

## FINAL TERMS

Final Terms dated 6 June 2006

**Banca Italease S.p.A.**

Issue of

**EUR 20,000,000 Capped CMS Linked Notes due 8 June 2021**

**under the EUR 5,000,000,000 Euro 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 Base Prospectus dated 31 October 2005 and the supplemental Base Prospectus dated 1 December 2005 which together constitute 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 Base Prospectus as so supplemented. 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 Base Prospectus. The Base Prospectus and the supplemental Base Prospectus are available for viewing on the website of the Société de la Bourse de Luxembourg ("**LSE**") at [www.bourse.lu](http://www.bourse.lu) and copies may be obtained from B.P. 165L- 2011 Luxembourg.

- |  |  |
|--|--|
| 1. Issuer:                                   | Banca Italease S.p.A.  |
| 2. (i) Series Number:                        | 28   |
| (ii) Tranche Number:                         | 1  |
| 3. Specified Currency or Currencies:         | Euro (" <b>EUR</b> ")  |
| 4. Aggregate Nominal Amount:                 |  |
| (i) Series:                                  | EUR 20,000,000   |
| (ii) Tranche:                                | EUR 20,000,000   |
| 5. Issue Price:                              | 100.00 per cent. of the Aggregate Nominal Amount                             |
| 6. Specified Denominations:                  | EUR 50,000   |
| 7. (i) Issue Date:                           | 8 June 2006  |
| (ii) Interest Commencement Date:             | Issue Date   |
| 8. Maturity Date:                            | 8 June 2021  |
| 9. Interest Basis:                           | Fixed Rate to Index Linked Interest<br>(further particulars specified below) |
| 10. Redemption/Payment Basis :               | Redemption at par  |
| 11. Change of Interest or Redemption/Payment | In respect of the period from and including the                              |

Basis:	Issue Date up to but excluding 8 June 2014 the Notes will bear interest at a fixed rate of 5.50 per cent. per annum in accordance with item 15 below. Thereafter, the Notes will bear interest at an index linked rate in accordance with item 18 below.
12. Put/Call Options:	Not Applicable
13. (i) Status of the Notes:	Senior
(ii) Date of approval for issuance of Notes obtained:	Not Applicable
14. Method of distribution:	Non-syndicated

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

<b>15. Fixed Rate Note Provisions</b>	Applicable in respect of the period from and including the Issue Date up to but excluding 8 June 2014
(i) Rate of Interest:	5.50 per cent. per annum, payable annually in arrear
(ii) Interest Payment Date(s):	8 June in each year, commencing on 8 June 2007, adjusted in accordance with the Modified Following Business Day Convention
(iii) Fixed Coupon Amount:	Not Applicable
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction (Condition 5(hj)):	30/360, adjusted
(vi) Determination Dates (Condition 5(h)):	Not Applicable
(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>16. Floating Rate Note Provisions</b>	Not Applicable
<b>17. Zero Coupon Note Provisions</b>	Not Applicable
<b>18. Index-Linked Interest Note/other variable-linked interest Note Provisions</b>	Applicable in respect of the period from and including 8 June 2014 to but excluding the Maturity Date
(i) Index/Formula/other variable:	The interest payable annually on the Notes in respect of each Interest Period will be at a rate determined by the Calculation Agent in its sole discretion in accordance with the following

formula:

$$6 * (CMS10y - CMS2y)$$

*provided* that such rate shall be subject to the Minimum Rate of Interest and the Maximum Rate of Interest specified below.

Where:

“**CMS2y**” means the EUR constant maturity swap rate (EUR-ISDA-EURIBOR Swap Rate) with a designated maturity of 2 years as quoted on an annual 30/360 basis vs 6 month EURIBOR as determined by reference to the first column on Reuters page ISDAFIX2 as at 10.00 a.m. (London time) on the day that is two Business Days prior to the first day of each Interest Period (or such successor page nominated for the purpose or, if no such successor page is available, as determined by the Calculation Agent using its reasonable discretion).

“**CMS10y**” means the EUR constant maturity swap rate (EUR-ISDA-EURIBOR Swap Rate) with a designated maturity of 10 years as quoted on an annual 30/360 basis vs 6 month EURIBOR as determined by reference to the first column on Reuters page ISDAFIX2 as at 10.00 a.m. (London time) on the day that is two Business Days prior to the first day of each Interest Period (or such successor page nominated for the purpose or, if no such successor page is available, as determined by the Calculation Agent using its reasonable discretion).

- |       |  |   |
|-------|--|---|
| (ii)  | Calculation Agent responsible for calculating the interest due:  | The Royal Bank of Scotland plc<br>135 Bishopsgate, London EC2M 3UR<br>on the basis of the terms set out in the Dealer Agreement dated 31 October 2005 |
| (iii) | Provisions for determining Coupon where calculated by reference to Index and/or Formula and/or other variable: | See item 18(i) above  |
| (iv)  | Determination Date(s):   | See item 18(i) above  |

- |        |   |   |
|--------|---|---|
| (v)    | Provisions for determining Coupon where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: | See item 18(i) above  |
| (vi)   | Interest or calculation period(s):  | Not Applicable  |
| (vii)  | Specified Interest Payment Dates:   | 8 June in each year, commencing on 8 June 2015, up to and including the Maturity Date   |
| (viii) | Business Day Convention:  | Modified Following Business Day Convention  |
| (ix)   | Additional Business Centre(s):  | Not Applicable  |
| (x)    | Minimum Rate/Amount of Interest:  | 0.00 per cent. per annum.   |
| (xi)   | Maximum Rate/Amount of Interest:  | If, at any time, the interest payable on the Notes in respect of an Interest Period (as calculated in accordance with item 18(i) above) is greater than 5.50 per cent. per annum., the interest payable for that Interest Period and all subsequent Interest Periods will be equal to 5.50 per cent. per annum. |
| (xii)  | Day Count Fraction (Condition 5(j)):  | 30/360, adjusted  |

**19. Dual Currency Note Provisions**

Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

**20. Call Option**

Not Applicable

**21. Put Option**

Not Applicable

**22. Redemption for Taxation Reasons**

Not Applicable

**23. Final Redemption Amount of each Note**

EUR 50,000 per Note of EUR 50,000 specified denomination

In cases where the Final Redemption Amount is Index-Linked or other variable-linked:

Index/Formula/variable:

Not Applicable

Calculation Agent responsible for calculating the Final Redemption Amount:

Not Applicable

Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:

Not Applicable

Determination Date(s):

Not Applicable

Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise

disrupted:	Not Applicable
Payment Date:	Not Applicable
Minimum Final Redemption Amount:	Not Applicable
Maximum Final Redemption Amount:	Not Applicable

#### **24. Early Redemption Amount**

- |   |                |
|---|----------------|
| (i) Early Redemption Amount(s) payable on redemption for taxation reasons (Condition 6(c)) or an event of default (Condition 10) and/or the method of calculating the same (if required or if different from that set out in the Conditions): | Not Applicable |
| (ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 6(c)):  | Not Applicable |
| (iii) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 7(f)):  | Not Applicable |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

<b>25. Form of Notes:</b>	<b>Bearer Notes:</b>
(i) Temporary or permanent global Note/Certificate:	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
(ii) Applicable TEFRA exemption:	D Rules
<b>26. Financial Centre(s) or other special provisions relating to Payment Dates:</b>	Not Applicable
<b>27. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):</b>	No
<b>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]:</b>	Not Applicable
<b>29. Details relating to Instalment Notes amount of each instalment, date on which each</b>	Not Applicable

payment is to be made:

- |  |                |
|--|----------------|
| 30. Redenomination, renominatisation and reconventioning provisions:   | Not Applicable |
| 31. Consolidation provisions:  | Not Applicable |
| 32. Other final terms:   | Not Applicable |
| 33. Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 11(a):                            | Not Applicable |
| 34. The aggregate principal amount of Notes issued has been translated into euro at the rate of [•], producing a sum of (for Notes not denominated in euro): | Not Applicable |

#### **DISTRIBUTION**

- |  |   |
|--|---|
| 35. (i) If syndicated, names and addresses of Managers and underwriting commitments: | Not Applicable  |
| (ii) Date of Subscription Agreement:   | Not Applicable  |
| (iii) Stabilising Manager(s) (if any):   | Not Applicable  |
| 36. If non-syndicated, name and address of Dealer:                                   | The Royal Bank of Scotland plc<br>135 Bishopsgate London EC2M 3UR |
| 37. Total commission and concession:   | 0.00 per cent. of the Aggregate Nominal Amount                    |
| 38. 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 Notes described herein pursuant to the Euro 5,000,000,000 Euro Medium Term Note Programme of Banca Italease S.p.A.

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware no facts have been omitted which would render the reproduced inaccurate or misleading.

Signed on behalf of the Issuer:

By: .....

Duly authorised

## PART B – OTHER INFORMATION

### LISTING

- |      |                       |  |
|------|-----------------------|--|
| (i)  | Listing:              | Luxembourg   |
| (ii) | Admission to trading: | Application has been made for the Notes to be admitted to trading on the Luxembourg Stock Exchange with effect from 8 June 2006. |

### RATINGS

Ratings: Not Applicable

### NOTIFICATION

The *Commission de Surveillance du Secteur Financier* has been requested to provide the *Commissione Nazionale per la Società e la Borsa* with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

### INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the issue/offer of the Notes has any interest, including conflicting ones, material to the offer.

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

- |       |                           |                              |
|-------|---------------------------|------------------------------|
| (i)   | Reasons for the offer:    | For General Funding purposes |
| (ii)  | Estimated net proceeds:   | EUR 20,000,000               |
| (iii) | Estimated total expenses: | Listing fees only            |

### FIXED RATE NOTES ONLY - YIELD

Indication of yield 5.50 per cent. per annum.

Since the yield is calculated at the Issue Date on the basis of the Issue Price, it is not an indication of future yield

### Index-Linked or other variable linked Notes only – PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Information and historical data of 6 month EURIBOR are available on the Reuters Page "EURIBOR01". Information and historical data of CMS2y and CMS10y are available on the Reuters Page "ISDAFIX2".

### OPERATIONAL INFORMATION

ISIN Code:	XS0256427674
Common Code:	025642767
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**

## **SCHEDULE TO THE FINAL TERMS**

### **Further information relating to the Issuer**

1. **Name:** Banca Italease S.p.A.
2. **Objects:** The objects of the Issuer, as set out in Article 4 of its by-laws, are as follows:
  1. The object of the Issuer is the collection of savings mainly for medium and long term and the exercise in Italy and abroad of the credit activity mainly in the form of the leasing. The Issuer may carry out all permitted banking and financial transactions and services, in conformity with current law. For the purposes of the best carrying out of the corporate object, the Issuer may also execute any transaction connected or instrumental to the corporate object.
  2. The Issuer may also acquire participations in Italy and abroad, in conformity with current law, and may also render services with reference to leasing agreements between third parties.
3. **Registered office:** Via Cino del Duca 12, 20122, Milan, Italy.
4. **Company registration:** Registered at the Companies' Registry of the Chamber of Commerce of Milan, Italy under registration no. 00846180156.
5. **Amount of paid-up share capital and reserves:** Paid-up share capital: EUR 393,411,955.32, consisting of 76,242,627 ordinary shares with a nominal value of EUR 5.16 each.  
  
Reserves (taken from the Issuer's consolidated financial statements for the year ended 31 December 2005): EUR 88,888,000.