

## FINAL TERMS

2 May 2019

### BANCA IMI S.P.A.

#### STANDARD LONG AUTOCALLABLE BARRIER DIGITAL CERTIFICATES WITH MEMORY EFFECT on Assicurazioni Generali S.p.A. Share due 31.05.2024

*Commercial name: BANCA IMI S.P.A. Phoenix Autocallable Certificates su Azione Assicurazioni  
Generali S.p.A.*

#### under the Warrants and Certificates Programme

#### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the Base Prospectus dated 27 July 2018 which constitutes a base prospectus for the purposes of the Prospectus Directive as amended. This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the registered office of the Issuer and the specified offices of the Principal Security Agent. The Base Prospectus has been published on the websites of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)) and the Issuer (<https://www.bancaimi.prodottiequotazioni.com/EN/Legal-Documents>). A summary of the Securities (which comprises the summary in the Base Prospectus as completed to reflect the provisions of these Final Terms) is annexed to these Final Terms. In the case of the Securities admitted to trading on the regulated market of the Luxembourg Stock Exchange, the Final Terms will be published on the website of the Luxembourg Stock Exchange and of the Issuer.

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms insofar as they relate to such series of Securities, save as where otherwise expressly provided.

These Final Terms relate to the series of Securities as set out in "Specific Provisions for each Series" below. References herein to "Securities" shall be deemed to be references to the relevant Certificates that are the subject of these Final Terms and references to "Securities" and "Security" shall be construed accordingly.

1. Specific provisions for each Series:

<b>Series Number</b>	<b>No. of Securities issued</b>	<b>Issue price per Security</b>
726	Up to 300,000	EUR 100

2. Tranche Number: Not applicable
3. Minimum Exercise Amount: 1 (one) Certificate
4. Minimum Trading Amount: 1 (one) Certificate
5. Consolidation: Not applicable

6. Type of Securities and underlying asset: (a) The Securities are Certificates. The Certificates are Share Securities.
- (b) The item to which the Securities relate is the Assicurazioni Generali S.p.A. share (ISIN Code: IT0000062072; Bloomberg Code: G IM <Equity>) (the "**Underlying**" or the "**Share**").
7. Typology: Standard Long Certificates
8. (i) Exercise Date: The Exercise Date of the Securities is 31 May 2024.
- (ii) Renouncement Notice Cut-off Time: Equal to the Valuation Date.
9. Settlement Date: The Settlement Date for the Securities is 31 May 2024.
- If, on the Valuation Date a Market Disruption Event occurs, the Settlement Date will be postponed accordingly. Such Settlement Date shall not, in any case, be postponed beyond the tenth Business Day following the Valuation Date.
10. Delivery Date: The Delivery Date for the Securities is the Issue Date.
11. Issue Date: The Issue Date is 31 May 2019, or, in case of postponement, such other date specified in a notice published on the website of the Issuer and the Manager.
- The Issue Date shall not, in any case, be postponed beyond the fifth Business Day following 31 May 2019.
12. Issue Currency: The Issue Currency is Euro ("**EUR**").
13. Discount Price: Not applicable.
14. Purchase Price: Not applicable.
15. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 3 is Milan.
16. Business Day: Following Unadjusted Business Day Convention
17. Exchange Business Day: Following Unadjusted Business Day Convention
18. Settlement Business Day: Not applicable.
19. Settlement: Settlement will be by way of cash payment (**Cash Settled Securities**).
20. Exchange Rate: Not applicable.
21. Settlement Currency: The Settlement Currency for the payment of the Cash Settlement Amount and any other remuneration amount payable under the Securities is EUR.
22. Name and address of Calculation Agent: The Calculation Agent is Banca IMI S.p.A., with registered office at Largo Mattioli 3, 20121 Milan.
23. Exchange(s): For the purposes of Condition 3 and Condition 15 the Exchange

is Borsa Italiana S.p.A. - MTA (*Mercato Telematico Azionario*).

24. Reference Source: The Reference Source is Borsa Italiana S.p.A..
25. Related Exchange(s): For the purposes of Condition 15, the Related Exchange is Borsa Italiana S.p.A. - IDEM (*Mercato degli Strumenti Derivati*).
26. Rollover Date: Not applicable
27. Open End Feature: Not applicable
28. Put Option: Not applicable
29. Call Option: Not applicable
30. Maximum Level: Not applicable
31. Minimum Level: Not applicable
32. Settlement Amount: On the Settlement Date each Certificate will entitle its holder to receive, if an Early Redemption Event has not occurred, a Cash Settlement Amount in the Settlement Currency calculated by the Calculation Agent in accordance with the following formula and rounding the resultant figure to nearest EUR cent, 0.005 EUR being rounded upwards:
- A. If the Final Reference Value is higher than, or equal to, the Barrier Level (i.e. the Barrier Event has not occurred):**
- (Initial Percentage x Initial Reference Value x Multiplier) x Minimum Exercise Amount*
- B. If the Final Reference Value is lower than the Barrier Level (i.e. the Barrier Event has occurred):**
- (Final Reference Value x Multiplier) x Minimum Exercise Amount*
33. Multiplier: The Multiplier to be applied is equal to the Issue Price divided by the Initial Reference Value.
34. Relevant Asset(s): Not applicable
35. Entitlement: Not applicable
36. AMF Percentage: Not applicable
- VMF Percentage: Not applicable
37. Strike Price: Not applicable
38. Conversion Rate: Not applicable
39. Underlying Reference Currency: The Underlying Reference Currency is EUR.

40.	Quanto Option:	Not applicable
41.	Determination Date(s):	30 May 2019
42.	Valuation Date(s):	29 May 2024
43.	Intraday Value:	Not applicable
44.	Reference Value:	For the purposes of the determination of the Barrier Event the Reference Value will be the Final Reference Value.  For the purposes of the determination of the Digital Event, the Memory Effect and the Early Redemption Event, the Reference Value will be calculated, respectively, on the relevant Digital Valuation Period, on the relevant Memory Valuation Period and on the relevant Early Redemption Valuation Period and will be equal to the reference price of the Underlying resulting from the listing made by the Reference Source on such dates.
45.	Initial Reference Value:	The Initial Reference Value will be calculated on the Determination Date and will be equal to the reference price of the Underlying resulting from the listing made by the Reference Source on such date.
	Initial Reference Value Determination Period(s):	Not applicable
46.	Final Reference Value:	The Final Reference Value will be calculated on the Valuation Date and will be equal to the reference price of the Underlying resulting from the listing made by the Reference Source on such date.
	Final Reference Value Determination Period(s):	Not applicable
47.	Best Of Feature:	Not applicable
48.	Worst Of Feature:	Not applicable
49.	Rainbow Feature:	Not applicable

**PROVISIONS RELATING TO CERTIFICATES**

Applicable

50.	Performance Cap:	Not applicable
	Performance Floor:	Not applicable
	Performance Participation Factor:	Not applicable
51.	Initial Percentage:	100%
52.	Participation Factor:	Not applicable
53.	Down Participation Factor:	Not applicable
54.	Up Participation Factor:	Not applicable

55.	Initial Leverage:	Not applicable
56.	Barrier Event:	Applicable.
		The Barrier Event will occur when the Calculation Agent determines that, on the Barrier Event Determination Period, the Final Reference Value is lower than the Barrier Level.
	Barrier Event Determination Period(s):	29 May 2024
	Barrier Level:	The Barrier Level is equal to 70% of the Initial Reference Value.
	Lower Barrier Level:	Not applicable
	Upper Barrier Level:	Not applicable
	Barrier Selection Period:	Not applicable
	Strike Observation Period:	Not applicable
	Air Bag Factor:	Not applicable
	Protection Level:	Not applicable
	Protection Percentage:	Not applicable
	Spread Protection:	Not applicable
	Protection Amount:	Not applicable
	Dropdown Protection Level:	Not applicable
	Dynamic Protection Level:	Not applicable
	Step Up Amount:	Not applicable
	Sigma Amount:	Not applicable
	Predetermined Loss Percentage:	Not applicable
	Short Protection:	Not applicable
57.	Barrier Gap Event:	Not applicable
58.	Cap Level:	Not applicable
59.	Consolidation Floor Event:	Not applicable
60.	Cap Barrier Amount:	Not applicable
61.	Cap Down Amount:	Not applicable
62.	Strike Percentage:	Not applicable

63.	Switch Event:	Not applicable
64.	Spread:	Not applicable
65.	Gearing Event:	Not applicable
66.	Buffer Event:	Not applicable
67.	Global Performance:	Not applicable
68.	Failure to Deliver due to Illiquidity:	Not applicable
69.	Digital Percentage:	Not applicable
70.	Settlement Level:	Not applicable

**PROVISIONS RELATING TO REMUNERATION AMOUNTS AND EARLY REDEMPTION AMOUNTS**

71.	Knock-out Feature:	Not applicable
72.	Knock-in Feature:	Not applicable
73.	Digital Amount(s):	Applicable. The Digital Amount is equal to EUR 4.85 in relation to each Digital Valuation Period.

The Digital Amount will be paid if the Digital Event occurs on the relevant Digital Valuation Period.

A Digital Event will occur when the Calculation Agent determines that, in the relevant Digital Valuation Period, the Reference Value is equal to or higher than the Digital Level. In that case, the Securityholders are entitled to receive the payment of the Digital Amount on the relevant Digital Payment Date.

Underlying(s):	Not applicable
Digital Level(s):	In relation to each Digital Valuation Period, the Digital Level is equal to 70% of the Initial Reference Value.
Digital Valuation Period(s):	25 May 2020 (the " <b>First Digital Valuation Period</b> ") 25 May 2021 (the " <b>Second Digital Valuation Period</b> ") 25 May 2022 (the " <b>Third Digital Valuation Period</b> ") 25 May 2023 (the " <b>Fourth Digital Valuation Period</b> ") 29 May 2024 (the " <b>Fifth Digital Valuation Period</b> ").
Digital Payment Date(s):	29 May 2020 in relation to the First Digital Valuation Period 31 May 2021 in relation to the Second Digital Valuation Period

	31 May 2022 in relation to the Third Digital Valuation Period
	31 May 2023 in relation to the Fourth Digital Valuation Period
	31 May 2024 in relation to the Fifth Digital Valuation Period.
Digital Combo Feature:	Not applicable
Cliquet Feature:	Not applicable
Cliquet Valuation Period:	Not applicable
Consolidation Effect:	Not applicable
Consolidation Level:	Not applicable
Consolidation Valuation Period(s):	Not applicable
Extra Consolidation Digital Feature:	Not applicable
Extra Consolidation Digital Level:	Not applicable
Extra Consolidation Digital Period(s):	Not applicable
Memory Effect:	Applicable. When the Calculation Agent determines that, on the relevant Memory Valuation Period, the Reference Value is equal to or higher than the Memory Level, the Securityholders are entitled to receive the payment of the previously unpaid Digital Amount(s) in the event that a Digital Event has not occurred (except where such Digital Amounts were already paid due to the occurrence of a Memory Effect in a previous Memory Valuation Period).
Memory Level:	In relation to each Memory Valuation Period, the Memory Level is equal to 70% of the Initial Reference Value.
Memory Valuation Period(s):	The Memory Valuation Periods are:  25 May 2021 (the " <b>First Memory Valuation Period</b> ")  25 May 2022 (the " <b>Second Memory Valuation Period</b> ")  25 May 2023 (the " <b>Third Memory Valuation Period</b> ")  29 May 2024 (the " <b>Fourth Memory Valuation Period</b> ").
Path Dependency Effect:	Not applicable
Path Dependency Amount:	Not applicable
74. Restrike Feature:	Not applicable

75.	Plus Amount(s):	Not applicable
76.	Accumulated Amount(s):	Not applicable
77.	Early Redemption Amount(s):	Applicable. The Early Redemption Amount is equal to EUR 100 in relation to each Early Redemption Valuation Period.
	Early Redemption Event:	An Early Redemption Event will occur when the Calculation Agent determines that, in the relevant Early Redemption Valuation Period, the Reference Value is equal to or higher than the Early Redemption Level. In that case, the Securityholders are entitled to receive the payment of the Early Redemption Amount on the relevant Early Payment Date and the Certificates are deemed to be early redeemed.
	Underlying(s):	Not applicable
	Early Redemption Level:	In relation to each Early Redemption Valuation Period, the Early Redemption Level is equal to 100% of the Initial Reference Value.
	Early Redemption Valuation Period(s):	<p>25 May 2020 (the "<b>First Early Redemption Valuation Period</b>")</p> <p>25 May 2021 (the "<b>Second Early Redemption Valuation Period</b>")</p> <p>25 May 2022 (the "<b>Third Early Redemption Valuation Period</b>")</p> <p>25 May 2023 (the "<b>Fourth Early Redemption Valuation Period</b>").</p>
	Early Payment Date(s):	<p>29 May 2020 in relation to the First Early Redemption Valuation Period</p> <p>31 May 2021 in relation to the Second Early Redemption Valuation Period</p> <p>31 May 2022 in relation to the Third Early Redemption Valuation Period</p> <p>31 May 2023 in relation to the Fourth Early Redemption Valuation Period.</p>
78.	Early Partial Capital Payment Amount:	Not applicable
79.	Coupon Event:	Not applicable
80.	Internal Return Amount:	Not applicable
81.	Participation Remuneration Amount:	Not applicable

82.	Participation Rebate Feature:	Not applicable
83.	Floating Amount:	Not applicable
84.	Premium Gap Amount:	Not applicable

#### **PROVISIONS RELATING TO WARRANTS**

Not applicable.

85.	Type of Warrants:	Not applicable
86.	Notional Amount:	Not applicable
87.	Exercise Price:	Not applicable
88.	Premium:	Not applicable
89.	Barrier Event:	Not applicable
	Barrier Event Determination Period(s):	Not applicable
	Lower Barrier Level:	Not applicable
	Upper Barrier Level:	Not applicable
	Corridor Early Amount:	Not applicable
	Corridor Early Payment Date:	Not applicable
90.	Strike Percentage:	Not applicable
91.	Exercise Period:	Not applicable
92.	Maximum Exercise Number:	Not applicable
93.	Settlement Determination Period:	Not applicable
94.	Settlement Determination Date:	Not applicable

#### **GENERAL**

95.	Form of Securities:	Bearer Securities.  Temporary Global Security exchangeable for a Permanent Global Security which is exchangeable for Definitive Securities only in the limited circumstances specified in the Permanent Global Security.
96.	Prohibition of Sales to EEA Retail Investors:	Not applicable

#### **DISTRIBUTION**

97. Syndication: The Securities will be distributed on a non-syndicated basis.
- (i) If syndicated, names and addresses of Managers and underwriting commitments: Not applicable.
- (ii) Date of Subscription Agreement: Not applicable.
- (iii) Stabilising Manager (if any): Not applicable
- If non-syndicated, name and address of Manager (if not the Issuer): **Deutsche Bank S.p.A.**, with registered office at Piazza del Calendario 3 - 20126 Milan, Italy (the "**Manager**").
- Total commission, concession and other costs: The Offer Price embeds:
- placement commissions payable by the Issuer to the Manager up to 4.00 per cent. of the Issue Price in respect of the aggregate Securities placed;
  - costs payable to the Issuer in relation to the maintenance of the condition of the Offer equal to 0.50 per cent. of the Issue Price; and
  - other structuring costs payable to the Issuer equal to 0.07 per cent. of the Issue Price.
- Notice of the definitive amount of the placement commissions will be published on the website of the Issuer within 5 (five) days following the Issue Date.

**ADDITIONAL INFORMATION**

Example(s) of complex derivatives securities: Not applicable

Signed on behalf of the Issuer:

By: .....

*Duly authorised*

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Luxembourg
- (ii) Admission to trading: Application will be made for the Securities to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date or a date around the Issue Date.

Application will also be made for the Securities to be admitted to trading on the Italian multilateral trading facility EuroTLX, which is not a regulated market for the purposes of Directive 2014/65/EU as amended, with effect from the Issue Date or a date around the Issue Date.

### 2. NOTIFICATION

The CSSF has provided the Commissione Nazionale per le Società e la Borsa (CONSOB) with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

The Issuer is expected to enter into hedging arrangements with market counterparties in connection with the issue of the Securities in order to hedge its exposure.

The Issuer will act as Calculation Agent under the Securities. See the risk factor "*Potential Conflicts of Interest*" of the Base Prospectus.

Banca IMI is a shareholder of EuroTLX SIM S.p.A. who manages the multilateral trading facility EuroTLX on which application for the trading of the Securities thereof will be made by the Issuer.

Save as discussed above and save for any fees payable to the Manager and costs payable to the Issuer referred to in item 97 of Part A above, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the Offer.

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: See "Use of Proceeds" wording in Base Prospectus.
- (ii) Estimated net proceeds: The net proceeds (resulting from subtracting the commissions and the costs referred to in item 97 of Part A, from the aggregate Issue Price paid by the Securityholders) of the issue of the Securities will be equal to EUR 28,629,000 (assuming commissions referred to in item 97 of Part A above will be 4.00 per cent. of the Issue Price in respect of all Securities placed).

(iii) Estimated total expenses: Not applicable.

## 5. TERMS AND CONDITIONS OF THE OFFER

Applicable

Public Offer Jurisdiction(s): Republic of Italy

Offer Price: Issue Price.

Investors should take into consideration that the Offer Price embeds placement commissions payable by the Issuer to the Manager and costs payable to the Issuer as described in Paragraph 97 of Part A above.

Investors should also take into consideration that when the Securities are sold on the secondary market after the Offer Period, the above mentioned commissions and costs are not taken into consideration in determining the price at which such Securities may be sold on the secondary market.

Conditions to which the offer is subject: Offer of the Securities is conditional on their issue and on the release by the Italian multilateral trading facility EuroTLX or by other trading venues, before the Issue Date, of the relevant authorisation to the admission to trading of the Securities.

The Offer Period, including any possible amendments, during which the offer will be open and description of the application process: An offer (the "**Offer**") of the Securities may be made by the Manager other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy during the period from 3 May 2019 to and including 29 May 2019 or, in respect of sales by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) only, to and including 22 May 2019 (the "**Offer Period**").

The Securities are being offered to the public in Italy pursuant to Articles 17 and 18 of the Prospectus Directive and the implementing provisions in Italy.

The Issuer reserves the right, in its sole discretion, to close the Offer Period early, also in circumstances where purchases of Securities are not yet equal to the maximum amount offered of 300,000 Securities. Notice of the early closure of the Offer Period will be given by the Issuer by publication on the website of the Issuer and the Manager. The early closure of the Offer will become effective from the date specified in such notice.

The Issuer reserves the right, in its sole discretion, to

revoke or withdraw the Offer and the issue of the Securities at any time prior to the Issue Date. Notice of revocation/withdrawal of the Offer will be given by publication of such notice on the website of the Issuer and the Manager. Revocation/withdrawal of the Offer will be effective upon publication. Upon revocation/withdrawal of the Offer, all subscription applications will become void and of no effect, without further notice.

The Issuer reserves the right to postpone the closure of the Offer Period, in order to extend the Offer Period. Notice of the postponement of the closure of the Offer Period will be given by the Issuer by publication on the website of the Issuer and the Manager.

During the Offer Period, prospective investors may subscribe the Securities during normal Italian banking hours at the offices (*filiati*) of the Manager by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the "**Acceptance Form**") (*Scheda di Adesione*).

The Acceptance Form is available at each Manager's office.

Subscription of the Securities may also be made by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*).

Subscription of the Securities may not be made by means of distance communication techniques.

There is no limit to the subscription application which may be filled in and delivered by the same prospective investor.

The subscription requests can be revoked by the potential investors through a specific request made at the office of the Manager which has received the relevant subscription forms within the last day of the Offer Period as amended in the event of an extension of the Offer.

Once the revocation terms are expired, the subscription of the Securities is irrevocable.

In addition to what stated above, in respect of subscription of the Securities made by means of financial advisors authorised to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori*

*sede*), subscription will be effective only after seven days following completion of the subscription form; by this deadline investor is fully entitled, at no cost and fees, to revoke its subscription by notice to the Manager and/or the financial advisor authorised to make off-premises offers (*consulente finanziario abilitato all'offerta fuori sede*).

The Issuer may in certain circumstances, including but not limited to the filing of a supplement to the Base Prospectus, postpone the Issue Date.

In the event that the Issuer gives notice that the Issue Date shall be postponed from 31 May 2019 to the other date specified in the relevant notice (which will fall within a period of five Business Days following 31 May 2019), investors will be entitled, at no cost and fees, to revoke their subscription within three Business Days before the postponed Issue Date.

Details of the minimum and/or maximum amount of application:

The Securities may be subscribed in a minimum lot of no. 1 Security (the "**Minimum Exercise Amount**") and an integral number of Securities higher than the Minimum Exercise Amount and being an integral multiple of 1.

There is no maximum amount of application within the maximum number of Securities offered of 300,000 Securities.

The Issuer reserves the right to increase, during the Offer Period, the maximum amount of Securities offered. The Issuer shall forthwith give notice of any such increase by publication of a notice on the website of the Issuer and the Manager.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not applicable.

Details of the method and time limits for paying up and delivering the Securities:

The total consideration for the Securities subscribed must be made by the investor on the Issue Date to the Manager's office which has received the relevant subscription form.

The Securities will be delivered on the Issue Date, subsequent to the payment of the Offer Price, to potential Securityholders in the deposit accounts held, directly or indirectly, by the Manager at Euroclear and/or Clearstream.

Manner in and date on which results of the

Not later than 5 days on which the TARGET2 System is open following the Issue Date (as

offer are to be made public: postponed), the Issuer will notify the public of the results of the Offer through a notice, published on the website of the Issuer.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not applicable

Whether tranche(s) have been reserved for certain countries: The Securities will be offered to the public only in Italy.

Qualified investors, as defined in Article 2 (i) (e) of the Prospectus Directive, are allowed to subscribe any Securities.

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: The Manager shall notify applicants with amounts allotted.

Subscription applications will be satisfied until reaching the maximum number of Securities offered of 300,000 Securities and thereafter the Manager will immediately suspend receipt of further subscription applications and the Offer Period will be closed early by the Issuer.

Before the Issue Date, in the event that, notwithstanding the above, the aggregate amount of Securities requested to be subscribed exceed the maximum number of Securities offered of 300,000 Securities, the Lead Manager will allot the Securities in accordance with allotment criteria so to assure transparency and equal treatment amongst all potential subscribers thereof.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: No expenses and duties will be charged by the Issuer to the subscribers of the Securities.

Investors should take into consideration that the Offer Price embeds placement commissions payable by the Issuer to the Manager and costs payable to the Issuer as described in Paragraph 97 of Part A.

Consent to use of Base Prospectus: Not applicable.

## 6. DISTRIBUTORS

(i) Name(s) and address(es), to the extent known to the Issuer, of the Distributors in the various countries where the offer takes place: See paragraph 97 of Part A.

(ii) Name and address of the co-ordinator(s) The Manager will also act as Lead Manager of the

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|---|--|
| of the global offer and of single parts of the offer:   | placement ( <i>Responsabile del Collocamento</i> as defined under article 93-bis of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended (the " <b>Financial Services Act</b> ")). |
| (iii) Name and address of any paying agents and depository agents in each country (in addition to the Principal Security Agent):  | Not applicable.  |
| (iv) Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" arrangements: | The Issuer and the Manager have agreed under a placement agreement (the " <b>Placement Agreement</b> ") that the Manager will place the Securities without a firm commitment.                            |
| (v) Date of signing of the placement agreement  | The Placement Agreement will be dated on or about 2 May 2019.  |

**7. POST-ISSUANCE INFORMATION**

The Issuer does not intend to provide any post-issuance information except if required by any applicable laws and regulations.

**8. OPERATIONAL INFORMATION**

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| (i) ISIN Code:   | XS1987184089   |
| (ii) Common Code:  | 198718408  |
| (iii) Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, S.A., relevant address(es), and relevant identification number(s): | Not applicable   |
| (iv) Names and addresses of initial Security Agents:   | BNP Paribas Securities Services, Luxembourg branch<br>60, avenue J.F. Kennedy<br>Luxembourg<br>L – 2085 Luxembourg |

## PART C – SUMMARY OF THE SECURITIES

<i>Section A – INTRODUCTION AND WARNINGS</i>		
<b>A.1</b>		<p>This summary should be read as an introduction to the Base Prospectus.</p> <p>Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in such securities.</p>
<b>A.2</b>		Not Applicable – The Issuer does not consent to the use of the Base Prospectus for subsequent resales.
<i>Section B – ISSUERS AND GUARANTOR</i>		
<b>B.1</b>	<b>Legal and Commercial Name of the Issuer</b>	Banca IMI S.p.A..
<b>B.2</b>	<b>Domicile/ Legal Form/ Legislation/ Country of Incorporation</b>	<p>Domicile: Largo Mattioli 3, 20121 Milan, Italy.</p> <p>Legal form: Public limited liability company (<i>società per azioni</i>).</p> <p>Legislation under which the Issuer operates: Italian law.</p> <p>Country of incorporation: Italy.</p>
<b>B.4b</b>	<b>Description of trends</b>	<p>In accordance with the Intesa Sanpaolo Group's 2018-2021 Business Plan (approved on 6 February 2018 by the Board of Directors of Intesa Sanpaolo S.p.A.) the Issuer will be merged into the parent company Intesa Sanpaolo S.p.A..</p> <p>Merger transactions could cause uncertainties to business operations, particularly when unrelated companies are involved. Considering that Intesa Sanpaolo S.p.A. is the parent company of Banca IMI and that the merger takes place between two entities belonging to the same banking group, such merger is not expected to have any material adverse effects on the business of Banca IMI or the parent company.</p> <p>There are no other known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Issuer's prospects for its current financial year.</p>
<b>B.5</b>	<b>Description of the group of the Issuer</b>	<p>The Issuer is a company belonging to the Intesa Sanpaolo banking group (the "<b>Intesa Sanpaolo Group</b>"), of which Intesa Sanpaolo S.p.A. is the parent company.</p> <p>The Intesa Sanpaolo Group is the result of the merger effective 1 January 2007 of Sanpaolo IMI S.p.A. with Banca Intesa S.p.A. The former Banca Intesa banking group, prior to the merger, was also the result of a series of mergers, having been brought into existence in 1998 by the merger of Cariplo and Ambroveneto, followed in 1999 by the public exchange offer for 70 per cent. of Banca Commerciale Italiana, which was merged by incorporation in 2001. The former Sanpaolo IMI group was the result of the merger of Istituto Bancario San Paolo di Torino and Istituto Mobiliare Italiano in 1998, and of the subsequent integration of Banco di Napoli, in 2000 and of Gruppo Cardine, in 2002.</p> <p>The Issuer is the investment banking arm and securities firm of the Intesa Sanpaolo Group.</p>
<b>B.9</b>	<b>Profit forecast/estimate</b>	<u>Not applicable</u> . No profit forecasts or estimates have been made in the Base Prospectus.
<b>B.10</b>	<b>Qualifications in the audit report</b>	<u>Not applicable</u> . No qualifications are contained in any audit report included in the Base Prospectus.

B.12	Selected historical key information	<b>SELECTED FINANCIAL AND BALANCE SHEET FIGURES RELATING TO THE ISSUER</b>																																																																																																																											
		<p>The audited consolidated balance sheets and income statements as of, and for each of the years ended, 31 December 2016 and 2017 have been extracted without any adjustment from, and are qualified by reference to and should be read in conjunction with, the Issuer's consolidated financial statements in respect of those dates and periods:</p>																																																																																																																											
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right;"><i>101,555</i></td> <td style="text-align: right;"><i>115,541</i></td> </tr> <tr> <td>Other assets</td> <td style="text-align: right;">535,727</td> <td style="text-align: right;">467,011</td> </tr> <tr> <td><b>Total Assets</b></td> <td style="text-align: right;"><b>148,511,817</b></td> <td style="text-align: right;"><b>150,406,826</b></td> </tr> <tr> <td> </td> <td></td> <td></td> </tr> <tr> <th style="text-align: left;"><b>Liabilities and Equity</b></th> <th style="text-align: right;"><b>31 December 2017</b></th> <th style="text-align: right;"><b>31 December 2016</b></th> </tr> <tr> <td></td> <td colspan="2" style="text-align: center;"><i>(EUR thousand)</i></td> </tr> <tr> <td>Due to banks</td> <td style="text-align: right;">71,615,809</td> <td style="text-align: right;">60,716,591</td> </tr> <tr> <td>Due to customers</td> <td style="text-align: right;">15,195,941</td> <td style="text-align: right;">18,989,914</td> </tr> <tr> <td>Securities issued</td> <td style="text-align: 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a) <i>loans and receivables</i>	(665)	1,481																																																																																																															
b) <i>available-for-sale financial assets</i>	198,144	170,072																																																																																																															
c) <i>held-to-maturity investments</i>	-	-																																																																																																															
d) <i>financial liabilities</i>	(18,804)	(20,799)																																																																																																															
Total income	1,550,720	1,661,379																																																																																																															
Impairment losses/reversal of impairment losses on:	(70,930)	(2,249)																																																																																																															
a) <i>loans and receivables</i>	(71,378)	(8,572)																																																																																																															
b) <i>available-for-sale financial assets</i>	(469)	(1,618)																																																																																																															
c) <i>held-to-maturity investments</i>	-	-																																																																																																															
d) <i>other financial assets</i>	917	7,941																																																																																																															
Net financial income	1,479,790	1,659,130																																																																																																															
Net banking and insurance income	1,479,790	1,659,130																																																																																																															
Administrative expenses	(505,757)	(574,278)																																																																																																															
a) <i>personnel expenses</i>	(165,403)	(166,029)																																																																																																															
b) <i>other administrative expenses</i>	(340,354)	(408,249)																																																																																																															
Net accruals to provision for risks and charges	(1,000)	(8,118)																																																																																																															
Depreciation and net impairment losses on property and equipment	(301)	(346)																																																																																																															
Amortisation and net impairment losses on intangible assets	(97)	(78)																																																																																																															
Other operating income (expenses)	(15,317)	8,224																																																																																																															
Operating expenses	(522,472)	(574,596)																																																																																																															
Net gains on sales of equity investments	18,896	30,506																																																																																																															
Pre-tax profit from continuing operations	976,214	1,115,040																																																																																																															
Income tax expense	(305,750)	(373,322)																																																																																																															
Post-tax profit from continuing operations	670,464	741,718																																																																																																															
Profit for the year	670,464	741,718																																																																																																															
Profit (loss) attributable to non-controlling interests	-	-																																																																																																															
<b>Profit attributable to the owners of the parent</b>	<b>670,464</b>	<b>741,718</b>																																																																																																															
	<b>No material adverse change statement</b>	There has been no material adverse change in the prospects of the Issuer since 31 December 2017.																																																																																																															
	<b>Significant changes in the financial or trading position</b>	Not applicable. There has been no significant change in the financial or trading position of the Issuer since 31 December 2017.																																																																																																															
<b>B.13</b>	<b>Recent events impacting the</b>	Not applicable. There are no recent events particular to the Issuer which are to a material extent relevant to the																																																																																																															

	<b>Issuer's solvency</b>	evaluation of the Issuer's solvency.
<b>B.14</b>	<b>Issuer dependent upon other entities within the group</b>	The Issuer is subject to the management and co-ordination of its sole shareholder, Intesa Sanpaolo S.p.A., which is the parent company of the Intesa Sanpaolo banking group, to which the Issuer belongs.  In accordance with the Intesa Sanpaolo Group's 2018-2021 Business Plan (approved on 6 February 2018 by the Board of Directors of Intesa Sanpaolo S.p.A.) the Issuer will be merged into the parent company Intesa Sanpaolo S.p.A..
<b>B.15</b>	<b>Description of the principal activities of the Issuer</b>	The Issuer is a banking institution engaged in investment banking activities. The Issuer offers a wide range of capital markets, investment banking and special lending services to a diversified client base including banks, companies, institutional investors, entities and public bodies. The Issuer's business is divided into three business segments: <i>Global Markets</i> , <i>Investment Banking</i> and <i>Structured Finance</i> .
<b>B.16</b>	<b>Control of Issuer</b>	The Issuer is a wholly-owned direct subsidiary of Intesa Sanpaolo S.p.A., the parent company of the Intesa Sanpaolo banking group.  In accordance with the Intesa Sanpaolo Group's 2018-2021 Business Plan (approved on 6 February 2018 by the Board of Directors of Intesa Sanpaolo S.p.A.) the Issuer will be merged into the parent company Intesa Sanpaolo S.p.A..
<b>Section C – SECURITIES</b>		
<b>C.1</b>	<b>Type and class of securities being offered / Security identification number</b>	The Securities are Certificates. The Securities are issued in bearer form (" <b>Bearer Securities</b> ").  The Certificates are cash settled.  The ISIN of the Certificates is XS1987184089
<b>C.2</b>	<b>Currency</b>	The Securities are issued in EUR (the " <b>Issue Currency</b> ").  The Settlement Currency is EUR.
<b>C.5</b>	<b>Restrictions on free transferability</b>	There are restrictions on the offer, sale and transfer of the Securities in the United States, the European Economic Area (including Luxembourg, Austria, Belgium, Croatia, Cyprus, Czech Republic, Denmark, France, Germany, Hellenic Republic, Hungary, Ireland, Malta, Netherlands, Poland, Portuguese Republic, Republic of Italy, Slovak Republic, Slovenia, Spain, Sweden and United Kingdom) and Switzerland.
<b>C.8</b>	<b>Description of rights and ranking</b>	Each Certificate entitles its holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount, where positive and an Early Redemption Event has not occurred.  The Certificates provide also for the Remuneration Amount specified at Element C.18 below.  The Certificates constitute direct, unsubordinated, unconditional and unsecured obligations of the Issuer and, unless provided otherwise by law, rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) rank equally with all other unsecured obligations (other than subordinated obligations, if any) of the Issuer from time to time outstanding.  The Certificates and any non-contractual obligations arising out of or in connection with the Certificates will be governed by, and shall be construed in accordance with, English Law.
<b>C.11</b>	<b>Admission to trading of Securities</b>	Application will be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the Luxembourg Stock Exchange with effect from the Issue Date or a date around the Issue Date.  Application will also be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Italian multilateral trading facility EuroTLX, which is not a regulated market for the purposes of Directive 2014/65/EU as amended, with effect from the Issue Date or a date around the Issue Date.
<b>C.15</b>	<b>Description of how the value of the investment is affected by the value of the</b>	The Underlying is the Assicurazioni Generali S.p.A. share (ISIN Code: IT0000062072; Bloomberg Code: G IM <Equity>) (the " <b>Underlying</b> " or the " <b>Share</b> ").  The Securities are linked to the performance of the Underlying and its value depends also on the volatility of such Underlying, the applicable interest rates, the time from the Issue Date.

	<b>underlying instrument</b>	
C.16	<b>The expiration or maturity date of the derivative securities – the exercise date or final reference date</b>	<p><u>Exercise Date</u> Each Certificate shall be automatically exercised on the Exercise Date. The Exercise Date is 31 May 2024. Otherwise, they may be redeemed before the Exercise Date upon the occurrence of an Early Redemption Event.</p> <p><u>Valuation Date</u> The Valuation Date of the Securities is 29 May 2024.</p> <p><u>Settlement Date</u> The Settlement Date of the Securities is 31 May 2024.</p>
C.17	<b>Settlement procedure</b>	<p>The Issuer shall pay or cause to be paid the Cash Settlement Amount (if any) for each Security by credit or transfer to the Securityholder's account with Euroclear or Clearstream, Luxembourg, as the case may be, for value on the Settlement Date, less any Expenses not already paid, such payment to be made in accordance with the rules of Euroclear or Clearstream, Luxembourg, as the case may be. The Issuer's obligations will be discharged by payment to, or to the order of, Euroclear or Clearstream, Luxembourg (as the case may be) of the amount so paid. Each of the persons shown in the records of Euroclear or Clearstream, Luxembourg as the holder of a particular amount of the Securities must look solely to Euroclear or Clearstream, Luxembourg, as the case may be, for their share of each such payment.</p>
C.18	<b>Description of how the return on derivative securities takes place</b>	<p>The issue price of the Certificates is equal to EUR 100 (the "<b>Issue Price</b>").</p> <p style="text-align: center;"><b>REMUNERATION AMOUNT</b></p> <p>The Certificates provide for the following remuneration amount.</p> <p style="text-align: center;"><b>DIGITAL AMOUNTS</b></p> <p>The Certificates provide for the payment of the relevant Digital Amount upon occurrence of the relevant Digital Event.</p> <p>The Digital Event will occur if the Reference Value on the relevant Digital Valuation Period, is higher than or equal to the Digital Level.</p> <p>The Digital Valuation Periods are: 25 May 2020 (the "<b>First Digital Valuation Period</b>"); 25 May 2021 (the "<b>Second Digital Valuation Period</b>"); 25 May 2022 (the "<b>Third Digital Valuation Period</b>"); 25 May 2023 (the "<b>Fourth Digital Valuation Period</b>"); and 29 May 2024 (the "<b>Fifth Digital Valuation Period</b>").</p> <p>The Digital Level is 70% of the Initial Reference Value (the "<b>Digital Level</b>") in relation to each Digital Valuation Period.</p> <p>The Digital Amount is EUR 4.85 in relation to each Digital Valuation Period.</p> <p>In relation to the Digital Amounts, the following effect applies:</p> <p style="text-align: center;"><i>Memory Effect</i></p> <p>If the Reference Value of the Underlying on the following dates: 25 May 2021 (the "<b>First Memory Valuation Period</b>"); 25 May 2022 (the "<b>Second Memory Valuation Period</b>"); 25 May 2023 (the "<b>Third Memory Valuation Period</b>"); 29 May 2024 (the "<b>Fourth Memory Valuation Period</b>"), is higher than or equal to 70% of the Initial Reference Value (the "<b>Memory Level</b>"), the investor will receive the previously unpaid Digital Amounts (except where such Digital Amounts were already paid due to the occurrence of a Memory Effect in a previous Memory Valuation Period).</p> <p style="text-align: center;">****</p> <p style="text-align: center;"><b>EARLY REDEMPTION AMOUNTS</b></p> <p>The Certificates provide the possibility of an automatic early redemption if an Early Redemption Event has occurred.</p>

		<p>In particular, if the Reference Value on the following dates:  25 May 2020 (the "<b>First Early Redemption Valuation Period</b>");  25 May 2021 (the "<b>Second Early Redemption Valuation Period</b>");  25 May 2022 (the "<b>Third Early Redemption Valuation Period</b>");  25 May 2023 (the "<b>Fourth Early Redemption Valuation Period</b>"),  is higher than or equal to 100% of the Initial Reference (the "<b>Early Redemption Level</b>"), the certificate will be automatically redeemed and the Securityholder will receive the payment of the relevant amount, equal to EUR 100 (the "<b>Early Redemption Amount</b>").</p> <p style="text-align: center;">****</p> <p style="text-align: center;"><b>SETTLEMENT AMOUNT</b></p> <p>The Securityholder will receive on the Settlement Date if an Early Redemption Event has not occurred for each Minimum Exercise Amount, the payment of the Cash Settlement Amount (if positive) determined as follows.</p> <p style="text-align: center;">STANDARD LONG CERTIFICATES</p> <p><b>CALCULATION METHOD IN THE CASE OF POSITIVE AND NEGATIVE PERFORMANCE OF THE UNDERLYING (<u>BARRIER EVENT NOT OCCURRED</u>)</b></p> <p>The investor will receive an amount linked to a percentage of the Initial Reference Value, equal to 100% (the "<b>Initial Percentage</b>").</p> <p><b>CALCULATION METHOD IN THE CASE OF NEGATIVE PERFORMANCE OF THE UNDERLYING – (<u>BARRIER EVENT OCCURRED</u>)</b></p> <p>The Barrier Event will occur if on the Valuation Date, the Final Reference Value is lower than the Barrier Level equal to 70% of the Initial Reference Value.</p> <p>If a Barrier Event has occurred, the Cash Settlement Amount will be linked to the performance of the Underlying (i.e. the investment in the Certificate is a direct investment in the Underlying) and therefore will be exposed to the partial or total loss of the capital invested.</p>
C.19	<b>Exercise price or final reference price of the underlying</b>	<p>The exercise price of the Underlying will be determined on the basis of the relevant reference price.</p> <p>For the purposes of the determination of the Barrier Event the Reference Value will be the Final Reference Value.</p> <p>For the purposes of the Digital Event, the Memory Effect and the Early Redemption Event, the Reference Value will be calculated, respectively, on the relevant Digital Valuation Period, on the relevant Memory Valuation Period and on the relevant Early Redemption Valuation Period and will be equal to the reference price of the Underlying on such dates.</p> <p>The Final Reference Value will be calculated on 29 May 2024 (the "<b>Valuation Date</b>") and is equal to the reference price of the Underlying on such date.</p> <p>The Initial Reference Value will be calculated on 30 May 2019 (the "<b>Determination Date</b>") and is equal to the reference price of the Underlying on such date.</p>
C.20	<b>Type of underlying and where the information on the underlying can be found</b>	<p>The Underlying is the Assicurazioni Generali S.p.A. Share (ISIN Code: IT0000062072; Bloomberg Code: G IM &lt;Equity&gt;).</p> <p>In respect of the Underlying, certain historical information (including past performance thereof) may be found on major information providers, such as Bloomberg and Reuters. Information about the Underlying may be found on the web site of the issuer <a href="http://www.generalit.it">www.generalit.it</a>.</p>
<b>Section D – RISKS</b>		
D.2	<b>Key risks specific to the Issuer</b>	<p>There are certain factors that may affect each Issuer's ability to fulfil its obligations under the Certificates issued under the Programme. These include the following risk factors:</p> <p>i) In accordance with the Intesa Sanpaolo Group's 2018-2021 Business Plan, Banca IMI will be merged</p>

		<p>into the parent company Intesa Sanpaolo S.p.A.. Merger transactions could cause uncertainties to business operations, particularly when unrelated companies are involved. Considering that Intesa Sanpaolo S.p.A. is the parent company of Banca IMI and that the merger takes place between two entities belonging to the same banking group, such merger is not expected to have any material adverse effects on the business of Banca IMI or the parent company;</p> <p>ii) Banca IMI's business may be adversely affected by international and Italian economic conditions, by financial markets trends, and by the developments and conditions in the markets in which Banca IMI operates;</p> <p>iii) Banca IMI's business is exposed to counterparty credit risk. Banca IMI routinely executes transactions with counterparties in the financial services industry. Many of these transactions expose Banca IMI to the risk that the Banca IMI's counterparty in a foreign exchange, interest rate, commodity, equity or credit derivative contract defaults on its obligations prior to maturity when Banca IMI has an outstanding claim against that counterparty;</p> <p>iv) Deterioration in Banca IMI's loan portfolio to corporate customers may affect Banca IMI's financial performance. Adverse changes in the credit quality of Banca IMI's borrowers or a decrease in collateral values are likely to affect the recoverability and value of Banca IMI's assets and require an increase in Banca IMI's individual provisions and potentially in collective provisions for impaired loans, which in turn would adversely affect Banca IMI's financial performance;</p> <p>v) Banca IMI's business is exposed to market risk, as the value of the financial and other assets held by Banca IMI in its trading portfolio may decrease as a result of changes in market variables;</p> <p>vi) Banca IMI's business is exposed to operational risks (i.e. the risks of incurring losses as a result of the inappropriateness or the malfunctioning of procedures, mistakes or shortcomings of human resources and internal systems, or external events);</p> <p>vii) Banca IMI's business is exposed to liquidity risk (i.e. the risk that Banca IMI will be unable to meet its obligations as they fall due or meet its liquidity commitments only at an increased cost);</p> <p>viii) Banca IMI is party to a number of legal proceedings including civil, tax and administrative proceedings that may lead to significant liabilities;</p> <p>ix) Banca IMI is exposed towards governments and other public bodies in Europe and outside the Eurozone. The worsening of sovereign debt could adversely affect Banca IMI's business, financial condition or operating results;</p> <p>x) Banca IMI is exposed to risks arising from assumptions and methodologies for assessing financial assets and liabilities measured at fair value and linked to the entry into force of new accounting principles and to amendments to the applicable accounting principles. The estimates and assumptions used may vary from time to time and, as a result, in subsequent financial years the current values may differ, even significantly, due to changes in subjective assessments made or be otherwise reviewed to take account of changes occurred in that period;</p> <p>xi) Banca IMI operates within a highly regulated industry and it is subject to the supervision activity carried out by the relevant institutions (in particular, the European Central Bank, the Bank of Italy and CONSOB). Both the applicable regulation and the supervision activity are subject to ongoing updates and developments in the practice;</p> <p>xii) In the normal course of its business, Banca IMI is exposed to different types of risk (liquidity risk, credit risk, operational risk, risks linked to the compliance, business risk, as well as reputational risk). In the event that Banca IMI's internal policies and procedures for managing these risks are not effective, Banca IMI will incur loss, which may also be significant, with adverse effect on Banca IMI's business or financial condition;</p> <p>xiii) Banca IMI's business is exposed to risk related to transactions in financial derivatives. Derivatives transactions expose the Issuer to the risk that the counterparty in derivative contracts defaults on its obligations or becomes insolvent before the relevant contract expires, when amounts are still payable to the Issuer by such party.</p>
<b>D.6</b>	<b>Key risks specific to the securities</b>	<p>An investment in relatively complex securities such as the Certificates involves a greater degree of risk than investing in less complex securities. In some cases, investors may stand to lose the value of their entire investment or part of it. In addition, there are certain factors which are material for the purpose of assessing the market risks associated with Securities issued under the Programme. In particular:</p> <p><i>(i) The Certificates may not be a suitable investment for all investors</i></p> <p>Certificates are complex financial instruments. A potential investor should not invest in Certificates which are complex financial instruments unless it has the expertise to evaluate how the Certificates will perform under changing conditions, the resulting effects on the value of the Certificates and the impact that this investment will</p>

have on the potential investor's overall investment portfolio.

(ii) Option Risk

The Certificates are derivative financial instruments which may include an option right. Transactions in options involve a high level of risk.

- ***Risks related to the structure of the Certificates***

(i) General risks and risks relating to the underlying asset or basis of reference

The Securities involve a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks. Purchasers should be prepared to sustain a partial or total loss of the purchase price of their Securities.

(ii) Certain Factors Affecting the Value and Trading Price of Securities

The Cash Settlement Amount at any time prior to the expiration is typically expected to be less than the trading price of the Securities at that time. The difference between the trading price and the Cash Settlement Amount will reflect, among other things, a "time value" for the Securities. The "time value" of the Securities will depend partly upon the length of the period left until they expire and the expectations concerning the value of the underlying asset. Securities offer hedging and investment diversification opportunities but also pose some additional risks with regard to interim value. The interim value of the Securities varies with the price of the underlying asset, as well as a number of other interrelated factors.

(iii) Certain considerations regarding hedging

Prospective purchasers intending to purchase Securities to hedge against the market risk associated with investing in the underlying asset, should recognise the complexities of utilising Securities in this manner.

(iv) Certain considerations associated with Share Securities

In the case of Securities relating to a share or to a GDR/ADR (or basket of shares or basket of GDRs/ADRs), no issuer of such shares will have participated in the preparation of the relevant Final Terms or in establishing the terms of the Securities and neither the Issuer nor any Manager will make any investigation or enquiry in connection with such offering with respect to any information concerning any such issuer of shares contained in such Final Terms or in the documents from which such information was extracted. Consequently, there can be no assurance that all events occurring prior to the relevant issue date that would affect the trading price of the shares will have been publicly disclosed. Subsequent disclosure of any such events or the disclosure of or failure to disclose material future events concerning such an issuer of shares could affect the trading price of the shares and therefore the trading price of the Securities. Securityholders will not have voting rights or rights to receive dividends or distributions or any other rights with respect to the relevant shares to which such Securities relate.

(v) Loss risk in relation to the investment

The investor shall consider that, in relation to their investment, there is a risk of total or partial loss of the capital invested depending on the performance of the underlying asset.

(vi) Price Risk and components that determine the value of the Certificates

The Certificates are composed of a combination of several options and the Securityholder shall take into account that the value of the Certificates will depend on the value of each option composing the certificate. The fluctuation over the time of the value of each optional components mostly depends on the current value of the underlying asset to which the Certificates relate, the volatility of the underlying asset, the residual life of the options composing the Certificates, the levels of the interest rates of the monetary markets, the expected dividends, as well as the business of the Issuer of the underlying asset, speculative contractions and other factors.

(vii) Risk related to the determination method of the Digital Level

In relation to the Certificates, the Issuer has set, at its own discretion, the Digital Level. The higher the Digital Level in respect of the Initial Reference Value, the greater the possibility that the Digital Event will not occur and therefore that the relevant Digital Amount will not be paid.

(viii) Risk related to the occurrence of an Early Redemption Event

If an Early Redemption Event occurs, the Early Redemption Amount to be paid to the Securityholder will not depend on the value of the underlying asset but it will be composed of an amount predetermined by the Issuer.

(ix) Risk related to the Barrier Event

If a Barrier Event occurs, the Cash Settlement Amount will be determined in accordance with a calculation method other than the calculation method applicable if the Barrier Event does not occur and such circumstance may have a negative influence on the price. This may entail the risk of partial or total loss of the investment.

- ***Risks Related to Securities Generally***

(i) Modification

The Conditions provide that the Principal Security Agent and the Issuer may, without the consent of Securityholders, agree to (i) any modification (subject to certain specific exceptions) of the Securities or the Agency Agreement which is not prejudicial to the interests of the Securityholders or (ii) any modification of the Securities or the Agency Agreement which is of a formal, minor or technical nature or is made to correct a manifest error or proven error or to comply with mandatory provisions of law.

(ii) Expenses and Taxation

The Issuer shall not be liable for or otherwise obliged to pay any tax, duty, withholding or other payment which may arise as a result of the ownership, transfer, exercise or enforcement of any Security by any person and all payments made by the Issuer shall be made subject to any such tax, duty, withholding or other payment which may be required to be made, paid, withheld or deducted.

(iii) U.S. Foreign Account Tax Compliance Withholding

The Issuer and other financial institutions through which payments on the Securities are made may be required to withhold U.S. tax at a rate of 30 per cent. on all, or a portion of, "foreign passthru payments" (a term not yet defined) made after 31 December 2018 or, if later, the date of publication of final U.S. Treasury Regulations defining the term "foreign passthru payment". This withholding would potentially apply to payments in respect of (i) any Securities characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued after the "grandfathering date" which (A) with respect to Securities that give rise solely to foreign passthru payments, is the date that is six months after the date on which final U.S. Treasury Regulations defining the term foreign passthru payment are filed with the Federal Register, and (B) with respect to Securities that give rise to a dividend equivalent pursuant to Section 871(m) of the U.S. Code as discussed below (and therefore do not give rise to foreign passthru payments), is the date that is six months after the date on which obligations of their type are first treated as giving rise to dividend equivalents, or in either case are issued on or before the grandfathering date and are materially modified thereafter, and (ii) any Securities characterised as equity or which do not have a fixed term for U.S. federal tax purposes, whenever issued. If Securities are issued on or before the grandfathering date, and additional Securities of the same series are issued after that date, the additional Securities may not be treated as grandfathered, which may have negative consequences for the existing Securities, including a negative impact on market price.

While the Securities are in global form and held within the clearing systems, it is not expected that FATCA will affect the amount of any payment received by the clearing systems. However, FATCA may affect payments made to custodians or intermediaries in the subsequent payment chain leading to the ultimate investor if any such custodian or intermediary generally is unable to receive payments free of FATCA withholding. FATCA also may affect payment to any ultimate investor that is a financial institution that is not entitled to receive payments free of withholding under FATCA, or an ultimate investor that fails to provide its broker (or other custodian or intermediary from which it receives payment) with any information, forms, other documentation or consents that may be necessary for the payments to be made free of FATCA withholding. Investors should choose the custodians or intermediaries with care (to ensure each is compliant with FATCA or other laws or agreements related to FATCA) and provide each custodian or intermediary with any information, forms, other documentation or consents that may be necessary for such custodian or intermediary to make a payment free of FATCA withholding. The Issuer's obligations under the Securities are discharged once it has paid the common depository for the clearing systems (as bearer or registered holder of the Securities) and the Issuer has therefore no responsibility for any amount thereafter transmitted through hands of the clearing systems and custodians or intermediaries. The documentation expressly contemplates the possibility that the Securities may go into definitive form and therefore that they may be taken out of the clearing systems. If this were to happen, then a non-FATCA compliant holder could be subject to FATCA withholding.

If an amount in respect of U.S. withholding tax were to be deducted or withheld from payments on the Securities, neither the Issuer nor any paying agent nor any other person would, pursuant to the conditions of the Securities, be required to pay additional amounts as a result of the deduction or withholding of such tax. As a result, investors may receive a lesser amount than expected. Holders of Securities should consult their own tax advisers for a more detailed explanation of FATCA and how FATCA may apply to payments they receive under the Securities.

FATCA is particularly complex and its application to the Issuer, the Securities, and investors in the Securities are uncertain at this time. The application of FATCA to "foreign passthrough payments" on the Securities or to Securities issued or materially modified after the grandfathering date may be addressed in the relevant Final Terms or a supplement to the Base Prospectus, as applicable.

On 10 January 2014, representatives of the Governments of Italy and the United States signed an intergovernmental agreement to implement FATCA in Italy (the "IGA"). The FATCA agreement between Italy and the United States entered into force on 1st July 2014. The IGA ratification law entered into force on 8 July 2015 (Law No. 95 dated 18 June 2015, published in the Official Gazette – general series No. 155, on 7 July 2015). Under these rules, the Issuer, as a reporting financial institution, will be required to collect and report certain information in respect of its account holders and investors to the Italian tax authorities, which would automatically exchange such information periodically with the U.S. Internal Revenue Service. Please consider that if the Issuer or any other relevant withholding agent determines that withholding is required, neither the Issuer nor any withholding agent will be required to pay any additional amounts with respect to amounts so withheld.

(iv) U.S. Dividend Equivalent Payments

U.S. Treasury Regulations under Section 871(m) of the Code imposing a withholding tax on certain “dividend equivalents” under certain “equity linked instruments” exclude from their scope instruments issued before calendar year 2019 that do not have a “delta of one” with respect to underlying securities that could pay U.S.-source dividends for U.S. federal income tax purposes (each an “**Underlying Security**”). Specifically, and subject to a pre-2019 exemption described below, Section 871(m) of the Code will apply to a financial instrument if it meets either (i) a "delta" test, if it is a "simple" contract, or (ii) a "substantial equivalence" test, if it is a "complex" contract. Section 871(m) of the Code provides certain exceptions to this withholding regime, in particular for instruments linked to certain broad-based indices that meet requirements set forth in the applicable Treasury regulations, as well as instruments that track such indices. Section 871(m) of the Code generally imposes a 30% withholding tax on dividend equivalents paid or deemed paid to non-U.S. holders with respect to certain financial instruments linked to U.S. equities or indices that include U.S. equities (such equities and indices, “**U.S. Underlying Equities**”), but equity-linked instruments issued before calendar year 2019 will be exempt unless they have a "delta" of one (meaning that the fair market value of the equity-linked instrument must replicate changes to the value of the U.S. Underlying Equities exactly) and are "simple" financial instrument. If the terms of a financial instrument issued before calendar year 2019 (that is exempt from withholding under Section 871(m) of the Code) are "significantly modified" sometime after calendar year 2018 such that the financial instrument is treated as retired and reissued for U.S. federal income tax purposes, it will lose this exemption. Withholding in respect of dividend equivalents will generally be required when cash payments are made on a Specified Security or upon the date of maturity, lapse or other disposition by the non-U.S. holder of the Specified Security. If U.S. Underlying Equities are expected to pay dividends during the term of the Specified Security, withholding generally will still be required even if the Specified Security does not provide for payments explicitly linked to dividends. If the Issuer or any other relevant withholding agent determines that withholding is required, neither the Issuer nor any withholding agent will be required to pay any additional amounts with respect to amounts so withheld.

Section 871(m) of the Code is complex and its application may depend on your particular circumstances, including whether you enter into other transactions with respect to an Underlying Security. You should consult your tax advisor regarding the potential application of Section 871(m) of the Code to the Securities.

(v) Other taxation considerations

It is not possible to predict whether the taxation regime applicable to Securities on the date of purchase or subscription will be amended during the term of the Securities.

(vi) Illegality and Cancellation

If the Issuer determines that its performance under any Securities has, or that any arrangements made to hedge the Issuer's obligations under any Securities have, become (i) illegal, in whole or in part for any reason, or (ii) by reason of a force majeure event (such as an act of God, fire, flood, severe weather conditions, or a labour dispute or shortage) or an act of state, impossible or impracticable, the Issuer may cancel the Securities. If the Issuer cancels the Securities, it will pay the holder of each Security an amount equal to the fair market value of such Security.

(vii) Hedging Disruption

In connection with the offering of the Securities, the Issuer or its affiliates may enter into one or more hedging transaction(s) with respect to an Underlying or related derivatives, which may affect the market price, liquidity or value of the Securities.

In case of the occurrence of an Hedging Disruption the Calculation Agent may consider such event as an Early Redemption Event and the Issuer shall terminate its obligations under the Securities and shall pay or cause to be paid an amount on the basis of the fair market value of the Securities (the bid-value in case of Italian Traded Securities).

(viii) Change of law

No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of this Base Prospectus.

(ix) Potential Conflicts of Interest

Some activities of the Issuer or any of its Affiliates could present certain conflicts of interest, influence the prices of such shares or other securities and adversely affect the value of such Securities.

(x) United Kingdom's exit from the European Union

On 23 June 2016, the United Kingdom ("UK") held a referendum on the UK's membership of the EU. The result of the referendum's vote was to leave the EU, and the UK Government invoked article 50 of the Lisbon Treaty relating to withdrawal on 29 March 2017. Under article 50, the Treaty on the European Union and the Treaty on the Functioning of the European Union cease to apply in the relevant state from the date of entry into force of a withdrawal agreement or, failing that, two years after the notification of intention to withdraw, although this

		<p>period may be extended in certain circumstances.</p> <p>There are a number of areas of uncertainty in connection with the future of the UK and its relationship with the European Union and the negotiation of the UK's exit terms and related matters may take several years. Given this uncertainty and the range of possible outcomes, it is not currently possible to determine the impact that the referendum, the UK's departure from the European Union and/or any related matters may have on general economic conditions in the UK and the European Union. It is also not possible to determine the impact that these matters will have on the Issuer or any other party to the transaction documents, or on the regulatory position of any such entity or of the transactions contemplated by the transaction documents under EU regulation or more generally.</p> <ul style="list-style-type: none"> <li>• <b>Risks Related to the Market Generally</b></li> </ul> <p><u>(i) Impact of implicit fees on the Issue/Offer Price</u></p> <p>Investors should note that implicit fees may be a component of the Issue/Offer Price of Securities, but such fees will not be taken into account for the purposes of determining the price of the relevant Securities in the secondary market.</p> <p><u>(ii) Certain considerations associated with public offers of Securities</u></p> <p>If Securities are distributed by means of a public offer, the Issuer may have the right to withdraw the offer, which in such circumstances will be deemed to be null and void.</p> <p><u>(iii) Possible Illiquidity of the Securities in the Secondary Market</u></p> <p>If the Issuer does list or admit to trading an issue of Securities, there can be no assurance that at a later date, the Securities will not be delisted or that trading on such exchange or market will not be suspended. In the event of a delisting or suspension of listing or trading on a stock exchange or market, the Issuer will use its reasonable efforts to list or admit to trading the Securities on another exchange or market. The Issuer or any of its Affiliates may, but is not obliged to, at any time purchase Securities at any price in the open market or by tender or private treaty. Any Securities so purchased may be held or resold or surrendered for cancellation. To the extent that an issue of Securities becomes illiquid, an investor may have to wait until the Exercise Date to realise value.</p> <p><u>(iv) Listing of Securities</u></p> <p>In respect of Securities which are to be listed on a stock exchange, market or quotation system, the Issuer shall use all reasonable endeavours to maintain such listing, provided that if it becomes impracticable or unduly burdensome or unduly onerous to maintain such listing, then the Issuer may apply to delist the relevant Securities, although in this case it will use all reasonable endeavours to obtain and maintain an alternative admission to listing, trading and/or quotation by a stock exchange, market or quotation system within or outside the European Union, as it may decide. If an alternative admission is not available or is, in the opinion of the Issuer, impracticable or unduly burdensome, an alternative admission will not be obtained.</p> <p><u>(v) Exchange rate risks and exchange controls</u></p> <p>There are certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit other than the Settlement Currency. These include the risk that exchange rates may significantly change and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls.</p> <ul style="list-style-type: none"> <li>• <b>Legal Risks</b></li> </ul> <p><u>(i) Legal investment considerations may restrict certain investments</u></p> <p>Potential investors should consult with their own tax, legal, accounting and/or financial advisers before considering investing in the Securities.</p> <p><u>(ii) No reliance</u></p> <p>None of the Issuer, the Managers, if any, or any of their respective affiliates has or assumes responsibility for the lawfulness of the acquisition of the Securities by a prospective purchaser of the Securities.</p> <p><u>(iii) Disclaimers</u></p> <p>Each type of structured Security will be issued subject to express disclaimers in respect of the risks involved in investing in such Securities.</p>
<b>Section E – OFFER</b>		
<b>E.2b</b>	<b>Reasons for the offer and use of proceeds</b>	The Issuer intends to use the net proceeds from each issue of Certificates for general corporate purposes, including making a profit. A substantial portion of the proceeds may be used to hedge market risks with respect to the Certificates.
<b>E.3</b>	<b>Terms and conditions of the offer</b>	Public Offer Jurisdiction(s): Republic of Italy Maximum number of Securities offered: 300,000 Offer Period: from 3 May 2019 to and including 29 May 2019 or, in respect of sales by means of financial advisors authorised to make off-premises offers ( <i>consulenti finanziari abilitati all'offerta fuori sede</i> ) only, to and

		<p>including 22 May 2019 (the "<b>Offer Period</b>"). Offer Price: EUR 100.</p> <p>Conditions to which the offer is subject: The offer of the Securities is conditional on their issue and on the release by the Italian multilateral trading facility EuroTLX or by other trading venues, before the Issue Date, of the relevant authorisation to the admission to trading of the Securities.</p> <p>Terms of the Offer: This issue of Securities is being offered in a Non-Exempt Offer in Italy pursuant to Articles 17 and 18 of the Prospectus Directive. The Securities will be distributed by way of public placement and the placement activities will be carried out by Deutsche Bank S.p.A. (the "<b>Manager</b>").</p> <p>The Manager will also act as Lead Manager of the placement (<i>Responsabile del Collocamento</i> as defined under article 93-<i>bis</i> of the Legislative Decree of 24 February 1998, n. 58, as subsequently amended (the "<b>Financial Services Act</b>")). The Issuer and the Manager have agreed under a placement agreement (the "<b>Placement Agreement</b>") the Manager will place the Securities without a firm commitment. The Placement Agreement will be dated on or about 2 May 2019.</p> <p>The Issuer reserves the right, in its sole discretion, to close the Offer Period early, also in circumstances where purchases of Securities are not yet equal to the maximum amount offered of 300,000 Securities. Notice of the early closure of the Offer Period will be given by the Issuer by publication on the website of the Issuer and the Manager. The early closure of the Offer will become effective from the date specified in such notice. The Issuer reserves the right to postpone the closure of the Offer Period, in order to extend the Offer Period. Notice of the postponement of the closure of the Offer Period will be given by the Issuer by publication on the website of the Issuer and the Manager. The Issuer reserves the right to increase, during the Offer Period, the maximum amount of Securities offered. The Issuer shall forthwith give notice of any such increase by publication of a notice on the website of the Issuer and the Manager. The Issuer reserves the right, in its sole discretion, to revoke or withdraw the Offer and the issue of the Securities at any time prior to the Issue Date. Notice of revocation/withdrawal of the Offer will be given by publication of such notice on the website of the Issuer and the Manager. Revocation/withdrawal of the Offer will be effective upon publication. Upon revocation/withdrawal of the Offer, all subscription applications will become void and of no effect, without further notice.</p> <p>Minimum and maximum subscription amount: The Securities may be subscribed in a minimum lot of no. 1 Security (the "<b>Minimum Exercise Amount</b>") and an integral number of Securities higher than the Minimum Exercise Amount and being an integral multiple of 1. There is no maximum amount of application within the maximum number of Securities offered of 300,000 Securities.</p>
<b>E.4</b>	<b>Material interests in the offer</b>	Save as discussed above and save for any fees payable to the Manager and the costs payable to the Issuer, so far as the Issuer is aware, no person involved in the issue of the Securities has an interest material to the offer.
<b>E.7</b>	<b>Estimated expenses</b>	<p>Investors should take into consideration that the Offer Price embeds:</p> <ul style="list-style-type: none"> <li>– placement commissions payable by the Issuer to the Manager up to 4.00 per cent. of the Issue Price in respect of the aggregate Securities placed;</li> <li>– costs payable to the Issuer in relation to the maintenance of the condition of the Offer equal to 0.50 per cent. of the Issue Price; and</li> <li>– other structuring costs payable to the Issuer equal to 0.07 per cent. of the Issue Price.</li> </ul> <p>Notice of the definitive amount of the placement commissions will be published on the website of the Issuer within 5 (five) days following the Issue Date.</p>