



**MIFID II product governance / Retail investors, professional investors and ECPs target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate, except for pure execution services for the latter; and (iii) the following channels for distribution of the Securities to retail clients are appropriate - investment advice, and portfolio management on primary and secondary markets and execution with appropriateness on the secondary market (no distribution via execution only), subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Securities (a "**Distributor**") should take into consideration the manufacturer’s target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under MiFID II, as applicable

**UK MIFIR product governance / Retail investors, professional investors and ECPs target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**") and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA ("**UK MiFIR**"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate, except for pure execution services for the latter; and (iii) the following channels for distribution of the Securities to retail clients are appropriate - investment advice and portfolio management on primary and secondary markets and execution with appropriateness on the secondary market (no distribution via execution only), subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable. Any person subsequently offering, selling or recommending the Securities (a "**distributor**") should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable.



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

**Final Terms**

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

**Legal entity identifier (LEI): PSNL19R2RXX5U3QWHI44**

**Issue of up to 20,000 Certificates “Knock-in Reverse Convertible Securities linked to HelloFresh SE Share due 2 October 2023”**

**commercially named**

**“BG Phoenix Memory Step-Down – HelloFresh”**

**under the**

**Issuance Programme**

**SERIES NO: 471**

**TRANCHE NO: 1**

**Issue Price: EUR 1,000 per Security**

**Dealer: Mediobanca - Banca di Credito Finanziario S.p.A.**

The date of these Final Terms is 9 September 2021



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Any person making or intending to make an offer of the Securities may only do so:

- (i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 11 of Part B below, provided such person is a Dealer or an Authorised Offeror (as such term is defined in the Base Prospectus) and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be, (the “**Publication Date**”) have the right within two working days of the Publication Date to withdraw their acceptances.

## **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 25 May 2021, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the “**Supplements**”) (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”) (the “**Base Prospectus**”). The Base Prospectus has been passported into Italy in compliance with Article 25 of the Prospectus Regulation. This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on Mediobanca - Banca di Credito Finanziario S.p.A. (the “**Issuer**”) and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Securities is annexed to these Final Terms. **The Base Prospectus and each Supplement to the Base Prospectus are available for viewing at the Issuer’s registered office at Piazzetta Enrico Cuccia 1, 20121 Milan, Italy, at the Issuer’s representative office at Piazza di Spagna 15, 00187 Rome, Italy and at each office (*filiale*) of Banca Generali S.p.A. (acting as Distributor) and on the websites of the Issuer (www.mediobanca.com) and Banca Generali S.p.A.**



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([www.bancagenerali.com](http://www.bancagenerali.com)) and copies may be obtained free of charge from the Issuer upon request at its registered address and from Banca Generali S.p.A. at each of its offices (*filiale*).

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

## GENERAL PROVISIONS

The following terms apply to each series of Securities:

- |     |   |  |
|-----|---|--|
| 1.  | Issuer:   | Mediobanca - Banca di Credito Finanziario S.p.A. |
| 2.  | Guarantor:  | Not applicable                                   |
| 3.  | Series Number   | 471  |
| 4.  | Tranche Number:                                       | 1  |
| 5.  | Issue Currency:                                       | Euro (“EUR”)                                     |
| 6.  | Notional Amount of Security:                          | EUR 1,000  |
|     | Aggregate Notional Amount                             | Up to EUR 20,000,000                             |
| 7.  | Issue Price per Security                              | EUR 1,000  |
| 8.  | Trade Date:   | 2 September 2021                                 |
| 9.  | Issue Date:   | 13 October 2021                                  |
| 10. | Date of approval for issuance of Securities obtained: | 4 December 2020                                  |
| 11. | Consolidation:  | Not applicable                                   |
| 12. | Type of Securities:                                   | (a) Certificates                                 |
|     |   | (b) The Securities are Share Securities          |



The provisions of Annex 3 (*Additional Terms and Conditions for Share Securities*) shall apply.

Unwind Costs: Applicable

- 13.** Exercise Date
- The Exercise Date is 25 September 2023 or, if such day is not a Business Day, the immediately succeeding Business Day.
- 14.** Form of Securities:
- Temporary Global Security exchangeable for a Permanent Global Security which is exchangeable for Definitive Securities only in the limited circumstances specified in the Permanent Global Security
- TEFRA D Rules shall apply.
- 15.** Business Day Centre(s):
- The applicable Business Day Centres for the purposes of the definition of "Business Day" in Security Condition 3 is TARGET2 System.
- 16.** Settlement:
- Settlement will be by way of cash payment (Cash Settled Securities)
- 17.** Settlement Date:
- The settlement date for the Securities is 2 October 2023 as adjusted in accordance with the Following Business Day Convention.
- 18.** Rounding Convention for Cash Settlement Amount:
- Not applicable
- 19.** Variation of Settlement:
- (a) Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Securities.
- 20.** Redenomination:
- Applicable



21. FX Settlement Disruption Event Determination: Not applicable

22. Cash Settlement: Applicable

(i) Guaranteed Cash Settlement Amount: Not applicable

(ii) Maximum Amount Not applicable

(iii) Minimum Amount Not applicable

23. Final Payout

**MFP Payouts**

**Multiple Final Payout – Reverse Convertible Securities:**

Multiple Final Payout – KI – Reverse Convertible Securities:

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

Notional Amount  $\times$  Constant Percentage 1; or

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

Notional Amount  $\times$  Max (Constant Percentage 2+ Gearing  $\times$  Option; Floor Percentage)

Where:

“**Constant Percentage 1**” means 100%;

“**Constant Percentage 2**” means 100%;

“**Gearing**” means -1;

“**Option**” means Put;

“**Put**” means Max (Strike Percentage - Final Settlement Value; Constant Percentage 3);

“**Strike Percentage**” means 100%;

“**Final Settlement Value**” means Underlying Reference Value;



“**Constant Percentage 3**” means 0%;

“**Floor Percentage**” means 0%;

“**Underlying Reference Value**” means, in respect of the Underlying Reference and the MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date (ii) divided by the Underlying Reference Strike Price;

“**Underlying Reference**” means the Share as set out in item 31(a) below;

“**Underlying Reference Closing Price Value**” means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;

“**Closing Price**” means, the official closing price of the Underlying Reference on the relevant day, as determined by the Calculation Agent, subject to certain adjustments;

“**MFP Valuation Date**” means the MFP Settlement Valuation Date;

“**MFP Settlement Valuation Date**” means the Settlement Valuation Date;

**Strike Price Closing Value:** Applicable.

“**Underlying Reference Strike Price**” means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;

In respect of the Strike Date:

“**Underlying Reference Closing Price Value**” means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;

Where

“**MFP Valuation Date**” means the Strike Date;

Payout Switch:

Not applicable

- Payout Switch Election

Not applicable



	<ul style="list-style-type: none"><li>• Automatic Payout Switch</li></ul>	Not applicable
	<ul style="list-style-type: none"><li>• Target Switch Payout</li></ul>	Not applicable
<b>24.</b>	Entitlement:	Not applicable
<b>25.</b>	Exchange Rate	Not applicable
<b>26.</b>	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is EUR.
<b>27.</b>	Calculation Agent:	The Calculation Agent is Mediobanca – Banca di Credito Finanziario S.p.A. Piazzetta E. Cuccia, 1 20121 Milan Italy
<b>28.</b>	Governing law:	English law

#### **PRODUCT SPECIFIC PROVISIONS**

<b>29.</b>	Hybrid Securities:	Not applicable
<b>30.</b>	Index Securities:	Not applicable
<b>31.</b>	Share Securities:	Applicable
(a)	Share(s)/Share Company/Basket Company/GDR/ADR:	HelloFresh SE (Bloomberg code: HFG GY Equity)
(b)	Relative Performance Basket:	Not applicable
(c)	Share Currency:	EUR
(d)	ISIN of Share(s):	DE000A161408
(e)	Exchange(s):	Xetra



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(f)	Related Exchange(s):	Eurex
(g)	Exchange Business Day:	Single Share Basis
(h)	Scheduled Trading Day:	Single Share Basis
(i)	Weighting:	Not applicable
(j)	Settlement Price:	Official closing price
(k)	Closing Price:	Official closing price
(l)	Specified Maximum Days of Disruption:	3 (three) Scheduled Trading Days.
(m)	Valuation Time:	Scheduled Closing Time as defined in Security Condition 3
(n)	Settlement on Occurrence of an Extraordinary Event:	Delayed Settlement on Occurrence of an Extraordinary Event: Not applicable
(o)	Share Correction Period	As per Share Security Condition 1
(p)	Dividend Payment:	Not applicable
(q)	Listing Change:	Applicable
(r)	Listing Suspension:	Applicable
(s)	Illiquidity:	Not applicable
(t)	Tender Offer:	Applicable
(u)	CSR Event:	Not applicable
(v)	Hedging Liquidity Event:	Applicable



Maximum Hedging Liquidity Level: as per Share Security Condition 5.3

	(w) Dividend Protection:	Not applicable
<b>32.</b>	ETI Securities	Not applicable
<b>33.</b>	Debt Securities:	Not applicable
<b>34.</b>	Commodity Securities:	Not applicable
<b>35.</b>	Inflation Index Securities:	Not applicable
<b>36.</b>	Currency Securities:	Not applicable
<b>37.</b>	Fund Securities:	Not applicable
<b>38.</b>	Futures Securities:	Not applicable
<b>39.</b>	Credit Securities:	Not applicable
<b>40.</b>	Underlying Interest Rate Securities:	Not applicable
<b>41.</b>	OET Certificates:	Not applicable
<b>42.</b>	Additional Disruption Events and Optional Additional Disruption Events:	<p>(a) Additional Disruption Events: Applicable</p> <p>(b) Optional Additional Disruption Events: Applicable.</p>

The following Optional Additional Disruption Events apply to the Securities:

- Insolvency Filing
- Extraordinary External Event
- Jurisdiction Event
- Significant Alteration Event



Increased Cost of Hedging

(c) Settlement:

Delayed Settlement on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable

43. Knock-in Event:

Applicable

If the Knock-in Value is less than the Knock-in Level on the Knock-in Determination Day.

(a) Knock-in Valuation

Applicable

“**Knock-in Value**” means the Underlying Reference Value;

“**Underlying Reference Value**” means, in respect of the Underlying Reference and the MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date (ii) divided by the Underlying Reference Strike Price;

“**Underlying Reference**” means the Share as set out in item 31(a) above;

“**Underlying Reference Closing Price Value**” means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;

“**Closing Price**” means, the official closing price of the Underlying Reference on the relevant day, as determined by the Calculation Agent, subject to certain adjustments;

“**MFP Valuation Date**” means the Knock-in Determination Day.

**Strike Price Closing Value:** Applicable.

“**Underlying Reference Strike Price**” means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;



In respect of the Strike Date:

“**Underlying Reference Closing Price Value**” means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;

Where:

“**MFP Valuation Date**” means the Strike Date;

- |            |  |                   |
|------------|--|-------------------|
| (b)        | FX Knock-in Valuation:                         | Not applicable    |
| (c)        | Level:   | Not applicable    |
| (d)        | Knock-in Level:                                | 60%               |
| (e)        | Knock-in Period Beginning Date:                | Not applicable    |
| (f)        | Knock-in Period Beginning Date Day Convention: | Not applicable    |
| (g)        | Knock-in Determination Period:                 | Not Applicable    |
| (h)        | Knock-in Determination Day:                    | 25 September 2023 |
| (i)        | Knock-in Period Ending Date:                   | Not Applicable    |
| (j)        | Knock-in Period Ending Date Day Convention:    | Not applicable    |
| (k)        | Knock-in Valuation Time:                       | Not applicable    |
| (l)        | Knock-in Observation Price Source:             | Not applicable    |
| (m)        | Disruption Consequences:                       | Not applicable    |
| <b>44.</b> | Knock-out Event:                               | Not applicable    |

**45. PROVISIONS RELATING TO REMUNERATION IN RESPECT OF CERTIFICATES**

- |     |               |            |
|-----|---------------|------------|
| (a) | Remuneration: | Applicable |
|-----|---------------|------------|



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Coupon Switch: Not applicable

(i) Remuneration Period(s):

Not applicable

(ii) Remuneration Payment  
Date(s):

Means:

(y) in respect of Fixed Remuneration Amount Certificates:

<b>i</b>	<b>Remuneration Payment Date(s)</b>
1	01/11/2021
2	01/12/2021
3	31/12/2021
4	31/01/2022
5	03/03/2022
6	31/03/2022

(z) in respect of Linked Remuneration Amount  
Certificates provisions set out under item 45(d) below:

<b>i</b>	<b>Remuneration Valuation Dates</b>	<b>Remuneration Payment Dates</b>
1	25/04/2022	02/05/2022
2	24/05/2022	31/05/2022
3	24/06/2022	01/07/2022
4	25/07/2022	01/08/2022
5	24/08/2022	31/08/2022
6	26/09/2022	03/10/2022
7	24/10/2022	31/10/2022
8	24/11/2022	01/12/2022
9	27/12/2022	03/01/2023
10	24/01/2023	31/01/2023
11	24/02/2023	03/03/2023
12	24/03/2023	31/03/2023
13	24/04/2023	02/05/2023
14	24/05/2023	31/05/2023
15	26/06/2023	03/07/2023
16	24/07/2023	31/07/2023
17	24/08/2023	31/08/2023
18	25/09/2023	02/10/2023

Record Date(s): the second Business Day preceding the  
relevant Remuneration Payment Date.



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(iii)	Business Day Convention for Remuneration Payment Date(s):	Following
(iv)	Party responsible for calculating the Remuneration Rate(s) and Remuneration Amount(s) (if not the Calculation Agent):	Not applicable
(v)	Margin(s):	Not applicable
(vi)	Maximum Remuneration Rate:	Not applicable
(vii)	Minimum Remuneration Rate:	Not applicable
(viii)	Day Count Fraction:	Not applicable
(ix)	Remuneration to Settlement:	Not applicable
(x)	Remuneration Basis:	(i) Fixed Remuneration Amount Certificates for the Remuneration Payment Dates specified under item 45(a)(ii)(y) above;  (ii) Linked Remuneration Amount Certificates for the Remuneration Payment Dates specified under item 45(a)(ii)(z) above.
(xi)	Remuneration Rate:	Applicable

**MFP Memory Snowball Digital Coupon applicable:**

- (i) If the MFP Memory Snowball Digital Coupon Condition is satisfied in respect of MFP Coupon Valuation Date(i):



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Rate 1(i) + SumRate(i);

where:

**"Rate 1(i)"** means 1.00% for all i;

**"SumRate(i)"** means the sum of Rate 1(i) for each MFP Coupon Valuation Date, as applicable, in the period from (but excluding) the last occurring MFP Memory Snowball Date (or if none the Issue Date) to (but excluding) the relevant MFP Coupon Valuation Date; or

(ii) if the MFP Memory Snowball Digital Coupon Condition is not satisfied in respect of MFP Coupon Valuation Date(i):

Rate 2(i),

where:

**"Rate 2(i)"** means 0% for all i;

"i" means the relevant MFP Coupon Valuation Date;

**"MFP Memory Snowball Digital Coupon Condition"** means that the Snowball Barrier Value for the relevant MFP Coupon Valuation Date is equal to or greater than the Snowball Level;

**"Snowball Level"** means 60%

**"Snowball Barrier Value"** means the Underlying Reference Value;

**"Underlying Reference Value"** means, in respect of the Underlying Reference and the MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such



Underlying Reference in respect of such MFP Valuation Date (ii) divided by the Underlying Reference Strike Price;

“**Underlying Reference**” means the Share as set out in item 31(a) above;

“**Underlying Reference Closing Price Value**” means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;

“**Closing Price**” means, the official closing price of the Underlying Reference on the relevant day, as determined by the Calculation Agent, subject to certain adjustments;

“**MFP Valuation Date**” means the Knock-in Determination Day.

**Strike Price Closing Value:** Applicable.

“**Underlying Reference Strike Price**” means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;

In respect of the Strike Date:

“**Underlying Reference Closing Price Value**” means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;

Where:

“**MFP Valuation Date**” means the Strike Date;

- (b) Fixed Rate Provisions: Applicable for the Remuneration Payment Dates specified under item 45(a)(ii)(y).
- (i) Remuneration Rate(s): Not applicable
- (ii) Fixed Remuneration Amount(s): Means, for the relevant Remuneration Payment Date, the Fixed Remuneration Amount indicated in the table below

<b>i</b>	<b>Remuneration Payment Dates</b>	<b>Fixed Remuneration Amount</b>
1	01/11/2021	1.00% x Notional



		Amount of Security
2	01/12/2021	1.00% x Notional Amount of Security
3	31/12/2021	1.00% x Notional Amount of Security
4	31/01/2022	1.00% x Notional Amount of Security
5	03/03/2022	1.00% x Notional Amount of Security
6	31/03/2022	1.00% x Notional Amount of Security

- (iii) Broken Amount(s): Not applicable
- (c) Floating Rate Provisions Not applicable
- (d) Linked Remuneration Amount Certificates Applicable for the Remuneration Payment Dates specified under item 45(a)(ii)(z) – see Share Linked Remuneration Amount Certificates below
- (e) Index Linked Remuneration Amount Certificates: Not applicable
- (f) Share Linked Remuneration Amount Certificates
- (i) Share(s)/Share Company/Basket Company/GDR/ADR: As set out in item 31(a) above
- (ii) Relative Performance Basket: As set out in item 31(b) above
- (iii) Share Currency: As set out in item 31(c) above
- (iv) ISIN of Share(s): As set out in item 31(d) above
- (v) Averaging: Averaging does not apply



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(vi) Remuneration Valuation  
Time:

As set out in item 31(m) above

(vii) Remuneration Valuation  
Date(s):

<b>i</b>	<b>Dates</b>
1	25/04/2022
2	24/05/2022
3	24/06/2022
4	25/07/2022
5	24/08/2022
6	26/09/2022
7	24/10/2022
8	24/11/2022
9	27/12/2022
10	24/01/2023
11	24/02/2023
12	24/03/2023
13	24/04/2023
14	24/05/2023
15	26/06/2023
16	24/07/2023
17	24/08/2023
18	25/09/2023

(viii) Observation Dates:

Not applicable

(ix) Observation Period:

Not applicable

(x) Specified Maximum Days of  
Disruption:

As set out in item 31(l) above

(xi) Exchange(s):

As set out in item 31(e) above

(xii) Related Exchange(s):

As set out in item 31(f) above

(xiii) Exchange Business Day:

Single Share Basis

(xiv) Scheduled Trading Day:

Single Share Basis

(xv) Settlement Price:

Official closing price

(xvi) Closing Price:

Official closing price



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(xvii) Weighting:	Not applicable
(xviii) Settlement on Occurrence of an Extraordinary Event:	Delayed Settlement on Occurrence of an Extraordinary Event: Not applicable
(xix) Share Correction Period	As per Share Security Condition 1
(xx) Dividend Payment:	Not applicable
(xxi) Listing Change	Applicable
(xxii) Listing Suspension:	Applicable
(xxiii) Illiquidity:	Not applicable
(xxiv) Tender Offer:	Applicable
(xxv) CSR Event:	Not applicable
(xxvi) Hedging Liquidity Event:	Applicable Maximum Hedging Liquidity Level: as per Share Security Condition 5.3
(xxvii) Dividend Protection:	Not applicable
(g) ETI Linked Remuneration Amount Certificates:	Not applicable
(h) Debt Linked Remuneration Amount Certificates:	Not applicable
(i) Commodity Linked Remuneration Amount Certificates:	Not applicable
(j) Inflation Index Linked Remuneration Amount Certificates:	Not applicable
(k) Currency Linked Remuneration	Not applicable



Amount Certificates:

- |     |  |                |
|-----|--|----------------|
| (l) | Fund Linked Remuneration Amount Certificates:                  | Not applicable |
| (m) | Futures Linked Remuneration Amount Certificates:               | Not applicable |
| (n) | Underlying Interest Rate Linked Remuneration Amount Provisions | Not applicable |

**46. EXERCISE, VALUATION AND SETTLEMENT**

- |     |                             |   |
|-----|-----------------------------|---|
| (a) | Instalment Certificates:    | The Certificates are not Instalment Certificates. |
| (b) | Issuer Call Option:         | Not applicable                                    |
| (c) | Securityholders Put Option: | Not applicable                                    |
| (d) | Automatic Early Settlement: | Applicable  |

- (i) Automatic Early Settlement Event:

**Single Standard Automatic Early Settlement:**

If on any Automatic Early Settlement Valuation Date, the MFP AES Value is greater than or equal to the Automatic Early Settlement Level.

- (ii) Automatic Early Settlement Payout:

**MFP Automatic Early Settlement Payout:**

NA × (AES Settlement Percentage + AES Exit Rate)

Where:

"AES Settlement Percentage" means 100%;

"NA" means the Notional Amount

- (iii) Early Settlement Entitlement

Not Applicable

- (iv) Automatic Early Settlement Date(s):

i	Automatic Early Settlement Valuation Date	Automatic Early Settlement Dates
1	24/03/2022	31/03/2022
2	25/04/2022	02/05/2022
3	24/05/2022	31/05/2022



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4	24/06/2022	01/07/2022
5	25/07/2022	01/08/2022
6	24/08/2022	31/08/2022
7	26/09/2022	03/10/2022
8	24/10/2022	31/10/2022
9	24/11/2022	01/12/2022
10	27/12/2022	03/01/2023
11	24/01/2023	31/01/2023
12	24/02/2023	03/03/2023
13	24/03/2023	31/03/2023
14	24/04/2023	02/05/2023
15	24/05/2023	31/05/2023
16	26/06/2023	03/07/2023
17	24/07/2023	31/07/2023
18	24/08/2023	31/08/2023

- (v) Observation Price Source: Not applicable
- (vi) Observation Time: Not applicable
- (vii) Observation Price: Not applicable
- (viii) Capitalised Exercise Price Rounding Rule: Not applicable
- (ix) Underlying Reference Level: Not applicable
- (x) MFP AES Valuation: Applicable

“**MFP AES Value**” means the Underlying reference Value;

“**Underlying Reference Value**” means, in respect of the Underlying Reference and a MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date (ii) divided by the Underlying Reference Strike Price;

“**Underlying Reference**” means the Share as set out in item 31(a) above;

“**Underlying Reference Closing Price Value**” means, in respect of a MFP Valuation Date, the Closing Price in



respect of such day;

"**Closing Price**" means, the official closing price of the Underlying Reference on the relevant day, as determined by the Calculation Agent, subject to certain adjustments;

"**MFP Valuation Date**" means the Automatic Early Settlement Valuation Date;

**Strike Price Closing Value:** Applicable;

"**Underlying Reference Strike Price**" means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;

In respect of the Strike Date:

"**Underlying Reference Closing Price Value**" means, in respect of the MFP Valuation Date, the Closing Price in respect of such day;

Where

"**MFP Valuation Date**" means the Strike Date;

(xi) Automatic Early Settlement Level:

i	Dates	Automatic Early Settlement Level
1	24/03/2022	100%
2	25/04/2022	100%
3	24/05/2022	100%
4	24/06/2022	100%
5	25/07/2022	100%
6	24/08/2022	100%
7	26/09/2022	95%
8	24/10/2022	95%
9	24/11/2022	95%
10	27/12/2022	95%
11	24/01/2023	95%
12	24/02/2023	95%
13	24/03/2023	90%
14	24/04/2023	90%
15	24/05/2023	90%
16	26/06/2023	90%
17	24/07/2023	90%
18	24/08/2023	90%

(xii) Automatic Early Settlement Percentage(s):

Not applicable

(xiii) AES Exit Rate:

AES Rate



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“AES Rate” means 0%

(xiv) Automatic Settlement Date: Early Valuation

<b>i</b>	<b>Dates</b>
1	24/03/2022
2	25/04/2022
3	24/05/2022
4	24/06/2022
5	25/07/2022
6	24/08/2022
7	26/09/2022
8	24/10/2022
9	24/11/2022
10	27/12/2022
11	24/01/2023
12	24/02/2023
13	24/03/2023
14	24/04/2023
15	24/05/2023
16	26/06/2023
17	24/07/2023
18	24/08/2023

- (e) Strike Date: 24 September 2021
- (f) Strike Price: Not applicable
- (g) Settlement Valuation Date: 25 September 2023
- (h) Averaging: Averaging does not apply to the Securities.
- (i) Observation Dates: Not applicable
- (j) Observation Period: Not applicable
- (k) Settlement Business Day: Not applicable
- (l) Security Threshold on the Issue Date: Not applicable



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**RESPONSIBILITY**

The Issuer accepts responsibility for the information set out in these Final Terms.

Signed on behalf of the Issuer:

By:.....

By: .....

Duly authorised

Duly authorised



**PART B – OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING**

- (i) Listing: None
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX which is not a regulated market for the purpose of Directive 2014/65/EU with effect from or around the Issue Date.

The Issuer reserves the right to make further applications for the Securities to be admitted to listing and/or trading on additional markets/trading venues.

Mediobanca - Banca di Credito Finanziario S.p.A. will act as Liquidity Provider with reference to the Securities traded on EuroTLX.

**2. RATINGS**

Ratings: The Securities to be issued have not been rated.

**3. NOTIFICATION**

The Central Bank of Ireland has provided the Commissione Nazionale per la Società e la Borsa (CONSOB) with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.

**4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER/LISTING**

Mediobanca is the Issuer of the Certificates and acts also as Calculation Agent and liquidity provider for the Certificates. In its capacity as Calculation Agent, Mediobanca is responsible, among the others, for determining the Cash Settlement Amount. Mediobanca is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment.

Save as described above, so far as the Issuer is aware, no other person involved in the offer of the Securities has an interest material to the offer.



**5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

- |       |                           |  |
|-------|---------------------------|--|
| (i)   | Reasons for the offer:    | The net proceeds of the Issue of the Securities will be used for the general corporate purposes of the Issuer.   |
| (ii)  | Estimated net proceeds:   | The net proceeds of the issue of the Certificates (being the proceeds of such issue net of the fees and costs referred to in Paragraph 12 (Terms and Conditions of the Offer) here below are estimated to be up to EUR 19,462,000. |
| (iii) | Estimated total expenses: | Not applicable   |

**6. YIELD** Not applicable

**7. HISTORIC INTEREST RATES**

Historic interest rates: Not applicable

**8. FURTHER INFORMATION PUBLISHED BY THE ISSUER**

The Issuer does not intend to provide any further information on the past and future performance and/or volatility of the Underlying Reference.

**9. INFORMATION RELATING TO THE UNDERLYING REFERENCE**

Information on the past and future performance of the Underlying Reference and its volatility can be obtained on the public website on [www.boerse-frankfurt.de](http://www.boerse-frankfurt.de).

**10. OPERATIONAL INFORMATION**

ISIN:	XS2385353284
Common Code:	238535328
CFI:	DMMXXB
FISN:	MEDIOBANCA SPA/OTH DBT 20231002
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, <i>société</i>	Not applicable



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*anonyme* and the relevant  
identification number(s):

Delivery: Delivery against payment

Initial Paying Agent: BNP Paribas Securities Services,  
Luxembourg Branch  
60, avenue J.F Kennedy  
L-1855 Luxembourg

Names and addresses of additional  
Paying Agent(s) (if any): Not applicable

## 11. DISTRIBUTION

- (i) If syndicated, names and addresses of Managers and underwriting commitments: Not applicable
- (ii) Date of Subscription Agreement: Not applicable. The Issuer and Banca Generali S.p.A. (the “**Distributor**”) have signed on 9 September 2021 an appointment letter (*lettera di incarico*) in relation to the issue of the Certificates.
- (iii) Stabilising Manager(s) (if any): Not applicable
- (iv) If non-syndicated, name of Dealer: Mediobanca – Banca di Credito Finanziario S.p.A.
- (v) Non-exempt offer: An offer of the Securities may be made by the Distributor other than pursuant to Article 1(4) of the Prospectus Regulation in the Republic of Italy (“**Public Offer Jurisdictions**”) during the period from 13 September 2021 (included) until 24 September 2021 (included) (“**Offer Period**”). See further Paragraph 12 (*Terms and Conditions of the Offer*) of Part B below.
- (vi) Prohibition of Sales to EEA: Not Applicable
- (vii) Prohibition of Sales to UK Retail Investors: Not applicable



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- (viii) Prohibition of Sales to Swiss private clients: Not applicable
- (ix) Swiss withdrawal right pursuant to Article 63 para. 5 FinSA: Not applicable

## 12. TERMS AND CONDITIONS OF THE OFFER

### Offer Period:

The Securities will be distributed through door-to-door selling by means of financial promoters (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the “**Italian Financial Services Act**”) from 13 September 2021 (included) until 24 September 2021 (included), subject to any early closing or extension of the Offer Period as described below.

The Securities will be distributed through long distance selling techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act From 13 September 2021 (included) until 24 September 2021 (included), subject to any early closing or extension of the Offer Period as described below.

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early on the date (excluded) following the date on which the Certificates requested to be subscribed will be equal to the Aggregate Notional Amount of EUR 20,000,000.

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early, also in circumstances where subscription requests of Securities are not yet equal to the Aggregate Notional Amount. The Issuer and the Distributor will inform promptly the public of the early closure by means of a notice to be published on



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the website [www.mediobanca.com](http://www.mediobanca.com).

The Issuer reserves the right, in agreement with the Distributor, to withdraw the offer and cancel the issuance of the Certificates for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, all subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Certificates.

The Issuer and the Distributor will inform promptly the public of the withdrawal of the offer of the Certificates and the cancellation of the issuance of the Certificates by means of a notice to be published on the website [www.mediobanca.com](http://www.mediobanca.com).

The Issuer reserves the right, in agreement with the Distributor, to extend the Offer Period. The Issuer and the Distributor will inform the public of the postponement of the closure of the Offer Period by means of a notice to be published, within the end of the Offer Period, on the website [www.mediobanca.com](http://www.mediobanca.com).

Offer Amount: Up to EUR 20,000,000.

Offer Price: EUR 1,000 per Certificate

Placement Fees, up to 2.00 per cent., shall be paid by the Issuer to the Distributor. The final value of the Placement Fees shall be announced by notice to be published, within the Issue Date, on the Issuer's website, [www.mediobanca.com](http://www.mediobanca.com).

The total costs (including the costs described above) are represented in the Key Information Document (KID).

Investors should take into consideration that if the



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Conditions to which the offer is subject:

Certificates are sold on the secondary market after the Offer Period, the above mentioned fees included in the Offer Price are not taken into consideration in determining the price at which such Certificates may be sold in the secondary market.

The offer of the Certificates is conditional upon the Certificates having been admitted to trading on the multilateral trading facility of EuroTLX by the Issue Date. In the event that the Certificates are not admitted to trading on the multilateral trading facility of EuroTLX by the Issue Date, the Issuer reserves the right, in agreement with the Distributor, to withdraw the offer of the Certificates and cancel the issuance of the Certificates. The Issuer and the Distributor will inform the public of the withdrawal of the offer of the Certificates and the cancellation of the relevant issue by means of a notice to be published, promptly, on the website [www.mediobanca.com](http://www.mediobanca.com).

For the avoidance of doubt, upon any withdrawal of the offer of the Certificates and cancellation of the relevant issue, all subscriptions applications will become void and have no effect without further notice and no potential investor will be entitled to receive the relevant Certificates.

The Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Certificates to potential investors.

Description of the application process:

The Distributor intending to distribute Certificates through door-to-door selling (*offerta fuori sede*) pursuant to art. 30 of the Italian Financial Services Act will collect the duly executed (also by appropriate attorneys) specific acceptance forms (the “**Acceptance Forms**” (*Schede di Adesione*)), through financial advisors authorized to make off-premises offers (*consulenti finanziari abilitati all’offerta fuori sede*) pursuant to art. 31 of the Italian



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Financial Services Act.

In addition to what stated above, pursuant to art. 30, par. 6 of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of the subscription of the relevant Acceptance Form by the investor. Within such period investors may notify the relevant authorized office of the Distributor and/or financial advisors authorized to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) of their withdrawal without payment of any charge or commission.

Investors may also subscribe the Certificates through long distance selling techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act (i.e., through the trading-online platform of the Distributor or recorded telephone orders).

Furthermore, pursuant to art. 67-duodecies of Italian Legislative Decree No. 206/2005 as amended (the so-called "*Codice del Consumo*"), the validity and enforceability of contracts subscribed through long distance selling techniques is suspended for a period of 14 (fourteen) days beginning on the date of the acceptance of the offer by the relevant investor.

Within such period investors may notify the Distributor of their withdrawal without payment of any charge or commission.

In case the Certificates are placed through recorded telephone orders, the investor may subscribe for the Certificates after being identified using its identification codes and passwords.



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Subsequently, the investor will be requested to declare, among other things, that the same investor has received and ascertained the offering documentation and the risk factors contained therein, providing all personal and financial data required for the request in the Acceptance Form.

The Distributor, during the telephone call, will summarise to the investor the personal details and the investor will then confirm the correctness of such details and will give the consent to the subscription of the Certificates.

After this confirmation the investor will complete its request of adherence to the offer.

The Distributor, in case of recorded telephone orders, guarantees the Lead Manager the appropriateness and suitability of its telecommunication procedures.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not applicable

Details of the minimum and/or maximum amount of application:

The Certificates may be subscribed in a minimum subscription lot of no. 1 Security (the “**Minimum Lot**”) equal to an amount of EUR 1,000 or an integral number of Certificate greater than the Minimum Lot. There is no maximum subscription amount of the Certificate to be applied for by each investor within the Aggregate Notional Amount.

Details of the method and time limits for paying up and delivering the Securities:

The Certificates will be sold by the Issuer to the Distributor on a delivery against payment basis on the Issue Date. Prospective investors will be notified by the Distributor of the settlement arrangements in respect of the Certificates.



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Manner in and date on which results of the offer are to be made public: The results of the Offer of the Certificates will be made available to the public at the end of the Offer Period, through a notice to be published within the Issue Date on the Issuer's website [www.mediobanca.com](http://www.mediobanca.com).

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not applicable

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: The Distributor will notify applicants of amounts allotted immediately after the publication of the notice mentioned in par. "*Manner in and date on which results of the offer are to be made public*" above.

Subscription applicants will be accepted up to the Aggregate Notional Amount

Amount of any expenses and taxes specifically charged to the subscriber: See above paragraph "*Offer Price*".

Name(s) and address(es), to the extent known to the relevant Issuer, of the placers in the various countries where the offer takes place. **The Issuer is:**  
Mediobanca - Banca di Credito Finanziario S.p.A. with its registered office at Piazzetta E. Cuccia, 20121 Milan, Italy.

The Issuer also acts as lead manager (*Responsabile del Collocamento*) as defined under 93-bis of the Italian Financial Services Act (the "**Lead Manager**") and will not act as Distributor and, accordingly, will not place any Securities to the public of Italy.

**The Distributor is:**

Banca Generali S.p.A. with its registered office at Via Machiavelli, 4 - 34132 Trieste, Italy.



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Consent to use of Base Prospectus

The Issuer consents to the use of the Base Prospectus by the following financial intermediary (individual consent): Banca Generali S.p.A with its registered office at Via Machiavelli, 4 - 34132 Trieste, Italy.

Other intermediaries in case of public distribution through trading venues (including SeDeX) None

**13. SECONDARY MARKET PRICING** Applicable

A secondary market for the Certificates will be available through the multilateral trading facility of EuroTLX, where Mediobanca will act as Liquidity Provider with a maximum bid/ask spread of 1.00 per cent. under normal market conditions.

**14. SPECIFIC BUY BACK PROVISIONS** Not applicable

**15. EU BENCHMARKS REGULATION** Not applicable



## SUMMARY OF THE SPECIFIC ISSUE

### INTRODUCTION AND WARNINGS

The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.

***You are about to purchase a product that is not simple and may be difficult to understand.***

**The Securities:** Issue of up to 20,000 Certificates “Knock-in Reverse Convertible Securities linked to HelloFresh SE Share due 2 October 2023” (ISIN: XS2385353284)

**The Issuer:** Mediobanca - Banca di Credito Finanziario S.p.A., legal entity identifier (LEI) code: PSQL19R2RXX5U3QWHI44 (the “**Issuer**”). The Issuer's registered office is at Piazzetta E. Cuccia 1, 20121 Milan, Italy. The Issuer may be contacted via email at the following email address: [www.mediobanca.com](mailto:www.mediobanca.com) or via phone at the following telephone number: (+39) 0288291.

**Authorised Offeror:** The Authorised Offeror is Banca Generali S.p.A. (the “**Distributor**”) with its address at Via Machiavelli, 4 - 34132 Trieste, Italy.

**Competent authority:** The Base Prospectus was approved on 25 May 2021 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).

### KEY INFORMATION ON THE ISSUER

#### Who is the Issuer of the Securities?

**Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation:** Mediobanca – Banca di Credito Finanziario S.p.A. (“Mediobanca”), LEI code: PSQL19R2RXX5U3QWHI44. Mediobanca was established in Italy. Mediobanca is a company limited by shares under Italian law with registered office at Piazzetta E. Cuccia 1, 20121 Milan, Italy. Mediobanca holds a banking licence from the Bank of Italy authorising it to carry on all permitted types of banking activities in Italy. Mediobanca is a bank organised and existing under the laws of Italy, carrying out a wide range of banking, financial and related activities throughout Italy.

**Issuer's principal activities:** As stated in Article 3 of its Articles of Association, Mediobanca's purpose is to raise funds and provide credit in any of the forms permitted especially medium- and long-term credit to corporates. Within the limits laid down by current regulations, Mediobanca may execute all banking, financial and intermediation-related operations and services, and carry out any transaction deemed to be instrumental to or otherwise connected with the achievement of Mediobanca's purpose.

**Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:** Mediobanca is the parent company of the Mediobanca Group and is not dependent upon other entities within the Mediobanca Group. Based on the shareholders' register and publicly available information as at 13 February 2021, the following individuals and entities own directly or indirectly financial instruments representing share capital with voting rights in excess of 3% of the Mediobanca's share capital, directly or indirectly, are listed below:

Shareholder	No. of shares	% of share capital
Leonardo Del Vecchio <sup>(1)</sup>	87,738,958	13.17%
BlackRock group <sup>(2)</sup>	44,171,756	3.98%
Mediolanum group <sup>(3)</sup>	29,095,110	3.28%

(1) Indirect participation held via Delfin S.A.R.L. (10.16%).

(2) In addition to this 3.15% investment, a further stake is owned indirectly by BlackRockInc. (NY), via fifteen asset management subsidiaries (cf. form 120 B of 6 August 2020), 0.69% of which as potential investment and 0.13% in other long positions with settlement in cash.

(3) Of which MEDIOLANUM VITA S.p.A. (0.74%) and BANCA MEDIOLANUM S.p.A. (2.60%).

**Key managing directors:** members of the Board of Directors are: Renato Pagliaro (Chairman), Maurizia Angelo Comneno (Deputy Chair), Alberto Nagel (CEO), Francesco Saverio Vinci (General Manager), Virginie Banet (Director), Maurizio Carfagna (Director), Laura Cioli (Director), Maurizio Costa (Director), Angela Gamba (Director), Valérie Hortefeux (Director), Maximo Ibarra (Director), Alberto Lupoi (Director) Elisabetta Magistretti (Director) Vittorio Pignatti-Morano (Director) Gabriele Villa (Director).



**Statutory auditors:** statutory audit committee of the Issuer is composed as follows: Francesco di Carlo (Chairman), Ambrogio Virgilio (Standing Auditor), Elena Pagnoni (Standing Auditor), Roberto Moro (Alternate Auditor), Stefano Sarubbi (Alternate Auditor), Marcella Caradonna (Alternate Auditor).

### What is the key financial information regarding the Issuer?

Mediobanca derived the selected consolidated financial information included in the table below for the years ended 30 June 2019 and 2020 from the audited consolidated financial statements for the financial year ended 30 June 2019 and 2020 and for the six months ended 31 December 2020 and from the unaudited non-consolidated interim financial statements of Mediobanca as at and for the six months ended 31 December 2020.

#### Income statement

<i>EUR millions, except where indicated</i>	<b>30.6.19(*)</b>	<b>30.6.20(**)</b>	<b>31.12.20</b>
*Net interest income (or equivalent)	1,395.6	1,442.2	720.4
*Net fee and commission income	611.2	630.2	382.8
*Loan loss provisions	(222.6)	(374.9)	(117.7)
*Total income	2,524.7	2,513.0	1,300.8
*Profit before tax	1,084.1	795.3	571.7
*Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	823.0	600.4	410.6

#### Balance sheet

<i>EUR millions, except where indicated</i>	<b>30.6.19(*)</b>	<b>30.6.20(**)</b>	<b>31.12.20</b>
*Total assets	78,244.7	78,949.7	83,335.1
*Senior debt	6,695.9	6,824.5	7,282.5
*Subordinated debt	2,452.2	2,441.2	2,065.7
*Loans and receivables from customers (net)	44,393.7	46,685.1	48,127.8
*Deposits from customers (°)	22,449.6	23,807.4	24,625.4
*Total Group net equity	9,898.9	9,740.1	10,569.4
of which: share capital	443.6	443.6	443.6
	<b>30.6.19(*)</b>	<b>30.6.20(**)</b>	<b>31.12.20</b>
#Non performing loans (based on net carrying amount/Loans and receivables) (°°)	1,782.3	1,954.2	1,653.0
#Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance (%)	14.09%	16.13%	16.17%
#Total Capital Ratio	17.46%	18.82%	18.98%
#Leverage Ratio calculated under applicable regulatory framework (%)	8.37%	9.70%	9.42%

#### #Value as outcome from the most recent Supervisory Review and Evaluation Process ("SREP")

(\*) The financial information relating to the financial year ended 30 June 2019 has been extracted from Mediobanca's audited consolidated financial statements as of and for the year ended 30 June 2019, which have been audited by PricewaterhouseCoopers S.p.A., Mediobanca's external auditors.

(\*\*) The financial information relating to the financial year ended 30 June 2020 has been extracted from Mediobanca's audited consolidated financial statements as of and for the year ended 30 June 2020, which have been audited by PricewaterhouseCoopers S.p.A., Mediobanca's external auditors.

(°) Deposits from customers include both Retail and Private Banking deposits.

(°°) The item does not include NPLs acquired by MBCredit Solution

**Qualifications in the audit report:** PricewaterhouseCoopers S.p.A audit reports on the Issuer's consolidated financial statements for the financial years ending 30 June 2019 and on the Issuer's consolidated financial statements for the financial year ending 30 June 2020 were issued without qualification or reservation.

### What are the key risks that are specific to the Issuer?

The Issuer and Mediobanca Group is subject to the following key risks:

- The evolution of the macroeconomic scenario could negatively affect the economic and financial situation of the Issuer and/or of the Mediobanca Group, and in particular its liquidity, profitability and capital solidity, leading the Issuer and/or the Mediobanca Group to incur losses, increase the cost of financing and reduce the value of assets held. The Issuer's performance is also influenced by the general economic situation, both national and for the Eurozone as a whole, and by the trend on financial markets, in particular by the solidity and growth prospects of the geographical areas in which the Issuer operate. The macroeconomic scenario currently reflects considerable areas of uncertainty, in relation to: (a) the trends in the real economy with reference to the prospects of recovery and growth in the national economy and/or resilience of growth in the economies of those countries, such as the United States and China, which have delivered growth, even substantial, in recent years; (b) future developments in the monetary policy of the European Central Bank for the Eurozone area, and the U.S. Federal Reserve Board for the US dollar area, and the policies implemented by various countries to devalue their own currencies for competitive reasons; (c) the sustainability of the sovereign debt of certain countries, and the tensions noted more or less frequently on financial markets. In this respect, the outbreak of Covid-19 pandemic, which began in China at the end of January 2020 and expanded globally in a few months, has had and is still having significant negative consequences on the overall scenario and in turn on the Italian banking sector in which the Issuer operates. Furthermore, the measures implemented by the competent authorities, and mainly the Italian Government, on the one side, helped facing the



health emergency, while on the other had massive negative consequences in human, social and economic terms. Indeed, such measures led to a reduction in revenues on the majority of the corporate customers, an increase of costs related to the actions necessary to contain and prevent the spread of Covid-19 and, in turn, on the ability to pay existing debt (potentially also vis-à-vis the Issuer) and on current employment levels. Any of such circumstances may have an impact on the Issuer's results and, in turn, on the Issuer's ability to pay remuneration or repay principal repayment amount under the Securities. Despite the actions taken so far by the Italian government, the regulatory bodies of the European Union and the relevant member states to mitigate the negative impacts of the anti-Covid-19 measures and support the economic recovery, significant uncertainties still remain about the evolution, severity and duration of the pandemic. Should the Covid-19 pandemic and the consequent economic crisis situation persist in the forthcoming months, further negative impacts may arise on the Issuer's business situation, also due to the fact that such crisis situation increase the materiality of most of the risks to which the Issuer is exposed to, which are detailed below, and in turn the Group's results and financial condition might be materially adversely affected.

- Fluctuations in interest rates in Italy and in the other markets in which the Mediobanca Group operates influence the Mediobanca Group's performance. The results of each Issuer's banking operations are affected by its management of interest rate sensitivity (i.e. Interest rate sensitivity refers to the relationship between changes in market interest rates and changes in net interest income). A mismatch of interest-earning assets and interest-bearing liabilities in any given period, which tends to accompany changes in interest rates, may have a material effect on the Issuer's financial condition or results of operations.
- The risk arising from the impact of the economy and business climate on the credit quality of the Issuer's borrowers and counterparties, including sovereign states, can affect the overall credit quality and the recoverability of loans and amounts due from counterparties. The Issuer are therefore exposed by its very nature to potential changes in the value of financial instruments, including securities issued by sovereign states, due to fluctuations in interest rates, exchange rates and currencies, stock market and commodities prices and credit spreads, and/or other risks.
- The credit and capital markets have been experiencing extreme volatility and disruption in recent months. To the extent that any of the instruments and strategies the Issuer use to hedge or otherwise manage their exposure to credit or capital markets risk are not effective, the Issuer may not be able to mitigate effectively their risk exposures in particular market environments or against particular types of risk. The Issuer's trading revenues and interest rate risk are dependent upon their ability to identify properly, and mark to market, changes in the value of financial instruments.
- The Issuer's investment banking revenues, in the form of financial advisory and debt and equity underwriting fees, are directly related to the number and size of the transactions in which the Issuer participate and may be impacted by continued or further credit market dislocations or sustained market downturns. Sustained market downturns or continued or further credit market dislocations and liquidity issues would also likely lead to a decline in the volume of capital market transactions that the Issuer execute for their clients and, therefore, to a decline in the revenues that it receives from commissions and spreads earned from the trades the Issuer executes for its clients. In addition, particularly during market downturns, the Issuer may face additional expenses defending or pursuing claims or litigation related to counterparty or client defaults.

## KEY INFORMATION ON THE SECURITIES

### What are the main features of the Securities?

#### ***Type, class and security identification number***

The Securities are Certificates. The ISIN is: XS2385353284. The Common Code is: 238535328. The CFI is: DMMXXB. The FISN is: MEDIOBANCA SPA/OTH DBT 20231002. The Series Number of the Securities is 471. The Tranche number is 1. The Securities are governed by English law. The Securities are cash settled Securities.

#### ***Currency, calculation amount, aggregate notional amount and settlement date of the Securities***

Subject to compliance with all relevant laws, regulations and directives, the Securities are issued in EUR.

The issue price per the Security is EUR 1,000. (the "**Issue Price**"). The calculation amount is EUR 1,000. The aggregate notional amount of the Securities to be issued is up to EUR 20,000,000.

Settlement Date: 2 October 2023. This is the date on which the Securities are scheduled to be settled, subject to an early settlement of the Securities.

#### ***Rights attached to the Securities***

The product offers the total protection of the Notional Amount per Securities under the occurrence of certain conditions, therefore the investor might incur in a capital loss of 100 per cent. of the Notional Amount.

This product is linked to the performance of the Reference Underlying and is designed to correspond, to the occurrence of certain conditions: i) at maturity date, a cash settlement amount equal to 100 per cent. of the Notional Amount per Securities and, ii) on specific dates, a conditional remuneration with a memory effect and an unconditional remuneration, unless automatic early redemption Event occurs.

In particular, on the Settlement Date, the product will correspond a redemption amount as determined on the Settlement Valuation



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Date as follows:

- a) if the Performance of the Underlying Reference is greater than or equal to the Barrier Level, investors will receive a cash settlement amount equal to 100 per cent. of the Notional Amount per Securities;
- b) if the Performance of the Underlying Reference is less than the Barrier Level, investors will receive a cash settlement amount equal to 100 per cent. of the Notional Amount per Securities multiplied by the Performance of the Underlying Reference. In this case, investors would incur in a partial or total loss of the amount invested.

The product pays in addition:

- i) a Conditional Remuneration, on the relevant Conditional Remuneration Payment Date, if the Performance of the Underlying Reference is greater than or equal to the Conditional Remuneration Payment Level on the relevant Conditional Remuneration Valuation Date. If this condition occurs, the product pays an amount equal to the sum of the Conditional Remunerations not paid on the preceding Conditional Remuneration Payment Dates (memory effect). Otherwise, investors will not receive any Conditional Remuneration.
- ii) an Unconditional Remuneration, on the relevant Unconditional Remuneration Payment Date.

If an Automatic Early Settlement Event occurs, the product expires and will be early redeemed and investors will receive, monthly starting from (and including) 31/03/2022 to (and including) 31/08/2023, a redemption amount equal to 100 per cent of Notional Amount per Security. If an Automatic Early Settlement Event occurs, the product early redeems and no other payments will be corresponded to the investors.

**Notional Amount per Securities:** EUR 1,000

**Issue Date:** 13/10/2021

**Issue Price:** EUR 1,000

**Maturity Date:** 02/10/2023

**Underlying Reference:** HelloFresh SE Share

**Performance:** is calculated as the percentage of the ratio of the Final Reference Level of the Underlying Reference to the Initial Reference Level

**Initial Reference Level:** closing price of the Underlying Reference on the Initial valuation Date

**Final Reference Level:** closing price of the Underlying Reference on Final Valuation Date, on the Conditional Remuneration Valuation Date and on the Automatic Early Settlement Valuation Date

**Initial Valuation Date:** 24/09/2021

**Settlement Date:** 02/10/2023

**Final Valuation Date:** 25/09/2023

**Barrier Level:** 60%

**Unconditional Remuneration:** 1.00%

**Unconditional Remuneration Payment Date:** monthly starting from (and including) 01/11/2021 to (and including) 31/03/2022

**Conditional Remuneration:** 1.00%

**Conditional Remuneration Payment Level:** 60%

**Conditional Remuneration Valuation Date:** monthly observation starting from (and including) 25/04/2022 to (and including) 25/09/2023

**Conditional Remuneration Payment Date:** monthly starting from (and including) 02/05/2022 to (and including) 02/10/2023. The last payment date is equal to the Settlement Date

**Automatic Early Settlement Level:** 100%, 95% and 90%, depending on the relevant Automatic Early Settlement Valuation Date

**Automatic Early Settlement Event:** occurs when on the Automatic Early Settlement Valuation Date, the Performance of the Underlying Reference is greater than or equal to the Automatic Early Settlement Level.

**Automatic Early Settlement Valuation Date:** monthly from 24/03/2022 to 24/08/2022 (100%), from 26/09/2022 to 24/02/2023 (95%), from 24/03/2023 to 24/08/2023 (90%). All the dates are included.

**Trading Market:** Multilateral Trading System – EuroTLX®

**Record Date:** the second Business day preceding the relevant Unconditional Remuneration Payment Date and the relevant Conditional Remuneration Payment Date

**Business Day Convention:** Following. All dates are subject to the Business Day Convention.

**Payments in respect of Securities in global form:** All payments in respect of Securities represented by a Global Security will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Securities, surrender of that Global Security to or to the order of the Fiscal Agent or such other Paying Agent as shall have been notified to the Securityholders for such purpose. A record of each payment so made will be endorsed on each Global Security, which endorsement will be *prima facie* evidence that such payment has been made in respect of the Securities.

**Payments in respect of Securities in definitive form:** All payments in respect of the Securities in definitive form shall be made against presentation and surrender of the relevant Securities at the specified office of any Paying Agent outside the United States by a cheque payable in the currency in which such payment is due drawn on, or, at the option of the holder, by transfer to an account denominated in that currency with a bank in the principal financial centre of that currency; provided that in the case of Euro, the transfer may be to a Euro account.



**Illegality and force majeure:** If the Issuer determines that the performance of its obligations under the Securities or that any arrangements made to hedge the Issuer's obligations under the Securities have become (i) illegal in whole or in part for any reason, or (ii) by reason of a *force majeure* event (such as an act of God, fire, flood, severe weather conditions, or a labour dispute or shortage) or an act of state, impossible or impracticable the relevant Issuer may settle the Securities by giving notice to Securityholders.

**Further issues and consolidation:** The Issuer may from time to time without the consent of the Securityholders create and issue further Securities so as to be consolidated with and form a single series with the outstanding Securities.

**Substitution:** Subject to the fulfilment of certain conditions, Mediobanca may at any time (subject to certain conditions as provided in the Terms and Conditions) without the consent of the Securityholders, substitute Mediobanca International, or any other third party entity as Issuer in place of Mediobanca.

**Seniority of the Securities:** The Securities are issued by the relevant Issuer on an unsubordinated basis. The Securities will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank *pari passu* among themselves and (save for certain obligations required to be preferred by law and subject to the application of the bail-in legislation applicable to the Issuer) equally with all other unsecured obligations other than unsubordinated obligations, if any, of the Issuer from time to time outstanding. Each holder of the Securities acknowledges, accepts, consents and agrees, by its acquisition of the Securities, to be bound by the exercise of, any bail-in power by the relevant resolution authority in respect of the Securities. Any exercise of such bail-in power or other action taken by a resolution authority in respect of the Issuer could materially adversely affect the value of and return on the Securities.

**Any restrictions on the free transferability of the Securities:** there are restrictions on sales of the Securities into, amongst other jurisdictions, the United States, the European Economic Area (including Italy), the United Kingdom and Japan.

#### **Where will the Securities be traded?**

Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX which is not a regulated market for the purpose of Directive 2014/65/EU with effect from or around the Issue Date.

The Issuer reserves the right to make further applications for the Securities to be admitted to listing and/or trading on additional markets/trading venues.

#### **What are the key risks that are specific to the Securities?**

The Securities are subject to the following key risks:

##### **General**

- The Securities may not be a suitable investment for all investors. Investors should be aware that they may lose the value of their entire investment or part of it, as the case may be. An investment in the Securities, which are linked to the Underlying References, may entail significant risks not associated with investments in conventional securities such as debt or equity securities. Set out below is a description of the most common risks.

##### **Risks related to the structure of a specific issue of Securities**

- The Securities involve a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks. Investors should be prepared to sustain a partial or total loss of the subscription or purchase price of the Securities. Certain general risk factors related to the Securities referencing an Underlying Reference, including that the market price of the Securities may be volatile; that investors may receive no remuneration; that investors may lose all or a substantial portion of their principal in case of non-capital guaranteed Securities; that the Underlying References may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other securities or indices; that the timing of changes in an Underlying Reference may affect the actual yield to investors, even if the average level is consistent with their expectations;; and Securities are of limited maturity and, unlike direct investments in a share, investors are not able to hold Securities beyond the Settlement Date in the expectation of a recovery in the price of the underlying.
- The Issuer may, but is not obliged to, list or ask for admission to trading of Securities on a stock exchange or a trading venue. If the Securities are listed or admitted to trading on any stock exchange or trading venue, there can be no assurance that at a later date, the Securities will not be delisted or that trading on such stock exchange or trading venue will not be suspended. The Issuer or any of its Affiliates may, but is not obliged to, be a market-maker for an issue of Securities. However, during certain periods, it may be difficult, impractical or impossible for the entity acting as market-maker to quote bid and offer prices. Even if the relevant Issuer or such other entity is a market-maker for an issue of Securities, the secondary market for such Securities may be limited.

##### **Considerations Associated with specific types of Securities**

- Risks associated with Multiple Final Payout - Reverse Convertible Securities

Investors may be exposed to a partial or total loss of their investment. The return on the Securities depends on the performance of the Underlying Reference(s) and the application of a knock-in event occurs.

In addition, the value of the Securities and the amount that Securityholders receive upon an Automatic Early Settlement may not correlate with the value of the Underlying Reference, which may trigger such Automatic Early Settlement.

##### **Risks relating to Underlying Reference Asset(s)**



- In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference (including Hybrid Securities) and an investment in such Securities will entail significant risks not associated with an investment in a conventional debt security. Risk factors in relation to Underlying Reference linked Securities include:  
exposure to one or more share, similar market risks to a direct equity investment, global depositary receipt ("**GDR**") or American depositary receipt ("**ADR**"), potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities.
- The occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Securities early settlement or may result in the amount payable on scheduled settlement being different from the amount expected to be paid at scheduled settlement and consequently the occurrence of an additional disruption event and/or optional additional disruption event may have an adverse effect on the value or liquidity of the Securities.

#### **Risks related to the market generally**

- The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities.
- Certain specific information will not be known at the beginning of an offer period as they will be fixed by the end of the offer period. Prospective investors will be required to make their investment decision based on the indicative range rather than the actual data
- Issue price and offer price of the Securities include placement fees. The placement fees shall be paid by the Issuer to the Distributor. Any such fees may not be taken into account for the purposes of determining the price of such Securities on the secondary market and could result in a difference between the original issue price and/or offer price, the theoretical value of the Securities, and/or the actual bid/offer price quoted by any intermediary in the secondary market.

#### **Certain considerations associated with public offers of Securities**

- The Issuer has the right under certain conditions to withdraw the offer in relation to the Securities, which in such circumstances will be deemed to be null and void. Investors who have already paid or delivered subscription monies for the relevant Securities will be entitled to reimbursement of such amounts, but will not receive any compensation that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of such amounts.

### **KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET**

#### **Under which conditions and timetable can I invest in the Securities?**

##### **Terms and conditions of the offer**

The Securities will be offered to the public in Italy during the period from 13 September 2021 (included) until 24 September 2021 (included) ("**Offer Period**"), subject to any early closing or extension of the Offer Period as described below.

The Securities will be distributed (i) through door-to-door selling by means of financial advisors (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "**Italian Financial Services Act**") from 13 September 2021 (included) until 24 September 2021 (included), and (ii) through long distance selling techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act from 13 September 2021 (included) until 24 September 2021 (included), all subject to any early closing or extension of the Offer Period as described below.

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early on the date (excluded) following the date on which the Certificates requested to be subscribed will be equal to the Aggregate Notional Amount of EUR 20,000,000.

The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early, also in circumstances where subscription requests of Securities are not yet equal to the Aggregate Notional Amount. The Issuer and the Distributor will inform promptly the public of the early closure by means of a notice to be published on the website [www.mediobanca.com](http://www.mediobanca.com).

The Issuer reserves the right, in agreement with the Distributor, to withdraw the offer and cancel the issuance of the Certificates for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, all subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Certificates. The Issuer and the Distributor will inform promptly the public of the withdrawal of the offer of the Certificates and the cancellation of the issuance of the Certificates by means of a notice to be published on the website [www.mediobanca.com](http://www.mediobanca.com). The Issuer reserves the right, in agreement with the Distributor, to extend the Offer Period. The Issuer and the Distributor will inform the public of the postponement of the closure of the Offer Period by means of a notice to be published, within the end of the Offer Period, on the website [www.mediobanca.com](http://www.mediobanca.com).

The offer of the Securities is conditional upon the Securities having been admitted to trading on the multilateral trading facility of EuroTLX by the Issue Date. In the event that the Securities are not admitted to trading on the multilateral trading facility of EuroTLX by the Issue Date, the Issuer reserves the right, in agreement with the Distributor, to withdraw the offer of the Securities and cancel the issuance of the Securities. The Issuer and the Distributor will inform the public of the withdrawal of the offer of the Securities and the cancellation of the relevant issue by means of a notice to be published, promptly, on the website [www.mediobanca.com](http://www.mediobanca.com).



The Distributor intending to distribute Certificates through door-to-door selling (*offerta fuori sede*) pursuant to art. 30 of the Italian Financial Services Act will collect the duly executed (also by appropriate attorneys) specific acceptance forms (the **“Acceptance Forms”** (*Schede di Adesione*)), through financial advisors authorized to make off-premises offers (*consulenti finanziari abilitati all’offerta fuori sede*) pursuant to art. 31 of the Italian Financial Services Act. In addition to what stated above, pursuant to art. 30, par. 6 of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of the subscription of the relevant Acceptance Form by the investor. Within such period investors may notify the relevant authorized office of the Distributor, and/or financial advisors authorized to make off-premises offers (*consulenti finanziari abilitati all’offerta fuori sede*) of their withdrawal without payment of any charge or commission. Investors may also subscribe the Certificates through long distance selling techniques (*tecniche di comunicazione a distanza*) pursuant to article 32 of the Italian Financial Services Act (i.e., through the trading-online platform of the Distributor or recorded telephone orders). Furthermore, pursuant to art. 67-duodecies of Italian Legislative Decree No. 206/2005 as amended (the so-called **“Codice del Consumo”**), the validity and enforceability of contracts subscribed through long distance selling techniques is suspended for a period of 14 (fourteen) days beginning on the date of the acceptance of the offer by the relevant investor. Within such period investors may notify the Distributor of their withdrawal without payment of any charge or commission. In case the Certificates are placed through recorded telephone orders, the investor may subscribe for the Certificates after being identified using its identification codes and passwords. Subsequently, the investor will be requested to declare, among other things, that the same investor has received and ascertained the offering documentation and the risk factors contained therein, providing all personal and financial data required for the request in the Acceptance Form. The Distributor, during the telephone call, will summarise to the investor the personal details and the investor will then confirm the correctness of such details and will give the consent to the subscription of the Certificates. After this confirmation the investor will complete its request of adherence to the offer. The Distributor, in case of recorded telephone orders, guarantees the Lead Manager the appropriateness and suitability of its telecommunication procedures. The Securities may be subscribed in a minimum subscription lot of no. 1 Security (the **“Minimum Lot”**) equal to an amount of EUR 1,000. There is no maximum subscription amount of the Certificate to be applied for by each investor within the Aggregate Notional Amount. The result of the offer of the Securities will be made available to the public at the end of the Offer Period, through a notice to be published within the Issue Date on the Issuer’s website [www.mediobanca.com](http://www.mediobanca.com). The Global Securities will be delivered to the relevant clearing system no later than on the Issue Date.

***Estimated expenses or taxes charged to investor by issuer***

Not applicable - No expenses will be specifically charged to the investors who purchase Securities by the Issuer.

The Offer Price includes, per each Notional Amount per Certificate, the following fees and costs:

- Placement fees: up to 2.00 per cent in respect of Aggregate Notional Amount effectively placed. The final value of the Placemen Fees shall be announced by notice to be published, within the Issue Date, on the Issuer’s website [www.mediobanca.com](http://www.mediobanca.com).

The total costs (including the costs described above) are represented in the Key Information Document (KID).

Investors should take into consideration that if the Certificates are sold on the secondary market after the Offer Period, the above mentioned fees included in the Offer Price are not taken into consideration in determining the price at which such Certificates may be sold in the secondary market.

**Who is the offeror and/or the person asking for admission to trading?**

The Issuer is the entity requesting for the admission to trading of the Securities.

**Why is the Prospectus being produced?**

***Use and estimated net amount of proceeds***

The estimated net amount of proceeds is EUR 19,462,000. The net proceeds of the issue of the Securities will be used for the general corporate purposes of the Issuer.

***Underwriting agreement on a firm commitment basis:*** The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

***Description of the most material conflicts of interest pertaining to the offer or the admission to trading***

The following constitute material interests with respect to the issue and/or offer of Securities:

Mediobanca is the Issuer of the Securities and acts also as Calculation Agent and liquidity provider for the Certificates. In its capacity as Calculation Agent, Mediobanca is responsible, among the others, for determining the Cash Settlement Amount. Mediobanca is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment. Save as described above, so far as the Issuer is aware, no other person involved in the offer of the Securities has an interest material to the offer.