



*Commission de Surveillance
du Secteur Financier*

**Certificate of Approval of a Prospectus
in accordance with the Luxembourg Law on Prospectuses for Securities
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

To:

Finanzmarktaufsicht (FMA) (Austria)
Autorité des services et marchés financiers (FSMA) (Belgium)
Croatian Financial Services Supervisory Agency (Hanfa) (Croatia)
Cyprus Securities & Exchange Commission (CSEC) (Cyprus)
Finanstilsynet (Denmark)
Autorité des Marchés Financiers (AMF) (France)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Hellenic Capital Market Commission (CMC) (Greece)
The Central Bank of Hungary (MNB) (Hungary)
Central Bank of Ireland (Ireland)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
Malta Financial Services Authority (MFSA) (Malta)
Polish Financial Supervision Authority (PFSA) (Poland)
Comissão do Mercado de Valores Mobiliários (CMVM) (Portugal)
The Financial Market Authority / Úrad pre finančný trh (ÚFT) (Slovak Republic)
Securities Market Agency (Slovenia)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Finansinspektionen (FI) (Sweden)
Czech National Bank (CNB) (The Czech Republic)
Autoriteit Financiële Markten (AFM) (The Netherlands)
Financial Conduct Authority (FCA) (United Kingdom)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 15 June 2017.

Name of Issuer(s):

Banca IMI S.p.A.

Registered Office(s)/Seat(s):

Milan, Italy

Type of Securities:

€ 3,000,000,000 WARRANTS AND CERTIFICATES PROGRAMME

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:

XI, XII, XX, XXI, XXII, XXX

Guarantor(s) (if any):
Not applicable

Attachment(s):

Prospectus
Croatian translation of the summary
Czech translation of the summary
Danish translation of the summary
French translation of the summary
German translation of the summary
Greek translation of the summary
Hungarian translation of the summary
Italian translation of the summary
Polish translation of the summary
Portuguese translation of the summary
Slovak translation of the summary
Slovene translation of the summary
Spanish translation of the summary
Swedish translation of the summary

Ref.: C-20364
Luxembourg, 15 June 2017
Commission de Surveillance du Secteur Financier

