



**Certificate of Approval of a Base Prospectus
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 3134**

To: Finanzmarktaufsicht, Austria
Financial Services and Markets Authority, Belgium
Financial Services Supervisory Agency, Croatia
Securities and Exchange Commission, Republic of Cyprus
Czech National Bank, Czech Republic
Finanstilsynet, Denmark
Autorité des Marchés Financiers, France
Bundesanstalt für Finanzdienstleistungsaufsicht, Germany
Capital Market Commission, Greece
Hungarian Financial Supervisory Authority, Hungary
Commissione Nazionale per le Società e la Borsa, Italy
Commission de Surveillance du Secteur Financier, Luxembourg
Financial Services Authority, Malta
Autoriteit Financiële Markten, The Netherlands
Komisja Nadzoru Finansowego, Poland
Comissão do Mercado de Valores Mobiliários, Portugal
National Bank of Slovakia, Slovakia
Securities Market Agency, Slovenia
Comisión Nacional del Mercado de Valores, Spain
Finansinspektionen, Sweden
Financial Conduct Authority, United Kingdom

From: Central Bank of Ireland

We hereby certify that the Base Prospectus detailed below has been drawn up pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005 and was approved by us on 08 July 2019.

Name of Issuer: Banca IMI S.p.A.

Registered Office: Banca IMI S.p.A.
Largo Mattioli, 3
20121 Milan
Italy

Type of Securities: Structured Note Programme

National Prospectus Identifier: JOB20006246

(references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up): V, XI, XIII, XX(XXX), XXII and XXX

Guarantor(if Any): N/A

We have authorised, in accordance with Article 8 of Directive 2003/71/EC or national law transposing Directive 2003/71/EC, the omission of the information required under the following grounds: N/A



Banc Ceannais na hÉireann
Central Bank of Ireland

Eurosystem

Signed:

A handwritten signature in blue ink, appearing to read "Ma Wadd", written over a horizontal line.

For and on behalf of the: Central Bank of Ireland

Date: 08 July 2019

Attachments:

1. Base Prospectus
2. Translations