

SUPPLEMENTAL OFFERING CIRCULAR



**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)*

as Issuer

€25,000,000,000

**Global Medium Term Note Programme**

Joint Arrangers

**Caboto  
Deutsche Bank**

*Dealers*

**ABN AMRO  
Barclays Capital  
CALYON Corporate and Investment Bank  
Commerzbank Aktiengesellschaft  
Deutsche Bank  
JPMorgan  
Merrill Lynch International**

**Banco Intesa S.p.A.  
Caboto  
Citigroup  
Credit Suisse First Boston  
Goldman Sachs International  
Lehman Brothers  
Morgan Stanley**

**UBS Investment Bank**

The date of this Supplemental Offering Circular is 13th May, 2005.

Each of Banca Intesa S.p.A. (formerly IntesaBci S.p.A.) (**Banca Intesa**) and Intesa Bank Ireland p.l.c. (**IBI** and, together with Banca Intesa the **Issuers**, and each an **Issuer**) accepts responsibility for the information contained in this Supplemental Offering Circular. To the best of the knowledge and belief of each Issuer, the information contained in this Supplemental Offering Circular is in accordance with the facts and does not omit anything likely to affect the import of such information. References herein to the **Supplemental Offering Circular** are to this document.

This Supplemental Offering Circular is prepared in connection with the Global Medium Term Note Programme (the **Programme**) of the Issuers and is supplemental to the Offering Circular dated 28th July, 2004 (the **Offering Circular**). This document should be read in conjunction with the Offering Circular. Terms defined in the Offering Circular have the same meaning when used in this Supplemental Offering Circular.

The purpose of this Supplemental Offering Circular is to reflect an increase in the maximum aggregate nominal amount of all Notes outstanding from time to time under the Programme of the Issuers and as of the date of this Supplemental Offering Circular all references in the Offering Circular to such maximum aggregate nominal amount of €17,000,000,000 shall be changed to €25,000,000,000.

Each of the Issuers (insofar as the contents of this Supplemental Offering Circular relate to it), having made all reasonable enquiries, confirms that the Offering Circular, as supplemented by this Supplemental Offering Circular contains or incorporates all information which is material in the context of the issuance and offering of Notes, that the information contained or incorporated in the Offering Circular, as supplemented by this Supplemental Offering Circular is true and accurate in all material respects and is not misleading, that the opinions and intentions expressed in the Offering Circular, as supplemented by this Supplemental Offering Circular are honestly held and that there are no other facts the omission of which would make the Offering Circular, as supplemented by this Supplemental Offering Circular any such information or the expression of any such opinions or intentions misleading.

Except as provided herein, the Offering Circular and this Supplemental Offering Circular comprise listing particulars approved by the Irish Stock Exchange in relation to Notes to be issued by any of the Issuers during the period of 12 months from the date hereof. A copy of the Offering Circular and this Supplemental Offering Circular has been delivered for registration to the Registrar of Companies in Ireland as required by Regulation 13(1) of the European Communities (Stock Exchange) Regulations 1984 (as amended) of Ireland (the **Irish Regulations**). Copies of the Pricing Supplement (in the case of Notes to be admitted to the ISE Official List) will be available from the specified office set out below of each of the Paying Agents (as defined below). A copy of this Supplemental Offering Circular will be available from the date hereof, during usual business hours on any weekday (Saturdays and public holidays excepted) at the registered offices of the Issuers and at the office of the Irish Paying Agent, and free of charge from the specified office of the Luxembourg Paying Agent.

The use of the words "listing particulars" in the Offering Circular and this Supplemental Offering Circular is only relevant for Notes listed on the Irish Stock Exchange and is not relevant for Notes listed on the Luxembourg Stock Exchange.

No person has been authorised by the Issuer to give any information or to make any representations not contained in or not consistent with this Supplemental Offering Circular or the Offering Circular or any other document entered into in relation to the Programme or any information supplied by the Issuer or such other information as is in the public domain and, if given or made, such information or representation shall not be relied upon as having been authorised by the Issuers, the Trustee or any Dealer.

No representation or warranty is made or implied by the Dealers or any of their respective affiliates, and none of the Dealers or any of their respective affiliates makes any representation or warranty or accepts any responsibility as to the accuracy or completeness of the information contained in the Offering Circular and

this Supplemental Offering Circular. Neither the delivery of the Offering Circular, this Supplemental Offering Circular or any Pricing Supplement nor the offering, sale or delivery of any Note shall, in any circumstances, create any implication that the information contained in the Offering Circular and this Supplemental Offering Circular is true subsequent to the date hereof or the date upon which the Offering Circular has been most recently amended or supplemented or that there has been no adverse change, or any event reasonably likely to involve any adverse change, in the condition (financial or otherwise) of Banca Intesa, IBI or Banca Intesa and its consolidated subsidiaries (the **Banca Intesa Group**) since the date thereof or, if later, the date upon which the Offering Circular has been most recently amended or supplemented or that any other information supplied in connection with the Programme is correct at any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of the Offering Circular, this Supplemental Offering Circular and any Pricing Supplement and the offering, sale and delivery of the Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular or any Pricing Supplement comes are required by each of Banca Intesa, IBI and the Dealers to inform themselves about and to observe any such restrictions. For a description of certain restrictions on offers, sales and deliveries of Notes and on the distribution of the Offering Circular, this Supplemental Offering Circular or any Pricing Supplement and other offering material relating to the Notes, see "Subscription and Sale" and "Form of the Notes and Transfer Restrictions relating to U.S. Sales" in the Offering Circular. In particular, neither the Notes nor the guarantee thereof have been or will be registered under the United States Securities Act of 1933 (as amended) (the **Securities Act**) and are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. Notes may be offered and sold outside the United States in reliance on Regulation S under the Securities Act (**Regulation S**) and in the United States to qualified institutional buyers (as defined in Rule 144A under the Securities Act (**Rule 144A**)) in reliance on Rule 144A. In addition, neither Banca Intesa nor IBI has authorised any offer of Notes having a maturity of one year or more to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995 (as amended) (the **Regulations**). Notes may not lawfully be offered or sold to persons in the United Kingdom except in circumstances which do not result in an offer to the public in the United Kingdom within the meaning of the Regulations or otherwise in compliance with all applicable provisions of the Regulations. In addition, prospective purchasers of Notes are hereby notified that a seller of Notes may be relying on the exemption from the registration requirements of Section 5 of the Securities Act provided by Rule 144A.

In this Supplemental Offering Circular, references to **EUR, euro, euros** or **€** are to the single currency introduced at the start of the third stage of European Economic and Monetary Union pursuant to the Treaty establishing the European Communities, as amended.

Save as disclosed in this Supplemental Offering Circular and since 31st December, 2004, such day being the last day of the financial period in respect of which the most recent consolidated audited financial statements of Banca Intesa and IBI have been prepared, there has been no material adverse change, no significant change and no significant new matter has arisen, in the financial position or situation of Banca Intesa or, as the case may be, IBI.

Save as disclosed in this Supplemental Offering Circular, IBI (where IBI is the Issuer) are not and none of Banca Intesa and its consolidated subsidiaries (where Banca Intesa is the Issuer or the Guarantor) is involved in any litigation, arbitration or administrative proceedings relating to claims or amounts which are material in the context of the issue of the Notes and, so far as Banca Intesa or, as the case may be, IBI is aware, no such litigation, arbitration or administrative proceedings are pending or threatened.

The Luxembourg Stock Exchange has allocated the number 12575 to the Programme for listing purposes.

The increase in the maximum aggregate nominal amount of Notes to be issued under the Issuer's Programme to €25,000,000,000 was approved by a resolution of the Board of Directors of Banca Intesa passed on 14th April, 2005 and by a resolution of the Board of Directors of IBI passed on 9th May, 2005.

Copies of the audited consolidated and non-consolidated financial statements of the Issuers in respect of the financial year ended 31st December, 2004 are available free of charge from the registered office of the Issuer and from the specified office of the Paying Agent in Luxembourg.

**REGISTERED OFFICE OF BANCA INTESA**

**Banca Intesa S.p.A.**  
Piazza P. Ferrari, 10  
20121 Milan

**REGISTERED OFFICE OF IBI**

**Intesa Bank Ireland p.l.c.**  
AIB International Centre,  
IFSC  
Dublin 1

**DEALERS**

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**ABN AMRO Bank N.V.**  
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5 The North Colonnade  
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Canary Wharf  
London E14 4QA

**UBS Limited**  
1 Finsbury Avenue  
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**TRUSTEE**

**The Law Debenture Trust Corporation p.l.c.**  
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**PRINCIPAL PAYING AGENT**

**Deutsche Bank AG acting through its London Branch**  
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**PAYING AGENT**

**Dexia Banque Internationale à Luxembourg**  
69 route d'Esch  
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**ITALIAN PAYING AGENT**

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20121 Milan

**IRISH PAYING AGENT**

**AIB International Financial Services Limited**  
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Dublin 1

**NEW YORK REGISTRAR, NEW YORK PAYING AGENT,  
FOREIGN EXCHANGE AGENT AND TRANSFER AGENT**

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**LEGAL ADVISERS TO THE ARRANGERS, DEALERS AND THE TRUSTEE**

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