



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 TO SECURITYHOLDERS

relating to the public offer of

Issue of Up to 2,000 Phoenix Certificates linked to AXA SA due 27 December 2021

(the "Certificates")

(Codice ISIN XS1918786986)

Issuer, Distributor and Lead Manager

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

In accordance with Paragraph 24 (Underlying Reference Strike Price) – Part A of the Issuer's Final Terms, dated 6th December 2018, it is hereby stated that the Issuer, in its role as Calculation Agent, has determined the Underlying Reference Strike Price and it states the following definitive values:

ISIN Code	Underlying Reference	Strike Days	Underlying Reference Strike Price
XS1918786986	AXA SA Shares	from 20 December 2018 to 21 December 2018	AXA SA: 18.7420



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

The Certificates have been 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 6th December 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, Distributor and Lead Manager (www.mediobanca.com).

24 December 2018