



MEDIOBANCA

Press Release

VOLUNTARY BUYBACK OFFER OF CERTIFICATES ANNOUNCED BY MEDIOBANCA ON 24 JUNE 2020 RELATING TO CERTIFICATES FOR A NOMINAL AMOUNT OF EURO 59,920,000.00

DEFINITIVE RESULTS AND NON OCCURRENCE OF THE OFFER MAC CONDITION AND OF THE MAC CONDITION OF THE SINGLE SERIES OF CERTIFICATES

Milan, 29 June 2020 - Mediobanca (the “Offeror”) announces the definitive results of its voluntary cash tender offer for the buyback of its *investment certificates*, currently negotiated on the Euro TLX multilateral trading facility (the “Certificates”).

The following table shows the aggregate nominal value of the Certificates validly tendered for acceptance during the period starting from 25 June 2020 and until 29 June 2020 and accepted for purchase by the Offeror and the percentage thereof in respect of the whole issuance; as well as the aggregate nominal value of the Certificates cumulatively held by the Offeror or by other entities belonging to the Group - including those Certificates already held by the Offeror or such other entities and therefore not subject of the Offer - and the percentage thereof in respect of the whole issuance.

<i>Denominazione dei Certificati</i>	<i>CODICE ISIN</i>	<i>Nominal value of Certificates bought back</i>	<i>Percentage in respect of the whole issuance</i>
Autocallable Certificates linked to Euro STOXX Banks Index due 19th March 2021	XS1787114823	Eur 480,000.00	6.86%
Autocallable Certificates linked to Telecom Italia S.p.A. Share due 8th March 2021	XS1775776005	Eur 80,000.00	1.07%
Autocallable Certificates linked to UniCredit S.p.A. Share due 25 May 2021	XS1814677628	Eur 1,980,000.00	9.43%
“Phoenix” Certificates linked to Telecom Italia S.p.A. Shares due 13	XS1849544603	0	0%

THE OFFER HAS NOT BEEN AND WILL NOT BE PROMOTED, EITHER DIRECTLY OR INDIRECTLY, BY MAIL OR BY ANY OTHER MEANS OR INSTRUMENT OF COMMUNICATION (INCLUDING, WITHOUT LIMITATION, BY FAX, TELEX, E-MAIL, TELEPHONE OR INTERNET), OR BY ANY STRUCTURE OR MARKET, OR IN ANY OTHER WAY IN THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA OR ANY OTHER STATE WHERE SUCH OFFERS ARE NOT PERMITTED IN THE ABSENCE OF THE AUTHORIZATION OF THE COMPETENT AUTHORITIES.

July 2021			
Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Share due 27 April 2021	XS1802294345	Eur 640,000.00	3.20%
Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Share due 25 May 2021	XS1821801906	Eur 4,100,000.00	51.25%
"Phoenix" Certificates linked to Eni S.p.A. Shares due 24 September 2021	XS1879557186	Eur 860,000.00	7.17%
"Phoenix" Certificates linked to Unicredit S.p.A. Shares due 4 October 2021	XS1885506730	0	0%
"Phoenix" Certificates linked to Unicredit S.p.A. Shares due 2 July 2021	XS1839533541	Eur 60,000.00	3%

In relation to the Conditions of effectiveness, as described in the Information Document, the Offeror announces that, as of today, no Offer MAC Condition and Mac Condition of the single series of Certificates with reference to the relevant underlying below has occurred, therefore the Offer is fully effective with reference to each series of Certificates bought back.

Settlement of the Consideration for the above-mentioned Certificates shall take place on 1 July, in accordance with the provisions set forth in the Information Document.

Capitalized terms used and not defined herein have the same meaning ascribed to them in the Information Document published on the Mediobanca website www.mediobanca.it.

Milan, 29 June 2020

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DISCLAIMER This announcement must be read in conjunction with the Information Document. This announcement and the Information Document contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Information Document or the action you should

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take, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences. Any individual or company whose Certificates are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender the Certificates to the Offer.

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