



MEDIOBANCA

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LIMITED LIABILITY COMPANY

CAPITAL EURO 436,776,671

REGISTERED OFFICE IN MILAN - PIAZZETTA ENRICO CUCCIA, 1

REGISTERED IN THE PUBLIC REGISTER OF COMPANIES IN MILAN

TAX CODE AND VAT NUMBER 00714490158

REGISTERED IN REGISTER OF BANKS AND BANKING GROUPS WITH NO. 10631.0

PARENT COMPANY OF MEDIOBANCA BANKING GROUP

NOTICE TO SECURITYHOLDERS

relating to the public offer of

**“Issue of Up to 15,000 Memory Autocallable Certificates linked to EUROSTOXX® Banks Index
due 4th May 2020”**

(the “Certificates”)

(Codice ISIN XS1575992240)

Issuer, Lead Manager and Calculation Agent

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

Distributor

Che Banca! S.p.A.

In accordance with Paragraph 3 (iii) (Initial Reference Level) – Part A of the Issuer’s Final Terms, dated 22nd March 2017, it is hereby stated that the Issuer, in its role as Calculation Agent, has determined the Initial Reference Level of the Reference Item and it states the following definitive values:

| ISIN Code | Reference Item | Issue Date | Initial Reference Level |
|--------------|----------------------------|---------------|-------------------------|
| XS1575992240 | EURO STOXX® Banks Index | 27 April 2017 | 132,36 |

* The Initial Reference Level is equal to the official closing level of the Reference Item at the Valuation Time on the Issue Date.

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



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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 16th March 2017. The Final Terms have been transmitted to Consob on 22nd March 2017.

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

28 April 2017