



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

MEDIOBANCA

LIMITED LIABILITY COMPANY

CAPITAL EURO 443,608,088.50

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 “Cash Collect Protection Certificates linked to EURO STOXX Select Dividend 30 due 13 March 2026”

(the “Certificates”)

**issued under the
Issuance Programme**

SERIES NO: 203

TRANCHE NO: 1

ISIN CODE: XS1951230983

Issuer, Distributor and Lead Manager

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

Securityholders are hereby informed that the Issuer has noted, in the Final Terms dated 15 February 2019, a manifest error in the following paragraphs:

(i) par. 24 – Part A (Final Payout):

Multiple Final Payout – Plain Vanilla Securities:

Multiple Final Payout – Plain Vanilla KI Digital Securities:

(A) if no Knock-in Event has occurred:

Notional Amount x (Constant Percentage 1 + Bonus Coupon); or

(B) if a Knock-in Event has occurred:

Notional Amount x Constant Percentage 2

(ii) par. 44 – Part A (Knock-in Event): Applicable

If the Knock-in Value is less than or equal to the
Knock-in Level on the Knock-in Determination
Date

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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 € 443.608.088,50



therefore, due to this Notice, the Issuer advises Securityholders that the Final Terms are now amended as follows:

(i) par. 24 – Part A (Final Payout):

Multiple Final Payout – Plain Vanilla Securities:

Multiple Final Payout – Plain Vanilla KI Digital Securities:

(A) if a Knock-in Event has occurred:

Notional Amount x (Constant Percentage 1 + Bonus Coupon); or

(B) if no Knock-in Event has occurred:

Notional Amount x Constant Percentage 2

(ii) par. 44 – Part A (Knock-in Event): Applicable

If the Knock-in Value is greater than or equal to the Knock-in Level on the Knock-in Determination Date

All other terms and conditions of the Final Terms remain unchanged.

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

The Issuer accepts the responsibility for the information contained in this notice.

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 on 15 February 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 April 2019