



MEDIOBANCA

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Limited company
Share capital fully paid up Euro 435,510,047
Registered office: Piazzetta Enrico Cuccia 1, Milan, Italy
Registered in the Milan Companies' Register
Tax identification code and VAT no. 00714490158
Registered as a bank and a banking group under registration no. 10631.0
Parent company of the Mediobanca S.p.A. banking group

NOTICE OF DEFINITIVE RESULTS

of the voluntary partial buyback, up to a maximum aggregate nominal amount of Euro 200.000.000, with the right to increase said amount by a further 15%,
of the following notes issued by Mediobanca - Banca di Credito Finanziario S.p.A. (the "Offeror")

Mediobanca Secondo Atto 5% 2010/2020 subordinato Lower Tier 2 (IT0004645542)

Mediobanca Quarto Atto a Tasso Variabile con Tasso Minimo pari al 4,50% annuo e Tasso Massimo pari al 7,50% annuo 2011/2021 subordinato Lower Tier 2 (IT0004720436)

On 29th November 2016 the Offeror reached the Maximum Amount (as defined in the Information Document) and accordingly has proceeded with the Early Closure of the Offer.

In accordance with the provisions of Section 3.8 of the Information Document, notice is hereby given of the provisional results of the Offer:

Name of bond issues	ISIN CODE	ISIN code for acceptance of buyback	Nominal amount in issue as at 15/11/16	Buyback price (flat quotation)	Nominal amount tendered to the buyback
Mediobanca Secondo Atto 5% 2010/2020 subordinato Lower Tier 2	IT0004645542	IT0005221061	Euro 743,966,000	109.50%	Euro 113,985,000
Mediobanca Quarto Atto a Tasso Variabile con Tasso Minimo pari al 4,50% annuo e Tasso Massimo pari al 7,50% annuo 2011/2021 subordinato Lower Tier 2	IT0004720436	IT0005221079	Euro 495,800,000	107.25%	Euro 87,234,000

Please note that all requests tendered by way of Acceptances by 5:40 p.m. on 29th November 2016 will be met in full and that all Accepting Parties will receive settlement for the full amount on the Settlement Date (7 December 2016).

The Information Document governing the terms and conditions of the Offer has been published and is available for consultation on the Offeror's website at www.mediobanca.it/it/mediobanca-buyback-2016.html and the website of Borsa Italiana.

The Information Document has been drawn up voluntarily by the Offeror and is purely informative in its purpose and in application of the provisions of Article 35-bis, para. 4 of Consob's Regulations for Issuers, has not been approved by Consob or by any other authority. Under the applicable regulations there is no obligation to draw up, or deliver, the Information Document to Noteholders or to send it to any authority.

6th December 2016