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 20,000 Certificates "Knock-in Reverse Convertible Securities linked to ENEL S.p.A. Shares due 21 August 2024"

commercially named

"Phoenix Certificates linked to ENEL S.p.A. Shares"

(the "Certificates")

(Codice ISIN XS2095451956)

Issuer and Lead Manager

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

Distributor

CheBanca! S.p.A.

In accordance with Paragraph 23 (Underlying Reference Strike Price) – Part A of the Issuer's Final Terms, dated 10 January 2020, 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
XS2095451956	ENEL S.p.A. Shares	14 February 2020	ENEL S.p.A.: 8.2770

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 on 10 January 2020.

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 and Lead Manager (www.mediobanca.com) and on the website of the Distributor (www.chebanca.it).

17 February 2020