MEDIOBANCA

LIMITED LIABILITY COMPANY
CAPITAL EURO 443,616,723.50
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 AXA SA and Stellantis NV Shares due 9 September 2024"

commercially named

"Phoenix Snowball Worst of Certificates linked to AXA SA and Stellantis NV Shares" (the "Certificates")

(ISIN Code XS2297852738)

Issuer, Lead Manager and Distributor

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

With reference to the Certificates offered to the public in the period starting from 10 February 2021 to 26 February 2021, issued on 10 March 2021, communicating the following:

Due to the distribution of an extraordinary dividend to Stellantis NV shareholders (STLA IM) equal to Euro 0.32 per share, Borsa Italiana notifies the K coefficient and the adjusted lot sizes for stock option and stock features contracts on Stellantis NV shares (please refer to Borsa Italiana Announcements nr. 6600 dated 04 March 2021 and nr. 6673 dated 05 March 2021).
Therefore, the Underlying Reference Strike Price, as defined in Issuer's Final Terms, dated 9 February 2021, has been multiplied by a K coefficient in order to adjust the Underlying Reference Strike Price as published in the previous Notice to Securityholders dated on 4 March 2021.

Underlying ISIN Code: NL00150001Q9
Underlying Name: Stellantis NV

ISIN Code	Product Type	Underlying	K Coefficient	Adjusted Underlying Reference Strike Price
XS2297852738	Phoenix	Stellantis NV	0.942427	Initial Reference Level: **12.8905**

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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 25th May 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, Lead Manager and Distributor (www.mediobanca.com).

12 March 2021