



MEDIOBANCA

Final Terms

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

Issue of EUR 750,000,000 0.625 per cent. Notes due 27 September 2022

under the

Euro 40,000,000,000

Euro Medium Term Note Programme

Issue Price: 99.399 per cent.

Dealers:

Commerzbank Aktiengesellschaft

Deutsche Bank, AG London Bank

Mediobanca International (Luxembourg) S.A.

Société Générale

UniCredit Bank AG

The date of these Final Terms is 26 September 2017



The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (as amended) (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 offer of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so 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. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

This document constitutes the Final Terms relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Senior Conditions set forth in the Base Prospectus dated 22 December 2016 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the Notes 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 office of the Fiscal Agent and Paying Agent at BNP Paribas Securities Services, Luxembourg Branch 60, avenue J.F. Kennedy, L-2085 Luxembourg and on the website of the Irish Stock Exchange (www.ise.ie) and copies may be obtained upon request from the Fiscal Agent and Paying Agent at BNP Paribas Securities Services, Luxembourg Branch 60, avenue J.F. Kennedy, L-2085 Luxembourg.

The Notes cannot be sold, offered or distributed to any retail client as defined pursuant to Article 4(1), number 12 of Directive 2004/39/EC in any EEA Member State.



PART A – GENERAL

1. (i) Series Number: 543
(ii) Tranche Number: 1
2. Specified Currency or Currencies: EUR
3. Aggregate Nominal Amount of Notes admitted to trading:
 - (i) Series: EUR 750,000,000
 - (ii) Tranche: EUR 750,000,000
4. Issue Price: 99.399 per cent. of the Aggregate Nominal Amount
5. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000
(ii) Calculation Amount: EUR 1,000
6. (i) Issue Date: 27 September 2017
(ii) Interest Commencement Date: Issue Date
7. Maturity Date: 27 September 2022
8. Interest Basis: 0.625 per cent. Fixed Rate
(further particulars specified below)
9. Redemption/Payment Basis: Redemption at par
10. Change of Interest: Not Applicable
Interest Rate Switch Date: Not Applicable
11. Put/Call Options: Not Applicable
12. (i) Status of the Notes: Senior
(ii) (In respect of Senior Notes only):



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Waiver of set-off rights:	Applicable
(iii) Date Board approval for issuance of Notes obtained:	20 September 2017
13. Method of distribution:	Syndicated
14. Taxation:	Gross Up is applicable pursuant to paragraph (viii) of Condition 6(a) (<i>Taxation - Gross Up</i>) of the Terms and Conditions of the Notes
15. Business Day Convention	Following Business Day Convention
16. Governing Law:	English law applicable
PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE	
17. Fixed Rate Note Provisions	Applicable
(i) Interest Rate(s):	0.625 per cent. per annum payable annually in arrear
(ii) Interest Payment Dates:	27 September in each year starting from (and including) 27 September 2018 to (and including) the Maturity Date, as adjusted in accordance with the Business Day Convention
(iii) Interest Accrual Dates(s):	The Interest Accrual Dates shall be the Interest Payment Dates
(iv) Fixed Coupon Amount:	EUR 6.25 per Calculation Amount payable on each Interest Payment Date
(v) Broken Amount(s):	Not Applicable
(vi) Business Day Convention:	Following Business Day Convention unadjusted
(vii) Day Count Fraction	Actual/Actual (ICMA)
18. Floating Rate Note Provisions	Not Applicable
19. Zero Coupon Note Provisions	Not Applicable



PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|---|---|
| 20. | Call Option | Not Applicable |
| 21. | Regulatory Call / Redemption for taxation reasons | |
| | (i) Regulatory Call | Not Applicable |
| | (ii) Early Redemption Amount payable on redemption for regulatory reasons (subject to the prior approval of the Relevant Authority) as contemplated by Condition 4(g) (<i>Redemption for regulatory reasons (Regulatory Call)</i>) of the Subordinated Notes Conditions | Not Applicable |
| | (iii) Redemption for taxation reasons | Not Applicable |
| 22. | Put Option | Not Applicable |
| 23. | Final Redemption Amount of each Note | EUR 1,000 per Calculation Amount |
| 24. | Early Redemption Amount | |
| | Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: | An amount in the Specified Currency being the Nominal Amount of the Notes |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 25. | Form of Notes: | Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note. |
| 26. | New Global Note form: | Yes |
| 27. | Additional Financial Centre(s) relating to Payment Business Dates: | Not Applicable |



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28. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
29. Details relating to Instalment Notes: (amount of each instalment, date on which each payment is to be made): Not Applicable
- (i) Instalment Date(s): Not Applicable
- (ii) Instalment Amount(s): Not Applicable
30. **Total Repurchase Option / Partial Repurchase Option** Not Applicable
31. US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D



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RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: *Carlo Mant*
Duly authorised

By: *Giustina Carboni*
Duly authorised



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Official List of Irish Stock Exchange
- (ii) Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Main Securities Market of the Irish Stock Exchange with effect from 27 September 2017
- (iii) Estimate of total expenses related to admission to trading: EUR 600

2. RATINGS

Applicable

Ratings:

The Notes to be issued have been rated BBB- (stable) and BBB (stable) by Standard & Poor's Credit Market Services Italy S.r.l. and Fitch Italia S.p.A. respectively

Standard & Poor's Credit Market Services Italy S.r.l. and Fitch Italia S.p.A. are established in the European Union and registered under Regulation (EC) No 1060/2009 (as amended). As such Standard & Poor's Credit Market Services Italy S.r.l. and Fitch Italia S.p.A. are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation – see www.esma.europa.eu/page/List-registered-and-certified-CRAs

3. NOTIFICATION

The Central Bank of Ireland has provided a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

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

Save for the fees payable to the managers and as discussed in the Subscription Agreement dated 26 September 2017, so far as the Issuer is aware, no person involved in the issue/offer of the Notes has an interest material to the issue.



5. **Yield** Applicable
- Indication of yield 0.748 per cent.
6. **OPERATIONAL INFORMATION**
- ISIN: XS1689739347
- Common Code: 168973934
- New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes 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.
- Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable
- Initial Paying Agents: BNP Paribas Securities Services, Luxembourg Branch
- Names and addresses of additional Paying Agent(s) (if any): Not Applicable
7. **SECONDARY MARKET PRICING** Not Applicable
8. **SPECIFIC BUY BACK PROVISIONS** Not Applicable