



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

MEDIOBANCA

LIMITED LIABILITY COMPANY
CAPITAL EURO 443.640.006,50
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 1,000 Certificates "Knock-in Reverse Convertible Securities linked to Cisco Systems Inc/Delaware and JPMorgan Chase & Co Shares due 3 June 2025"

commercially named

"Phoenix Snowball Worst of Certificates linked to Cisco Systems Inc/Delaware and JPMorgan Chase & Co Shares"

(the "Certificates")

(ISIN Code XS2409342305)

Issuer, Lead Manager and Distributor

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Securityholders are hereby informed that an error occurred with the reference to the definition of the Underlying Reference Strike Price contained in the Paragraph 23 (Final Payout), Paragraph 43(a) (Knock-in Valuation), Paragraph 45(a)(xi) (Remuneration Rate) and Paragraph 46(d)(xi) (MFP AES Valuation) - Part A of the Issuer's Final Terms dated 15 November 2021.

Therefore, due to this Notice, the Issuer advises Securityholders that definition of the Underlying Reference Strike Price contained in the paragraphs of the Final Terms mentioned above is now amended as follows:

"Underlying Reference Strike Price" means the arithmetic average of the Underlying Reference Closing Price Values for such Underlying Reference for all the Strike Days in the Strike Period;

In respect of the Strike Days:

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

Where

"MFP Valuation Date" means Strike Days;

"Strike Period" means the period from (and including) 22 November 2021 to (and including) 26 November 2021;

"Strike Days" means 22 November 2021, 23 November 2021, 24 November 2021, 25 November 2021 and 26 November 2021;



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"Averaging Date Consequences": *Applicable, in the event that a Strike Day is a Disrupted Day: Postponement;*

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

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

The 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 2021.

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 the Final Terms are available on the website of the Issuer, Lead Manager and Distributor (www.mediobanca.com).

6 December 2021