



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 Certificates "Knock-in Reverse Convertible Securities linked to ENI S.p.A. Shares due 27 November 2023

commercially named

"Phoenix Autocallable Certificates linked to ENI S.p.A. Shares"

(the "Certificates")

(ISIN Code XS2072944387)

Issuer, Distributor and Lead Manager

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

In accordance with Paragraph 23 (Underlying Reference Strike Price) – Part A of the Issuer's Final Terms, dated 30 October 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 Date | Underlying Reference Strike Price |
|------------------|-----------------------------|--|--|
| XS2072944387 | ENI S.p.A. Shares | From (and including) 10 September 2019 up to (and including) 16 September 2019 | ENI S.p.A.: 14.1804 |

Mediobanca Banca di Credito Finanziario S.p.A.
Piazzetta Enrico Cuccia, 1
20121 Milano, Italia
Partita IVA: 10536040966
Codice fiscale e numero di iscrizione al Registro delle Imprese di Milano, Monza, Brianza, Lodi: 00714490158
Tel. +39 02 8829 1
Fax +39 02 8829 367
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 € 443,608,088.50



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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 2019. The Final Terms have been transmitted to Consob 27th August 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).

19 November 2019