

Final Terms dated 15 December 2005

**INTESA BANK IRELAND p.l.c.
Issue of USD 50,000,000 Floating Rate Notes due July 2010
Series No.209 / Tranche No.2
(the “Notes”)**

**to be consolidated and form a single series with the USD 400,000,000
Floating Rate Notes due July 2010 issued on 27 July, 2005
Series No. 209 / Tranche No.1
(the “Original Notes”)**

Guaranteed by BANCA INTESA S.p.A.

**under the EUR 25,000,000,000
Global Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Prospectus dated 28 July, 2004 and the Supplemental Prospectus dated 13 May, 2005. These documents constitute the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**") and must be read in conjunction with the Prospectus dated 13th October, 2005, which constitutes a base prospectus for the purpose of the Prospectus Directive, save in respect if the Conditions which are extracted from the Prospectus dated 28 July, 2004 and the Supplemental Prospectus dated 13 May, 2005 and are attached hereto. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus dated 28 July, 2004, the Supplemental Prospectus dated 13 May, 2005 and the Prospectus dated 13 October, 2005. The Prospectuses and the Supplemental Prospectus are available for viewing at the registered office of the Issuer at AIB International Centre, IFSC, Dublin 1, Ireland and of the Guarantor. The Prospectuses, the Supplemental Prospectus and, in the case of Notes admitted to trading on the regulated market of the Luxembourg Stock Exchange, the applicable Final Terms will also be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

1. (i) Issuer: Intesa Bank Ireland p.l.c.

(ii) Guarantor: Banca Intesa S.p.A.

2. (i) Series Number: 209

(ii) Tranche Number: 2

The Notes will be consolidated and form a single series, and be interchangeable for trading purposes, with the Original Notes as from the date of exchange of interests in the Temporary Global Note for interests in the Permanent Global Note, which is expected to be on or around the date which is 40 calendar days after the Issue Date (the "**Exchange Date**").

3. Specified Currency or Currencies: United States Dollars ("**USD**")

4. Aggregate Nominal Amount

(i) Series: USD 450,000,000

(ii) Tranche: USD 50,000,000

5. Issue Price: 99.982 per cent. of the Aggregate Nominal Amount of the Tranche plus an amount corresponding to accrued interest at a rate of 0.64125 per cent. of the Aggregate Nominal Amount of the Tranche for the period from, and including, 27 October 2005 to, but excluding, 19 December 2005 being a period of 53 days.

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| 6. | Specified Denominations: | The Instruments will have a minimum denomination of USD 100,000 and may be held and transferred, and will be offered and sold, in integral multiples of USD 50,000 in excess thereof. In the event that Definitive Instruments are printed, such Definitive Instruments will have denominations of USD 100,000 and USD 150,000. |
| 7. | (i) Issue Date: | 19 December 2005 |
| | (ii) Interest Commencement Date: | 27 October 2005 |
| 8. | Maturity Date: | Interest Payment Date falling in July 2010 |
| 9. | Interest Basis: | Floating Rate
(further particulars specified below) |
| 10. | Redemption/Payment Basis: | Redemption at par |
| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | Put/Call Options: | Not Applicable |
| 13. | (i) Status of the Notes: | Senior |
| | (ii) Status of the Guarantee: | Senior |
| 14. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|-----|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 15. | Fixed Rate Note Provisions | Not Applicable |
| 16. | Floating Rate Note Provisions | Applicable |
| | (i) Specified Period(s) / Specified Interest Payment Dates: | Interest will be payable quarterly in arrear on 27 January, 27 April, 27 July and 27 October of each year (each an " Interest Payment Date "), commencing on 27 January 2006 and ending on the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention. |
| | (ii) Business Day Convention: | Modified Following Business Day Convention |
| | (iii) Additional Business Centre(s): | London and New York |
| | (iv) Manner in which the Rate(s) of Interest is/are to be determined: | Screen Rate Determination |

- (v) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Principal Paying Agent): Not Applicable
- (vi) Screen Rate Determination:
 - Reference Rate: 3 Month-USD-LIBOR
 - Relevant Screen Page: TELERATE page 3750
 - Interest Determination Date(s): Two Business Days prior to the first day of each Interest Period.
 - Relevant Time: 11:00 a.m. London Time
 - Relevant Financial Centre: London
- (vii) ISDA Determination: Not Applicable
- (viii) Margin(s): + 0.14 per cent. per annum
- (ix) Minimum Rate of Interest: Not Applicable
- (x) Maximum Rate of Interest: Not Applicable
- (xi) Day Count Fraction: Actual/360
- (xii) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: Not Applicable

- 17. **Zero Coupon Note Provisions** Not Applicable
- 18. **Index-Linked Interest Note Provisions** Not Applicable
- 19. **Dual Currency Interest Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 20. **Call Option** Not Applicable
- 21. **Put Option** Not Applicable

22. **Final Redemption Amount** Each Note will be redeemed at its principal amount

23. **Early Redemption Amount**

Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption 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

24. Form of Notes: **Bearer Notes:**
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.
25. Additional Financial Centre(s) or other special provisions relating to Payment Dates: London and New York
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): Not Applicable
27. 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
28. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
29. Redenomination applicable: Not Applicable
30. Renominalisation and reconventioning provisions: Not Applicable
31. Consolidation provisions: The Conditions in Condition 20 (*Further Issues*) apply
32. Other terms or special: Not Applicable

conditions:

DISTRIBUTION

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| 33. (i) If syndicated, names and addresses of Managers and underwriting commitments: | Joint-lead Managers:

Banca Caboto s.p.a.
Via Boito, 7
20121 Milan (Italy)
Underwriting commitment: USD 25,000,000

CALYON
9 Quai du Président Paul Doumer
92920 Paris La Défense Cedex (France)
Underwriting commitment: USD 25,000,000 |
| (ii) Date of Subscription Agreement: | 15 December, 2005 |
| (iii) Stabilising Manager(s) (if any): | CALYON |
| 34. If non-syndicated, name of Dealer: | Not Applicable |
| 35. Total commission and concession: | None |
| 36. TEFRA | The D Rules are applicable |
| 37. Additional selling restrictions: | Not Applicable |

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of the Notes described herein pursuant to the EUR 25,000,000,000 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.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms. To the best of the knowledge of each of the Issuer and the Guarantor, having taken all reasonable care to ensure that such is the case, the information contained in these Final Terms 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

Signed on behalf of the Guarantor:

By:

Duly authorised

For ITALIAN INVESTORS AND TO WHOM IT MAY CONCERN:

The Issuer produced the "Foglio Informativo" pursuant to the Bank of Italy regulatory provision dated 30th July, 1999 (as amended and supplemented from time to time) and November, 2000. Such Foglio Informativo is available for any purposes at the following address: Banca Intesa S.p.A. - Piazza Belgioioso 1, 20121 Milan, Italy.

PART B – OTHER INFORMATION

1. LISTING

- (i) Listing: Luxembourg
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from 19 December 2005

2. RATINGS

- Ratings: The Notes to be issued have been rated:
- S & P: A+
Moody's: A1
Fitch: A+

3. NOTIFICATION

Not Applicable

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: General funding purposes
- (ii) Estimated net proceeds: USD 50,311,625
- (iii) Estimated total expenses: EUR 650 due to the Luxembourg Listing Agent

5. HISTORIC INTEREST RATES

Details of historic USD LIBOR rates can be obtained from Reuters or Telerate pages.

6. OPERATIONAL INFORMATION

Prior to the Exchange Date (applicable from, and including, the Issue Date to, but excluding, the 40th day thereafter):

Temporary ISIN Code: The Notes will be consolidated and form a single series with the Original Notes after 40 days from the Issue Date. The Notes will have a temporary ISIN Code (XS0238190747) and, upon consolidation as aforesaid, the Notes will have the same ISIN code (XS0225257517) as the Original Notes. Such consolidation will be on or around the date which is 40 calendar days after the Issue Date.

Temporary Common Code: The Notes will be consolidated and form a single series with the Original Notes after 40 days from the Issue Date. The Notes will have a temporary Common Code (023819074) and, upon consolidation as aforesaid, the Notes will have the same Common code (02252575) as the Original Notes. Such consolidation will be on or around the date which is 40 calendar days after the Issue Date.

On and thereafter the Exchange Date (applicable on and after the 40th day after the Issue Date):

ISIN Code: XS0225257517

Common Code: 022525751

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, Société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable