



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

MIFID II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate, except for pure execution services for the latter; and (iii) the following channels for distribution of the Securities to retail clients are appropriate: investment advice and portfolio management on primary and secondary markets, and execution with appropriateness on secondary market (no distribution via execution only), subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable.

Final Terms

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

Issue of 2,000 “Bonus Cap” Certificates linked to Intesa Sanpaolo S.p.A. Shares due 29 November 2019

under the

Issuance Programme

SERIES NO: 169

TRANCHE NO: 1

Issue Price: EUR 1,000 per Security

Dealer: Mediobanca - Banca di Credito Finanziario S.p.A.

The date of these Final Terms is 20 November 2018



Any person making or intending to make an offer of the Securities may only do so:

- (i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 11 of Part B below, provided such person is a Dealer or an Authorised Offeror (as such term is defined in the Base Prospectus) and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (ii) otherwise 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 to 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 Securities in any other circumstances.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be, (the "**Publication Date**") have the right within two working days of the Publication Date to withdraw their acceptances.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus dated 24 May 2018, the Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Directive 2003/71/EC (the "**Prospectus Directive**") (the "**Base Prospectus**"). The Base Prospectus has been passported into Italy in compliance with Article 18 of the Prospectus Directive. This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on Mediobanca - Banca di Credito Finanziario S.p.A. (the "**Issuer**") and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Securities (which comprises the Summary in the Base Prospectus as amended to reflect the provisions of these Final Terms) is annexed to these Final Terms. **The Base Prospectus and any Supplement(s) to the Base Prospectus and these Final Terms are available for viewing at the Issuer's registered office at Piazzetta Enrico Cuccia 1, 20121 Milan, Italy at the Issuer's**



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representative office at **Piazza di Spagna 15, 00187 Rome, Italy** and on the websites of the Issuer (www.mediobanca.com) and copies may be obtained free of charge from the Issuer upon request at its registered address.

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

GENERAL PROVISIONS

The following terms apply to each series of Securities:

1.	Issuer:	Mediobanca - Banca di Credito Finanziario S.p.A.
2.	Guarantor	Not applicable
3.	Series Number	169
4.	Tranche Number:	1
5.	No. of Securities per Unit	Not applicable
6.	Issue Currency:	Euro (“ EUR ”)
7.	Notional Amount of Security:	EUR 1,000.
	Aggregate Notional Amount	EUR 2,000,000
8.	Issue Price per Security	EUR 1,000
9.	Trade Date:	29 October 2018
10.	Issue Date:	22 November 2018
11.	Date of approval for issuance of Securities obtained:	28 September 2018



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12. Consolidation: Not applicable
13. Type of Securities:
- (a) Certificates
 - (b) The Securities are Share Securities

The provisions of Annex 3 (*Additional Terms and Conditions for Share Securities*) shall apply.

Unwind Costs: Not Applicable

14. Exercise Date
- The Exercise Date is 22 November 2019 or, if such day is not a Business Day, the immediately succeeding Business Day.

15. Form of Securities:
- Temporary Global Security exchangeable for a Permanent Global Security which is exchangeable for Definitive Securities only in the limited circumstances specified in the Permanent Global Security.

TEFRA D Rules shall apply.

16. Business Day Centre(s):
- The applicable Business Day Centres for the purposes of the definition of "Business Day" in Security Condition 3 is Milan and TARGET2 System.

17. Settlement:
- Settlement will be by way of cash payment (Cash Settled Securities)

18. Settlement Date:
- The settlement date for the Securities is 29 November 2019 as adjusted in accordance with the Following Business Day Convention.

19. Rounding Convention for Cash Settlement Not applicable



Amount:

20. Variation of Settlement:

(a) Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Securities.

21. Redenomination: Not applicable

22. FX Settlement Disruption Event Determination: Not applicable

23. Cash Settlement: Applicable

(i) Guaranteed Cash Settlement Amount: Not applicable

(ii) Maximum Amount: Not applicable

(iii) Minimum Amount: Not applicable

24. Final Payout

MFP Payouts

Multiple Final Payout – Performance Securities:

Multiple Final Payout – (Capped) Knock-Out Bonus Performance Securities:

(A) if a Knock-out Event has occurred:

Notional Amount x (Constant Percentage 1 + Final Settlement Value 2 - Max (Final Settlement Value 2 - Cap Percentage 1, Floor Percentage 1)); or

(B) if no Knock-out Event has occurred:



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Notional Amount x [Constant Percentage 2 +
Max (Bonus Percentage, Final Settlement
Value 1) - Max (Final Settlement Value 1 -
Cap Percentage 2, Floor Percentage 2)]

where:

"**Constant Percentage 1**" means 0%;

"**Constant Percentage 2**" means 0%;

"**Bonus Percentage**" means 110%;

"**Cap Percentage 1**" means 110%;

"**Cap Percentage 2**" means 110%;

"**Floor Percentage 1**" means 0%;

"**Floor Percentage 2**" means 0%;

"**Final Settlement Value 1**" means the
Underlying Reference Value;

"**Final Settlement Value 2**" means the
Underlying Reference Value;

"**Underlying Reference Value**" means, in
respect of the Underlying Reference and the
MFP Valuation Date, (i) the Underlying
Reference Closing Price Value for such
Underlying Reference in respect of such MFP
Valuation Date (ii) divided by the relevant
Underlying Reference Strike Price;

"**Underlying Reference**" is as set out in item
32(a) below;

"**Underlying Reference Closing Price Value**"
means, in respect of the MFP Valuation Date,



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the Closing Price in respect of such day;

"MFP Valuation Date" means the MFP Settlement Valuation Date;

"MFP Settlement Valuation Date" means the Settlement Valuation Date;

Strike Price Average Value: Applicable;

"Underlying Reference Strike Price" means the arithmetic average of the Underlying Reference Closing Price Values for such Underlying Reference for all the Strike Days in the Strike Period;

In respect of the Strike Days:

"Underlying Reference Closing Price Value" means, in respect of an MFP Valuation Date, the Closing Price in respect of such day;

Where:

"MFP Valuation Date" means the Strike Days;

"Strike Period" means the period from (and including) 20 November 2018 to (and including) 22 November 2018;

"Strike Days" means 20 November 2018, 21 November 2018 and 22 November 2018.

Averaging Date Consequences: Applicable, in the event that a Strike Day is a Disrupted Day: Postponement.



	Payout Switch:	Not applicable
	<ul style="list-style-type: none">• Payout Switch Election	Not applicable
	<ul style="list-style-type: none">• Automatic Payout Switch	Not applicable
25.	Entitlement:	Not applicable
26.	Exchange Rate	Not applicable
27.	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is EUR.
28.	Calculation Agent:	The Calculation Agent is Mediobanca - Banca di Credito Finanziario S.p.A. Piazzetta E. Cuccia, 1 20121 Milan Italy
29.	Governing law:	English law.
PRODUCT SPECIFIC PROVISIONS		
30.	Hybrid Securities:	Not applicable
31.	Index Securities:	Not applicable
32.	Share Securities:	Applicable
	(a) Share(s)/Share Company/Basket Company/GDR/ADR:	Intesa Sanpaolo S.p.A. (Bloomberg code: ISP IM <Equity>)
	(b) Relative Performance Basket:	Not applicable



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(c)	Share Currency:	EUR
(d)	ISIN of Share(s):	IT0000072618
(e)	Exchange(s):	Borsa Italiana S.p.A. – MTA (Mercato Telematico Azionario)
(f)	Related Exchange(s):	Borsa Italiana S.p.A. - IDEM (Mercato italiano degli strumenti derivati)
(g)	Exchange Business Day:	Single Share Basis
(h)	Scheduled Trading Day:	Single Share Basis
(i)	Weighting:	Not applicable
(j)	Settlement Price:	Official closing price
(k)	Closing Price:	Official closing price
(l)	Specified Maximum Days of Disruption:	3 (three) Scheduled Trading Days.
(m)	Valuation Time:	Scheduled Closing Time as defined in Security Condition 3
(n)	Settlement on Occurrence of an Extraordinary Event:	Delayed Settlement on Occurrence of an Extraordinary Event: Not applicable
(o)	Share Correction Period	As per Share Security Condition 1
(p)	Dividend Payment:	Not applicable
(q)	Listing Change:	Applicable
(r)	Listing Suspension:	Applicable



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(s)	Illiquidity:	Not applicable
(t)	Tender Offer:	Applicable
(u)	CSR Event:	Not applicable
(v)	Hedging Liquidity Event:	Applicable
		As per Share Security Condition 5.3
(w)	Dividend Protection:	Not applicable
33.	ETI Securities	Not applicable
34.	Debt Securities:	Not applicable
35.	Commodity Securities:	Not applicable
36.	Inflation Index Securities:	Not applicable
37.	Currency Securities:	Not applicable
38.	Fund Securities:	Not applicable
39.	Futures Securities:	Not applicable
40.	Credit Securities:	Not applicable
41.	Underlying Interest Rate Securities:	Not applicable
42.	OET Certificates:	Not applicable
43.	Additional Disruption Events and Optional Additional Disruption Events:	(a) Additional Disruption Events: Applicable



(b) Optional Additional Disruption Events:
Applicable

The following Optional Additional Disruption Events apply to the Securities:

Insolvency Filing

Extraordinary External Event

Jurisdiction Event

Significant Alteration Event

(c) Settlement:

Delayed Settlement on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable

44. Knock-in Event: Not applicable

45. Knock-out Event: Applicable

If the Knock-out Value is less than the Knock-out Level on the Knock-out Determination Day.

(a) Knock-out Valuation: Applicable

"**Knock-out Value**" means the Underlying Reference Value;



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"Underlying Reference Value" means, in respect of the Underlying Reference and the MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;

"Underlying Reference" is as set out in item 32(a) above;

"Underlying Reference Closing Price Value" means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;

"MFP Valuation Date" means the Knock-out Determination Day

Strike Price Average Value: Applicable;

"Underlying Reference Strike Price" means the arithmetic average of the Underlying Reference Closing Price Values for such Underlying Reference for all the Strike Days in the Strike Period;

In respect of the Strike Days:

"Underlying Reference Closing Price Value" means, in respect of an MFP Valuation Date, the Closing Price in respect of such day;

Where:

"MFP Valuation Date" means the Strike Days;

"Strike Period" means the period from (and including) 20 November 2018 to (and including) 22 November 2018;

"Strike Days" means 20 November 2018, 21 November 2018 and 22 November 2018.



Averaging Date Consequences: Applicable, in the event that a Strike Day is a Disrupted Day: Postponement.

(b)	FX Knock-out Valuation	Not applicable
(c)	Level:	Not applicable
(d)	Knock-out Level /Knock-out Range Level:	62.50%
(e)	Knock-out Period Beginning Date:	Not applicable
(f)	Knock-out Period Beginning Date Day Convention:	Not applicable
(g)	Knock-out Determination Period:	Not applicable
(h)	Knock-out Determination Day(s):	Settlement Valuation Date
(i)	Knock-out Period Ending Date:	Not applicable
(j)	Knock-out Period Ending Date Day Convention:	Not applicable
(k)	Knock-out Valuation Time:	Not applicable
(l)	Knock-out Observation Price Source:	Not applicable
(m)	Disruption Consequences:	Not applicable



46. PROVISIONS RELATING TO REMUNERATION IN RESPECT OF CERTIFICATES

- | | | |
|-----|--|----------------|
| (a) | Remuneration: | Not applicable |
| (b) | Fixed Rate Provisions: | Not applicable |
| (c) | Floating Rate Provisions | Not applicable |
| (d) | Linked Remuneration Amount Certificates | Not applicable |
| (e) | Index Linked Remuneration Amount Certificates: | Not applicable |
| (f) | Share Linked Remuneration Amount Certificates: | Not Applicable |
| (g) | ETI Linked Remuneration Amount Certificates: | Not applicable |
| (h) | Debt Linked Remuneration Amount Certificates: | Not applicable |
| (i) | Commodity Linked Remuneration Amount Certificates: | Not applicable |
| (j) | Inflation Index Linked Remuneration Amount Certificates: | Not applicable |
| (k) | Currency Linked Remuneration Amount Certificates: | Not applicable |
| (l) | Fund Linked Remuneration Amount Certificates: | Not applicable |
| (m) | Futures Linked Remuneration Amount Certificates: | Not applicable |



- (n) Underlying Interest Rate Linked Not applicable
Remuneration Amount Provisions:

47. EXERCISE, VALUATION AND SETTLEMENT

- (a) Instalment Certificates: The Certificates are not Instalment Certificates.
- (b) Issuer Call Option: Not applicable
- (c) Securityholders Put Option: Not applicable
- (d) Automatic Early Settlement: Not applicable
- (e) Renouncement Notice Cut-off Time 10.00 a.m. (Milan time)
- (f) Strike Date: Not applicable
- (g) Strike Price: Not applicable
- (h) Settlement Valuation Date: 22 November 2019
- (i) Averaging: Averaging does not apply to the Securities.
- (j) Observation Dates: Not applicable
- (k) Observation Period: Not applicable
- (l) Settlement Business Day: Not applicable
- (m) Security Threshold on the Issue Not applicable
Date:

PROVISIONS RELATING TO WARRANTS ONLY

- 48.** Type of Warrants: Not applicable



- | | | |
|------------|--|----------------|
| 49. | Exercise Price: | Not applicable |
| 50. | Warrant Strike Level: | Not applicable |
| 51. | Exercise Period: | Not applicable |
| 52. | (i) Automatic Exercise: | Not applicable |
| | (ii) Renouncement Notice Cut-off Time: | Not applicable |
| 53. | Minimum Exercise Number: | Not applicable |
| 54. | Maximum Exercise Number: | Not applicable |
| 55. | Units: | Not applicable |
| 56. | Barrier Event: | Not applicable |
| 57. | Exercise Notice additional certifications: | Not applicable |

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By:.....

Duly authorised

By:

Duly authorised



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PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: EuroTLX
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX which is not a regulated market for the purpose of Directive 2014/65/EU with effect from, on or around, the Issue Date.

The Issuer reserves the right to make further applications for the Securities to be admitted to listing and/or trading on additional markets/trading venues.

Mediobanca – Banca di Credito Finanziario S.p.A. will act as Liquidity Provider with reference to the Securities traded on EuroTLX.

2. RATINGS

Ratings: The Securities to be issued have not been rated.

3. NOTIFICATION

The Central Bank of Ireland has provided the *Commissione Nazionale per la Società e la Borsa* (CONSOB) with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive. These Final Terms have been submitted to *Commissione Nazionale per la Società e la Borsa* (CONSOB) on 20 November 2018.

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

Mediobanca is the Issuer of the Certificates and acts also as Calculation Agent and liquidity provider for the Certificates traded on EuroTLX. In its capacity as Calculation Agent, Mediobanca is responsible, among the others, for determining the Cash Settlement Amount. Mediobanca is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment.

Save as described above, so far as the Issuer is aware, no other person involved in the offer of the Securities has an interest material to the offer.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: The net proceeds of the issue of the Securities will be



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used for the general corporate purposes of the Issuer.

- | | | |
|-------|---------------------------|----------------|
| (ii) | Estimated net proceeds: | Not Applicable |
| (iii) | Estimated total expenses: | Not applicable |

6. YIELD Not applicable

7. HISTORIC INTEREST RATES

Historic interest rates: Not Applicable

8. FURTHER INFORMATION PUBLISHED BY THE ISSUER

The Issuer does not intend to provide any further information on the past and future performance and/or volatility of the Underlying Reference.

9. INFORMATION RELATING TO THE UNDERLYING REFERENCE

Information on the past and future performance of the Underlying Reference and its volatility can be obtained on the public website on www.borsaitaliana.it.

10. OPERATIONAL INFORMATION

ISIN: XS1904207799

Common Code: 190420779

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

Delivery: Delivery against payment

Initial Paying Agents: BNP Paribas Securities Services,
Luxembourg Branch

60, avenue J.F Kennedy

L-1855 Luxembourg

Names and addresses of additional Paying Agent(s) (if any): Not applicable

11. DISTRIBUTION

- | | | |
|-----|--|----------------|
| (i) | If syndicated, names and addresses of Managers and underwriting commitments: | Not applicable |
|-----|--|----------------|



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- (ii) Date of Subscription Agreement: Not Applicable.
- (iii) Stabilising Manager(s) (if any): Not applicable
- (iv) If non-syndicated, name of Dealer: Mediobanca - Banca di Credito Finanziario S.p.A.
- (v) Non-exempt offer: The Issuer may carry on active marketing activities in respect of the Certificates other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy ("**Public Offer Jurisdictions**") during the period from (and including) the first day on which the Certificates are traded on EuroTLX until the date on which the Issuer ceases to carry on active marketing activities in respect of the Certificates in the Public Offer Jurisdiction which date is expected to fall on or around 28 November 2018 ("**Offer Period**").
- The Offer Period is subject to adjustment by the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available on www.mediobanca.com.
- The Certificates will be sold on the EuroTLX at the market price which will be determined by the Issuer on a continuous basis in accordance with the market conditions then prevailing.
- Depending on market conditions, the price of the Certificates shall be equal, higher or lower than the Issue Price of the Certificates.

Certificates may be purchased from any market intermediary approved and admitted to trading on the EuroTLX by EuroTLX SIM S.p.A., and purchase and settlement of the Certificates shall be in accordance with the usual rules of EuroTLX.

12. TERMS AND CONDITIONS OF THE OFFER

- Offer Period: See above under item "Non-exempt offer"
- Offer Amount: See above under item "Non-exempt offer"
- Offer Price: See above under item "Non-exempt offer"
- Conditions to which the offer is subject: Not applicable



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	Description of the application process:	See above under item “Non-exempt offer”
	Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable
	Details of the minimum and/or maximum amount of application:	Not applicable
	Details of the method and time limits for paying up and delivering the Securities:	See above under item “Non-exempt offer”
	Manner in and date on which results of the offer are to be made public:	Not applicable
	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not applicable
	Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not applicable
	Amount of any expenses and taxes specifically charged to the subscriber:	Not applicable
	Name(s) and address(es), to the extent known to the relevant Issuer, of the placers in the various countries where the offer takes place.	See above under item “Non-exempt offer”
	Consent to use of Base Prospectus	Not applicable
	Other intermediaries in case of public distribution through trading venues (including SeDeX)	None
13.	SECONDARY MARKET PRICING	Applicable A secondary market for the Certificates will be available through the multilateral trading facility of EuroTLX, where Mediobanca will act as liquidity provider with a maximum bid/ask spread of 2.00 per cent. under normal market conditions.
14.	SPECIFIC BUY BACK PROVISIONS	Not applicable



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PART C – SUMMARY OF THE SPECIFIC ISSUE

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SUMMARY OF THE SPECIFIC ISSUE

Summaries are made up of disclosure requirements known as "Elements." These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable."

Section A – Introduction and warnings

Element	Description of Element	Disclosure requirement
A.1	Warnings	<p>This summary must be read as an introduction to the Base Prospectus and any decision to invest in the Securities should be based on a consideration of the Base Prospectus as a whole, including any information incorporated by reference.</p> <p>Following the implementation of the Prospectus Directive (Directive 2003/71/EC) in each Member State of the European Economic Area, no civil liability will attach to the Responsible Persons in any such Member State solely on the basis of this summary including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus, including any information incorporated by reference, or it does not provide, when read together with the other parts of this Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p>
A.2	Consent to the use of the Base Prospectus	Not applicable

Section B – Issuers and Guarantor

Element	Description of Element	Disclosure requirement
B.1	Legal and Commercial Name of the Issuer	Mediobanca Mediobanca – Banca di Credito Finanziario S.p.A. (" Mediobanca ")
B.2	Domicile/L	Mediobanca



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Element	Description of Element	Disclosure requirement																
	Legal Form/Legislation/Country of Incorporation	<p>Mediobanca was established in Italy.</p> <p>Mediobanca is a company limited by shares under Italian law with registered office at Piazzetta E. Cuccia 1, 20121 Milan, Italy.</p> <p>Mediobanca holds a banking licence from the Bank of Italy authorising it to carry on all permitted types of banking activities in Italy.</p> <p>Mediobanca is a bank organised and existing under the laws of Italy, carrying out a wide range of banking, financial and related activities throughout Italy.</p>																
B.4b	Description of trends	<p>Mediobanca</p> <p>Not applicable. As at the date of the Base Prospectus Mediobanca is not aware of any trends affecting itself and the industries in which it operates.</p>																
B.5	Description of the group of the Issuer	<p>Mediobanca</p> <p>Mediobanca is the parent company of the Mediobanca Group.</p> <p>The Mediobanca Group is registered as a banking group in the register instituted by the Bank of Italy.</p>																
B.9	Profit forecast/estimate	<p>Mediobanca</p> <p>Not Applicable. No forecast or estimates of profits are contained in the Base Prospectus.</p>																
B.10	Qualifications in the audit report	<p>Mediobanca</p> <p>Not Applicable. There are no qualifications in the audit report.</p>																
B.12	Selected historical key information/no material adverse change/significant changes	<p>Mediobanca</p> <p>The audited consolidated balance sheet and profit and loss account of Mediobanca as at 30 June 2018 are shown below, along with comparative data for the year ended 30 June 2017, plus a series of key financial indicators.</p>																
		<p>Regulatory capital and solvency margins</p> <table border="1"> <thead> <tr> <th style="text-align: left;">Indicators and own funds</th> <th style="text-align: center;">30/6/18</th> <th style="text-align: center;">30/6/17</th> <th style="text-align: center;">Minimum levels set by law**</th> </tr> </thead> <tbody> <tr> <td></td> <td colspan="3" style="text-align: center;">(€m) or %</td> </tr> <tr> <td>Common Equity Tier 1 – CET1</td> <td style="text-align: right;">6,746.6</td> <td style="text-align: right;">7,017.3</td> <td></td> </tr> <tr> <td>Additional Tier 1 – AT1.....</td> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td></td> </tr> </tbody> </table>	Indicators and own funds	30/6/18	30/6/17	Minimum levels set by law**		(€m) or %			Common Equity Tier 1 – CET1	6,746.6	7,017.3		Additional Tier 1 – AT1.....	-	-	
Indicators and own funds	30/6/18	30/6/17	Minimum levels set by law**															
	(€m) or %																	
Common Equity Tier 1 – CET1	6,746.6	7,017.3																
Additional Tier 1 – AT1.....	-	-																



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Element	Description of Element	Disclosure requirement			
		Tier 2 – T2.....	1,828.7	1,861.7	
		Own funds	8,575.3	8,879	
		RWAs*	47,362.7	52,708.2	
		Common Equity Tier 1 ratio – CET1 ratio	14.24%	13.31%	7%
		Tier 1 ratio – T1 ratio	14.24%	13.31%	8.5%
		Total capital ratio	18.11%	16.85%	10.5%
		Risk-weighted assets/Total assets	65.5%	74.8%	
		Leverage Ratio (temporary)**	8.8%	9.5%	
	<p>* Risk-weighted assets (RWAs) have been calculated using the standardised methodology for credit and market risks and the base methodology for operational risks.</p> <p>** Limits include the capital conservation buffer (2.5%) for the minimum levels set by regulations.</p> <p>*** The “leverage ratio” is the Group’s regulatory and tier 1 capital as a percentage of its total exposure (i.e. the sum of its assets and off-balance-sheet exposures. This indicator was introduced by the Basel Committee to keep down debt and contain excessive use of financial leverage in the banking sector.</p>				
			Banking system data as at		Banking system data as at
	CREDIT INDICATORS*	RISK	30/6/17	31/12/16**	30/6/18
			(%)		
		Gross NPLs/gross loans	1.7%	10.9%	1.9%
		Net NPLs/net loans	0.8%	4.4%	1.0%
		Gross irregular items/gross loans	5.5%	17.6%	5.2%
		Net irregular items/ net loans	2.8%	9.4%	2.7%
		NPL coverage ratio	70.2%	63.1%	73.3%
		Irregular items coverage ratio	51.3%	51.7%	32.2%
		Net NPLs/net equity	3.5%	4.4%	4.9%
		Cost of risk ***	0.9%	-	0.6%
	<p>* Data taken from information shown in Part B and Part E of the notes to the accounts and refer to the entire prudential consolidation area.</p> <p>** Data taken from reports of financial stability no. 1 of April 2018, table 2.1, page. 26 and reports of financial stability no. 1 of April 2017, table 2.1, page 21 and refer to figures for significant banks.</p> <p>*** The cost of risk is obtained from the ratio between total net loan loss provisions for the period and average net customer loans</p>				
	COMPOSITION OF THE IMPAIRED LOANS*		30/6/18	30/6/17	



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Element	Description of Element	Disclosure requirement	
		€m	
	Bad Loans	423.30	291.60
	Unlikely to pay	644.56	727.69
	Past due NPLs (<i>non performing loans</i>).....	62.14	56.03
	TOTAL NPLs (<i>non performing loans</i>).....	1,130	1,075.32
	<p>* Data refer to the entire statutory area of consolidation used to prepare the Review of Operations. For purposes that the same indicators calculated for the prudential consolidation area are shown in Part E "Credit risk: credit Accounts.</p>		
	MAIN CONSOLIDATED BALANCE SHEET ITEMS	30/6/18	30/6/17
		€m	€m
	Assets		
	Due from banks	7,553.0	7,959.9
	Due from clients	40,977.9	38,763.1
	Financial assets*	16,748.3	17,089.1
	Total Assets	72,300.5	70,445.6
	Liabilities		
	Debt securities in issue	20,608.5	20,108.7
	Financial liabilities**	18,958.9	18,951.3
	Direct funding (from customers)***	21,320.0	20,366.0
	Net interbank position****	4,710.5	4,729.7
	Net equity	9,732.2	9,191.7
	of which: share capital	459.9	457.2
			CHANGES 2018/2017 %
			-5.11%
			5.71%
			-1.99%
			2.63%
			2.49%
			0.04%
			4.68%
			-0.41%
			5.88%
			0.59%
	<p>* Includes financial assets held for trading, AFS securities, financial assets held to maturity and the hedge derivatives.</p> <p>** Includes amounts due to banks, trading liabilities and hedge derivatives.</p> <p>*** Includes amounts due to clients and financial liabilities recognised at fair value.</p> <p>**** Net balance between amounts due to banks and assets due from banks.</p>		
	MAIN CONSOLIDATED PROFIT AND LOSS ACCOUNT ITEMS	30/6/18	30/6/17
		€m	€m
	Net interest income	1,366.0	1,277.5
	Net fee and commission income	456.3	377.9
	Total income	2,053.3	1,943.3
	Net profit from financial and insurance operations	1,890.0	1,687.5
	Operating costs	- 1,074.9	-1,035.7
	Profit before Tax	1,095.8	914.0
	Net Profit	863.9	750.2
			CHANGES 2018/2017 (%)
			6.93%
			20.75%
			5.66%
			12%
			3.78%
			19.89%
			15.16%



Element	Description of Element	Disclosure requirement
		<p>Mediobanca</p> <p><i>Material adverse change</i></p> <p>Since 30 June 2018 with respect to Mediobanca there have been no material adverse changes to the prospects of either Mediobanca or the Group headed up by it.</p>
		<p><i>Significant changes</i></p> <p>There have been no significant changes to the financial or trading position of Mediobanca or the other companies forming part of the Group since the most recent financial information available, which was disclosed in the consolidated annual financial statements for the year ended on 30 June 2018.</p>
B.13	Recent events	<p>Mediobanca</p> <p>Neither Mediobanca nor any company in the Group have carried out transactions that have materially affected or that might be reasonably expected to materially affect, the Mediobanca Group or Mediobanca's ability to meet its obligations.</p>
B.14	Issuer dependent upon other entities within the group	<p>Mediobanca</p> <p>Not applicable. Mediobanca is the parent company of the Mediobanca Group and is not dependent upon other entities within the Mediobanca Group.</p> <p>See also item B.5 above.</p>
B.15	Principal activities	<p>Mediobanca</p> <p>As stated in Article 3 of its Articles of Association, Mediobanca's purpose is to raise funds and provide credit in any of the forms permitted especially medium- and long-term credit to corporates.</p> <p>Within the limits laid down by current regulations, Mediobanca may execute all banking, financial and intermediation-related operations and services, and carry out any transaction deemed to be instrumental to or otherwise connected with the achievement of Mediobanca's purpose.</p>
B.16	Control of Issuer	<p>Mediobanca</p> <p>Not applicable. No individual or entity controls Mediobanca within the meaning of Article 93 of the Italian Legislative Decree 58/98.</p>
B.18	Guarantee	Not applicable.
B.19	Information on the Guarantor	Not applicable.



Section C – Securities

Element	Description of Element	Disclosure requirement
C.1	<p>Type, class and security identification number of securities being offered</p>	<p>The Securities are Certificates.</p> <p>The Securities have ISIN XS1904207799 and Common Code 190420779.</p> <p>The Series Number of the Securities is 169. The Tranche number is 1.</p> <p>The Securities are governed by English law.</p> <p>The Securities are cash settled Securities.</p> <p>The issue price per the Security is equal to EUR 1,000 (the "Issue Price").</p>
C.2	<p>Currency</p>	<p>Subject to compliance with all relevant laws, regulations and directives, the Securities are issued in Euro (“EUR”).</p>
C.5	<p>Restrictions on free transferability</p>	<p>There are restrictions on sales of the Securities into, amongst other jurisdictions, the United States, the European Economic Area (including the United Kingdom and Italy) and Japan.</p>
C.8	<p>Description of rights and ranking</p>	<p>The Securities have terms and conditions relating to, among other matters:</p> <p>Status</p> <p>The Securities are issued by the Issuer on an unsubordinated basis.</p> <p>The Securities will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank <i>pari passu</i> among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations other than unsubordinated obligations, if any, of the Issuer from time to time outstanding.</p> <p>Payments in respect of Securities in global form</p> <p>All payments in respect of Securities represented by a Global Security will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Securities, surrender of that Global Security to or to the order of the Fiscal Agent or such other Paying Agent as shall have been notified to the Securityholders for such purpose. A record of each payment so made will be endorsed on each Global Security, which endorsement will be <i>prima facie</i> evidence that such payment has been made in respect of the Securities.</p> <p>Payments in respect of Securities in definitive form</p> <p>All payments in respect of the Securities in definitive form shall be made against presentation and surrender of the relevant Securities at the specified office of any Paying Agent outside the United States by a cheque payable in the currency in which such payment is due drawn on, or, at the</p>



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		<p>option of the holder, by transfer to an account denominated in that currency with a bank in the principal financial centre of that currency; provided that in the case of Euro, the transfer may be to a Euro account.</p> <p>Payments in respect of Securities in dematerialised form</p> <p>All payments in respect of Securities in dematerialised form shall be made through an electronic book-entry system managed by Monte Titoli S.p.A. or any other centralised custodian appointed by the Issuer.</p> <p>Illegality and force majeure</p> <p>If the Issuer determines that the performance of its obligations under the Securities or that any arrangements made to hedge the Issuer's obligations under the Securities have become (i) illegal in whole or in part for any reason, or (ii) by reason of a <i>force majeure</i> event (such as an act of God, fire, flood, severe weather conditions, or a labour dispute or shortage) or an act of state, impossible or impracticable the Issuer may settle the Securities by giving notice to Securityholders.</p> <p>Further issues and consolidation</p> <p>The Issuer may from time to time without the consent of the Securityholders create and issue further Securities so as to be consolidated with and form a single series with the outstanding Securities.</p> <p>Substitution</p> <p>Subject to the fulfilment of certain conditions, Mediobanca may at any time (subject to certain conditions as provided in the Terms and Conditions) without the consent of the Securityholders, substitute Mediobanca International, or any other third party entity as Issuer in place of Mediobanca.</p>
C.11	Trading of securities	<p>Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX which is not a regulated market for the purpose of Directive 2014/65/EU with effect from, on or around, the Issue Date (i.e. 22 November 2018).</p> <p>The Issuer reserves the right to make further applications for the Securities to be admitted to listing and/or trading on additional markets/trading venues.</p>



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<p>C.15</p>	<p>How the value of the investment is affected by the value of the underlying instrument(s)</p>	<p>General</p> <p>The Securities are fixed term products which have a return linked to the performance of the Underlying Reference(s). The return is calculated by reference to various mechanisms (including a knock-out feature). There is no capital protection.</p>
<p>C.16</p>	<p>Expiration or maturity date –exercise date</p>	<p>Exercise Date</p> <p>The Exercise Date of the Securities is 22 November 2019 or, if such day is not a business day, the immediately succeeding business day.</p> <p>Settlement Valuation Date</p> <p>The Settlement Valuation Date of the Securities is 22 November 2019, subject to certain adjustment provisions.</p> <p>Settlement Date</p> <p>The Settlement Date of the Securities is 29 November 2019.</p>
<p>C.17</p>	<p>A description of the settlement procedure of the derivative securities</p>	<p>Subject as provided in Element C.18 below, the Issuer shall pay or cause to be paid the Cash Settlement Amount (if any) for each Security by credit or transfer to the Securityholder's account with the Clearing System(s) for value on the Settlement Date, less any Expenses not already paid, such payment to be made in accordance with the rules of Clearing System(s).</p> <p>The Issuer's obligations will be discharged by payment to, or to the order of, the Clearing System(s) of the amount so paid. Each of the persons shown in the records of the Clearing</p>



		<p>System(s) as the holder of a particular amount of the Securities must look solely to relevant Clearing System(s), for their share of each such payment.</p>
<p>C.18</p>	<p>Return on derivative securities</p>	<p>Settlement</p> <p>Unless previously settled or purchased and cancelled, each Security entitles its holder to receive from the Issuer on the Settlement Date a Cash Settlement Amount equal to:</p> <p>Final Payout</p> <p>Multiple Final Payout – (Capped) Knock-Out Bonus Performance Securities</p> <p>(A) if a Knock-out Event has occurred:</p> <p>Notional Amount x (Constant Percentage 1 + Final Settlement Value 2 - Max (Final Settlement Value 2 - Cap Percentage 1, Floor Percentage 1)); or</p> <p>(B) if no Knock-out Event has occurred:</p> <p>Notional Amount x [Constant Percentage 2 + Max (Bonus Percentage, Final Settlement Value 1) - Max (Final Settlement Value 1 - Cap Percentage 2, Floor Percentage 2)]</p> <p>Expenses</p> <p>A holder of Securities must pay all taxes, duties and/or expenses, including any applicable depository charges, transaction or exercise charges, sale commissions, stamp duty, stamp duty reserve tax, issue, registration, securities transfer and/or other taxes or duties arising from the exercise and settlement of such Securities and/or the delivery or transfer of the Entitlement (as applicable) pursuant to the terms of such Securities ("Expenses") relating to such Securities.</p> <p>Remuneration and Remuneration Periods</p> <p>The Securities do not pay remuneration.</p> <p>GENERAL FORMULAS DEFINITIONS</p> <p>"Constant Percentage 1" means 0%;</p> <p>"Constant Percentage 2" means 0%;</p> <p>"Bonus Percentage" 110%;</p> <p>"Cap Percentage 1" 110%;</p> <p>"Cap Percentage 2" 110%;</p> <p>"Floor Percentage 1" means 0%;</p> <p>"Floor Percentage 2" means 0%;</p> <p>"Final Settlement Value 1 " means the Underlying Reference Value;</p>



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"Final Settlement Value 2 " means the Underlying Reference Value;
where:

"Underlying Reference Value" means, in respect of the Underlying Reference and the MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;

"Underlying Reference" means Intesa Sanpaolo S.p.A. Shares (Bloomberg Page ISP IM <Equity>) (ISIN code: IT0000072618);

"Underlying Reference Closing Price Value" means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;

"MFP Valuation Date" means the MFP Settlement Valuation Date;

"MFP Settlement Valuation Date" means the Settlement Valuation Date;

"Settlement Valuation Date" means 22 November 2019;

"Closing Price" means the official closing price of the Underlying Reference on the relevant day, as determined by the Calculation Agent, subject to certain adjustments;

"Underlying Reference Strike Price" means the arithmetic average of the Underlying Reference Closing Price Values for such Underlying Reference for all the Strike Days in the Strike Period;

In respect of the Strike Days:

"Underlying Reference Closing Price Value" means, in respect of an MFP Valuation Date, the Closing Price in respect of such day;

Where

"MFP Valuation Date" means the Strike Days;

"Strike Period" means the period from (and including) 20 Novembre 2018 to (and including) 22 November 2018

"Strike Days" means 20 November 2018, 21 November 2018 and 22 November 2018

"Knock-out Event" means that the Knock-out Value is less than the Knock-out Level on the Knock-out Determination Day;

where:

"Knock-out Level" means 62.50%;

"Knock-out Value" means the Underlying Reference Value;



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		<p>"Underlying Reference Value" means, in respect of the Underlying Reference and the MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date (ii) divided by the relevant Underlying Reference Strike Price;</p> <p>"Underlying Reference" means Intesa Sanpaolo S.p.A. Shares (Bloomberg Page ISP IM <Equity>) (ISIN code: IT0000072618);</p> <p>"Underlying Reference Closing Price Value" means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;</p> <p>"Closing Price" means the official closing price of the Underlying Reference on the relevant day, as determined by the Calculation Agent, subject to certain adjustments;</p> <p>"MFP Valuation Date" means the Knock-out Determination Day;</p> <p>"Knock-out Determination Day" means the Settlement Valuation Date;</p> <p>"Settlement Valuation Date"; means 22 November 2019;</p> <p>"Underlying Reference Strike Price" means the arithmetic average of the Underlying Reference Closing Price Values for such Underlying Reference for all the Strike Days in the Strike Period;</p> <p>In respect of the Strike Days:</p> <p>"Underlying Reference Closing Price Value" means, in respect of an MFP Valuation Date, the Closing Price in respect of such day;</p> <p>Where:</p> <p>"MFP Valuation Date" means the Strike Days;</p> <p>"Strike Period" means the period from (and including) 20 November 2018 to (and including) 22 November 2018;</p> <p>"Strike Days" means 20 November 2018, 21 November 2018 and 22 November 2018.</p> <p>"NA" means the Notional Amount;</p> <p>"Notional Amount" means Euro 1,000</p>
<p>C.19</p>	<p>Exercise price or final</p>	<p>The final reference price of the underlying will be settlement price on the Settlement Valuation Date.</p>



	reference price of the underlying	
C.20	Description of the type of the underlying and the relevant source of information	Type: share Information on the historical and ongoing performance of the Underlying Reference and its volatility can be obtained on the public website www.borsaitaliana.it .

Section D – Risks

Element	Description of Element	Disclosure requirement
D.2	Key risks specific to the Issuer(s)	<p>There are certain factors that may affect each Issuer's ability to fulfil its obligations under Securities issued under the Programme. These include the following risk factors related to the Mediobanca Group, its operations and its industry:</p> <ul style="list-style-type: none"> (i) The general economic conditions, the performance of financial markets, interest rate levels, currency exchange rates, changes in laws and regulation, changes in the policies of central banks, particularly the Bank of Italy and the European Central Bank, and competitive factors can change the level of demand for the Issuer's products and services, the credit quality of borrowers and counterparties, the interest rate margin of the Issuer between lending and borrowing costs and the value of each of the Issuer's investment and trading portfolios (ii) The European sovereign debt crisis has adversely affected, and may continue to adversely affect, the Issuer's results of operations, business and financial conditions. (iii) The Mediobanca Group has exposure to Eurozone sovereign debt. (iv) Fluctuations in interest and exchange rates may affect the Issuer's results. (v) The results of the Issuer are affected by general economic, financial and other business conditions. (vi) The credit and capital markets have been experiencing extreme volatility and disruption in recent months. (vii) Each of the Issuer's investment banking revenues, in the form of financial advisory and debt and equity underwriting fees, are directly related to the number and size of the transactions in which the Issuer participates and may be impacted by continued or further credit market dislocations or sustained market downturns. (viii) In some of each Issuer's businesses, protracted adverse market movements,



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		<p>particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity.</p> <p>(ix) In the event that the extreme volatility and disruption experienced by international and domestic markets in recent months continue in the future, the Issuer's liquidity can be adversely affected.</p> <p>(x) If the Issuer is unable to continue to respond to the competitive environment in Italy with attractive product and service offerings that are profitable for the Issuer, it may lose market share in important areas of its business or incur losses on some or all of its activities.</p> <p>(xi) If existing or potential customers believe that the Issuer's risk management policies and procedures are inadequate, the Issuer's reputation as well as its revenues and profits may be negatively affected.</p> <p>(xii) As at the date of the Base Prospectus, Mediobanca and its Group companies are not, or have not been, involved in proceedings initiated by the public authorities, legal disputes, arbitrations or administrative procedures involving claims for damages or cash payments which could have or which have, in the recent past, had significant consequences for the Group's financial position or profitability, nor are there, so far as Mediobanca is aware, any disputes, arbitrations or administrative procedures either imminent or already announced.</p> <p>(xiii) Each of the Issuers, like all financial institutions, is exposed to many types of operational risk, including the risk of fraud by employees and outsiders, unauthorised transactions by employees or operational errors, including errors resulting from faulty computer or telecommunication systems.</p> <p>(xiv) Systemic risk could adversely affect the Issuer's businesses.</p> <p>(xv) The investors should note that the portfolio of the Issuer contains so-called "over the counter" (OTC) derivatives. If the financial condition of market counterparties or their perceived creditworthiness deteriorates further, the Group may record further credit valuation adjustments on the underlying instruments insured by such parties.</p> <p>(xvi) A downgrade of Mediobanca's rating may limit Mediobanca's opportunities to extend mortgage loans and may have a particularly adverse effect on Mediobanca's image as a participant in the capital markets, as well as in the eyes of its clients.</p> <p>(xvii) Changes in the Italian and European regulatory framework could adversely affect the Issuer's business.</p> <p>(xviii) The guarantee given by the Guarantor is capped at 110 per cent. of the aggregate notional amount of any Tranche of the Securities and 110 per cent. of the remuneration on such securities due but not paid.</p>
D.6	Key	In addition, there are certain factors which are material for the purpose of assessing the risks



<p>risks specific to the securities</p>	<p>related to the Securities.</p> <p>General</p> <p>The Securities may not be a suitable investment for all investors. Investors should be aware that they may lose the value of their entire investment.</p> <p>An investment in the Securities, which are linked to the Underlying References, may entail significant risks not associated with investments in conventional securities such as debt or equity securities. Set out below is a description of the most common risks.</p> <p>Risks related to the structure of a specific issue of Securities</p> <ul style="list-style-type: none"> • The Securities involve a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks. Investors should be prepared to sustain a partial or total loss of the subscription or purchase price of the Securities. • Certain general risk factors related to the Securities referencing an Underlying Reference, including that the market price of the Securities may be volatile; that investors may receive no remuneration; that investors may lose all or a substantial portion of their principal in case of non-capital guaranteed Securities; that the Underlying References may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other securities or indices; that the timing of changes in an Underlying Reference may affect the actual yield to investors, even if the average level is consistent with their expectations; and Securities are of limited maturity and, unlike direct investments in a share, investors are not able to hold Securities beyond the Settlement Date in the expectation of a recovery in the price of the underlying. • An active secondary market may never be established or may be illiquid and this may adversely affect the value at which an investor may sell its Securities (investors may suffer a partial or total loss of the amount of their investment). • The Issuer may, but is not obliged to, list or ask for admission to trading of Securities on a stock exchange or a trading venue. If the Securities are listed or admitted to trading on any stock exchange or trading venue, there can be no assurance that at a later date, the Securities will not be delisted or that trading on such stock exchange or trading venue will not be suspended. • The Issuer or any of its Affiliates may, but is not obliged to, be a market-maker for an issue of Securities. However, during certain periods, it may be difficult, impractical or impossible for the entity acting as market-maker to quote bid and offer prices. • To the extent that an issue of Securities becomes illiquid, an investor may have to wait until the Exercise Date to realise value. • Securities are unsecured obligations; • The Cash Settlement Amount at any time prior to expiration is typically expected to be less than the trading price of such Securities at that time. The difference between the trading price and the Cash Settlement Amount, will reflect, among other things, a "time value" for the Securities. • The meetings of Securityholders provisions permit defined majorities to bind all Securityholders; • In certain circumstances Securityholders may lose the entire value of their investment;
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- The Terms and Conditions of the Securities also provide that the Fiscal Agent and the Issuer may, without the consent of Securityholders, agree to certain modifications to the conditions of the Securities.
- The Securities may have a minimum trading amount and if, following the transfer of any Securities, a Securityholder holds fewer Securities than the specified minimum trading amount, such Securityholder will not be permitted to transfer their remaining Securities prior to settlement without first purchasing enough additional Securities in order to hold the minimum trading amount;
- Prospective investors intending to purchase Securities to hedge against the market risk associated with investing in the Underlying Reference(s) should recognise the complexities of utilising Securities in this manner.
- The terms of the Securities contain no negative pledge, and the Issuer is not prohibited from incurring additional debt.
- There are no events of default under the Securities.
- Expenses and taxation may be payable in respect of the Securities.
- It is not possible to predict whether the taxation regime applicable to Securities on the date of purchase or subscription will be amended during the term of the Securities.
- The Terms and Conditions of the Securities are based on English law in effect as at the date of this Base Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of this Base Prospectus.
- The risks associated with the Securities being represented by one or more Global Securities, which will be deposited with a common depository for Euroclear and Clearstream, Luxembourg.
- If the Issuer determines that its performance under any Securities has, or that any arrangements made to hedge the Issuer's obligations under any Securities have become, (i) illegal in whole or in part for any reason, or (ii) by reason of a force majeure event (such as an act of God, fire, flood, severe weather conditions, or a labour dispute or shortage) or an act of state, impossible or impracticable, the Issuer may settle such Securities.
- The Issuer will not provide post-issuance information in relation to the Underlying Reference.
- The risks associated with it being impossible to know the amount of the Securities in circulation on the date of issue.
- The issuance of further tranches of Securities could have a negative impact on the price of the Securities.
- Some of the terms of the Securities are not known at the issue date as they will be determined on the Strike Date. Following the Strike Date, the Issuer will give notice of the actual terms. Prospective investors should review the Final Terms together with the information contained in the notice in order to ascertain the actual terms of the Securities.

Considerations Associated with specific types of Securities



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		<p>Risks associated with Multiple Final Payout - Performance Securities</p> <p>Investors may be exposed to a total loss of their investment. The return on the Securities depends on the performance of the Underlying Reference(s) and the application of knock-out features.</p> <p>Risks relating to Underlying Reference Asset(s)</p> <p>In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference (including Hybrid Securities) and an investment in such Securities will entail significant risks not associated with an investment in a conventional debt security. Risk factors in relation to Underlying Reference linked Securities include:</p> <ul style="list-style-type: none"> • exposure to one or more share, similar market risks to a direct equity investment, global depositary receipt ("GDR") or American depositary receipt ("ADR"), potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities. • The occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Securities early settlement or may result in the amount payable on scheduled settlement being different from the amount expected to be paid at scheduled settlement and consequently the occurrence of an additional disruption event and/or optional additional disruption event may have an adverse effect on the value or liquidity of the Securities. <p>Risks related to the market generally</p> <ul style="list-style-type: none"> • The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. • Certain specific information will not be known at the beginning of an offer period as they will be fixed by the end of the offer period. Prospective investors will be required to make their investment decision based on the indicative range rather than the actual data. <p>Certain considerations associated with public offers of Securities</p> <ul style="list-style-type: none"> • The Issuer will use all reasonable endeavours to maintain the listing of the Securities, provided that if it becomes impracticable or unduly burdensome or unduly onerous to maintain such listing, then the Issuer may apply to de-list the relevant Securities.
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Section E – Offer

Element	Description of Element	Disclosure requirement
E.2b	Reasons for the offer and use of proceeds	The net proceeds of the issue of each Tranche of Securities will be used for the general corporate purposes of the Issuer.



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<p>E.3</p>	<p>Terms and conditions of the offer</p>	<p>The Issuer may carry on active marketing activities in respect of the Certificates other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy ("Public Offer Jurisdictions") during the period from (and including) the first day on which the Certificates are traded on EuroTLX until the date on which the Issuer ceases to carry on active marketing activities in respect of the Certificates in the Public Offer Jurisdiction which date is expected to fall on or around 28 November 2018 ("Offer Period").</p> <p>The Offer Period is subject to adjustment by the Issuer in accordance with the applicable regulations and any adjustments to such period will be set out in one or more notices to be made available on www.mediobanca.com.</p> <p>The Certificates will be sold on the EuroTLX at the market price which will be determined by the Issuer on a continuous basis in accordance with the market conditions then prevailing.</p> <p>Depending on market conditions, the price of the Certificates shall be equal, higher or lower than the Issue Price of the Certificates.</p> <p>Certificates may be purchased from any market intermediary approved and admitted to trading on the EuroTLX by EuroTLX SIM S.p.A., and purchase and settlement of the Certificates shall be in accordance with the usual rules of EuroTLX.</p> <p>The Global Securities will be delivered to the relevant clearing system no later than on the Issue Date.</p>
<p>E.4</p>	<p>Material interests in the offer</p>	<p>The following constitute material interests with respect to the issue and/or offer of Securities:</p> <p>Mediobanca is the Issuer of the Securities and acts also as Calculation Agent and liquidity provider for the Certificates. In its capacity as Calculation Agent, Mediobanca is responsible, among the others, for determining the Cash Settlement Amount. Mediobanca is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment.</p> <p>Save as described above, so far as the Issuer is aware, no other person involved in the offer of the Securities has an interest material to the offer.</p>
<p>E.7</p>	<p>Estimated expenses</p>	<p>Not applicable.</p>