

Final Terms dated 6 February 2006

BANCA INTESA S.p.A.

EUR 1,500,000,000 Lower Tier II Subordinated Callable Floating Rate Notes due 2016 issued 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 set forth in the Prospectus dated 13th October, 2005 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. 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. The Prospectus is available for viewing at the registered office of the Issuer at Piazza P. Ferrari 10, 20121 Milan and from Dexia Banque Internationale à Luxembourg, société anonyme, at 69 Route d'Esch, L-2953 Luxembourg. The 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	Issuer:	Banca Intesa S.p.A.
2	(i) Series Number:	239
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (" EUR ")
4	Aggregate Nominal Amount	
	(i) Series:	EUR 1,500,000,000
	(ii) Tranche:	EUR 1,500,000,000
5	Issue Price:	99.812 per cent of the Aggregate Nominal Amount
6	Specified Denominations:	EUR 50,000 (and multiples of EUR 50,000 thereof)
7	(i) Issue Date:	8 February 2006
	(ii) Interest Commencement Date: (if different from the Issue Date)	Not applicable
8	Maturity Date:	Interest Payment Date falling in February 2016

9	Interest Basis:	3 months EURIBOR +0.25 per cent. Floating Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	For the period from and including the First Optional Redemption Date (Call) (as defined in paragraph 20(i) below), provided that the Call Option has not been exercised, the interest basis shall increase to 3-month EURIBOR +0.85 per cent per annum
12	Put/Call Options:	Issuer Call (further particulars specified below)
13	Status of the Notes:	Lower Tier II Subordinated Notes
14	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Not Applicable
16	Floating Rate Note Provisions	Applicable
(i)	Interest Period(s)	Interest will be payable quarterly in arrear and will accrue from and including 8 February 2006 to but excluding the Maturity Date
(ii)	Specified Interest Payment Dates:	8 February, 8 May, 8 August and 8 November of each year (each an " Interest Payment Date "), subject to adjustment in accordance with the Modified Following Business Day Convention. The first Interest Payment Date will be 8 May 2006.
(iii)	Business Day Convention:	Modified Following Business Day Convention
(iv)	Additional Business Centre(s):	Not Applicable
(v)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vi)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Principal Paying Agent):	Not Applicable

(vii)	Screen Rate Determination:	
	– Reference Rate:	3 months EURIBOR
	– Interest Determination Date(s):	The second Business Day on which the TARGET System is open prior to the commencement of each Interest Period.
	– Relevant Screen Page:	Telerate page 248
	– Relevant Time:	11:00 a.m. Brussels Time
	– Relevant Financial Centre:	Brussels
(viii)	ISDA Determination:	Not Applicable
)		
(ix)	Margin(s):	For the period from and including the Issue Date to but excluding the First Optional Redemption Date (Call), +0.25 per cent. For the period from and including the First Optional Redemption Date (Call), +0.25 per cent per annum, plus an additional +0.60 per cent per annum if the Issuer has not exercised the Call Option, making a total of +0.85 per cent.
(x)	Minimum Rate of Interest:	Not Applicable
(xi)	Maximum Rate of Interest:	Not Applicable
(xii)	Day Count Fraction:	Actual/360
(xiii)	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/other variable-linked interest Note Provisions	Not Applicable
19	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Call Option	Applicable, subject to the prior approval of the Bank of Italy
(i)	Optional Redemption Date (Call):	The Interest Payment Date falling in February 2011 (the " First Optional Redemption Date (Call) ") or any Interest Payment Date thereafter
(ii)	Optional Redemption Amount(s) (Call) and method, if any, of calculation of such amount(s):	At par
(iii)	If redeemable in part:	
(a)	Minimum Redemption Amount:	Not Applicable
(b)	Maximum Redemption Amount:	Not Applicable
(iv)	Notice period (if other than as set out in the Conditions):	Not Applicable
21	Put Option	Not Applicable
22	Final Redemption Amount	Par
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 on in the limited circumstances specified in the Permanent Global Note
25	Additional Financial Centre(s) or other special provisions relating to Payment Dates:	Not Applicable

26	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	Yes, if the Permanent Global Note is exchanged for Definitive Global Notes on or before the Interest Payment Date falling in January 2013
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:	Not Applicable
32	Other terms or special conditions:	Not Applicable

DISTRIBUTION

33	(i) If syndicated, names of Managers:	- Banca Caboto s.p.a. - Barclays Bank PLC - CALYON
	(ii) Stabilising Manager(s) (if any):	CALYON
34	If non-syndicated, name of Dealer:	Not Applicable
35	Total commissions and concessions:	0.094 per cent. of the Nominal Amount of the Notes
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.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms. To the best of the knowledge of the Issuer, 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

For ITALIAN INVESTORS AND TO WHOM IT MAY CONCERN:

The Issuer has produced a *Foglio Informativo* in relation to the Notes pursuant to the Bank of Italy regulatory provision dated 30th July, 1999. 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 8 February 2006

2 RATINGS

- Ratings: The Notes to be issued on 8 February 2006 are expected to be rated:
- S&P: A
Moody's: A2
Fitch: A

3 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.

4 REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: General funding purposes
- (ii) Estimated net proceeds: EUR 1,495,770,000, after deduction of commissions and concessions
- (iii) Estimate of total expenses related to admission to trading: Approximately EUR €6,350 due to the listing agent

5 HISTORIC INTEREST RATES

Details of historic EURIBOR rates can be obtained from Telerate.

6 OPERATIONAL INFORMATION

- ISIN Code: XS0242832599
- Common Code: 024283259
- 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

7 FURTHER INFORMATION RELATING TO THE ISSUER

Further information relating to the Issuer is set out below, pursuant to Article 2414 of the Italian Civil Code.

- (i) Objects: The objects of the Issuer, as set out in Article 4 of its by-laws, are the collection of savings and the carrying-out of all forms of lending activities, through its subsidiaries or otherwise. The Issuer may, in compliance with regulations in force and subject to obtaining any prior authorisations required, perform all banking and financial services and transactions, including the creation and management of open- and closed-end supplementary pension schemes, as well as any other transaction necessary for, or incidental to, the achievement of its corporate purpose, through its subsidiaries or otherwise.
- As parent company of "Gruppo Banca Intesa" (or, in abbreviated form, "Gruppo Intesa"), pursuant to Article 61 of Legislative Decree No. 385 of 1 September 1993, the Issuer, in its direction and coordination capacity, issues instructions to Group companies, including those for the purposes of implementing the Bank of Italy's regulations and of ensuring the stability of the Group.
- (ii) Registered office: Piazza P. Ferrari 10, 20121 Milan, Italy
- (iii) Company registration: Registered at the Companies' Registry of the Chamber of Commerce of Milan, Italy under registration no. 00799960158.
- (iv) Amount of paid-up share capital and reserves: Paid-up share capital: EUR 3,596,000,000
Reserves: EUR 8,962,000,000