



**Certificate of Approval of a Base Prospectus
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005
Certificate Reference 2157**

To: Czech National Bank, Czech Republic
Autorité des Marchés Financiers, France
Bundesanstalt für Finanzdienstleistungsaufsicht, Germany
Hungarian Financial Supervisory Authority, Hungary
Commissione Nazionale per le Società e la Borsa, Italy
Autoriteit Financiële Markten, The Netherlands
Komisja Nadzoru Finansowego, Poland
Comissão do Mercado de Valores Mobiliários, Portugal
National Bank of Slovakia, Slovak Republic
Securities Market Agency, Slovenia
Comisión Nacional del Mercado de Valores, Spain
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 17 July 2015.

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

Registered Office: Largo Mattioli, 3
20121 Milan
Italy

Type of Securities: Euro Medium Term Note Programme

(references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up): Annexes V, XI, XX, 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 [Item _ of Annex _] on the following grounds: N/A

Signed:

For and on behalf of the: Central Bank of Ireland

Date: 17 July 2015

Attachments: (1) Base Prospectus
(2) Translations