



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

MEDIOBANCA

LIMITED LIABILITY COMPANY
CAPITAL EURO 443.640.006,50.
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 AUTOMATIC PAYOUT SWITCH EVENT

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. Share due 28 October 2024”**

commercially named

“Coupon Lock-In Certificates linked to Intesa Sanpaolo S.p.A. Share”

(the “Certificates”)

(ISIN Code XS2326502577)

Issuer, Lead Manager and Distributor

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In accordance with Paragraph 23 (Automatic Payout Switch Event) - Part A of the Issuer's Final Terms, dated 31 March 2021, it is hereby stated that the Issuer, in its role as Calculation Agent, communicates that the Automatic Payout Switch Event has occurred on the First Payout Switch Date of 20 January 2022. Therefore, the Final Payout (Multiple Final Payout – Reverse Convertible Securities) of the Securities will be switched - on and after the relevant Observation Date on which the Automatic Payout Switch Event occurs - to Multiple Final Payout – Constant Percentage Securities (the “Switched Payout”).

Where:

Multiple Final Payout – Constant Percentage Securities means:

Notional Amount × Constant Percentage 1

“Constant Percentage 1” means 100%

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

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 € 443.640.006,50



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The Certificates have been issued under the "Issuance Programme" (the "Base Prospectus") approved by the Central Bank of Ireland (the competent Irish Authority) on 25th May 2020. The Final Terms have been transmitted to Consob 31 March 2021.

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).

20 January 2022