

Pricing Supplement dated 22 July 2005

**BANCA INTESA S.p.A.**  
**Issue of EUR 150,000,000 3.875% Notes due 2015 (the "Second Tranche")**  
**(to be consolidated and form a single series with:**  
**EUR 500,000,000 3.875% Notes due 2015 ) issued on 1<sup>st</sup> April 2005**  
**(the "Original Notes" and together with the Second Tranche, the "Notes")**  
**under the EUR 25,000,000,000 Global Medium Term Note Programme**

This document constitutes the Pricing Supplement relating to the issue of the Notes. Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "**Conditions**") set forth in the Offering Circular dated 28 July 2004 and the Supplemental Offering Circular dated 13 May 2005. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with such Offering Circular.

|     |                                   |  |
|-----|-----------------------------------|--|
| 1.  | Issuer:                           | Banca Intesa S.p.A.  |
| 2.  | (i) Series Number:                | 177  |
|     | (ii) Tranche Number:              | 2  |
| 3.  | Specified Currency or Currencies: | Euro (" <b>EUR</b> ")  |
| 4.  | Aggregate Nominal Amount:         |  |
|     | (i) Series:                       | EUR 650,000,000  |
|     | (ii) Tranche:                     | EUR 150,000,000  |
| 5.  | (i) Issue Price:                  | 102.675 per cent. of the Second Tranche Nominal Amount plus 115 days accrued interest. |
|     | (ii) Net proceeds:                | EUR 154,012,500 plus EUR 1,831,335.62 representing 115 days accrued interest.          |
| 6.  | Specified Denominations:          | EUR 50,000 (for Notes in both global and definitive form).                             |
| 7.  | Issue Date:                       | 25 July 2005   |
| 8.  | Maturity Date:                    | 1 April 2015   |
| 9.  | Interest Basis:                   | 3.875% Fixed Rate  |
| 10. | Redemption/Payment Basis:         | Redemption at par  |

|     |   |                |
|-----|---|----------------|
| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options:                               | Not Applicable |
| 13. | Status of the Notes:                            | Senior         |
| 14. | Listing:  | Luxembourg     |
| 15. | Method of distribution:                         | Syndicated     |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

|     |  |  |
|-----|--|--|
| 16. | <b>Fixed Rate Note Provisions</b>  | Applicable   |
|     | (i) Rate(s) of Interest:   | 3.875 per cent. per annum payable annually in arrear         |
|     | (ii) Interest Payment Date(s):   | 1 April in each year   |
|     | (iii) Fixed Coupon Amount(s):  | Euro 1,937.50 per Note of Euro 50,000 Specified Denomination |
|     | (iv) Day Count Fraction:   | Actual/Actual ( <i>Bond</i> )                                |
|     | (v) Other terms relating to the method of calculating interest for Fixed Rate Notes: | None   |
| 17. | <b>Floating Rate Note Provisions</b>   | Not Applicable   |
| 18. | <b>Zero Coupon Note Provisions</b>   | Not Applicable   |
| 19. | <b>Index-Linked Interest Note Provisions</b>   | Not Applicable   |
| 20. | <b>Dual Currency Note Provisions</b>   | Not Applicable   |

**PROVISIONS RELATING TO REDEMPTION**

|     |                                |                |
|-----|--------------------------------|----------------|
| 21. | <b>Call Option</b>             | Not Applicable |
| 22. | <b>Put Option</b>              | Not Applicable |
| 23. | <b>Final Redemption Amount</b> | Par            |

24. **Early Redemption Amount**
- |   |                |
|---|----------------|
| Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in the Conditions): | Not Applicable |
|---|----------------|

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|---|--|
| 25. Form of Notes:  | <b>Bearer Notes:</b><br><br>Temporary Global Note exchangeable for interests in a Permanent Global Note which will be exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note. The Temporary Global Note representing the Second Tranche will be exchange into Permanent Global Note on or about 4 <sup>th</sup> September 2005 (the “Exchange Date”) (40 days after the issue date). The Second Tranche will be consolidated and for a single series with the Original Notes on or about the Exchange Date. |
| 26. Additional Financial Centre(s) or other special provisions relating to Payment Dates:   | Not Applicable   |
| 27. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):   | No   |
| 28. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable   |
| 29. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:  | Not Applicable   |
| 30. Redenomination applicable:  | Not Applicable   |

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| 31. | Renominalisation and reconventioning provisions: | Not Applicable   |
| 32. | Consolidation provisions:                        | The provisions in Condition 20 ( <i>Further Issues</i> ) apply.  |
| 33. | Other terms or special conditions:               | <p><b>Stabilisation:</b><br/> <b>In connection with the issue of the Notes, Banca Caboto s.p.a. (or any person acting for it) may over-allot or effect transactions with a view to supporting the market price of the Notes at a level higher than that which might otherwise prevail for a limited period. However, there may be no obligation on Banca Caboto s.p.a. (or its agent) to do this. Such stabilising, if commenced, may be discontinued at any time, and must be brought to an end after a limited period.</b></p> |

#### **DISTRIBUTION**

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|-----|---------------------------------------|-----------------------------------|
| 34. | (i) If syndicated, names of Managers: | - Banca Caboto s.p.a.<br>- CALYON |
|     | (ii) Stabilising Manager (if any):    | Banca Caboto s.p.a.               |
| 35. | If non-syndicated, name of Dealer:    | Not Applicable                    |
| 36. | TEFRA:                                | The D Rules are applicable        |
| 37. | Additional selling restrictions:      | Not Applicable                    |

#### **OPERATIONAL INFORMATION**

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| 38. | ISIN Code:   | Permanent: XS0215743252<br>Temporary: XS0225533727 |
| 39. | Common Code:   | Permanent: 021574325<br>Temporary: 022553372       |
| 40. | Any clearing system(s) other than Euroclear and CBL and the relevant identification number(s): | Not Applicable                                     |
| 41. | Delivery:  | Delivery against payment                           |
| 42. | Additional Paying Agent(s) (if any):   | Not Applicable                                     |

## **LISTING APPLICATION**

This Pricing Supplement comprises the final terms required to list the issue of Notes described herein pursuant to the EUR 17,000,000,000 Global Medium Term Note Programme of Banca Intesa S.p.A. and Intesa Bank Ireland p.l.c. guaranteed, in respect of the Notes issued by Intesa Bank Ireland p.l.c., by Banca Intesa S.p.A.

## **ISSUER DETAILS**

Registered Office: Piazza P. Ferrari 10  
20121 Milan  
Italy

Share Capital: EUR 3,596,249,720.96

Company Number: 5361

Corporate Object: Banking Activity

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Pricing Supplement. To the best of the knowledge and belief of the Issuer, the information contained in this Pricing Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of the Issuer:

By: .....  
*Duly authorised*

For ITALIAN INVESTORS AND TO WHOM IT MAY CONCERN:

The Issuer has produced a *Foglio Informativo* pursuant to Bank of Italy regulatory provisions of 30 July 1999 and 25 July 2003 and the resolution of the Italian Interdepartmental Committee for Credit and Savings (*Comitato Interministeriale per il Credito e il Risparmio*) of 4 March 2003. Such *Foglio Informativo* is available for any purposes at the following address: Banca Intesa S.p.A., Piazza Belgioioso 1, 20121 Milan, Italy.