Note Programme (the "**Programme**"). Terms defined in the Prospectus have the same meaning when used in this Supplement.

Application for approval of this Supplement has been made to the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") in its capacity as competent authority pursuant to the Luxembourg Law on Prospectuses for Securities dated 10th July, 2005, which implements Directive 2003/71/EC (the "**Prospectus Directive**"). In addition, the Issuers have requested that the CSSF send a certificate of approval pursuant to Article 18 of the Prospectus Directive, together with a copy of this Supplement, to the Irish Financial Services Regulatory Authority in its capacity as competent authority in Ireland.

This Supplement has been prepared pursuant to Article 16.1 of the Prospectus Directive for the purposes of incorporating financial information of Banca Intesa as at and for the year ended 31 December 2005 together with certain other information as set out in this Supplement.

Each of the Issuers accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect the import of such information.

Copies of this Supplement will be available, together with the press release of Banca Intesa dated 28th March, 2006 incorporated by reference into this Supplement (see the section entitled "Recent Developments"), as follows:

(i) without charge from the specified offices of the Principal Paying Agent and the Paying Agents in Luxembourg and Dublin and at the registered offices of the Issuers; and

(ii) on the website of the Luxembourg Stock Exchange (*www.bourse.lu*).

Save as disclosed in this Supplement, there has been no other significant new factor and there are no material mistakes or inaccuracies relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus. To the extent that there is any inconsistency between any statement in this Supplement and any statement in or incorporated by reference into the Prospectus, the statements in this Supplement will prevail.

The date of this Supplement is 20th April, 2006.

RECENT DEVELOPMENTS

*The information set out below supplements the section of the Prospectus entitled "**Description of Banca Intesa S.p.A.**" beginning on page 97 of the Prospectus and "Appendix - Audited Consolidated Balance Sheets and Income Statements of the Banca Intesa Group" beginning on page 147.*

Board of Directors' Meeting

On 28th March, 2006, Banca Intesa issued a press release announcing, *inter alia*, details of the Banca Intesa Group's consolidated financial results as at and for the year ended 31st December, 2005. Such press release, having previously been published and having been filed with the CSSF, shall be incorporated by reference in and form part of this Supplement. The following table shows where specific items of information are contained in the press release:

Item	**Page number(s)**
Approval of 2005 annual financial statements	1-3
Annual report on corporate governance and new internal dealing	3
Sale of shareholding in tax collection companies	3
Reclassified consolidated pro forma statement of income for the year ended 31 December 2005	4
Reclassified consolidated balance sheet as at 31 December 2005	5
Reclassified consolidated statement of income for the year ended 31 December 2005	6
Reclassified non-consolidated statement of income for the year ended 31 December 2005	7
Reclassified non-consolidated balance sheet as at 31 December 2005	8

The financial information contained in the press release is not derived directly from the Banca Intesa Group's audited consolidated annual financial statements and has been reclassified in order to be presented on a basis which the Issuers believe is more consistent with previous year end results. For financial information directly derived from the audited consolidated annual financial statements of the Banca Intesa Group as at and for the year ended 31st December, 2005, see "Summary Financial Information of Banca Intesa" below.

Summary Financial Information of the Banca Intesa Group

The financial information set out below has been derived from the audited consolidated annual financial statements of the Banca Intesa Group as at and for the year ended 31st December, 2005 (the "**2005 Annual Financial Statements**"), which have been prepared in accordance with International Financial Reporting Standards, as implemented in the European Union by Regulation (EC) No. 1606/2002, and have been audited by Reconta Ernst & Young S.p.A., auditors to Banca Intesa, who issued their audit report on 3rd April, 2006. Such financial statements are expected to be approved by the meeting of shareholders of Banca Intesa on 20th April, 2006.

As at the date of this Supplement, the 2005 Annual Financial Statements are available in Italian only. The English version of the 2005 Annual Financial Statements is expected to be published in May 2006 and, upon publication, will be made available at the specified offices of the Principal Paying Agent and the Paying Agents in Luxembourg and Dublin and at the registered offices of the Issuers. In addition, upon such publication, the Issuers will prepare a further supplement to the Prospectus incorporating the 2005 Annual Financial Statements by reference and submit such further supplement for approval by the CSSF.

The financial information below forms only a part of the 2005 Annual Financial Statements and has been translated from the original Italian. Each of the Issuers confirms that such translation is correct, accurate and not misleading and accepts responsibility accordingly.

CONSOLIDATED ANNUAL BALANCE SHEETS

ASSETS	**As at 31st December, 2005**	**2004** except IAS 39[(1)]
	(in millions of Euro)	
Cash and cash equivalents	1,797	1,785
Financial assets held for trading	51,067	58,207
Financial assets designated at fair value through profit and loss	-	-
Financial assets available for sale	4,379	-
Investments held to maturity	2,810	5,219
Due from banks	27,111	28,856
Loans to customers	169,478	159,765
Hedging derivatives	1,278	-
Fair value change of assets in hedged portfolios (+/-)	-	-
Investments in associates and companies subject to joint control	2,091	5,054
Technical insurance reserves reassured with third parties	-	-
Property and equipment	2,924	2,982
Intangible assets	1,356	913
of which:		
-goodwill	*869*	*401*
Tax assets	3,096	4,447
a) current	*1,670*	*2,962*
b) deferred	*1,426*	*1,485*
Non-current assets held for sale and discontinued operations:	2,869	7
Other assets	3,279	8,900
Total Assets	**273,535**	**276,135**

(1) Comparative figures restated using IAS/IFRS, excluding the impact of application of IAS 39 relating to financial instruments.

CONSOLIDATED ANNUAL BALANCE SHEETS *(continued)*

LIABILITIES	As at 31st December, 2005	2004 except IAS 39[1]
	(in millions of Euro)	
Due to banks	31,771	34,348
Due to customers	115,270	109,610
Securities issued	72,320	73,365
Financial liabilities held for trading	21,249	23,952
Financial liabilities designated at fair value through profit and loss	-	-
Hedging derivatives	1,410	-
Fair value change of liabilities in hedged portfolios (+/-)	-	-
Tax liabilities	1,091	1,964
a) current	*643*	*1,554*
b) deferred	*448*	*410*
Liabilities associated with non-current assets held for sale and discontinued operations	2,963	-
Other liabilities	7,121	13,834
Employee termination indemnities	1,102	1,089
Allowance for risks and charges	1,732	1,547
b) post employment benefits	*320*	*304*
c) other allowances	*1,412*	*1,243*
Technical reserves	-	-
Valuation reserves	829	459
Reimbursable shares	-	-
Equity instruments	-	-
Reserves	3,745	4,363
Share premium reserve	5,510	5,406
Share capital	3,596	3,561
Treasury shares (-)	-	(10)
Minority interests	801	791
Net income (loss)	3,025	1,856
Total Liabilities and Shareholders' Equity	**273,535**	**276,135**

(1) Comparative figures restated using IAS/IFRS, excluding the impact of application of IAS 39 relating to financial instruments.

CONSOLIDATED ANNUAL STATEMENTS OF INCOME

	For the year ended 31st December, 2005	2004 except IAS 39 (1)
	(in millions of Euro)	
Interest and similar income	9,787	9,509
Interest and similar expense	(4,675)	(4,584)
Interest margin	**5,112**	**4,925**
Fee and commission income	4,473	4,029
Fee and commission expense	(569)	(586)
Net fee and commission income	**3,904**	**3,443**
Dividend and similar income	701	502
Profits (Losses) on trading	13	387
Fair value adjustments on hedge accounting	32	-
Profits (Losses) on disposal or repurchase of:	-	1
a) loans	*(23)*	*1*
b) financial assets available for sale	*23*	-
c) investments held to maturity	*1*	-
d) financial liabilities	*(1)*	-
Profits (Losses) on financial assets and liabilities designated at fair value	-	-
Net interest and other banking income	**9,762**	**9,258**
Net losses/recoveries on impairment	(526)	(1,033)
a) loans	*(545)*	*(959)*
b) financial assets available for sale	*(22)*	-
c) investments held to maturity	*4*	*(36)*
d) other financial activities	*37*	*(38)*
Net income from banking activities	**9,236**	**8,225**
Net insurance premiums	-	-
Other net insurance income (expense)	-	-
Net income from banking and insurance activities	**9,236**	**8,225**
Administrative expenses	(5,409)	(5,371)
a) personnel expenses	*(3,255)*	*(3,233)*
b) other administrative expenses	*(2,154)*	*(2,138)*
Net provisions for risks and charges	(426)	(268)
Net adjustments to/recoveries on property and equipment	(272)	(297)
Net adjustments to/recoveries on intangible assets	(251)	(268)
Other operating expenses (income)	327	348
Operating expenses	**(6,031)**	**(5,856)**
Profits (Losses) on investments in associates and companies subject to joint control	226	154
Valuation differences on property, equipment and intangible assets measured at fair value	-	-
Goodwill impairment	(6)	-
Profits (Losses) on disposals of investments	757	222
Income (Loss) before tax from continuing operations	**4,182**	**2,745**
Taxes on income form continuing operations	(1,082)	(805)
Income (Loss) after tax from continuing operations	**3,100**	**1,940**
Income (Loss) form discontinued operations	(32)	-
Net income (loss)	**3,132**	**1,940**
Minority interests	(107)	(84)
Parent Company's Net Income (Loss)	**3,025**	**1,856**

(1) Comparative figures restated using IAS/IFRS, excluding the impact of application of IAS 39 relating to financial instruments.

TAXATION

*This information set out below replaces the paragraph entitled "**Luxembourg Taxation**" on page 138 of the Prospectus.*

Luxembourg Taxation

The following is a general description of certain Luxembourg withholding tax considerations relating to the Notes. It does not purport to be a complete analysis of all tax considerations relating to the Notes, whether in Luxembourg or elsewhere. Prospective purchasers of the Notes should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of the Notes and receiving payments of interest, principal and/or other amounts under the Notes and the consequences of such actions under the tax laws of Luxembourg. This summary is based upon the law as in effect on the date of this Prospectus Supplement. The information contained within this section is limited to withholding tax issues and prospective investors should not apply any information set out below to other areas, including (but not limited to) the legality of transactions involving the Notes.

All payments of interest and principal by the Issuers under the Notes can be made free and clear of any withholding or deduction for or on account of any taxes of whatsoever nature imposed, levied, withheld, or assessed by Luxembourg or any political subdivision or taxing authority thereof or therein, in accordance with the applicable Luxembourg law, subject however to:

(i) the application of the Luxembourg law of 21 June 2005 implementing Council Directive 2003/48/EC on taxation of savings income (the "**Savings Tax Directive**") (see "- EU Savings Directive" below), which may be applicable in the event of the Issuers appointing a paying agent in Luxembourg within the meaning of the above-mentioned directive).

(ii) the application as regards Luxembourg resident individuals of the Luxembourg law of 23 December 2005 which has introduced a 10% final withholding tax on savings income (i.e. with certain exemptions, savings income within the meaning of the Luxembourg law of 21 June 2005 implementing the European Union Savings Directive). This law should apply to savings income accrued as from 1 July 2005 and paid as from 1 January 2006.

Responsibility for the withholding of tax in application of the above-mentioned Luxembourg laws of 21 June 2005 and 23 December 2005 is assumed by the Luxembourg paying agent within the meaning of these laws and not by the Issuers.

EU Savings Directive

*This information set out below replaces the first paragraph of the section entitled "**EU Savings Directive**" on pages 136-7 of the Prospectus.*

On 3rd June, 2003, the EU Council of Economic and Finance Ministers adopted the Savings Tax Directive. The Directive is, in principle, applied by Member States as from 1 July 2005. Under the directive, each Member State is required to provide to the tax authorities of another Member State details of payments of interest or other similar income paid by a paying agent within the meaning of the EU Savings Directive to an individual or certain types of entities called "residual entities" resident(s) in that other Member State (or certain dependant and associated territories).

For a transitional period, however, Austria, Belgium and Luxembourg are permitted to apply an optional information reporting system whereby if a beneficial owner does not comply with one of two procedures for information reporting, the Member State will levy a withholding tax on payments to such beneficial owner. The withholding tax system will apply for a transitional period during which the rate of withholding will be of 15% from 1 July 2005 to 30 June 2008, 20% from 1 July 2008 to 30 June 2011 and 35% as from 1 July 2011. The transitional period is to commence on the date from which the directive is to be applied by Member States and to terminate at the end of the first fiscal year following agreement by certain non-EU countries (Switzerland, Liechtenstein, San Marino, Monaco and Andorra) to exchange information and to introduce a withholding tax.

Also with effect from 1 July 2005, a number of non-EU countries (Switzerland, Andorra, Liechtenstein, Monaco and San Marino) and certain dependent or associated territories of certain Member States, have agreed to adopt similar measures (either provision of information or transitional withholding) in relation to payments made by a paying agent within its jurisdiction to, or collected by such a paying agent for, an individual or a residual entity in a Member State. In addition, the Member States have entered into reciprocal provision of information or transitional withholding arrangements with certain of those dependent or associated territories (Jersey, Guernsey, Isle of Man, Montserrat, British Virgin Islands, Netherlands Antilles and Aruba) in relation to payments made by a paying agent in a Member State to, or collected by such a paying agent for, an individual or a residual entity resident in one of those territories.

Implementation in Luxembourg

The Savings Tax Directive was implemented in Luxembourg by the Law of 21 June 2005.