



MEDIOBANCA

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LIMITED LIABILITY COMPANY

CAPITAL EURO 443,126,470

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 2,000 Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Share due 25th May 2021”

(the “Certificates”)

(ISIN Code: XS1821801906)

Issuer, Distributor and Lead Manager

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

In accordance with Paragraph 3 (iii) (Initial Reference Level) – Part A of the Issuer’s Prospectus, dated 11th May 2018, 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
XS1821801906	Intesa Sanpaolo S.p.A. Share	23 May 2018	3.0585

* The Initial Reference Level is equal to the arithmetic mean of the official closing prices of the Reference Item quoted on the Observation Dates specified in the Prospectus.

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 Prospectus (the "**Prospectus**") approved by the Central Bank of Ireland (the competent Irish Authority) on 11th May 2018. The Prospectus has been transmitted to Consob on 14th May 2018, with a certificate of approval notified by the Central Bank of Ireland.

Full information on the Issuer and the Offer can be obtained only on the basis of the Offering Documentation. The Prospectus is available on the website of the Issuer, Distributor and Lead Manager (www.mediobanca.com).

19 May 2018