



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

MEDIOBANCA

LIMITED LIABILITY COMPANY

CAPITAL EURO 443,608,088.50

REGISTERED OFFICE IN MILAN - PIAZZETTA ENRICO CUCCIA, 1

REGISTERED IN THE PUBLIC REGISTER OF COMPANIES IN MILAN

VAT NUMBER 10536040966

REGISTERED IN REGISTER OF BANKS AND BANKING GROUPS WITH NO. 10631

PARENT COMPANY OF MEDIOBANCA BANKING GROUP

NOTICE TO SECURITYHOLDERS

relating to the public offer of

Issue of up to 2,000 Certificates "Knock-in Reverse Convertible Securities linked to Intesa Sanpaolo S.p.A. Shares due 21 November 2023"

commercially named

"Phoenix Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Shares"

(the "Certificates")

issued under the
Issuance Programme

SERIES NO: 267

TRANCHE NO: 1

ISIN CODE: XS2078690232

Issuer, Distributor and Lead Manager

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

The Issuer informs Securityholders about the following manifest errors relating to the determination of the remuneration payment date and the automatic early payment date. The relevant Paragraphs are par. 45(a)(ii) (*Remuneration Payment Date(s)*) and 46(d)(iv) (*Automatic Early Settlement Date(s)*) - Part A of the Issuer's Final Terms and in Sections C.16 (*Expiration or maturity date – exercise date*) and C.18 (*Return on the derivative securities*) of the Issuer's Summary of The Specific Issue.

The Final Terms are laying out as follows:

Remuneration Payment Date(s):

The **third Business Day** following the relevant Remuneration Valuation Date.

Automatic Early Settlement Date(s):

The **third Business Day** following the relevant Automatic Early Settlement Valuation Date.

Mediobanca Banca di Credito Finanziario S.p.A.
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Mediobanca S.p.A., iscritta all'Albo delle Banche e Capogruppo del Gruppo Bancario Mediobanca, iscritto all'Albo dei Gruppi Bancari al n. 10631.
Aderente al Fondo Interbancario di Tutela dei Depositi e al Fondo Nazionale di Garanzia. Iscritta al Registro Unico degli Intermediari assicurativi e riassicurativi.
Capitale sottoscritto e versato € 443.608.088,50



The Summary of The Specific Issue is laying out as follows:

Automatic Early Settlement Date

means the **third Business Day** following the relevant Automatic Early Settlement Valuation Date, subject to adjustment.

Early Settlement

If an Automatic Early Settlement Event has occurred, each Certificate entitles its holder to receive from the Issuer on each Automatic Early Settlement Date the Automatic Early Settlement Amount, less any Expenses not already paid. Each such Certificate shall be automatically settled on the Automatic Early Settlement Date(s) falling on **the third Business Day** following the relevant Automatic Early Settlement Valuation Date.

Remuneration and Remuneration Periods

The Securities pay remuneration amounts from their date of issue at a rate calculated by reference to Intesa Sanpaolo S.p.A. Shares (the "**Underlying Reference**"). Remuneration Amounts will be paid on the **third business day** following the relevant Remuneration Valuation Date, subject to adjustment for non-business days, provided that the last remuneration payment date shall fall on the Settlement Date.

therefore, due to this Notice, the Issuer advises Securityholders that the Final Terms are amended as follows:

Remuneration Payment Date(s):

The **fifth Business Day** following the relevant Remuneration Valuation Date.

Automatic Early Settlement Date(s):

The **fifth Business Day** following the relevant Automatic Early Settlement Valuation Date.

The Summary of The Specific Issue is amended as follows:

Automatic Early Settlement Date

means the **fifth Business Day** following the relevant Automatic Early Settlement Valuation Date, subject to adjustment.

Early Settlement

If an Automatic Early Settlement Event has occurred, each Certificate entitles its holder to receive from the Issuer on each Automatic Early Settlement Date the Automatic Early Settlement Amount, less any



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Expenses not already paid. Each such Certificate shall be automatically settled on the Automatic Early Settlement Date(s) falling on the **fifth Business Day** following the relevant Automatic Early Settlement Valuation Date.

Remuneration and Remuneration Periods

The Securities pay remuneration amounts from their date of issue at a rate calculated by reference to Intesa Sanpaolo S.p.A. Shares (the "**Underlying Reference**"). Remuneration Amounts will be paid on the **fifth business day** following the relevant Remuneration Valuation Date, subject to adjustment for non-business days, provided that the last remuneration payment date shall fall on the Settlement Date.

All other terms and conditions of the Final Terms remain unchanged.

Terms used herein and not otherwise defined shall have the same meaning ascribed to them in the Offering Documentation of the Certificates.

The Issuer accepts the responsibility for the information contained in this notice.

The Certificates have been issued under the "Issuance Programme" (the "**Base Prospectus**") approved by the Central Bank of Ireland (the competent Irish Authority) on 24th May 2019. The Final Terms have been transmitted to Consob on 6 November 2019.

Full information on the Issuer and the Offer can be obtained only on the basis of the combination of the Base Prospectus, the Supplement to the Base Prospectus and the Final Terms. The Base Prospectus, the Supplement to the Base Prospectus and the Final Terms are available on the website of the Issuer, Distributor and Lead Manager (www.mediobanca.com).

19 December 2019