



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

MEDIOBANCA

LIMITED LIABILITY COMPANY
CAPITAL EURO 443,521,470

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 EARLY REDEMPTION

relating to the public offer of

Issue of Up to 2,000 "Phoenix" Certificates linked to Saipem S.p.A. Shares due 28 June 2021

(the "Certificates")

(ISIN Code XS1834815091)

Issuer, Distributor and Lead Manager

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

Pursuant to Part A – Par. 47 d) "Automatic Early Settlement" of the Final Terms dated 6 June 2018 relating to the issue of the Certificates referred to above, the Issuer hereby gives notice that:

- on the second Automatic Early Settlement Valuation Date of 21 January 2019, the Certificates have been automatically redeemed early.

Therefore, on the Automatic Early Settlement Date of 24 January 2019, the Certificates correspond the Cash Settlement Amount according to paragraph 47 (iv) – Part A of the Final Terms.

No further payment shall be due in respect of the Certificates.

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

The Certificates have been issued under the "Issuance Programme" (the "**Base Prospectus**") approved by the Central Bank of Ireland (the competent Authority) on 24th March 2018. The Final Terms have been transmitted to Consob on 6th June 2018.

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, Distributor and Lead Manager (www.mediobanca.com).

23 January 2019

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 € 443.521.470,00