

FOR INFORMATION PURPOSES ONLY – ITALIAN VERSION ONLY IS VALID

PUBLIC EXCHANGE OFFER FOR ORDINARY AND SAVING SHARES

BANCA COMMERCIALE ITALIANA S.p.A. (the «Offer»)

(in accordance with Articles 102 and 107, par. 1, of Legislative Decree 58/98)

OFFEROR: BANCA INTESA S.p.A.

APPROVAL/NON APPROVAL FORM IN ACCORDANCE WITH ART. 107, PAR. 1, LETT. (B), OF LEGISLATIVE DECREE 58/98

(Completion of the present Form is required and relevant for the approval of the Offer by Non-accepting Shareholders or the non-approval of the Offer by Accepting Shareholders)

Appointed Intermediary _____

The undersigned _____ (surname, name or company denomination) born in _____

on _____ citizenship/nationality _____ resident/representative offices in _____

n. _____ province _____ (address) Fiscal Code _____ holder of N. _____ Banca Commerciale Italiana S.p.A. («BCI»)

ordinary shares and/or N. _____ Banca Commerciale Italiana S.p.A. («BCI») saving shares for which guarantees the legitimate, complete and exclusive ownership and disposal, represented, for the purpose of present Offer, by

_____ (Representative's surname, name, if any) born in _____

on _____ citizenship/nationality _____ resident in _____ street

n. _____ province _____ (address) Fiscal Code _____

DECLARES to have examined the Offer Document prepared for the purpose of the Offer

ACKNOWLEDGES that the Offer is made pursuant Art. 107, par.1 of D. Lgs. 58 of February 24, 1998 (the «Testo Unico») and must therefore be approved by Banca Commerciale Italiana S.p.A. shareholders holding the majority of ordinary shares.

ACKNOWLEDGES that, pursuant to Art. 48 of the ruling approved by CONSOB resolution 11971 of May 14, 1999, the approval of the Offer is irrevocable save for the right to accept any counteroffers.

DECLARES to be holding N. _____ ordinary shares, and that such Shares are deposited:

q with this Appointed Intermediary

q with _____ Depository Intermediary

DECLARES

q in his capacity as Non-accepting Shareholder to approve the Offer.

q in his capacity as Accepting Shareholder, not to approve the Offer, pursuant to the combined provisions of Art. 107, par. 1 lett.(b), of the Testo Unico and Art. 48 of CONSOB ruling 11971/99.

Under the terms of and for the purposes of Art. 10 of Law 675 of December 31, 1996, it must be noted that personal information provided when completing the present Form will be treated, also using information technology procedures for the purposes directly related and pertaining to the transaction. With regard to the aforesaid treatment of personal information, the shareholder involved will be able to exercise all the rights set forth in Art. 13 of Law 675/1996. The inclusion of personal information in the present Form is compulsory and is therefore essential in order for the present Form to be valid and receivable. The Offeror and the Appointed Intermediaries indicated in the Offer Document will be responsible for the treatment of personal information.

_____ 1999

THE ACCEPTING/NON-ACCEPTING SHAREHOLDER (or his Representative)

THE APPOINTED INTERMEDIARY

The DEPOSITORY INTERMEDIARY with whom the present acceptance Form has been deposited declares, under his responsibility, at the time of receipt of the Form from the Accepting/Non-accepting shareholder:

- a) to have in deposit the aforesaid shares belonging to the Accepting/Non-accepting Shareholder ;
- b) that the present form will be transferred to the Appointed Intermediary before the expiry term of the Offer.

THE DEPOSITORY INTERMEDIARY
