



*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)
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)
Financial Conduct Authority (FCA) (United Kingdom)
Autoriteit Financiële Markten (AFM) (The Netherlands)
Malta Financial Services Authority (MFSA) (Malta)

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 27 July 2018.

Name of Issuer(s):

Banca IMI S.p.A.

Registered Office(s)/Seat(s):

Milan, Italy

Type of Securities:

€ 20,000,000,000 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

French translation of the summary

Croatian translation of the summary

Greek translation of the summary

Danish translation of the summary

Swedish translation of the summary

German 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

Czech translation of the summary

Ref.: C-022467

Luxembourg, 27 July 2018

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