



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

MEDIOBANCA

LIMITED LIABILITY COMPANY

CAPITAL EURO 443,616,723.50

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

ISIN Code	Title of the Securities
XS1828133386	Issue of Up To EUR 20,000,000 Flexi Knock-In Certificates linked to EURO STOXX® Banks Index due 6 July 2023
XS1830294796	Issue of Up to EUR 20,000,000 "Memory Autocallable" Certificates linked to Intesa Sanpaolo S.p.A. Shares due 6 July 2021
XS1842119395	Issue of Up to 20,000 "Memory Autocallable" Certificates linked to EURO STOXX® 50 due 25 July 2022
XS1857686940	Issue of Up to 20,000 "Digital Collared" Certificates linked to EURO STOXX® 50 due 19 September 2023

(the "Securities")

Issuer

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

Notice is hereby given by the Issuer in relation to the title "**MIFID II product governance / Retail investors, professional investors and ECPs target market**" included in the Final Terms or Prospectus of the relevant Securities, which states:

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

Mediobanca Banca di Credito Finanziario S.p.A.
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Codice fiscale e numero di iscrizione al Registro delle Imprese di Milano, Monza, Brianza, Lodi:
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mediobanca.com

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 € 443.616.723,50



to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Securities to retail clients are appropriate - investment advice, portfolio management, non-advised sales and pure execution services, 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.

The above title should be disregarded and the following should apply to the Securities:

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, portfolio management and execution with appropriateness (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.

5 June 2020