



Translation from the Italian original which remains the definitive version

Terms and conditions

“Warrants for Mediobanca ordinary shares 2009 – 2011”

Article 1 – Warrants valid to subscribe for Mediobanca ordinary shares

At a meeting held on 18 September 2009, the Board of Directors of Mediobanca– Banca di Credito Finanziario S.p.A., (“Mediobanca”, or the “Company”), adopted *inter alia* a resolution, as authorized by shareholders in an extraordinary general meeting held on 27 June 2007 pursuant to Article 2443 of the Italian Civil Code, to increase the Company’s share capital by a nominal amount of up to €57,418,261.50 via the issue, in one or more tranches, of up to 114,836,523 ordinary par value €0.50 Mediobanca shares (the “Conversion Shares”) to satisfy any exercise of the right to subscribe for shares held by the holders of 803,855,665 “Warrants for Mediobanca ordinary shares 2009 - 2011” (the “Warrants”) awarded to shareholders of the Company free of charge in the amount of 1 Warrant for every 1 ordinary Mediobanca share held.

The Warrants shall entitle the bearer to receive – in accordance with the terms and conditions described herein – 1 Conversion share, ranking *pari passu* with the ordinary shares of the Company, for every 7 Warrants exercised at a price of €9.0 per share, €8.50 of which constitutes share premium, subject to Article 3 hereunder.

The Warrants are bearer warrants, freely transferable, and are admitted to the dematerialized system operated by Monte Titoli S.p.A. pursuant to Italian Legislative Decree 213/98.

Article 2 – Methods of exercising the Warrants

I) The holders of the Warrants may apply at any time, save as provided in point V) hereunder, from 1 January 2010 to 18 March 2011, to subscribe for ordinary Mediobanca shares at a ratio of 1 Conversion Share for every 7 Warrants exercised (the “Exercise Ratio”) at a price of €9.00 per share, save as provided in Article 3 hereunder;



- II) The holders of the Warrants may apply at any time, save as provided in point V) hereunder, from 1 January 2010 to 18 March 2011, to subscribe for ordinary Mediobanca shares at a ratio of 1 Conversion Share for every 7 Warrants exercised (the “Exercise Ratio”) at a price of €9.00 per share, save as provided in Article 3 hereunder;
 - III) applications for subscription must be submitted to the intermediary registered with Monte Titoli S.p.A. with whom the Warrants are deposited. Exercise of the Warrants shall be effective, including with reference to the provisions of point III hereunder) on the tenth Business Day (where Business Day means a day on which the Stock Exchange is open) of the month following submission of the application, save for applications submitted between 1 March 2011 and 18 March 2011 which shall be effective as of 31 March 2011; at the effective date for exercise of the Warrants, Mediobanca shall issue the Conversion Shares, making them available to subscribers through Monte Titoli S.p.A.;
 - IV) the Conversion Shares shall rank for dividends on the same basis as the ordinary Mediobanca shares traded on the stock market at the effective date of the exercise of the Warrants and shall accordingly have attached to them the valid coupons at that date;
 - V) the subscription price of the Conversion Shares shall be paid in full upon the submission of the applications for exercise with no extra commissions and/or expenses payable by the applicants;
 - VI) exercise of the Warrants shall be suspended from the date on which the Board of Directors of Mediobanca resolves to call a general meeting of shareholders until and including the day on which the general meeting of shareholders – including any postponed meeting– takes place, and without prejudice to the foregoing, up to and excluding the day on which the shares are traded ex-dividend;
 - VII) Warrants not submitted for exercise by 18 March 2011 shall expire and become invalid in every respect;
 - VIII) upon the submission of the subscription application, in addition to providing the usual necessary information, the bearer of the Warrants shall: (i) represent, warrant and agree that the shares subscribed for in exercise of the Warrants have not been registered under the terms of the Securities Act 1933 as amended and in force in the United States, and (ii) make a declaration to the effect that he/she is not a “US Person” as defined in the provisions of “Regulation S”. No share subscribed for in exercise of the Warrants shall be assigned to holders of the Warrants who fail to meet the conditions described above.
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Article 3 – Rights of Warrant holders in the event of changes involving the share capital of Mediobanca

If by 31 March 2011 Mediobanca implements:

- I) capital increases in accordance with pre-emption rights, including to satisfy warrants valid for their subscription, or convertible bonds or bonds with warrants attached or other transactions which entitle a tradeable right to be detached, the subscription price for each Conversion Share shall be reduced by an amount, rounded down to the nearest one-thousandth of a Euro, equal to:

$$(P_{cum} - P_{ex})$$

where

- P_{cum} represents the simple arithmetical average of the last five official “cum-rights” prices for ordinary Mediobanca shares as recorded on the *Mercato Telematico Azionario* organized and operated by Borsa Italiana S.p.A.;
- P_{ex} represents the simple arithmetical average of the first five official “ex-rights” prices for ordinary Mediobanca shares as recorded on the *Mercato Telematico Azionario* organized and operated by Borsa Italiana S.p.A.;

Under no circumstances following the application of the above formula will the subscription price be increased for any Conversion Share.

- II) bonus capital increases via the issuance of new shares, the Exercise Ratio shall be amended via an increase in the number of Conversion Shares in relation to each Warrant pro-rata to the ratio on which the bonus issue is made. In such cases, as a result of the bonus capital increase, the subscription price for each Conversion Share will be reduced on a pro rata basis;
- III) increases free of charge in the nominal value of shares or reductions in the share capital of the Company due to losses without shares being cancelled, neither the subscription price for each Conversion Share nor the Exercise Ratio indicated under the foregoing Article 2 shall be amended;
- IV) share grouping or share splits, the Exercise Ratio shall be altered by means of a reduction/increase in the number of Conversion Shares which relate to each Warrant pro-rata to the share grouping/split.



In such cases, as a result of the share grouping/split, the subscription price for each Conversion Share will be increased or reduced proportionately;

- V) amendments to the provisions of its Articles of Association concerning the allocation of profits or mergers of other companies into Mediobanca, neither the subscription price for each Conversion Share nor the Exercise Ratio indicated under the foregoing Article 2 shall be amended;
- VI) capital increases involving the issuance of shares excluding pre-emption rights pursuant to Article 2441, paragraphs 4, 5, 6 and 8 of the Italian Civil Code, neither the subscription price for each Conversion Share nor the Exercise Ratio indicated under the foregoing Article 2 shall be amended;
- VII) mergers or demergers in respect of which the Company is not the merging/beneficiary company, the Exercise Ratio shall be amended pro-rata to the exchange/award ratio.

If any transaction other than the ones contemplated in points I) to VII) above which produces similar effects to the above is executed, the Exercise Ratio and/or, if appropriate, the subscription price for each Conversion Share may be amended according to generally accepted methodologies.

If the application to exercise the Warrants is submitted before the new subscription price deriving from one of the transactions listed under the foregoing point I) has been disclosed, for exercise after the date on which the shares are traded ex-rights, any extra amounts paid upon submission of the application (taking the subscription price prior to the adjustment referred to in the foregoing point I)) shall be returned to the investor without interest at the date when the new subscription price is disclosed.

If, upon exercise of the Warrants and as a result of this Article 3, an investor is entitled to a number of Conversion Shares which includes a fraction of a share, the bearer of the Warrants shall be entitled to subscribe for shares up to a round number and shall have no rights in respect of the additional fraction.

Under no circumstances shall the subscription price of the Conversion Shares upon exercise of the Warrants be lower than their nominal value.



Article 4 – Authorized intermediaries

Transactions involving exercise of the Warrants shall be carried out by the authorized intermediaries registered with the settlement and clearing system operated by Monte Titoli S.p.A.

Article 5 – Terms and conditions

The right to exercise the Warrants may be exercised within the terms and according to the methods set out in Article 2 of these terms and conditions, failing which such rights shall lapse.

Article 6 – Taxation

Tax regime applying to gains realized upon disposal of the Warrants

Under regulations currently in force, gains deriving from the disposal for consideration of warrants to subscribe for shareholdings in companies resident in Italy involving shares traded on regulated markets, unless realized in the exercise of trades and professions or businesses, constitute other financial income liable to taxation in the same way as gains deriving from disposal of shareholdings (Articles 67 of Italian Presidential Decree 917 issued on 22 December 1986; the “Italian Income Tax Law”). Disposals of “securities or rights through which shareholdings may be acquired” (such as the Warrants) are comparable to disposals of shareholdings and are subject to the same tax regime governing the disposal of shareholdings.

The tax regime applying to gains therefore varies on the basis of the individual or entity making the disposal:

(A) if the gain is realized by a person resident in Italy outside the exercise of a business, by companies and equivalent individuals/entities:

- ◆ the gain is subject to withholding tax at 12.5% if the disposal of the Warrants refers to a “non-qualified shareholding” (as defined below); in this case, the seller may opt for the gain to be taxed on the basis of the declaration, administered savings or managed savings regimes provided for respectively under Articles 5, 6 and 7 of Italian Legislative Decree no. 461 issued on 21 November 1997;



- ◆ the gain is treated as taxable income in an amount of 49.72% and is taxed at incremental rates if the disposal of the Warrants refers to a “qualified” shareholding (as defined below) pursuant to Article 68, paragraph 3, of the Italian Income Tax Law and the Ministerial Decree issued on 2 April 2008.

For the purposes of these provisions, a shareholding is to be considered as “qualified” if, in the case of a listed company, it represents a percentage of the voting rights that may be exercised in a general meeting in excess of 2%, or alternatively a percentage of the company’s share capital or assets in excess of 5%. For the purpose of establishing whether or not such minimum percentages have been exceeded, securities or rights through which qualified shareholdings may be acquired (such as warrants to subscribe for or purchase securities, options to acquire shareholdings, option rights as described under Articles 2441 and 2420-bis of the Italian Civil Code, and convertible bonds) must be taken into account. Accordingly, if only securities or rights are disposed of which in their own right or together with the other shareholdings disposed of, represent a percentage of voting rights and shareholding which is in excess of the above thresholds, this may qualify as a “qualified” shareholding. In order to calculate the percentages of voting rights and shareholding, the disposals made in the course of the twelve-month period must be considered together; therefore, when a disposal is made, all disposals made by the same individual or entity in the twelve months from the date of the disposal must be taken into account even if they fall within different tax periods.

Accordingly, if a person, having made an initial, non-qualified disposal, carries out further disposals in the twelve months following the initial disposal which lead to the aforementioned percentages of voting rights or shareholding being exceeded, as a result of the regulation regarding accumulation of shareholdings described above, this would be considered as a disposal of a qualified shareholding.

Application of the regulation requiring that all disposals made in the course of the twelve months be taken into account is nonetheless subject to the precondition that the taxpayer in question owns a shareholding for at least one day in excess of the above thresholds;

(B) if the gain is realized by non-resident individuals or entities without a permanent establishment in Italy:

- ◆ the gain deriving from the disposal of the Warrants is exempt from taxation in Italy where the legal requirements are met if, jointly, the Warrants (i) are traded on regulated markets, and (ii) allow a “not qualified” interest in the share capital or assets of a resident company listed on regulated stock markets to be subscribed for, according to the interpretation provided by the Italian Ministry of Finance in Circular no. 207 issued on 26 October 1999;
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- ◆ the gain deriving from the disposal of the Warrants is treated as taxable income in an amount of 49.72% of the relevant amount pursuant to Article 68, paragraph 3, of the Italian Income Tax Law and the Ministerial Decree issued on 2 April 2008 (and is subject to taxation at the rates provided for according to whether the investor is an individual or a company or entity) if the disposal refers to a “qualified” shareholding traded on regulated stock markets.

Moreover, gains are not subject to taxation in Italy if the seller is resident in another state which has entered into a dual taxation convention with Italy pursuant to which taxation is exclusively reserved to the seller’s resident state of the disposing entity (as provided for under Article 13, paragraph 5 of the Model Taxation Convention drawn up by the OECD).

Gains deriving from the disposal of warrants in respect of non-qualified shareholdings are also not subject to taxation in Italy unless the seller is resident in one of the countries listed in Article 6 of Italian Legislative 239 issued on 1 April 1996.

As the case may be, the possibility of benefiting from the aforementioned capital gains tax exemption regimes is subject to suitable documentation being submitted to prove that the relevant requirements in respect of applicability have been met.

The foregoing is merely a summary of the tax regime governing the acquisition, ownership and disposal of the Warrants – under Italian tax law currently in force – and applicable to some specific (but not all) categories of investors and is in no way intended to be an exhaustive analysis of all the possible tax consequences of the acquisition, ownership and disposal of these securities. For further references and details on tax regulation of the income referred to above, reference is made to Italian Legislative Decree 461/97 as amended and to the Italian Income Tax Law, as well as to the other related regulatory and administrative measures. Investors should therefore consult their advisors regarding the tax regime applying to the acquisition, ownership and disposal of the Warrants.

Article 7 – Listing

An application will be made to Borsa Italiana S.p.A. for the Warrants to be admitted to official listing.



Article 8 – Miscellaneous

All notices by Mediobanca to the holders of the Warrants shall, save where required otherwise by law, be published in at least one widely-distributed daily newspaper.

Ownership of the Warrants involves full acceptance of all the terms and conditions set out herein.

These terms and conditions are governed by Italian law.

For any dispute arising in connection with the Warrants and these terms and conditions, the judicial authority of Milan shall have sole jurisdiction.