



CASSA DI RISPARMIO DI FIRENZE

Fondata nel 1829

02 APR -1 AM 8:00



March 27, 2002

Securities and Exchange Commission  
Division of Corporate Finance  
Office of International Corporate Finance  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington DC 20549  
USA

SUPPL

Attention Ms Amy O'Brien

PROCESSED

APR 10 2002

THOMSON  
FINANCIAL

Dear Sirs,

Re. **Cassa di Risparmio di Firenze S.p.A. - File number 82-5126 - Information furnished pursuant to Rule 12g3-2b under the Securities Exchange Act of 1934**

Please find enclosed the following document :

- **Public announcement in a daily newspaper : notice convening Shareholders' Meeting**  
Date distributed : March 27, 2002  
Num. of Annex A : 16a  
English summary attached

In order to facilitate your work I have included the Annex A.

Should you need any further information, please do not hesitate to contact me at (+39) 055 2612284.

Yours sincerely,

Marco Falleri  
Investor Relations

Mod. MI 10208 Q - FI - 300.000 - 12/01





**CASSA DI RISPARMIO DI FIRENZE**  
**CONVOCAZIONE DI ASSEMBLEA**  
**CASSA DI RISPARMIO DI FIRENZE SpA**

Iscritta all'Albo delle Banche al n. 5120  
Capogruppo del Gruppo bancario Cassa di Risparmio di Firenze  
Iscritto all' Albo dei Gruppi Bancari al n. 6160.6  
Sede in Firenze, via Bufalini n. 6  
Capitale sociale € 564.842.924,36

Registro delle Imprese di Firenze, Codice Fiscale e Partita IVA 04385190485, R.E.A. n. 444267

I Signori azionisti sono convocati in assemblea straordinaria ed ordinaria presso la Sala Verde di Palazzo Incontri in Firenze, Via de' Pucci n.1, **per il giorno 29 aprile 2002 alle ore 11,00, in prima convocazione** e, occorrendo, in seconda convocazione, per il giorno 30 aprile 2002, stessi ora e luogo, per discutere e deliberare sul seguente

**ORDINE DEL GIORNO**

**Parte straordinaria**

- 1) Proposta di aumento gratuito del capitale sociale per € 54.311.819,65 mediante utilizzo di riserve, con aumento del valore nominale di ogni singola azione da € 0,52 a € 0,57.
- 2) Conseguenti modifiche allo Statuto riguardanti l'art. 5 - Capitale sociale.

**Parte ordinaria**

- 1) Bilancio di esercizio e bilancio consolidato al 31 dicembre 2001; relazioni del Consiglio di Amministrazione sulla gestione; relazioni del Collegio Sindacale; deliberazioni inerenti e conseguenti.
- 2) Autorizzazione all'acquisto e vendita di azioni proprie.

Potranno intervenire all'assemblea i signori azionisti che risultino averne diritto sulla base dell'apposita certificazione rilasciata da un intermediario autorizzato ai sensi della normativa vigente.

Ai fini di agevolare le necessarie verifiche gli azionisti ed i loro rappresentanti potranno far pervenire alla segreteria societaria presso il Servizio Segreteria del Consiglio, via Bufalini n. 6 - Firenze, copia dei documenti comprovanti la loro legittimazione, per posta o via fax, almeno due giorni prima della data dell'assemblea in prima convocazione. L'originale di tale documentazione dovrà comunque essere presentato al momento dell'intervento in assemblea.

La verifica della legittimazione all'intervento in assemblea avrà inizio nel giorno e nel luogo di svolgimento dell'assemblea stessa a far tempo dalle ore 9,00.

La documentazione relativa agli argomenti posti all'ordine del giorno, prevista dalla normativa vigente, verrà messa a disposizione del pubblico, nei termini prescritti, presso la sede sociale e presso Borsa Italiana S.p.A. In particolare la documentazione relativa al punto 2 dell'O.d.g. dell'assemblea ordinaria, richiamato dall'art. 73 della deliberazione Consob n.11971 del 14 maggio 1999 verrà messa a disposizione del pubblico presso la sede sociale e presso la Borsa Italiana S.p.A. almeno 15 giorni prima di quello fissato per l'assemblea. I signori azionisti hanno facoltà di ottenere copia della suddetta documentazione a proprie spese.

Firenze, 12 marzo 2002

Per il Consiglio di Amministrazione  
Il Presidente (Aureliano Benedetti)

*La Segreteria Generale della Cassa di Risparmio di Firenze S.p.A. è a disposizione per eventuali ulteriori informazioni ai seguenti numeri: Tel. 0552612896 / 05526122284 - Fax 0552608215 / 0552612298  
Il presente avviso sarà disponibile al seguente indirizzo Internet: [www.carifirenze.it](http://www.carifirenze.it)*

## **2002 SHAREHOLDERS' MEETING**

*Summary of a public announcement (published in a daily newspaper)*

Our shareholders are invited to attend an extraordinary and ordinary meeting of shareholders in the green room of Palazzo Incontri, Via de' Pucci nr.1, Florence, Italy on **April 29<sup>th</sup>, 2002 at 11 a.m. in first session** and, if necessary, in second session on April 30<sup>th</sup>, 2002, at the same time and place, to discuss and pass resolutions on the following

### **AGENDA**

#### **EXTRAORDINARY MEETING**

1. Proposal to increase, free of charge, the share capital by Euro 54,311,819.65 by means of reserves utilization. The shares face value will increase to Euro 0.57 from Euro 0.52.
2. Connected by-laws amendments

#### **ORDINARY MEETING**

1. 2001 annual report of Cassa di Risparmio di Firenze Spa; 2001 consolidated results; Board of Directors' report; Board of Auditors' report; relevant and consequent resolutions.
2. Authorisation of the purchase and sale of own shares.

(...)

*For further information please call Cassa di Risparmio di Firenze shareholders' office at +39 055 2612284 or fax +39 055 2612298*

**ANNEX A**  
**REPORTING/DISCLOSURE REQUIREMENTS APPLICABLE TO CASSA DI RISPARMIO DI FIRENZE S.p.A.**  
**("CRF")**

Type of information	Period of filing or disclosure	Source of requirement	Where/how to file, make public or distribute
1. <i>Annual reports of CRF, including (i) the Board of Directors' report, (ii) the Board of Auditors' report and (iii) the minutes of the shareholders' meeting which approved the annual financial statements. Consolidated annual reports of the CRF Group. The external auditors' reports. Financial statements of CRF's subsidiaries or a summary thereof. Summary of the main line items of the financial statements of CRF's affiliates.</i> <sup>1</sup>	By the day following the date of approval of the annual financial statements by CRF's shareholders' meeting.	Arts. 77 and 96 of CONSOB Regulation No. 11971/99.	<i>Borsa Italiana</i> (Italian Stock Exchange) and CONSOB. The information must be made available to the public at the registered office of CRF. The availability of the documents must be disclosed through a public announcement in at least one daily newspaper with national circulation in Italy.
<i>Annual reports of CRF, including (i) the Board of Directors' report, (ii) the Board of Auditors' report, and (iii) the minutes of the shareholders' meeting which approved the annual financial statements.</i>	Within 30 days from the date of approval of the annual financial statements by CRF's shareholders' meeting.	Art. 2435 of the Italian Civil Code.	The annual report and the minutes of the shareholders' meeting which approved the financial statements have to be filed with the local Companies' Register ( <i>Ufficio del Registro delle Imprese</i> ).

<sup>1</sup> The minutes of the shareholders' meeting at which the financial statements are (or are not) approved must be made available to the public at the registered office of CRF and sent to the Italian Stock Exchange and CONSOB within seven days from the date of such shareholders' meeting. If the shareholders' meeting requires amendments to the financial statements, the financial statements as amended must be made available to the public and sent to the Italian Stock Exchange and CONSOB within three days from the relevant shareholders' meeting.

Type of information	Period of filing or disclosure	Source of requirement	Where/how to file, make public or distribute
2. <i>Semi-annual reports of CRF, including (i) the Board of Directors' report, (ii) the Board of Auditors' remarks, if any, and (iii) the external auditors' report, if any.</i>	Within four months of the end of the first semester of each accounting year.	Arts. 81 and 96 of CONSOB Regulation No. 11971/99.	Italian Stock Exchange and CONSOB. The information must be made available to the public at the registered office of CRF. The availability of the documents must be disclosed through a public announcement in at least one daily newspaper with national circulation in Italy.
3. <i>Quarterly reports.</i>	Within 45 days of the end of each quarter of each accounting year.	Arts. 82 and 96 of CONSOB Regulation No. 11971/99.	Italian Stock Exchange and CONSOB. The information must be made available to the public at the registered office of CRF. The availability of the documents has to be disclosed through a public announcement in at least one daily newspaper with national circulation in Italy. <sup>2</sup>
4. <i>Prospectuses.</i>	Must be notified and registered with CONSOB and, where the prospectus is also a prospectus for admission to listing, the Italian Stock Exchange, prior to delivery to the public.	Art. 94 of Legislative Decree No. 58/1998.	CONSOB and, where the prospectus is also a prospectus for admission to listing, the Italian Stock Exchange, and the public at large.
5. <i>Dividend declarations.</i>	Must be approved by shareholders at the annual general meeting that approves the financial statements and disclosed promptly to CONSOB, the Italian Stock Exchange and the public.	Art. 2433 of the Italian Civil Code.	Italian Stock Exchange and CONSOB. The information must be made available at the registered office of CRF. The availability of such information has to be disclosed through a public announcement in at least one daily newspaper with national circulation in Italy.
6. <i>Preliminary profit announcements.</i>	Must be disclosed promptly.	Arts. 66 and 68 of CONSOB Regulation No. 11971/99.	Italian Stock Exchange and CONSOB. The information must be made available to the public, including through a press release to at least two press agencies.
7. <i>Periodic accounting information and budget announcements.</i>	Must be disclosed promptly.	Arts. 66 and 68 of CONSOB Regulation No. 11971/99.	Italian Stock Exchange and CONSOB. The information must be made available to the public, including through a press release to at least two press agencies.

2 Exemptions apply for quarterly reports due at the end of each semester and each accounting year, provided certain conditions are met.

Type of information	Period of filing or disclosure	Source of requirement	Where/how to file, make public or distribute
8. <i>Board of Directors' resolutions concerning the approval of the financial statements of CRF and of the CRF group, the semi-annual accounts and proposals for dividend distribution.</i>	Must be disclosed promptly.	Art. 66 of CONSOB Regulation No. 11971/99.	Italian Stock Exchange and CONSOB. The information must be made available to the public, including through a press release to at least two press agencies.
9. <i>Information and documents relating to mergers and demergers.</i>			
(a) Merger/demerger proposal.	No later than 30 days prior to the date of the shareholders' meeting to which the proposal will be submitted.	Art. 2501 <i>bis</i> and Art. 2504 <i>octies</i> of the Italian Civil Code.	The information must be filed with the Companies' Register and a summary must be published in the Italian Official Gazette.
(b) Merger/demerger proposal. Financial condition of the companies involved in the merger/demerger.	No later than 30 days prior to the date of the shareholders' meeting to which the proposal will be submitted.	Art. 70 and 90 of CONSOB Regulation No. 11971/99.	Italian Stock Exchange and CONSOB. The information must be made available to the public, including at the registered office of CRF. The availability of such information has to be disclosed through a public announcement in at least one daily newspaper with national circulation in Italy no later than 25 days prior to the date of the relevant shareholders' meeting.
(c) Report of the Board of Directors to the Shareholders on the merger/demerger.	No later than 30 days prior to the date of the shareholders' meeting to which the proposal will be submitted.	Art. 90 of CONSOB Regulation No. 11971/99.	CONSOB.
(d) Information memorandum.	No later than 10 days prior to the date of the shareholders' meeting to which the proposal will be submitted.	Arts. 70 and 90 of CONSOB Regulation No. 11971/99.	CONSOB may require that an information memorandum (prepared in accordance with the format set forth by CONSOB) be made available to the public at the registered office of CRF, the Italian Stock Exchange and CONSOB. The availability of such information must be disclosed through the public announcement specified above sub (b).
(e) Resolution of the shareholders' meeting which approved the merger/demerger.	Within 30 days from the date of the relevant shareholders' meeting.	Art. 90 of CONSOB Regulation No. 11971/99. Art. 2502 <i>bis</i> and Art. 2504 <i>novies</i> of the Italian Civil Code.	CONSOB. The information must be filed together with a number of attachments with the Companies' Register and a summary must be published in the Italian Official Gazette.

Type of information	Period of filing or disclosure	Source of requirement	Where/how to file, make public or distribute
(f) Deed of merger/demerger.	Within 30 days of execution of the deed of merger/demerger.	Art. 2504 and Art. 2504 <i>novies</i> of the Italian Civil Code.	The information must be filed with the Companies' Register.
(g) Deed of merger/demerger.	Within 10 days of the registration of the deed of merger/demerger with the Companies' Register.	Art. 90 of CONSOB Regulation No. 11971/99.	CONSOB.
10. <b>Information memorandum regarding acquisitions and disinvestments.</b>	No later than 15 days from CONSOB's request.	Arts. 71 and 91 of CONSOB Regulation No. 11971/99.	CONSOB may require, depending on the type and size of the acquisition/ Disinvestment, that an information memorandum (prepared in accordance with the format set forth by CONSOB) be made available to the public at the registered office of CRF, the Italian Stock Exchange and CONSOB. The availability of such document has to be disclosed promptly through a public announcement in at least one daily newspaper with national circulation in Italy.
11. <b>Amendments to the by-laws.</b>			
(a) Report of the Board of Directors to the shareholders on the proposed amendments (in the format set out by CONSOB).	At least 30 days prior to the date of the shareholders' meeting to which the amendments will be submitted.	Art. 92, par. 1, (a) of CONSOB Regulation No. 11971/99.	CONSOB.
	At least 15 days prior to the date of the shareholders' meeting to which the amendments will be submitted.	Art. 72, par. 2 of CONSOB Regulation No. 11971/99.	The information must be made available to the public at the registered office of CRF and the Italian Stock Exchange.
(b) Amended text of the by-laws together with the resolution of the shareholders' meeting which approved the amendments.	Within 30 days from the date of the shareholders' meeting that approved the amendments.	Art. 2436 of the Italian Civil Code.	The information must be filed with the Companies' Register.
12. <b>Issue of debt securities.</b>			
(a) Report of the Board of Directors to the shareholders on the proposed issue of debt securities.	At least 30 days prior to the date of the shareholders' meeting to which the issue will be submitted.	Art. 92 of CONSOB Regulation No. 11971/99.	CONSOB.

Type of information	Period of filing or disclosure	Source of requirement	Where/how to file, make public or distribute
	At least 15 days prior to the date of the shareholders' meeting to which the issue will be submitted.	Art. 75 of CONSOB Regulation No. 11971/99.	The information (in the format set out by CONSOB) must be made available to the public at the registered office of CRF and the Italian Stock Exchange.
(b) Resolution of the shareholders' meeting which has approved the issue of the debt securities.	Within 30 days from the date of the relevant shareholders' meeting.	Art. 2411 of the Italian Civil Code.	The Companies' Register.
<b>13. Changes in share capital.</b>			
(a) Report of the Board of Directors to the shareholders on the proposed change in share capital.	At least 30 days prior to the date of the shareholders' meeting to which the change in share capital will be submitted.	Art. 92 of CONSOB Regulation No. 11971/99.	CONSOB.
	At least 15 days <sup>3</sup> prior to the date of the shareholders' meeting to which the change in share capital will be submitted.	Art. 72 of CONSOB Regulation No. 11971/99.	The information (in the format set out by CONSOB) must be made available to the public at the registered office of CRF and the Italian Stock Exchange.
(b) Report of the external auditors appointed by the Florence Court. <sup>4</sup>	At least 15 days prior to the date of the shareholders' meeting to which the change in share capital will be submitted.	Art. 72 and 92 of CONSOB Regulation No. 11971/99.	CONSOB. The information must be made available to the public at the registered office of CRF and the Italian Stock Exchange.
(c) Resolution of the shareholders' meeting which has approved the change in share capital.	Within 30 days from the date of the shareholders' meeting which has approved the change in share capital.	Art. 2436 of the Italian Civil Code.  Art. 92 of CONSOB Regulation No. 11971/99.	The information must be filed with the Companies' Register.  CONSOB.
(d) Amended text of the by-laws.	Within 30 days from the date of the shareholders' meeting which has approved the change in share capital.	Art. 2436 of the Italian Civil Code.	The information (showing the new amount of share capital) must be filed with the Companies' Register.

<sup>3</sup> In the event of a capital decrease due to losses, such period is reduced to eight days prior to the date of the shareholders' meeting to which the change in share capital will be submitted (art. 74 of CONSOB Regulation No. 11971/99). In this case, CRF must file with CONSOB the minutes of the shareholders' meeting which resolved upon the capital decrease due to losses, within 30 days from such meeting (art. 94 of CONSOB Regulation No. 11971/99).

<sup>4</sup> Only when the increase in share capital is made with the exclusion of pre-emptive rights, or with assets in kind.

Type of information	Period of filing or disclosure	Source of requirement	Where/how to file, make public or distribute
<b>14. Acquisition/sale of treasury stock.</b>	Within 30 days from the date of filing with the Companies' Register.	Art. 92 of CONSOB Regulation No. 11971/99.	CONSOB.
(a) Report of the Board of Directors to the shareholders on the proposed acquisition or sale of treasury stock.	At least 15 days prior to the date of the shareholders' meeting to which the acquisition or sale of treasury stock will be submitted.	Arts. 73 and 93 of CONSOB Regulation No. 11971/99.	CONSOB. The information (in the format set out by CONSOB) must be made available to the public at the registered office of CRF and the Italian Stock Exchange.
(b) Minutes of the shareholders' meeting which approved the acquisition or sale of treasury stock.	Within 30 days from the relevant shareholders' meeting.	Art. 93 of CONSOB Regulation No. 11971/99.	CONSOB.
<b>15. Notice of changes in directors, statutory auditors or general manager.</b>	Within 10 days of appointment/removal.	Art. 100 of CONSOB Regulation No. 11971/99.	Details of the new/resigned directors, statutory auditors or general manager must be filed with CONSOB.
<b>Notice of changes in directors.</b>	Within 15 days of appointment/removal.	Art. 2383 of the Italian Civil Code.	Details of the new/resigned directors must be filed with Companies' Register.
<b>16. Shareholders' meetings.</b>			
(a) Notice convening shareholders' meetings stating, <i>inter alia</i> , agenda of meetings.	30 days before shareholders' meetings.	Ministerial Decree No. 437/98.	Publication in the Italian Official Gazette.
(b) Directors' report on proposals included in the agenda.	15 days before shareholders' meeting.	Ministerial Decree No. 437/98.	Such information must be made available to the public at the registered office of CRF and the Italian Stock Exchange.
<b>17. Trading on listed securities issued by CRF or other companies of the CRF Group or related securities.</b>	Within 3 working days from the end of each calendar month.	Arts. 87 and Annex 3F of CONSOB Regulation 11971/99.	CRF must deliver to CONSOB a report on the trades made by CRF or other companies of the CRF Group on listed securities issued by CRF or other companies of the CRF Group or related securities. Such information, provided that certain thresholds are met, must be made available to the public at the Italian Stock Exchange and through a press release to at least two press agencies, within five working days from the end of each calendar month.
<b>18. Opening/closing of branches.</b>	Must be disclosed promptly.	Rules of the Companies' Register	The opening/closing of the branch must be notified to the Companies Register.

Type of information	Period of filing or disclosure	Source of requirement	Where/how to file, make public or distribute
19. <i>Other material information.</i>	Must be disclosed promptly.	Art. 66 of CONSOB Regulation No. 11971/99.	Any material information must be disclosed to CONSOB and the Italian Stock Exchange and made available to the public by way of a press release to at least two press agencies.