



**Certificate of Approval of a Base Prospectus  
pursuant to Prospectus (Directive 2003/71/EC) Regulations 2005  
Certificate Reference 2241**

**To:** Finanzmarktaufsicht, Austria  
Commission Bancaire et Financière et des Assurances, Belgium  
Cyprus Securities and Exchange Commission, Cyprus  
Croatian Financial Services Supervisory Agency, Croatia  
Czech National Bank, Czech Republic  
Finanstilsynet, Denmark  
Autorité des Marchés Financiers, France  
Bundesanstalt für Finanzdienstleistungsaufsicht, Germany  
Hungarian Financial Supervisory Authority, Hungary  
Commissione Nazionale per le Società e la Borsa, Italy  
Commission de Surveillance du Secteur Financier,  
Luxembourg  
Autoriteit Financiële Markten, The Netherlands  
Malta Financial Services Authority, Malta  
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  
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 11 November 2015.

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

**Registered Office:** Largo Mattioli, 3  
20121 Milan  
Italy

**Type of Securities:** Structured Note Programme

**(references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up):** Annexes V, XI, XIII, 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**



Banc Ceannais na hÉireann  
Central Bank of Ireland

Eurosystem

**Signed:**

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**For and on behalf of the: Central Bank of Ireland**

**Date:**

11 November 2015

**Attachments:**

- (1) Base Prospectus
- (2) Translations