



Press release

Press release containing the results of the two voluntary buyback offers announced by Mediobanca S.p.A. on 6 March 2013 for senior unsecured Mediobanca bonds in an aggregate amount for the two offers of up to €2,000,000,000 (jointly, the “Offers”)

Notice is hereby given that the aggregate nominal amount of the bonds validly tendered by the parties accepting the Offers during the Acceptance Period was €1,471,305,000, €1,298,665,000 of which in respect of Offer A and €172,640,000 in respect of Offer B. All applications validly received have been accepted by the Offeror. A breakdown of the amount bought back for each individual Bond Issue in respect of each Offer is shown below, along with the respective outstanding nominal amount upon completion of the Offer.

OFFER A

Offer A involved the following Bond Issues, mostly placed via the Intesa SanPaolo S.p.A. network, for a maximum amount of €1,750,000,000; Banca IMI S.p.A. acted as Financial Advisor (Dealer Manager) for the offer.

| Name | ISIN code | Nominal amount in issue at 28/2/13 | Nominal amount bought back | Nominal amount in issue post buyback |
|---|--------------|------------------------------------|----------------------------|--------------------------------------|
| MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A. ISSUE OF UP TO €4,000,000,000 FLOATING RATE NOTES WITH MINIMUM AND MAXIMUM RATE SEPTEMBER 2008 DUE SEPTEMBER 2014 SERIES NUMBER 337 | XS0379218315 | €1,301,149,000 | €391,145,000 | €910,004,000 |
| MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A. ISSUE OF UP TO €2,000,000,000 FLOATING RATE NOTES WITH MINIMUM RATE FEBRUARY 2008 DUE FEBRUARY 2014 SERIES NUMBER 279 | XS0336285100 | €1,697,626,000 | €483,962,000 | €1,213,664,000 |
| MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A. ISSUE OF UP TO €3,000,000,000 FLOATING RATE NOTES WITH MINIMUM RATE FEBRUARY 2008 DUE FEBRUARY 2014 - SECOND ISSUE SERIES NUMBER 294 | XS0340468163 | €1,147,734,000 | €321,378,000 | €826,356,000 |
| MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A. ISSUE OF UP TO €1,000,000,000 €GROWTH COUPONS FEBRUARY 2008 INDEX LINKED NOTES DUE FEBRUARY 2014 SERIES NUMBER 280 | XS0336285878 | €144,780,000 | €16,211,000 | €128,569,000 |
| MEDIOBANCA TF 2009/2014 | IT0004540719 | €850,000,000 | €73,542,000 | €776,458,000 |
| MEDIOBANCA TV 2009/2014 | IT0004540842 | €641,609,000 | €12,427,000 | €629,182,000 |

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OFFER B

Offer B involved the following Bond Issues, mostly placed via the UniCredit S.p.A. network, for a maximum amount of €250,000,000; Unicredit Bank AG - Milan branch acted as Financial Advisor (Dealer Manager) for the offer.

| Name | ISIN code | Nominal amount in issue at 28/2/13 | Nominal amount bought back | Nominal amount in issue post buyback |
|--|--------------|------------------------------------|----------------------------|--------------------------------------|
| MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A. ISSUE OF UP TO €750,000,000 3.75% FIXED RATE NOTES DUE 2014 SERIES NUMBER 322 | XS0359600821 | €399,280,000 | €68,847,000 | €330,433,000 |
| MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A. ISSUE OF UP TO €500,000,000 FLOATING RATE NOTES DUE 2014 SERIES NUMBER 284 | XS0338813636 | €236,853,000 | €65,988,000 | €170,865,000 |
| MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A. ISSUE OF UP TO €300,000,000 3.80% FIXED RATE NOTES DUE 2014 SERIES NUMBER 283 | XS0338812745 | €279,992,000 | €37,805,000 | €242,187,000 |

As state in section 3.6 of each Information Document, the Maximum Amount not having been exceeded on the final day of the Offer, no Split has been made and the Applications, where validly presented, have been met in full.

Notice is hereby given that between the date of the Offer Document and the date hereof, no extraordinary negative events have taken place which could alter the grounds on which the buyback was made or could compromise its feasibility in technical terms, as provided in section 1.1.1 of the Offer Document.

It should be remembered, finally, that both the Offers are conditional upon the non-occurrence, by 11:59 of the calendar date prior to the respective Settlement Dates, at national and/or international levels, of the following Effectiveness Conditions: (a) events or extraordinary circumstances which give rise, or which could give rise, to serious changes in the political, financial, economic, currency or market situation which have, or which could have, substantially negative effects in relation to Offer A or Offer B; or (b) events or circumstances which worsen, or which could cause to worsen as a result of Offer A or Offer B, the capital, economic, financial, tax, regulatory, corporate or judicial situation of the Offeror; or (c) changes to the regulations which are such as would limit, or otherwise prejudice, the buyback of the Bonds or the exercise of ownership rights over the Bonds or other rights pertaining thereto.

Accordingly, save as provided in the foregoing paragraph, on 8 April 2013 payment shall be made of the Consideration due in respect of the bonds validly tendered by the bondholders who accepted the Offers during the Acceptance Period.

The Consideration shall be paid by Mediobanca S.p.A. via the Tender Agent to the Depositary Banks mandated by the accepting parties, for them to transfer the amounts to the accepting parties in accordance with the instructions provided by the latter upon their Acceptance by the means specified therein.

Milan, 5 April 2013