**BANCA IMI S.P.A.**

**STANDARD LONG AUTOCALLABLE BARRIER CERTIFICATES ON AZIONE Mediobanca SpA DUE 02.05.2022**

**Under the Luxembourg WARRANTS AND CERTIFICATES PROGRAMME**

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| **Issuer** | Banca IMI S.p.A. |
| **Issue type** | Investment Certificate |
| **Rating** | BBB (S&P).  Baa1 (Moody’s).  BBB (Fitch) |
| **ISIN Code** | TBD |
| **EUSIPA Code** | 1260 |
| **Issue amount** | TBD |
| **Underlying** | Mediobanca SpA  (Bloomberg Code: MB IM <Equity>)  ISIN of the Underlying IT0000062957  Exchange: Borsa Italiana S.p.A. – MTA  Related Exchange: Borsa Italiana – IDEM |
| **Settlement currency** | EUR |
| **Issue date** | 30.04.2019 in case of postponement, such other date specified in a notice published on the website of the Issuer and the Managers.  The Issue Date shall not, in any case, be postponed beyond the fifth Business Day following 30.04.2019. |
| **Settlement date** | 02.05.2022 |
| **Offering Period** | From 12th April to 26th April 2019 (In branch)  From 12th April to 19th April 2019 (Outside branch) |
| **Initial Reference Value (IRV)** | Equal to the arithmetic mean of the closing price of the Underlying on the **26/04/19, 29/04/19, 30/04/19, 02/05/19, 03/05/19** (the **“Determination Dates”**), calculated as the following formula:  Where  "*x*" is the number of Determination Dates specified as such in the Final Terms (*x*=5),  " is the closing price of the Underlying on the Determination Date "*t*" (*t*=5). |
| **Final Reference Value (FRV)** | Equal to the arithmetic mean of the closing price of the Underlying on the **22/04/22, 21/04/22, 25/04/22, 26/04/22, 27/04/22, 28/04/22** (the **“Valuation Date”**), calculated as the following formula:  Where  "*x*" is the number of Valuation Dates specified as such in the relevant Final Terms (*x*=5),  "*Underlying j*" is the closing price of the Underlying on the Valuation Date "j" (*j*=5). |
| **Early Redemption Event** | Early Redemption Event occurring if in a relevant Early Redemption Valuation Period, the Reference Values of the Underlying **is equal to or higher** than the relevant Early Redemption Levels. In that case, the Security holders are entitled to receive on the **Early Redemption Payment Date,** the payment of the relevant Early Redemption Amount:   |  |  |  |  |  | | --- | --- | --- | --- | --- | | **Early Redemption**  **Valuation Periods** | **Early Redemption Level** | **Early Redemption Amount** | **Early Redemption Payment Date** | | | 23,24,25,28,29 October 2019 | 100% of **IRV** | 100.000,00 EUR | **4 november 2019** | | 20,21,22,25,26 November 2019 | 100% of **IRV** | 100.000,00 EUR | **2 December 2019** | | 2 January 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 febbruary 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 march 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 April 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 May 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 June 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 July 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 August 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 September 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 October 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 November 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 December 20 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 January 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 febbruary 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 march 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 April 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 May 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 June 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 July 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 August 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 September 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 October 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 November 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 December 21 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 January 22 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 febbruary 22 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 march 22 | 100% of **IRV** | 100.000,00 EUR | **TBD** | | 2 April 22 | 100% of **IRV** | 100.000,00 EUR | **TBD** |   The Reference Values are equal to the arithmetic mean of the closing price of the Underlying on the relevant **Early Redemption Valuation Periods,** calculated as the following formula:  Where  "**RV**" is the Reference Value of the Underlying, and  "*x*" is the number of the dates of such valuation period, specified as such in the relevant Final Terms (*x*=5),  "*Underlyingz*", is the closing price of the Underlying calculated on the Exchange Business Day "*z*" of such valuation period (*z* = 5). |
| **Digital Amount** | Digital Event occurring if, in the Digital Valuation Period, the Closing Level of the **Underlying** is **equal to or higher than** the relevant Digital Level. In that case, the Security holders are entitled to receive the payment of the relevant Digital Amount.   |  |  |  |  | | --- | --- | --- | --- | | **Digital Valuation Periods** | **Digital Level** | **Digital Amount** | **Digital Payment Date** | | 22,23,24,27,28 May 2019 | 70% of **IRV** | 640 EUR | **3 June 2019** | | 20,21,24,25,26,2 June 2019 | 70% of **IRV** | 640 EUR | **2 July 2019** | | 23,24,25,26,29 July 2019 | 70% of **IRV** | 640 EUR | **2 August 2019** | | 21,22,23,26,27 August 2019 | 70% of **IRV** | 640 EUR | **2 September 2019** | | 20,23,24,25,26 September 2019 | 70% of **IRV** | 640 EUR | **2 october 2019** | | 23,24,25,28,29 October 2019 | 70% of **IRV** | 640 EUR | **4 november 2019** | | 20,21,22,25,26 November 2019 | 70% of **IRV** | 640 EUR | **2 December 2019** | | 2 January 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 febbruary 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 march 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 April 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 May 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 June 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 July 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 August 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 September 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 October 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 November 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 December 20 | 70% of **IRV** | 640 EUR | **TBD** | | 2 January 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 febbruary 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 march 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 April 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 May 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 June 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 July 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 August 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 September 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 October 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 November 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 December 21 | 70% of **IRV** | 640 EUR | **TBD** | | 2 January 22 | 70% of **IRV** | 640 EUR | **TBD** | | 2 febbruary 22 | 70% of **IRV** | 640 EUR | **TBD** | | 2 march 22 | 70% of **IRV** | 640 EUR | **TBD** | | 2 April 22 | 70% of **IRV** | 640 EUR | **TBD** | |
| **Initial Percentage** | 100.66% |
| **Barrier Event and Barrier Event Determination Period** | A Barrier Event occurs if on **Barrier Event Determination Period, equal to the Valuation Date** **28/04/2022,** the FRV is LOWER than the Barrier Level. |
| **Barrier Level** | 70% \* IRV |
| **Cash Settlement Amount** | ***No barrier event:***  *(Initial Percentage x Initial Reference Value x Multiplier) x Minimum Exercise Amount*  ***Barrier event***  *Final Reference Value x Multiplier x Minimum Exercise Amount* |
| **Minimum Exercise Amount** | 1 Certificate |
| **Multiplier** | Issue price divided by IRV |
| **Issue Price** | EUR 100,000 |
| **Listing** | SeDeX + LUSE |
| **Conditions to which the offer is subject** | *Offer of the Securities is conditional on their issue and on the release by a Trading Venue, before the Issue Date, of the relevant authorization to the admission to trading of the Securities.* |
| **Calculation Agent** | Banca IMI S.p.A. |
| **Distribution fee** | The Issuer will pay to the Managers a distribution fee: (i) equal to 1% of the amount placed up to an amount of certificates placed of EUR TBD mln and (ii) equal to a percentage of the amount of the certificates placed in excess so that the aggregate distribution fee paid by the Issuer to the Managers will be not higher than 3.5% of the aggregate amount placed. |
| **Business Day Convention** | Following Unadjusted |
| **Cost relating to the managing of the unsold securities:** | To be borne by Distributor |
| **Other structuring costs** | 0.07% |
| **Unwinding or Increase** | To be borne by Issuer |
| **Distributor** | Intesa Sanpaolo Private Banking per il tramite di succursali |