

Final Terms dated 8 September 2017

Banco di Desio e della Brianza S.p.A.

Issue of Euro 500,000,000 Fixed Rate Covered Bonds due September 2024

Guaranteed by
Desio OBG S.r.l.

under the Euro 3,000,000,000 Covered Bond (*Obbligazioni Bancarie Garantite*) Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the base prospectus dated 21 July 2017 and the supplement to the base prospectus dated 10 August 2017 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the Directive 2003/71/EC, (as amended from time to time, the “**Prospectus Directive**”). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Covered Bonds and must be read in conjunction with such Base Prospectus as so supplemented. These Final Terms are available for viewing on the website of the Irish Stock Exchange (www.ise.ie). Full information on the Issuer, the Guarantor and the offer of the Covered Bonds described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus, including the supplement are available for viewing on the website of the Irish Stock Exchange (www.ise.ie).

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| 1. | (i) | Series Number: | 1 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Covered Bonds will be consolidated and form a single Series: | Not Applicable |
| 2. | | Specified Currency or Currencies: | Euro (“€”) |
| 3. | | Aggregate Nominal Amount: | €500,000,000 |
| | (i) | Series: | €500,000,000 |
| | (ii) | Tranche: | €500,000,000 |

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4. Issue Price: 99.333% of the aggregate nominal amount
5. (i) Specified Denominations: €100,000 plus integral multiples of €1,000
(ii) Calculation Amount: €1,000
6. (i) Issue Date: 12 September 2017
~~(ii) Interest Commencement Date: Issue Date~~
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7. Maturity Date: 12 September 2024
8. Extended Maturity Date of Guaranteed Amounts corresponding to Final Redemption Amount under the Covered Bonds Guarantee: 12 September 2025

Extended Instalment Date of Guaranteed Amounts corresponding to Covered Bond Instalment Amounts under the Covered Bond Guarantee: Not Applicable
9. Interest Basis: 0.875 % *per annum* Fixed Rate
(further particulars specified in 13 and 14 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Maturity Date at 100% at least of their nominal amount
11. Put/Call Options: Not Applicable
12. Date of Board approval for issuance of Covered Bonds and Covered Bonds Guarantee respectively obtained: 17 July 2017 with reference to the resolution of the board of Directors of the Issuer approving the issue of the Covered Bonds and 18 July 2017 with reference to the resolution of the board of Directors of the Guarantor approving the granting of the Covered Bond Guarantee

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 13. | Fixed Rate Provisions | Applicable (as referred in Condition 5) |
| | (i) Rate(s) of Interest: | 0.875% per annum payable in arrear on each Interest Payment Date. |
| | (ii) Interest Payment Date(s): | 12 September in each year, from (and including) 12 September 2018 up to (and including the Maturity Date, adjusted in accordance with following Business Day Convention |
| | (iii) Fixed Coupon Amount(s): | €8.75 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Date(s): | Not Applicable |
| 14. | Floating Rate Provisions | Applicable (as referred to in Condition 7(b)) |
| | (i) Interest Period(s): | Interest will be payable monthly in arrears on each Interest Payment Date from (and including) the Maturity Date up to (and excluding) the Extended Maturity Date or, if earlier, the date on which the Covered Bonds are redeemed in full |
| | (ii) Specified Period: | Not Applicable |
| | (iii) Interest Payment Dates: | The 12 th day of each month, up to and including the Extended Maturity Date adjusted in accordance with the Modified Following Business Day Convention |
| | (iv) First Interest Payment Date: | 12 October 2024 |
| | (v) Business Day Convention: | Modified Following Business Day Convention |
| | (vi) Manner in which the Rate(s) of Interest is/are to be determined: | Screen Rate Determination |

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(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Paying Agent): Not Applicable

(viii) Screen Rate Determination:

- Reference Rate: Reference Rate: 1 month EURIBOR
 - Interest Determination Date(s): The 2nd TARGET2 Settlement Day prior to the commencement of each Interest Period
 - Relevant Screen Page: REUTERS EURIBOR 01
 - Relevant Time: 11.00 a.m. Brussels time
 - Relevant Financial Centre: Euro-Zone
- (ix) ISDA Determination: Not Applicable
- (x) Margin(s): +0.57% per annum
- (xi) Minimum Rate of Interest: Not Applicable
- (xii) Maximum Rate of Interest: Not Applicable
- (xiii) Day Count Fraction: Actual/360

PROVISIONS RELATING TO REDEMPTION

15. **Call Option** Not Applicable
16. **Put Option** Not Applicable
17. **Final Redemption Amount of Covered Bonds** €1,000 per Calculation Amount (as referred in Condition 7 (a))
- (i) Minimum Final Redemption Amount: €1,000 per Calculation Amount
- (ii) Maximum Final Redemption Amount: €1,000 per Calculation Amount
18. **Early Redemption Amount** €1,000 per Calculation Amount (as referred in Condition 7)
- Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons or on acceleration following a Covered Bonds Guarantor Event of Default:

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GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

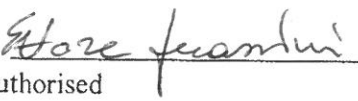
19. Additional Financial Centre(s): Not Applicable

Signed on behalf of Banco di Desio e della Brianza S.p.A.

By:  Banco di Desio e della Brianza S.p.A.
Vice Direttore Generale

Duly authorised

Signed on behalf of Desio OBG S.r.l.

By:  - ATTORNEY

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) | Listing | Official List of the Irish Stock Exchange |
| (ii) | Admission to trading | Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the regulated market of the Irish Stock Exchange with effect from the Issue Date. |
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- (ii) Estimate of total expenses related to admission to trading: €600

2. RATINGS

- Ratings:
- The Covered Bonds to be issued are expected to be rated
- Fitch Ratings Limited: AA-
- The credit ratings included or referred to in these Final Terms have been issued by Fitch Ratings Limited, which is established in the European Union and is registered under Regulation (EC) No 1060/2009, on credit rating agencies as amended by Regulation (EU) No 513/2011 and Regulation (EU) No. 462/2013 on credit rating agencies (as amended from time to time, the "**CRA Regulation**") as set out in the list of credit rating agencies registered in accordance with the CRA Regulation published on the website of the European Securities and Markets Authority pursuant to the CRA Regulation (for more information please visit the European Securities and Markets Authority webpage) on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>).

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3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. ***Fixed Rate Covered Bonds only – YIELD***

Indication of yield: 0.974%

5. ***Floating Rate Covered Bonds only - HISTORIC INTEREST RATES***

Details of historic EURIBOR rates can be obtained from Reuters.

6. **OPERATIONAL INFORMATION**

ISIN Code: IT0005277451

Common Code: 167862977

Any Relevant Clearing System(s) Monte Titoli S.p.A.
other than Euroclear Bank S.A./N.V.
and Clearstream Banking, société
anonyme and the relevant
identification number(s):

Delivery: Delivery against payment

Names and Specified Offices of additional Paying Agent(s) (if any): Not Applicable

Deemed delivery of clearing system notices for the purposes of Condition 16 (*Notices*): Any notice delivered to Covered Bondholders through the clearing systems will be deemed to have been given on the second business day after the day on which it was given to Euroclear and Clearstream.

Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation “yes” simply means that the Covered Bonds are intended upon issue to be held in a form which would allow Eurosystem eligibility (i.e. issued in dematerialised form (*emessa in forma dematerializzata*) and wholly and exclusively deposited with Monte Titoli in accordance with article 83-bis of Italian Legislative

Decree No. 58 of 24 February 1998, as amended, through the authorised institutions listed in article 83-*quater* of such legislative decree) and does not necessarily mean that the Covered Bonds will be recognized 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 the ECB being satisfied that Eurosystem eligibility criteria have been met.

DISTRIBUTION

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| 20. | (i) | Method of distribution: | Syndicated |
| | (ii) | If syndicated, names of Managers: | BNP Paribas, London Branch
Banca IMI S.p.A.
Natixis
Société Générale
UniCredit Bank AG |
| 21. | (iii) | Stabilising Manager(s) (if any): | Not Applicable |
| 22. | | If non-syndicated, name of Dealer: | Not Applicable |
| 23. | | U.S. Selling Restrictions: | Compliant with Regulation S under the U.S. Securities Act of 1933 |