



MEDIOBANCA

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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

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 OF FINAL VALUE OF THE DISTRIBUTION FEES

relating to the public offer of

**Issue of Up to 2,000 Phoenix Certificates linked to Intesa Sanpaolo S.p.A. Shares due 17
December 2021**

(the "Certificates")

(ISIN Code XS1916289009)

Issuer, Distributor and Lead Manager

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

In accordance with Paragraph 12 ("Terms and Conditions of the Offer - Offer Price") - Part B of the Issuer's Final Terms, it is hereby stated that the final value of Distribution Fees is equal to 2.6573% per cent. of the Aggregate Notional Amount effectively placed. The Aggregate Notional Amount effectively placed is equal to Euro 9,920,000.

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

The Certificates will be issued under the "Issuance Programme" (the "**Base Prospectus**") approved by the Central Bank of Ireland (the competent Irish Authority) on 24th May 2018. The Final Terms have been transmitted to Consob on 30 November 2018.

Full information on the Issuer and the Offer can be obtained only on the basis of the combination of the Base Prospectus, the Supplement to the Base Prospectus and the Final Terms. The Base Prospectus, the Supplement to the Base Prospectus and the Final Terms are available on the website of the Issuer (www.mediobanca.com).

18 December 2018