MEDIOBANCA

FINAL TERMS

MEDIOBANCA - Banca di Credito Finanziario S.p.A.

Issue of Up to 10,000 Memory Autocallable Certificates linked to FTSE MIB Index due 13th December 2019

under the

Issuance Programme

SERIES NO: 47

TRANCHE NO: 1

Issue Price: Euro 1,000 per Certificate

Dealer: Mediobanca - Banca di Credito Finanziario S.p.A.

The date of these Final Terms is 31 October 2016

The Base Prospectus referred to below (as completed by the supplement to the Base Prospectus dated 28th October 2016 and these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Securities in any member state of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (as amended) (the "**Prospectus Directive**") (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Securities. Accordingly any person making or intending to make an offer of the Securities may only do so:

(i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or

(ii) in the Public Offer Jurisdiction mentioned in Paragraph 11 (*Non-exempt offer*) of Part B below, provided such person is one of the persons mentioned in Paragraph 11 (*Non-exempt offer*) of Part B below and that such offer is made during the Offer Period specified for such purpose in Paragraph 12 (*Terms and Conditions of the Offer*) of Part B below.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

This document constitutes the Final Terms relating to the issue of Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Securities set forth in the Base Prospectus dated 23 March 2016 and the supplement to the Base Prospectus dated 28th October 2016, which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as supplemented from time to time. Full information on the Issuer and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the Issuer's registered office at Piazzetta Enrico Cuccia 1, 20121 Milan, Italy, at the Issuer's representative office at Piazza di Spagna 15, 00187 Rome, Italy and at each office (*filiale*) of CheBanca! S.p.A. (acting as Distributor) and on the websites of the Issuer (www.mediobanca.com) and CheBanca! S.p.A.(www.chebanca.it) and copies may be obtained upon request from the Issuer at its registered address and from CheBanca! S.p.A. at each of its offices (*filiale*).

A specific summary of the individual issue is annexed to these Final Terms.

MEDIOBANCA

PART A – GENERAL

GENERAL PROVISIONS			
1.		Series details:	
	(i)	Series Number:	47
	(ii)	Tranche Number:	1
	(iii)	No. of Securities:	Up to 10,000
	(iv)	No. of Securities per Unit	Not applicable
	(vi)	Issue price per Security	Euro 1,000
	(vii)	Issue Date:	6thDecember 2016
	(viii)	Issue Currency:	Euro (**"EUR"**)
	(ix)	Notional Amount per Security: Aggregate Notional Amount	EUR 1,000 Up to EUR 10,000,000
	(x)	Date of approval for issuance of Securities obtained:	14th October 2016
2.		Consolidation:	Not applicable
3.		Type of Securities and Reference Item:	
	(i)	Type of Securities:	The Securities are Certificates. The Securities are Index Securities.
	(ii)	Reference Item:	FTSE MIB Index (Bloomberg Code: "FTSEMIB Index").
	(iii)	Initial Reference Level:	The amount (which shall be deemed to be a monetary amount in the Index Currency) equal to the official closing level of the Reference Item as determined by the Calculation Agent at the Valuation Time on the Issue Date.
4.		Exercise:	
	(i)	Exercise Date:	6th December 2019.

	(ii)	Renouncement Notice Cut-off Time	Equal to the Exercise Date.
5.		Barrier Event:	Not applicable.
6.		Settlement:	Settlement will be by way of cash payment ("**Cash Settled Securities**").
	(i)	Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Securities.
	(ii)	Settlement Date:	13th December 2019, as adjusted in accordance with the Modified Following Business Day Convention.
	(ii)	Settlement Business Day Centre(s):	Not applicable.
	(iv)	Valuation Date:	The Remuneration Payment Dates specified in sub-paragraph 8(xii)(*Memory Autocallable Certificates*) below and the Exercise Date specified above shall be each a Valuation Date.
	(v)	Averaging:	Averaging does not apply to the Securities.
7.		Cash Settlement:	Applicable.
	(i)	Cash Settlement Amount:	Has the meaning set out in Condition 3 (*Definitions*) and to be determined pursuant to Condition 21(xii) (*Memory Autocallable Certificates*) and to sub-paragraph 8(xii) (*Memory Autocallable Certificates*) below.
	(ii)	Guaranteed Cash Settlement Amount:	Not applicable.
	(iii)	Maximum Amount	Not applicable.
	(iv)	Minimum Amount	Not applicable.
	(v)	Exchange Rate:	Not applicable.
	(vi)	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is EUR.
8.		Pay-out provisions:	

(i)	Normal Performance:	Not applicable.
(ii)	Zero Coupon Extra Yield:	Not applicable.
(iii)	Performance Differential:	Not applicable.
(iv)	Digital Certificates	Not applicable.
(v)	Reverse Digital Certificates:	Not applicable.
(vi)	Twin Win Certificates:	Not applicable.
(vii)	Short Benchmark Certificates:	Not applicable.
(viii)	Benchmark Certificates:	Not applicable.
(ix)	Outperformance Certificates:	Not applicable.
(x)	Bonus Certificates:	Not applicable.
(xi)	Airbag Certificates:	Not applicable.
(xii)	Memory Autocallable Certificates:	Applicable. This sub-paragraph (xii)*(Memory Autocallable Certificates*) has to be read in conjunction with Condition 21(xii) (*Memory Autocallable Certificates*).
	◆ Formula:	a) If the Certificates are automatically redeemed early on a Remuneration Payment Date, the Cash Settlement Amount will be calculated in accordance with the following formula: Notional Amount * (100% + Remuneration Percentage * N) and it shall be paid on: - 11th December 2017 if the Certificates are automatically redeemed early on the Remuneration Payment Date falling on 6th December 2017, as adjusted in accordance with the Modified Following Business Day Convention; or - 11th December 2018 if the Certificates are automatically redeemed early on the Remuneration Payment Date falling on 6th December 2018, as adjusted in

accordance with the Modified Following Business Day Convention.

b) If the Certificates are not automatically early redeemed as described above then:

If the Final Reference Level is greater than the Initial Reference Level on the Valuation Date, the Cash Settlement Amount will be calculated in accordance with the following formula:

Notional Amount *(100% + Remuneration Percentage * N)

If the Final Reference Level is equal to or lower than the Initial Reference Level but greater than the Autocallable Barrier on the Valuation Date, the Cash Settlement Amount will be equal to:

Notional Amount per Certificate

If the Final Reference Level is lower than, or equal to, the Autocallable Barrier on the Valuation Date, the Cash Settlement Amount will be calculated in accordance with the following formula:

Notional Amount * Participation Factor * $\left(\frac{\text{Final Reference Level}}{\text{Initial Reference Level}}\right)$

- Remuneration Payment Date(s): 6th December 2017 and 6th December 2018.
- Remuneration Percentage: 7.50 per cent.
- N: N=1, if the Certificates are automatically redeemed early on the Remuneration Payment Date falling on December 6th 2017;

  N=2, if the Certificates are automatically redeemed early on the Remuneration Payment Date falling on December 6th 2018;

  N=3, if the Certificates are redeemed on the Exercise Date.
- Participation Factor: 100%

		◆ Strike Level	The Initial Reference Level.
		◆ Initial Reference Level:	As indicated in sub-paragraph 3(iii) above.
		◆ Autocallable Barrier:	50 per cent. of the Initial Reference Level.
	(xiii)	Autocallable Certificates:	Not applicable.
	(xiv)	Bonus Autocallable Certificates:	Not applicable.
	(xv)	Leveraged Certificates:	Not applicable.
9.		Physical Settlement:	Not applicable.
	(i)	Entitlement:	Not applicable.
	(ii)	Relevant Asset(s):	Not applicable.
	(iii)	Entitlement Units	Not applicable
	(iv)	Entitlement Multiplier	Not applicable.
	(v)	Evidence of Entitlement:	Not applicable.
	(vi)	Delivery of Entitlement:	Not applicable.
	(vii)	Settlement Currency:	Not applicable.
	(viii)	Failure to Deliver due to Illiquidity:	Failure to Deliver due to Illiquidity does not apply to the Securities.
10.		Business Day Centre:	The applicable Business Day Centre for the purposes of the definition of "Business Day" in Condition 3 (*Definitions*) is Milan.
11.		Name and address of Calculation Agent:	The Calculation Agent is Mediobanca - Banca di Credito Finanziario S.p.A.. The address of Calculation Agent is Piazzetta E. Cuccia 1, 20121, Milan.
12.		Call Option	Not applicable.
13.		Put Option	Not applicable.

PROVISIONS RELATING TO THE TYPE OF SECURITIES			
14.		Index Securities Provisions:	Applicable.
	(i)	Type of Index:	The Index is not a Commodity Index.
	(ii)	Index Sponsor:	The relevant Index Sponsor is FTSE International Ltd..
	(iii)	Exchange(s):	Borsa Italiana S.p.A.
	(iv)	Related Exchange(s):	For the purpose of Condition 3, the relevant Related Exchange is Borsa Italiana S.p.A. - IDEM (*Mercato degli strumenti Derivati*).
	(v)	Index Currency:	The relevant Index Currency is EUR.
	(vi)	Designated Multi-Exchange Indices:	Not applicable.
15.		Share Securities Provisions:	Not applicable.
16.		Currency Securities Provisions:	Not applicable.
17.		Debt Securities Provisions:	Not applicable.
18.		Commodity Securities Provisions:	Not applicable.
19.		Fund Securities:	Not applicable.
20.		Additional Disruption Events:	Not applicable.
21.		Credit Securities	Not Applicable.
PROVISIONS RELATING TO WARRANTS ONLY			
22.		Type of Warrants:	Not applicable.
23.		Exercise Price:	Not applicable.
24.		Strike Level:	Not applicable.
25.		Exercise Period:	Not applicable.
26.	(i)	Automatic Exercise:	Not applicable.
	(ii)	Renouncement Notice Cut-off Time:	Not applicable.

27.	Minimum Exercise Number:	Not applicable.
28.	Maximum Exercise Number:	Not applicable.
29.	Units:	Not applicable.
PROVISIONS RELATING TO REMUNERATION IN RESPECT OF CERTIFICATES		
30.	Notional Amount per Certificate:	Not applicable.
31.	Remuneration Rate Switch Date:	Not applicable.
32.	Remuneration Barrier Event:	Not applicable.
33.	Remuneration Payment Condition:	Not applicable.
34.	Fixed Rate Provisions:	Not applicable.
35.	Floating Rate Provisions:	Not applicable.
36.	Remuneration Provisions in respect of Securities relating to a Proprietary Index:	Remuneration Amount – Component Cash Flows is not applicable.
37.	Leveraged Remuneration:	Not applicable.
38.	Digital Remuneration	Not applicable.
OTHER GENERAL PROVISIONS APPLICABLE TO THE SECURITIES		
39.	Form of Securities:	Temporary Global Security exchangeable for a Permanent Global Security which is exchangeable for Definitive Securities only in the limited circumstances specified in the Permanent Global Security
40.	Governing Law:	English law applicable.

RESPONSIBILITY

The Issuer, also in its role of Lead Manager (*Responsabile del Collocamento*), accepts responsibility for the information set out in these Final Terms.

Signed on behalf of the Issuer:

By:……

Duly authorised

By: ……

Duly authorised

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

(i)	Listing:	EuroTLX being a multilateral trading facility managed by EuroTLX SIM S.p.A..
(ii)	Admission to trading:	Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on EuroTLX with effect from the Issue Date. Mediobanca – Banca di Credito Finanziario S.p.A. will act as liquidity provider specialist.
(iii)	Estimate of total expenses related to admission to trading:	As of the date of these Final Terms, it is not possible to make such an estimate.

2. **RATINGS**

Ratings:	The Securities to be issued have not been rated.

3. **NOTIFICATION**

The Central Bank of Ireland has provided "the Commissione Nazionale per le Società e la Borsa (CONSOB)" with a certificate of approval attesting that the Base Prospectus and the supplement thereto dated 28th October 2016 have been drawn up in accordance with the Prospectus Directive. At the date of these Final Terms, these Final Terms have been submitted to Consob on 31 October 2016 according to Article 5 (4) of Prospectus Directive.

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

Potential conflict of interests may arise, in respect of the Certificates, between the Issuer and the Distributor (as defined below) due to the fact they belong to the same Mediobanca Banking Group, whose parent company is Mediobanca - Banca di Credito Finanziario S.p.A. ("**Mediobanca**") and the Distributor receives from the Issuer Placement Fees (the details of which are set out in Paragraph 12 (*Terms and Conditions of the Offer*) below).

Mediobanca is the Issuer of the Certificates and acts also as Calculation Agent for the Certificates and, under certain circumstances, this role could give rise to conflicts of interest. In its capacity as Calculation Agent, Mediobanca is responsible, among the others, for determining the Cash Settlement Amount. Mediobanca is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment.

Save as described above, so far as the Issuer is aware, no other person involved in

the offer of the Securities has an interest material to the offer.

5. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the offer:	The net proceeds of the issue of each Tranche of Securities will be used for the general corporate purposes of the Issuer.
(ii)	Estimated net proceeds:	The net proceeds of the issue of the Certificates (being the proceeds of such issue net of the fees referred to in Paragraph 12 (*Terms and Conditions of the Offer*) herebelow) are estimated to be up to EUR 2,913,000 if the aggregate Notional Amount of Certificates effectively placed on the Issue Date does not exceed EUR 3,000,000. For amounts exceeding EUR 3,000,000 and up to EUR 10,000,000, the amount of the net proceeds will depend on the aggregate Notional Amount effectively placed on the Issue Date and the final amount of fees applied.
(iii)	Estimated total expenses:	Not applicable.

6. **YIELD** Not applicable.

7. **HISTORIC INTEREST RATES**

Not Applicable.

8. **FURTHER INFORMATION PUBLISHED BY THE ISSUER**

The Issuer does not intend to provide any further information on the past and future performance and/or volatility of the Reference Item.

9. **INFORMATION RELATING TO THE REFERENCE ITEM**

Information on the past and future performance of the Reference Item and its volatility can be obtained on the public website on www.ftse.com

The sponsor of the Reference Item also maintains an Internet Site at the following address where further information may be available in respect of the Reference Item.

Index Sponsor Website: www.ftse.com

DISCLAIMER

*"The Certificates are not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("**FTSE**") or the London Stock Exchange Group*

*companies ("**LSEG**") (together the "**Licensor Parties**") and none of the Licensor Parties make any claim, prediction, warranty or representation whatsoever, expressly or impliedly, either as to (i) the results to be obtained from the use of the FTSE MIB Index (the "**Index**") (upon which the Certificatesare based), (ii) the figure at which the Index is said to stand at any particular time on any particular day or otherwise, or (iii) the suitability of the Index for the purpose to which it is being put in connection with the Certificates.*

None of the Licensor Parties have provided or will provide any financial or investment advice or recommendation in relation to the Index to Mediobanca - Banca di Credito Finanziario S.p.A. or to its clients. The Index is calculated by FTSE or its agent. None of the Licensor Parties shall be (a) liable (whether in negligence or otherwise) to any person for any error in the Index or (b) under any obligation to advise any person of any error therein.

All rights in the Index vest in FTSE. "FTSE®" is a trade mark of LSEG, "MIB™" is a trade mark of Borsa Italiana S.p.A and both are used by FTSE under licence.

*The Certificates (the "**Product**") have been developed solely by Mediobanca - Banca di Credito Finanziario S.p.A.. The Index is calculated by FTSE or its agent. FTSE and its licensors are not connected to and do not sponsor, advise, recommend, endorse or promote the Product and do not accept any liability whatsoever to any person arising out of (a) the use of, reliance on or any error in the Index or (b) investment in or operation of the Product. FTSE makes no claim, prediction, warranty or representation either as to the results to be obtained from the Product or the suitability of the Index for the purpose to which it is being put by Mediobanca - Banca di Credito Finanziario S.p.A..*

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10. **OPERATIONAL INFORMATION**

ISIN:	XS1507502026
Common Code:	150750202
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, sociétéanonyme and the relevant identification number(s):	Not applicable.
Delivery:	Delivery against payment

	Initial Paying Agents:	BNP Paribas Securities Services, Luxembourg Branch 60, avenue J.F Kennedy L-1855 Luxembourg
	Names and addresses of additional Paying Agent(s) (if any):	Not applicable.
11.	**DISTRIBUTION**	
(i)	If syndicated, names and addressesof Managers and underwriting commitments:	Not applicable.
(ii)	Date of Subscription Agreement:	Not Applicable. The Issuer and the Distributor have signed an appointment letter (*lettera di incarico*) in relation to the issue of Certificates.
(iii)	Stabilising Manager(s) (if any):	Not applicable.
	If non-syndicated, name of Dealer:	Mediobanca - Banca di Credito Finanziario S.p.A..
	Non-exempt offer:	An offer of the Securities may be made by the Distributors and other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy ("**Public Offer Jurisdiction**") during the Offer Period specified under Paragraph 12 (*Terms and Conditions of the Offer*) below.
12.	**TERMS AND CONDITIONS OF THE OFFER**	Applicable.
	Offer Period:	From 3rd November 2016(included) to the first date between 2nd December 2016 (included) and the date (excluded) following the date on which the Certificates effectively placed will be equal to the Aggregate Nominal Amount of EUR 10,000,000 or, in case of door-to-door selling (*"offerta fuori sede"*), 25thNovember 2016 or, in case of online selling (*"offerta mediante tecniche di comunicazione a distanza"*), 18th November 2016. The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early

	before the total amount of the Certificates requested to be purchased exceeds the Aggregate Nominal Amount and also in circumstances where purchases of Securities are not yet equal to the Aggregate Nominal Amount. The Issuer and the Distributor will inform the public of the early closure by means of a notice to be published, within 3 business days, on the relevant websites www.mediobanca.com and www.chebanca.it. The Issuer reserves the right, in agreement with the Distributor, to withdrawal the offer of the Certificates and cancel the issuance of the Certificates at any time before the Issue Date in the event of any extraordinary changes in the economic and political situation or in the capital, currency and exchange rates markets, either at national or international level. The Issuer and the Distributor will inform the public of the early closure of the Offer Period by means of a notice to be published, within 3 business days, on the relevant websites www.mediobanca.com and www.chebanca.it. The Issuer reserves the right, in agreement with the Distributor, to extend the Offer Period. The Issuer and the Distributor will inform the public of the early closure of the Offer Period by means of a notice to be published, within 5 business days, on the relevant websites www.mediobanca.com and www.chebanca.it. For avoidance of doubt, upon any revocation or withdrawal of the Offer, all purchase applications will become void and of no effect without further notice and no potential investor will be entitled to receive the relevant Certificates.
Offer Amount:	Without prejudice to the provisions clause "*Description of the application process*" herebelow regarding the withdrawal of the offer, the issuance will be issued based on the underwriting commitment of Mediobanca - Banca di Credito Finanziario S.p.A. and CheBanca! S.p.A. under the Terms Agreement -

	Up to a maximum amount of EUR 10,000,000.00.
Offer Price:	EUR 1,000 per Certificate. The Offer Price includes, per each Notional Amount per Certificate, Structuring Fees equal to 0.40 per cent. and Placement Fees, equal to 2.50 per cent.. Placement Fees, equal to 2.50 per cent., shall be paid by the Issuer to the Distributor up to a Notional Amount of EUR 3,000,000 on the Issue Date. For amounts exceeding EUR 3,000,000 and up to EUR 10,000,000 the Placement Fees and the Structuring Fees will be determined according to prevailing market conditions at the closing of the Offer Period up to a maximum, respectively, of 3.00 per cent. and 0.45 per cent.. The final amount of the Placement Fees and the Structuring Fees shall be announced by notice to be published, within 5 Business Days, following the close of the Offer Period on the Issuer and Distributor's website, respectively, www.mediobanca.com and www.chebanca.it. Investors should take into consideration that if the Certificates are sold on the secondary market after the Offer Period, the above mentioned fees included in the Offer Price are not taken into consideration in determining the price at which such Certificates may be sold in the secondary market.
Conditions to which the offer is subject:	Not applicable.
Description of the application process:	During the Offer Period the investors may apply for the purchase of the Certificates during normal Italian banking hours exclusively at the offices (*filiali*) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the "**Acceptance Form**" (*Scheda di Adesione*). Acceptance forms are available exclusively at each office of the Distributor. The Distributor intending to distribute Certificates through door-to-door selling (*offerta fuori sede*) pursuant to art. 30 of the Italian Financial Services Act will collect the

	acceptance forms, other than directly at their branches and offices, through financial advisors to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to art. 31 of the Italian Financial Services Act. In addition to what stated above, pursuant to art. 30, par.6 of the Italian Financial Services Act, the validity and enforceability of contracts entered into trough door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of the purchase by the relevant investor. Within such period investors may notify the relevant authorized office of the Distributor and/or financial promote of their withdrawal without payment of any charge or commission. Investors may also subscribe the Certificates through online process (*tecniche di comunicazione a distanza*) pursuant to Section IV bis of Italian Consumer Code. Furthermore, pursuant to art. 67-*duodecies* of the Italian Consumer Code, the validity and enforceability of contracts subscribed through online selling is suspended for a period of 14 (fourteen) days beginning on the date of the purchase by the relevant investor. Within such period investors may notify the relevant authorized office of the Distributor of their withdrawal without payment of any charge or commission.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable.
Details of the minimum and/or maximum amount of application:	The Certificates may be purchased in a minimum purchased lot of no.1 Security (the "Minimum Lot") equal to an amount of EUR 1,000 or an integral number of Certificate greater than the Minimum Lot. There is no maximum purchase amount of the Certificate to be applied for by each investor within the Aggregate Nominal Amount.
Details of the method and time limits for paying up and	The Certificates will be sold by the Issuer to the Distributor on a delivery against payment basis

delivering the Securities:	on the Issue Date. Prospective investors will be notified by the Distributor of the settlement arrangements in respect of the Certificates.
Manner in and date on which results of the offer are to be made public:	The result of the Offer of the Certificates will be published at the end of the Offer Period, through a notice, within 5 business days after the closing, also in case of early close, on the Issuer and Distributor's websites (www.mediobanca.com and www.chebanca.it).
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable.
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	The Distributor will notify applicants of amounts allotted immediately after the publication of the notice mentioned in par." Manner in and date on which results of the offer are to be made public" above. Purchase applicants will be accepted up to the Aggregate Nominal Amount.
Amount of any expenses and taxes specifically charged to the subscriber:	Placement Fees and Structuring Fees: see above par.12 "Offer Price".
Name(s) and address(es), to the extent known to the relevant Issuer, of the placers in the various countries where the offer takes place.	The Issuer and Lead Manager (*Responsabile del Collocamento* as defined under 93-*bis* of the Legislative Decree of 24 February 1998, n.58, as subsequently amended (the "**Financial Services Act**") will not act as Distributor and, accordingly, will not place any Securities to the public of Italy) is: Mediobanca - Banca di Credito Finanziario S.p.A. with its registered office at Piazzetta E.Cuccia, 20121 Milan, Italy. The Distributor is: CheBanca! S.p.A with its registered office at Viale Bodio 37, Palazzo 4, 20158, Milan, Italy.

	Consent to use of Base Prospectus	The Issuer consents to the use of the Base Prospectus by the following financial intermediary (individual consent): CheBanca! S.p.A with its registered office at Viale Bodio 37, Palazzo 4, 20158, Milan, Italy.
13.	**SECONDARY MARKET PRICING**	Applicable. A secondary market of the certificates will be available through the multilateral trading facility of EuroTLX, where Mediobanca will act as liquidity provider specialist.
14.	**SPECIFIC BUY BACK PROVISIONS**	Not applicable.

PLAN OF DISTRIBUTION

Republic of Italy

The offering of the Securities has not been registered and will not be registered with the Italian Financial Regulator (*Commissione Nazionale per le Società e la Borsa* or "**CONSOB**") pursuant to Italian securities legislation and, accordingly, the Dealer has represented and agreed, and each further Dealer appointed under the Programme and each other Dealer will be required to represent and agree, that no Securities may be offered, sold, promoted, advertised or delivered, directly or indirectly, to the public in the Republic of Italy, nor may copies of this Base Prospectus, any Final Terms or any other document relating to the Securities be distributed, made available or advertised in the Republic of Italy, except:

(1) if it is specified within the relevant Final Terms that a non-exempt offer may be made in the Republic of Italy, that each Dealer may offer, sell or deliver Securities or distribute copies of any prospectus relating to such Securities, provided that such prospectus has been (i) approved in another Relevant Member State and notified to CONSOB, and (ii) completed by final terms (if applicable) expressly contemplating such non-exempt offer, in an offer of financial products to the public in the period commencing on the date of approval of such prospectus, in accordance with the Prospectus Directive, as implemented in the Republic of Italy under the Italian Legislative Decree No. 58 of 24th February, 1998 as amended from time to time (the "**Italian Financial Services Act**") and CONSOB Regulation No. 11971 as amended from time to time ("**CONSOB Regulation No. 11971**"), until 12 months after the date of approval of such prospectus; or

(2) to "**Qualified Investors**" (*InvestitoriQualificati*) as defined pursuant to article 100, paragraph 1(a) of Italian Financial Services Act, and in article 34-ter, paragraph 1(b) of CONSOB Regulation No. 11971; or

(3) in any other circumstances where an express applicable exemption from compliance with the restrictions on the offer of financial products to the public applies, as provided under the Italian Financial Services Act and/or CONSOB Regulation No. 11971 and any other applicable laws and regulations.

Any such offer, sale or delivery of the Securities or distribution of copies of this Base Prospectus, any Final Terms or any other document relating to the Securities in the Republic of Italy under (1), (2) or (3) above must be:

(a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Italian Financial Services Act, and CONSOB Regulation No. 16190 of 29th October, 2007 (each as amended from time to time); and

(b) in compliance with any other applicable laws and regulations or requirement or limitation which may be imposed from time to time by CONSOB or the Bank of Italy or any other Italian competent authority.

PART D - SUMMARY OF THE SPECIFIC ISSUE

This Summary is made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

Section A – Introduction and warnings

Element	Description of Element	Disclosure requirement
A.1	**Warnings**	This summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus, as supplemented form time to time, as a whole by the investor. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.
A.2	**Consent to the use of the Base Prospectus**	The Issuer consents to the use of the Base Prospectus for subsequent resale or final placement of the Securities by the following financial intermediaries (individual consent): CheBanca! S.p.A., at its registered office Viale Bodio 37, Palazzo 4, 20158, Milan, Italy. **In case of an offer being made by a financial intermediary, such financial intermediary will provide information to investors on the terms and conditions of the offer at the time the offer is made.**

Section B – Issuers and Guarantor

Element	Description of Element	Disclosure requirement
B.1	**Legal and Commercial Name of the Issuer(s)**	Mediobanca - Banca di Credito Finanziario S.p.A. ("**Mediobanca**")
B.2	**Domicile /Legal Form /Legislation /Country of Incorporation**	Mediobanca was established in Italy. Mediobanca is a company limited by shares under Italian law with its registered office at Piazzetta E. Cuccia 1, Milan, Italy. Mediobanca holds a banking licence from the Bank of Italy authorising it to carry on all permitted types of banking activities in Italy. Mediobanca is a bank organised and existing under the laws of Italy, carrying out a wide range of banking, financial and related activities throughout Italy.
B.4b	**Description of trends**	Not applicable. As at the date of this Final Terms, Mediobanca is not aware of any trends affecting itself and the industries in which it operates.
B.5	**Description of the group of the Issuer(s)**	Mediobanca is the parent company of the Mediobanca Group. The Mediobanca Group is registered as a banking group registered in the register instituted by the Bank of Italy.
B.9	**Profit forecast/estimate**	Not applicable. No forecast or estimates of profits are contained in the Base Prospectus.
B.10	**Qualifications in the audit report**	Not applicable. There are no qualifications in the audit report.
B.12	**Selected historical key information / no material adverse change / significant changes**	**Selected annual financial information.** The audited consolidated balance sheet and profit and loss account of Mediobanca as at 30 June 2016 are shown below, along with comparative data for the year ended 30 June 2015, plus a series of key financial indicators.

Regulatory capital and solvency margins

Indicators and own funds (regulations in force since 1/1/14)	30/6/16 (€m) or %	30/6/15 (€m) or %	Minimum levels set by law**
Common Equity Tier 1 – CET1	6,504.8	7,137.5	
Additional Tier 1 – AT1	-	-	
Tier 2 – T2	1,722.4	1,745.1	
Own funds	8,227.2	8,882.6	
RWAs*	53,861.5	59,577.1	
Common Equity Tier 1 ratio – CET1 ratio	12.08%	11.98%	7%
Tier 1 ratio – T1 ratio	12.8%	11.98%	8.5%
Total capital ratio	15.27%	14.91%	10.5%
Risk – weighted assets/Total assets	77.1%	84.3%	
Leverage ratio*** (temporary)	9.5%	10.9%	

*Risk –weighted assets (RWAs) have been calculated using the standardised methodology for credit and market risks and the base methodology for operational risks.

** Limits include the capital conservation buffer (2.5%) for the minimum levels set by the regulations.

***The leverage ratio is the Group's regulatory and tier 1 capital expressed as a percentage of its total exposure (i.e. the sum of its assets and off-balance-sheet exposures). This indicator was introduced by the Basel Committee to keep down debt and contain excessive use of financial leverage in the banking sector.

CREDIT RISK INDICATORS*	30/6/15 (%)	Banking system data as at 31/12/14 (%)**	30/6/16 (%)	Banking system data as at 31/12/15 (%)**
Gross bad loans/gross loans	1.4%	8.3%	1.7%	9.40%
Net bad loans/net loans	0.6%	4.7%***	0.7%	5.0%
Gross irregular items/gross loans	5.5%	15.8%	5.9%	17.50%
Net irregular items/loans	2.7%	10.9%***	2.9%	10.8%
NPL coverage ratio	65.6%	56.9%	66.6%	58.60%
Irregular items coverage ratio	53.2%	40.8%	54.3%	43.40%
Net bad loans/net equity	3.2%	%	3.1%	n/a
Cost of risk****	1.68%	%	1.24%	n/a

* Data taken from information shown in part E of the notes to the accounts and refer to the entire prudential consolidation area.

** Data taken from reports of financial stability published on 1° April 2016, table 4.1, p. 34, and 1° April 2015, table 3.1, pag. 21 and refer to figures for large banks.

*** Data taken from annex to Bank of Italy annual reports for 2014 and 2015 and refer to figures for the total system.

****Cost of risk obtained from the ratio between total net loan loss provisions for the period and average net customer loans.

COMPOSITION OF THE IMPAIRED LOANS*	30/6/15	30/6/16
	€m	€m
Bad loans	270.96	255.03
Unlikely to pay	759.53	710.65
Overdue impaired	128.69	51.03
TOTAL NPLs	**1,159.18**	**1,016.71**

* Data taken from information shown in part E of the notes to the accounts and refer to the entire prudential consolidation area.

MAIN CONSOLIDATED BALANCE SHEET ITEMS	30/6/16	30/6/15	CHANGES 2016/2015 %
	€m	€m	
Assets			
Due from banks	5,386.6	6,078.30	-11%
Due from clients	37,881.5	37,122.50	2%
Financial assets*	21,053.5	21,990.60	-4%
Total Assets	**69,818.6**	**70,710.60**	**-1%**
Liabilities			
Debt securities	21,813.1	20,154.50	8%
Financial liabilities**	19,421.70	23,194.10	-16%
Direct funding (from customers)***	18,164.50	16,873.40	8%
Net interbank position****	6,553.70	8,225.70	-20%
Net equity	8,921.8	8,867.10	1%
of which: share capital	435.5	433.60	0%

*Includes financial assets held for trading, AFS securities, financial assets held to maturity and the hedge derivatives.

** Includes amounts due to banks, trading liabilities and the hedge derivatives.

***Includes amounts due to clients, and financial liabilities recognised at fair value.

**** Net balance between amounts due to banks and amounts due from banks.

MAIN CONSOLIDATED PROFIT AND LOSS ACCOUNT ITEMS	30/6/16	30/6/15	CHANGES 2016/2015 %
	€m	€m	
Net interest income*	1,206.7	1,142.5	5.6%
Net fee and commission income	322.7	366.3	-11.9%
Total income*	2,046.6	2,045.4	0.1%
Net profit from financial and insurance operations	1,360.8	1,312.8	3.7%
Operating costs	-901.2	-779.7	15.6%
Profit before Tax	**736.3**	**757.1**	**-2.7%**
Net Profit	**604.5**	**589.8**	**2.5%**

*Restated data (cfr. pag 24 of the consolidated financial statements as at 30 June 2016). Total income not restated comes to a total of 1,746,951 as at 30 June 2016 and to 1,776,681 as at 30 June 2015 (cfr. pag. 68 of the consolidated financial statements as at 30 June 2016).

Material adverse change

Since 30 June 2016 with respect to Mediobanca there have been no material adverse changes to the prospects of either Mediobanca or the Group headed up by it.

Significant changes

There have been no significant changes to financial or trading position of Mediobanca or the other companies forming part of the Group since the most recent financial information available was disclosed in the consolidated annual financial statements as at 30 June 2016.

B.13 **Recent events**

On 26 May 2016, CONSOB – supported by the Italian finance police – conducted an inspection at Mediobanca in order to obtain documents and information related to the takeover bid on RCS shares launched by a vehicle of which Mediobanca is a shareholder (International Media Holding). In the period from 25 February 2016 to 18 May 2016 it took place an inspection by the Bank of Italy – under the supervision powers of the ECB – on the FINREP reporting (accounting disclosure requirements) and COREP (prudential reporting requirements), in particular with respect to the quality of the internal and external flow of information of the regulatory reporting. The results of both the ispections have not been communicated yet to the Issuer.

B.14 **Issuer dependent upon other entities within the group**

Not applicable. Mediobanca is the parent company of the Mediobanca Group and is not dependent upon other entities within the Mediobanca Group.

See also item B.5 above.

B.15	**Principal activities**	As stated in Article 3 of its Articles of Association, Mediobanca's corporate purpose is to raise funds and provide credit in any of the forms permitted by applicable law, particularly medium- and long-term credit to corporates. Within the limits laid down by current regulations, Mediobanca may execute all banking, financial and intermediation-related operations and services, and carry out any transaction deemed to be instrumental to or otherwise connected with the achievement of Mediobanca's corporate purpose.
B.16	**Control of Issuer**	Not applicable. No individual or entity controls Mediobanca within the meaning of Article 93 of the Italian Legislative Decree No. 58 of 24th February, 1998 as amended from time to time (the "**Italian Financial Services Act**").
B.18	**Guarantee**	Not applicable.
B.19	**Information on the Guarantor**	Not applicable.

Section C – Securities

Element	Description of Element	Disclosure requirement
C.1	**Type, class and security identification number of securities being offered**	The Securities are Certificates. The Securities are Index Securities. The Securities will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank *pari passu* among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations other than unsubordinated obligations, if any, of the Issuer from time to time outstanding. The Securities have ISIN XS1507502026 and Common Code 150750202.
C.2	**Currency**	Subject to compliance with all relevant laws, regulations and directives, the Securities are issued in Euro (**"EUR"**).
C.5	**Restrictions on free transferability**	There are restrictions on sales of the Securities into, amongst other jurisdictions, the United States, the European Economic Area (including the United Kingdom and Italy) and Japan.

C.8	**Description of rights and ranking**	**Status** The Securities are issued by the Issuer on an unsubordinated basis. The Securities will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank *pari passu* among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations other than unsubordinated obligations, if any, of the Issuer from time to time outstanding. See Condition 2(a) (*Status of Securities*) of the Terms and Conditions. **Payments in respect of Securities in global form** All payments in respect of Securities represented by a Global Security will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Securities, surrender of that Global Security to or to the order of the Fiscal Agent or such other Paying Agent as shall have been notified to the Securityholders for such purpose. A record of each payment so made will be endorsed on each Global Security, which endorsement will be prima facie evidence that such payment has been made in respect of the Securities. **Payments in respect of Securities in definitive form** Payments of principal and interest in respect of the Securities in definitive form shall be made against presentation and surrender of the Securities at the specified office of any Paying Agent outside the United States by a cheque payable in the currency in which such payment is due drawn on, or, at the option of the holder, by transfer to an account denominated in that currency with a bank in the principal financial centre of that currency; provided that in the case of Euro, the transfer may be to a Euro account. **Illegality and force majeure** If the Issuer determines that the performance of its obligations under the Securities or that any arrangements made to hedge the Issuer's obligations under the Securities have become (i) illegal in whole or in part for any reason, or (ii) by reason of a force majeure event (such as an act of God, fire, flood, severe weather conditions, or a labour dispute or shortage) or an act of state, impossible or impracticable the Issuer may cancel the Securities by giving notice to Securityholders in accordance with Condition 8. **Further issues and consolidation** The Issuer may from time to time without the consent of the Securityholders create and issue further securities having the same terms and conditions as the Securities in all respects (or in all respects except for the Issue Price, the Issue Date and/or the first payment of interest) and so that the same shall be consolidated and form a single series with such Securities.
C.11	**Trading of securities**	Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on EuroTLX with effect from the Issue Date. Mediobanca will act as liquidity provider specialist.

C.15	**How the value of the investment is affected by the value of the underlying instrument(s)**	**General** The investors are exposed to the risk that the Securities are automatically early redeemed on a Remuneration Payment Date if on such date the Final Reference Level of the Reference Item is higher than the Strike Level and in such case the investors will receive an amount equal to the principal amount invested plus a Remuneration Percentage. If the Securities are not automatically early redeemed then: **a) If the Final Reference Level is greater than the Initial Reference Level on the Valuation Date 6th December 2019**, investors will receive an amount equal to the principal amount invested plus a Remuneration Percentage. **b) If the Final Reference Level is equal to or lower than the Initial Reference Level but greater than the Autocallable Barrier of 50 per cent. of the Initial Reference Level on the Valuation Date 6th December 2019**, the Securities enable investors to receive the principal amount invested. **c) If the Final Reference Level is lower than, or equal to, the Autocallable Barrier of 50 per cent. of the Initial Reference Level on the Valuation Date 6th December 2019**, the investors will participate in a certain percentage to the performance of the Reference Item from the Issue Date until the Valuation Date. ***** Each Security entitles its holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount, less any Expenses not already paid. The amount of the Cash Settlement Amount will depend on the Final Reference Level of the Reference Item on the Valuation Date(s).
C.16	**Expiration or maturity date – exercise date or final reference date**	**Remuneration Payment Dates** The Remuneration Payment Dates are 6th December 2017 and 6th December 2018 as adjusted in accordance with the Modified Following Business Day Convention. **Exercise Date** The Exercise Date of the Securities is 6th December 2019 as adjusted in accordance with the Modified Following Business Day Convention . **Valuation Date** The Remuneration Payment Dates and the Exercise Date specified above shall be a Valuation Date. **Settlement Date** 13th December 2019, as adjusted in accordance with the Modified Following Business Day Convention.
C.17	**A description of the settlement procedure of the derivative**	Subject as provided in Element C.18 below, the Issuer shall pay or cause to be paid the Cash Settlement Amount (if any) for each Security by credit or transfer to the Securityholder's account with Euroclear or Clearstream, Luxembourg, as the case may be, for value on the Settlement Date, less any Expenses not already paid, such payment to

	securities	be made in accordance with the rules of Euroclear or Clearstream, Luxembourg, as the case may be. The Issuer's obligations will be discharged by payment to, or to the order of, Euroclear or Clearstream, Luxembourg (as the case may be) of the amount so paid. Each of the persons shown in the records of Euroclear or Clearstream, Luxembourg as the holder of a particular amount of the Securities must look solely to Euroclear or Clearstream, Luxembourg, as the case may be, for their share of each such payment.
C.18	**Return on the derivative securities**	**Cash Settlement** Each Certificate entitles its holder to receive from the Issuer the Cash Settlement Amount, less any Expenses not already paid. **Cash Settlement Amount** The Cash Settlement Amount shall be the amount which the Securityholder is entitled to receive according to the provisions of Conditions 3 and 21 and in particular calculated in accordance with the following: *a) The Memory Autocallable Certificates shall be automatically early redeemed on a Remuneration Payment Date, if on such Remuneration Payment Date the Final Reference Level is higher than the Strike Level. In such event, the Cash Settlement Amount shall be paid on the third Business Day following such Remuneration Payment Date in accordance with the following,* Notional Amount * (100% + Remuneration Percentage * N) and it shall be paid on: ◆ 11th December 2017 if the Certificates are automatically redeemed early on the Remuneration Payment Date falling on 6th December 2017 as adjusted in accordance with the Modified Following Business Day Convention; or ◆ 11th December 2018 if the Certificates are automatically redeemed early on the Remuneration Payment Date falling on 6th December 2018 as adjusted in accordance with the Modified Following Business Day Convention. *b) If the Certificates are not automatically early redeemed:* *If the Final Reference Level is greater than the Initial Reference Level,* Notional Amount * (100% + Remuneration Percentage * N) *If the Final Reference Level is equal to or lower than the Initial Reference Level but greater than the Autocallable Barrier on the Valuation Date,* Notional Amount per Certificate *If the Final Reference Level is lower than or equal to the Autocallable Barrier on the Valuation Date,* Notional Amount * Participation Factor * $(\frac{\text{Final Reference Level}}{\text{Initial Reference Level}})$] Where:

Remuneration Payment Dates: 6th December 2017 and 6th December 2018 (with early redemption amount payment dates on 11th December 2017 and 11th December 2018).

Remuneration Percentage: 7.50 per cent.

N:

N=1, if the Certificates are automatically redeemed early on the Remuneration Payment Date falling on December 6th 2017

N=2, if the Certificates are automatically redeemed early on the Remuneration Payment Date falling on December 6th 2018

N=3, if the Certificates are redeemed on the Exercise Date.

Participation Factor: 100 per cent.

Strike Level: the Initial Reference Level

Autocallable Barrier: 50 per cent. of the Initial Reference Level

Initial Reference Level: The amount (which shall be deemed to be a monetary amount in the Index Currency) equal to the official closing value of the Reference Item on the Issue Date, as determined by the Calculation Agent at the Valuation Time on the Issue Date.

Valuation Date: 6th December 2019

Remuneration and Remuneration Periods

The Securities do not bear remuneration.

C.19	**Exercise price or final reference price of the underlying**	The Final Reference Level is the Settlement Price on the Valuation Date ascertained by the Calculation Agent on such date.
C.20	**Description of the type of the underlying and the relevant source of information**	**Type:** Index **Name of Reference Item:** FTSE MIB **Sponsor:** FTSE International Ltd **Price Source:** Bloomberg Page "FTSEMIB Index" **ISIN:** XS1507502026 Information on the historical and ongoing performance of the Reference Item can be obtained on the Bloomberg page "FTSEMIB Index". Information about the Index may be found at the website of the Index Sponsor www.ftse.com or www.borsaitaliana.it.

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Section D – Risks

Element	Description of Element	Disclosure requirement
D.2	**Key risks specific to the**	There are certain factors that may affect Issuer's ability to fulfil its obligations under Securities issued under the Programme. These include the following risk factors related to the Mediobanca Group, its operations

Issuer and its industry:

(i) The general economic conditions, the performance of financial markets, interest rate levels, currency exchange rates, changes in laws and regulation, changes in the policies of central banks, particularly the Bank of Italy and the European Central Bank, and competitive factors can change the level of demand for the Issuer's products and services, the credit quality of borrowers and counterparties, the interest rate margin of the Issuer between lending and borrowing costs and the value of the Issuer's investment and trading portfolios.

(ii) The European sovereign debt crisis may adversely affect the Issuer's results of operations, business and financial conditions.

(iii) The Mediobanca Group has exposure to European sovereign debt.

(iv) Fluctuations in interest and exchange rates may affect Issuer's results.

(v) The financial results of the Issuer may be affected by general economic, financial and other business conditions.

(vi) The credit and capital markets have been experiencing extreme volatility and disruption in recent months.

(vii) The Issuer's investment banking revenues, in the form of financial advisory and debt and equity underwriting fees, are directly related to the number and size of the transactions in which the Issuer participates and may be impacted by continued or further credit market dislocations or sustained market downturns.

(viii) In some of the businesses of the Issuer, protracted adverse market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity.

(ix) In recent months, international and domestic markets experienced extreme volatility and disruption. If extreme volatility and disruption continue in the future, the Issuers' liquidity can be adversely affected.

(x) If the Issuer is unable to continue to respond to the competitive environment in Italy with attractive product and service offerings that are profitable for the Issuer, it may lose market share in important areas of its business or incur losses on some or all of its activities.

(xi) If existing or potential customers believe that the Issuer' risk management policies and procedures are inadequate, the Issuer's reputation, and to a certain extent its revenues and profits, may be negatively affected.

(xii) The Issuer, like all financial institutions, is exposed to many types of operational risk, including the risk of fraud by employees and outsiders, unauthorised transactions by employees or operational errors, including errors resulting from faulty computer or telecommunication systems.

(xiii) Systemic risk could adversely affect the businesses of the Issuer.

(xiv) The investors should note that the portfolio of the Issuer contains so-called "over the counter" (OTC) derivatives. If the financial condition of market counterparties or their perceived creditworthiness deteriorates further, the Mediobanca Group may record further credit valuation adjustments on the underlying instruments insured by such parties.

(xv) A downgrade of Mediobanca's rating may limit Mediobanca's opportunities to extend mortgage loans and may have a particularly adverse effect on Mediobanca's image as a participant in the capital markets, as well as in the eyes of its clients.

(xvi) Changes in the Italian and European regulatory framework could adversely affect the business of the Issuer.

(xvii) The Issuer may be subject to increased capital requirements.

(xviii) The price or value of a Securityholder's investment in Securities and/or the ability of Mediobanca to satisfy its obligations under the Securities may be affected by the finalization and implementation of the Crisis Management Directive.

D.6 **Key risks specific to the securities**

In addition, there are certain factors which are material for the purpose of assessing the risks related to the Securities.

General

(i) The Securities may not be a suitable investment for all investors. Investors should be aware that they may lose the value of their entire investment or part of it, as the case may be.

(ii) An investment in the Securities, which are linked to the Reference Items, may entail significant risks not associated with investments in conventional securities such as debt or equity securities. Set out below is a description of the most common risks.

Risks related to the structure of a specific issue of Securities

(i) The Securities involve a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks. Investors should be prepared to substain a partial or total loss of the purchase price of the Securities.

(ii) Certain general risk factors related to the Securities referencing a Reference Item, including that the market price of the Securities may be volatile; that investors may receive no remuneration; that investors may lose all or a substantial portion of their principal in case of non-capital guaranteed Securities; that the Reference Items may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other securities or indices; that the timing of changes in a Reference Item may affect the actual yield to investors, even if the average level is consistent with their expectations; and Securities are of limited maturity and, unlike direct investments in a share, index, currency, debt instrument, fund, commodity or other asset, investors are not able to hold Securities beyond the Settlement

Date in the expectation of a recovery in the price of the underlying.

(iii) The Cash Settlement Amount at any time prior to expiration is typically expected to be less than the trading price of such Securities at that time. The trading price may differ from the Cash Settlement in spite of Trading costs for the Securities.

(iv) Prospective investors intending to purchase Securities to hedge against the market risk associated with investing in the Reference Item should recognise the complexities of utilising Securities in this manner.

(v) Risks relating to Index Securities.

Risks related to specific pay-outs applicable to the Certificates

(i) Risks relating to the Participation Factor.

(ii) Risks relating to the Autocallable Barrier for the Memory Autocallable Certificates.

(iii) Risks associated with the early redemption of the Memory Autocallable Certificates, Autocallable Certificates and Bonus Autocallable Certificates.

Risks related to Securities generally

(i) The Terms and Conditions of the Securities contain provisions for calling meetings of Securityholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Securityholders including Securityholders who did not attend and vote at the relevant meeting and Securityholders who voted in a manner contrary to the majority.

(ii) The Terms and Conditions of the Securities also provide that the Fiscal Agent and the Issuer may, without the consent of Securityholders, agree to certain modifications to the conditions of the Securities.

(iii) If the issue of the Securities includes provisions dealing with the occurrence of a market disruption event or a failure to open of an exchange or related exchange, any consequential postponement of the Valuation Date may have an adverse effect on the value of such Securities.

(iv) A holder of Securities must pay all Expenses relating to such Securities.

(v) The Issuer shall not be liable for or otherwise obliged to pay any tax, duty, withholding or other payment which may arise as a result of the ownership, transfer, exercise or enforcement of any Security by any person and all payments made by the Issuer shall be made subject to any such tax, duty, withholding or other payment which may be required to be made, paid, withheld or deducted.

(vi) It is not possible to predict whether the taxation regime applicable to Securities on the date of purchase or subscription

will be amended during the term of the Securities.

(vii) If the Issuer determines that its performance under any Securities has, or that any arrangements made to hedge the Issuer's obligations under any Securities have become, (i) illegal in whole or in part for any reason, or (ii) by reason of a force majeure event (such as an act of God, fire, flood, severe weather conditions, or a labour dispute or shortage) or an act of state, impossible or impracticable, the Issuer may cancel such Securities.

(viii) The Terms and Conditions of the Securities are based on English law in effect as at the date of this Base Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of this Base Prospectus.

(ix) The risks associated with the Securities being represented by one or more Global Securities, which will be deposited with a common depositary for Euroclear and Clearstream, Luxembourg.

(x) Risks associated with certain potential conflicts of interest.

(xi) The risks associated with it being impossible to know the amount of the Securities in circulation on the date of issue.

(xii) The impact on the price of the Securities if further tranches of Securities are issued.

(xiii) The amount that Securityholders may receive in certain circumstances will be adjusted upwards or downwards to reflect the costs of unwinding any associated hedging transactions relating to the Securities.

(xiv) Under EC Council Directive 2003/48/EC on the taxation of savings income, (the "**EU Savings Directive**"), each member state of the European Economic Area was required to provide to the tax authorities of another member state of the European Economic Area details of payments of interest or other similar income paid by a person within its jurisdiction to, or collected by such a person in favour of, an individual resident or certain limited types of entity established in that other member state. However, for a transitional period, Austria and Luxembourg were allowed to apply a withholding system in relation to such payments, deducting tax at a rate of 35%.

On 24 March 2014, the Council of the European Union adopted a Council Directive 2014/48/EU amending and broadening the scope of the requirements described above (the "**Amending Directive**"). Member states have been required to apply these new requirements as from 1 January 2017.

On 10 November 2015, the Council of the European Union enacted a Directive No. 2015/2060/EU repealing the EU Savings Directive from 1 January 2017 in the case of Austria and from 1 January 2016 in the case of all other member states to prevent overlap between the EU Savings Directive and a new automatic exchange of information regime to be implemented under Council Directive 2011/16/EU on Administrative Cooperation in

the field of Taxation (as amended by Council Directive 2014/107/EU) as of 30 September 2017. As a result of the repeal, member states will neither be required to apply nor to transpose the new requirements of the Amending Directive.

(xv) the Issuer and other financial institutions through which payments on the Securities are made may be required to withhold U.S. tax at a rate of 30% on all, or a portion of, payments made after 31 December 2016 in respect of (i) any Securities characterized as debt (or which are not otherwise characterized as equity and have a fixed term) for U.S. federal tax purposes that are not yet outstanding as of 1 January 2019 (the "**Grandfathering Date**"), or the date of publication in the Federal Register of final regulations defining the term "foreign pass thru payment" or are materially modified from that date and (ii) any Securities characterized as equity or which do not have a fixed term for U.S. federal tax purposes, whenever issued, pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code or similar law implementing an intergovernmental approach to FATCA.

Risks related to the market generally

(i) Securities may have no established trading market when issued. Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX with effect from the Issue Date. Mediobanca will act as liquidity provider specialist.

(ii) Credit ratings may not reflect all risks.

(iii) The investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers.

(iv) Implicit fees (e.g. placement fees, structuring fees) are a component of the Issue/Offer Price of the Securities, but such fees will not be taken into account for the purposes of determining the price of the Securities in the secondary market.

(v) The Issuer, in agreement with the Distributor, may have the right to withdraw the offer in relation to the Securities, which in such circumstances will be deemed to be null and void.

(vi) Mediobanca will use all reasonable endeavours to maintain the listing of the Securities, provided that if it becomes impracticable or unduly burdensome or unduly onerous to maintain such listing, then Mediobanca may apply to de-list the relevant Securities.

Section E – Offer

Element	Description of Element	Disclosure requirement
E.2b	**Reasons for the offer and use of**	The net proceeds of the issue of each Tranche of Securities will be used for the general corporate purposes of the Issuer.

	proceeds	
E.3	**Terms and conditions of the offer**	From 3rd November 2016 (included) to the first date between 2nd December 2016 (included) and the date (excluded) following the date in which the Certificates effectively placed will be equal to the Aggregate Nominal Amount of EUR 10,000,000 or, in case of door-to-door ("offerta fuori sede") selling, 25th November 2016 or, in case of online selling ("offerta mediante tecniche di comunicazione a distanza"), 18th November 2016. The Issuer reserves the right, in agreement with the Distributor, to extend or to withdrawal the offer of the Certificates and cancel the issuance of the Certificates at any time before the Issue Date in the event of any extraordinary changes in the economic and political situation or in the capital, currency and exchange rates markets, either at national or international level. The Issuer and the Distributor will inform the public of the early closure of the Offer Period by means of a notice to be published, within 3 business days, on the relevant websites www.mediobanca.com and www.chebanca.it. During the Offer Period the investors may apply for the purchase of the Certificates during normal Italian banking hours exsclusively at the Distributor's offices (filiali) or through door-to-door selling (Offerta fuori sede) pursuant to art. 30 of the Italian Financial Services Act through financial advisors authorised to make off-premises offers (consulenti finanziari abilitati all'offerta fuori sede) pursuant to art. 31 of the Italian Financial Services Act., or through online selling (tecniche di comunicazione a distanza) pursuant to Section IV bis of the Italian Consumer Code. In addition to what stated above, pursuant to art. 30, par.6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into trough door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of the purchase by the relevant investor. Within such period investors may notify the relevant authorized office of the Distributor and/or financial promote of their withdrawal without payment of any charge or commission. As to the online selling, pursuant to art. 67 duodecies of the Italian Consumer Code, the validity and enforceability of contracts entered is suspended for a period of 14 (fourteen) days beginning on the date of the purchase by the relevant investor. Within such period investors may notify the relevant authorized office of the Distributor of their withdrawal without payment of any charge or commission. The result of the Offer of the Certificates will be published at the end of the Offer Period, through a notice, within 5 business days after the closing, also in case of early close, on the Issuer and Distributor's websites (www.mediobanca.com and www.chebanca.it). The Global Securities will be delivered to the relevant clearing system no later than the Issue Date.
E.4	**Material interests in the offer**	Potential conflict of interests may arise, in respect of the Certificates, between the Issuer and the Distributor due to the fact they belong to the same Mediobanca Banking Group, whose parent company is Mediobanca - Banca di Credito Finanziario S.p.A. (**"Mediobanca"**) and

		the Distributor receives from the Issuer, Placement Fees. Mediobanca is the Issuer of the Certificates and acts also as Calculation Agent for the Certificates and, under certain circumstances, this role could give rise to conflicts of interest. Save as described above, so far as the Issuer is aware, no other person involved in the offer of the Securities has an interest material to the offer.
E.7	**Estimated expenses**	The Offer Price includes, per each Notional Amount per Certificate, Structuring Fees equal to 0.40 per cent. and Placement Fees, equal to 2.50 per cent.. Placement Fees, equal to 2.50 per cent., shall be paid by the Issuer to the Distributor up to a Notional Amount of EUR 3,000,000 on the Issue Date. For amounts exceeding EUR 3,000,000 and up to EUR 10,000,000, the Placement Fees and the Structuring Fees will be determined according to prevailing market conditions at the closing of the Offer Period up to a maximum of respectively, of 3.00 per cent. and 0.45 per cent.. The final amount of the Placement Fees and the Structuring Fees shall be announced by notice to be published, within 5 Business Days, following the close of the Offer Period on the Issuer and Distributor's website, respectively, www.mediobanca.com and www.chebanca.it. Investors should take into consideration that if the Certificates are sold on the secondary market after the Offer Period, the above mentioned fees included in the Offer Price are not taken into consideration in determining the price at which such Certificates may be sold in the secondary market.