



9 December 2016

BANCA IMI S.p.A.
(incorporated with limited liability in the Republic of Italy)

FINAL TERMS

Issue of 72,000,000 EUR Fixed Rate Notes due 20.12.2020

"Banca IMI S.p.A. Tasso Fisso Step Up in EUR con scadenza 20.12.2020"

under the Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes (the **Conditions**) set forth in the Base Prospectus dated 11 July 2016 and the supplement to the Base Prospectus dated 10 November 2016 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Base Prospectus**). This document constitutes the Final Terms of the Notes 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 Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and the supplement to the Base Prospectus are available for viewing during normal business hours at the registered office of the Issuer and the specified offices of the Paying Agents. The Base Prospectus and the supplement to the Base Prospectus have been published on the websites of the Irish Stock Exchange (http://www.ise.ie/Market-Data-Announcements/Debt/Individual-Debt-Instrument-Data/Dept-Security-Documents/?progID=643&FIELD_SORT=docId), the Central Bank of Ireland (<http://www.centralbank.ie>) and the Issuer's website (<https://www.bancaimi.prodottiquotazioni.com/EN/Legal-Documents>). In the event of any inconsistency between the Conditions and the Final Terms, these Final Terms prevail.

By investing in the Notes each investor represents that:

- (a) *Non-Reliance. It is acting for its own account, and it has made its own independent decisions to invest in the Notes and as to whether the investment in the Notes is appropriate or proper for it based upon its own judgement and upon advice from such advisers as it has deemed necessary. It is not relying on any communication (written or oral) of the Issuer as investment advice or as a recommendation to invest in the Notes, it being understood that information and explanations related to the terms and conditions of the Notes shall not be considered to be investment advice or a recommendation to invest in the Notes. No communication (written or oral) received from the Issuer shall be deemed to be an assurance or guarantee as to the expected results of the investment in the Notes.*
- (b) *Assessment and Understanding. It is capable of assessing the merits of and understanding (on its own behalf or through independent professional advice), and understands and accepts the terms and conditions and the risks of the investment in the Notes. It is also capable of assuming, and assumes, the risks of the investment in the Notes.*
- (c) *Status of Parties. The Issuer is not acting as a fiduciary for or adviser to it in respect of the investment in the Notes.*

- 1. Issuer: Banca IMI S.p.A..
- 2. (a) Series Number: 5.
- (b) Tranche Number: 1.

	(c) Date on which the Notes will be consolidated and form a single Series:	Not applicable.
3.	Specified Currency:	The Specified Currency is Euro ("EUR").
4.	Aggregate Nominal Amount:	
	(a) Series:	EUR 72,000,000.
	(b) Tranche:	EUR 72,000,000.
5.	Issue Price of Tranche:	99.10 per cent. of the Aggregate Nominal Amount.
6.	(a) Specified Denominations:	EUR 1,000,000.
	(b) Calculation Amount:	EUR 1,000,000.
7.	(a) Issue Date:	The Issue Date is 12 December 2016.
	(b) Interest Commencement Date:	Issue Date.
8.	Type of Notes:	Fixed Rate Notes.
9.	Maturity Date:	20 December 2020.
10.	Form of Notes:	Bearer
11.	Interest Basis:	1.23 per cent. per annum Fixed Rate from and including the Issue Date up to but excluding 20 December 2017; 1.40 per cent. per annum Fixed Rate from and including 20 December 2017 up to but excluding 20 December 2018; 1.65 per cent. per annum Fixed Rate from and including 20 December 2018 up to but excluding 20 December 2019; and 1.85 per cent. per annum Fixed Rate from and including 20 December 2019 up to and including the Maturity Date.
12.	Redemption/Payment Basis:	Redemption at par.
13.	Change of Interest Basis:	Not applicable.
14.	Put Options:	Not applicable.
15.	Call Options:	Not applicable.
16.	Dual Currency Note Provisions:	Not applicable.
17.	Tax Gross-Up:	Condition 7(ii) applicable.
18.	Method of distribution:	Not applicable.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

19.	Fixed Rate Note Provisions:	Applicable in respect of the period from (and including) the Issue Date to (but excluding) the Maturity Date.
	(i) Rate of Interest:	<p>1.23 per cent. per annum in respect of the Interest Period from (and including) the Issue Date to (but excluding) 20 December 2017 (the "First Interest Period");</p> <p>1.40 per cent. per annum in respect of the Interest Period from (and including) 20 December 2017 to (but excluding) 20 December 2018 (the "Second Interest Period");</p> <p>1.65 per cent. per annum in respect of the Interest Period from (and including) 20 December 2018 to (but excluding) 20 December 2019 (the "Third Interest Period");</p> <p>1.85 per cent. per annum in respect of the Interest Period from (and including) 20 December 2019 to (but excluding) the Maturity Date (the "Fourth Interest Period").</p> <p>In each case payable in arrear.</p>
	(ii) Interest Payment Dates:	20 December in each year up to and including the Maturity Date. The first Interest Payment Date is 20 December 2017.
	(iii) Business day Convention	Following Business Day Convention
	(iv) Additional Business Day Centre(s):	Milan.
	(v) Interest Accrual Date(s):	The Interest Accrual Dates are the Interest Commencement Date and 20 December in each year up to and including the Maturity Date.
	(vi) Fixed Coupon Amounts:	<p>EUR 12,568.85 per Calculation Amount in respect of the First Interest Period;</p> <p>EUR 14,000 per Calculation Amount in respect of the Second Interest Period;</p> <p>EUR 16,500 per Calculation Amount in respect of the Third Interest Period;</p> <p>EUR 18,500 per Calculation Amount in respect of the Fourth Interest Period.</p>
	(vii) Broken Amount(s):	Not applicable.
	(viii) Day Count Fraction:	Actual/Actual (ICMA) following unadjusted.
	(ix) Determination Dates:	Not applicable.

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| 20. | Fixed Rate Reset Note Provisions: | Not applicable. |
| 21. | Floating Rate Note Provisions: | Not applicable. |
| 22. | Change of Interest Basis Provisions: | Not applicable. |
| 23. | Zero Coupon Note Provisions: | Not applicable. |

PROVISIONS RELATING TO REDEMPTION

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| 24. | Issuer Call: | Not applicable. |
| 25. | Investor Put: | Not applicable. |
| 26. | Final Redemption Amount of each Note | EUR 1,000,000 per Calculation Amount. |
| 27. | Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required): | EUR 1,000,000 per Calculation Amount. |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 28. | Form of Notes: | |
| | (a) Form of Notes: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Notes only upon an Exchange Event. |
| | (b) New Global Note: | Yes. |
| 29. | Additional Financial Centre(s): | Not applicable. |
| 30. | Talons for future Coupons to be attached to definitive Notes (and dates on which such Talons mature): | Not applicable. |

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required for issue and admission to trading on the Irish Stock Exchange, of the Notes described herein pursuant to the Euro Medium Term Note Programme of Banca IMI S.p.A..

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Banca IMI S.p.A.:

By: 
Duly authorised

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PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Ireland.
- (ii) Admission to trading: Application for Notes has been made for listing on the Official List of the Irish Stock Exchange and for admission to trading on the Regulated Market of the Irish Stock Exchange.

Application may also be made by the Issuer (or on its behalf) to list the Notes on such further or other stock exchanges or regulated markets or admitted to trading on such other trading venues (including without limitation multilateral trading facilities) as the Issuer may determine.
- (iii) Estimate of total expenses related to admission to trading: EUR 600.

2. RATINGS

- Ratings: At the date of these Final Terms, the Issuer is rated Baa1 (long-term) and P-2 (short-term) with stable outlook by Moody's Italia S.r.l. (Moody's), BBB- (long-term) and A-3 (short-term) with stable outlook by Standard & Poor's Credit Market Services Italy S.r.l. (Standard & Poor's) and BBB+ (long-term) and F2 (short-term) with negative outlook by Fitch Ratings Ltd. (Fitch).

No ratings have been assigned to the Notes at the request of or with the cooperation of the Issuer in the rating process.

3. NOTIFICATION

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

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the Offer.

There is no obligation for the Issuer to provide a secondary market for the Notes nor to repurchase the Notes at an amount equal to their market price. In case the Noteholders intend to sell their Notes, the potential repurchase may cause a loss of all or part of their initial investment as the potential repurchase price could be affected by several factors such as, among others, any liquidation and unwinding cost incurred by the Issuer. In any case, the Issuer is under no obligation to disclose to the Noteholders any information regarding such costs.

5. 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 of the issue of the Notes will be equal to 99,10

		per cent. of the Aggregate Nominal Amount of the Notes issued, i.e. EUR 71,352,000.
(iii)	Estimated total expenses:	The estimated total expenses that can be determined as of the Issue Date are up to EUR 600 consisting of Listing Fees, such expenses excluding certain out-of pocket expenses incurred or to be incurred by or on behalf of the Issuer in connection with the admission to trading of the Notes.
6.	YIELD (<i>Fixed Rate Notes only</i>)	
	Indication of yield:	The yield is 1.759 per cent. per annum at maturity, calculated as the annual expected return as at the Issue Date on the basis of the Issue Price in respect of the Fixed Rate. It is not an indication of future yield.
7.	HISTORIC INTEREST RATES	
	Not applicable.	
8.	OPERATIONAL INFORMATION	
(i)	ISIN Code:	XS1520729614.
(ii)	Common Code:	152072961.
(iii)	Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not applicable.
(iv)	Delivery:	Delivery against payment.
(v)	Names and addresses of additional Paying Agent(s):	Not applicable.
(vi)	Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.
9.	DISTRIBUTION	
(i)	If syndicated, names and addresses of Managers and underwriting commitments:	Not applicable.
(ii)	Date of Subscription	Not applicable.

Agreement:

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| (iii) | Stabilisation Manager: | Not applicable. |
| (iv) | If non-syndicated, name and address of relevant Manager, if applicable: | Not applicable. |
| (v) | Total commission and concession: | Not applicable. |
| (vi) | US Selling Restrictions: | Reg. S compliance category 2; TEFRA D. |
| (vii) | Public Offer: | Not applicable. |

10. TERMS AND CONDITIONS OF THE OFFER

Not applicable.