



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 the public offer of

Issue of Up to 2,000 Phoenix Certificates linked to Intesa Sanpaolo S.p.A. due 1 February 2022

(the "Certificates")

(ISIN Code XS1938382352)

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 15th January 2019, 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 Period	Underlying Reference Strike Price
XS1938382352	Intesa Sanpaolo S.p.A. Shares	from 21 January 2019 to 25 January 2019	Intesa Sanpaolo S.p.A.: 2,0394

Mediobanca Banca di Credito Finanziario S.p.A.
Piazzetta Enrico Cuccia, 1
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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 € 443.521.470,00



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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 15th January 2019.

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).

30 January 2019