



MEDIOBANCA

Final Terms

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

**Issue of Up to 15,000 Autocallable Certificates linked to Unicredit S.p.A. Share due 13th
November 2020**

**under the
Issuance Programme**

SERIES NO: 79

TRANCHE NO: 1

Issue Price: Euro 1,000 per Security

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

The date of these Final Terms is 22 September 2017



The Base Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Securities in any member state of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (as amended) (the "**Prospectus Directive**") (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Securities. Accordingly any person making or intending to make an offer of the Securities may only do so:

- (i) in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or
- (ii) in that Public Offer Jurisdiction mentioned in Paragraph 11 (*Non-exempt offer*) of Part B below, provided such person is one of the persons mentioned in Paragraph 11 (*Non-exempt offer*) of Part B below and that such offer is made during the Offer Period specified for such purpose in Paragraph 12 (*Terms and Conditions of the Offer*) of Part B below.

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

This document constitutes the Final Terms relating to the issue of Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Securities (the "**Conditions**") set forth in the Base Prospectus dated 16 March 2017, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as supplemented from time to time. Full information on 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. The Base Prospectus is 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 CheBanca! S.p.A. (acting as Distributor) and on the websites of the Issuer (www.mediobanca.com) and CheBanca! S.p.A. (www.chebanca.it) and copies may be obtained from the Issuer upon request at its registered address and from CheBanca! S.p.A. at each of its offices (*filiale*).

A specific summary of the individual issue is annexed to these Final Terms.



PART A – GENERAL

GENERAL PROVISIONS

	Series details:	
(i)	Series Number:	79
(ii)	Tranche Number:	1
(iii)	No. of Securities:	Up to 15,000
(iv)	No. of Securities per Unit	Not applicable
(v)	Issue price per Security	Euro 1,000
(vi)	Issue Date:	6 November 2017
(vii)	Issue Currency:	Euro (“ EUR ”)
(viii)	Notional Amount per Security:	EUR 1,000
	Aggregate Notional Amount	Up to EUR 15,000,000
(ix)	Date of approval for issuance of Securities obtained:	Not Applicable
2.	Consolidation:	Not applicable
3.	Type of Securities and Reference Item:	
(i)	Type of Securities:	The Securities are Certificates. The Securities are Share Securities.
(ii)	Reference Item:	Unicredit S.p.A. Share (Bloomberg Page UCG IM <Equity>) with ISIN Code IT0005239360.
(iii)	Initial Reference Level:	An amount in the Issue Currency to be determined by the Calculation Agent as the official closing level of the Reference Item at the Valuation Time on the Issue Date.
(iv)	Averaging:	Averaging does not apply to the Securities.



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4. Exercise:
- (i) Exercise Date: 6 November 2020
 - (ii) Renunciation Notice Cut-off Time Equal to the Exercise Date
5. Barrier Event: Not applicable
6. Settlement: Settlement will be by way of cash payment ("**Cash Settled Securities**").
- (i) Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Securities.
 - (ii) Settlement Date: The settlement date for the Securities is 13 November 2020 as adjusted in accordance with the Following Business Day Convention.
 - (ii) Settlement Business Day Centre(s): Not applicable
 - (iv) Valuation Date: The Barrier Exercise Dates specified in sub-paragraph 8 (xiii) (*Autocallable Certificates*) below, the Exercise Date specified above and the Remuneration Payment Condition Observation Dates specified below shall be each a Valuation Date.
7. Cash Settlement: Applicable.
- (i) Cash Settlement Amount: Has the meaning set out in Condition 3 (*Definitions*) of the Base Prospectus and to be determined pursuant to Condition 21(xiii) (*Autocallable Certificates*) of the Base Prospectus and to sub-paragraph 8(xiii) (*Autocallable Certificates*) below.



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	(ii)	Guaranteed Cash Settlement Amount:	Not applicable
	(iii)	Maximum Amount	Not applicable
	(iv)	Minimum Amount	Not applicable
	(v)	Exchange Rate:	Not applicable
	(vi)	Settlement Currency:	The settlement currency for the payment of the Cash Settlement Amount is EUR
	(vii)	Dual Currency Condition	Not applicable
8.		Pay-out provisions:	
	(i)	Normal Performance:	Not applicable
	(ii)	Zero Coupon Extra Yield:	Not applicable
	(iii)	Performance Differential:	Not applicable
	(iv)	Digital Certificates	Not applicable
	(v)	Reverse Digital Certificates:	Not applicable
	(vi)	Twin Win Certificates:	Not applicable
	(vii)	Short Benchmark Certificates:	Not applicable
	(viii)	Benchmark Certificates:	Not applicable
	(ix)	Outperformance Certificates:	Not applicable



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- (x) Bonus Certificates: Not applicable
- (xi) Airbag Certificates: Not applicable
- (xii) Memory Autocallable Certificates: Not applicable
- (xiii) Autocallable Certificates: Applicable. This subparagraph (xiii) (*Autocallable Certificates*) has to be read in conjunction with Condition 21 (xiii) of the Base Prospectus.
- Formula:
 - a) As provided under Condition 21 (xiii) if the Certificates are automatically redeemed early on a Barrier Exercise Date the Cash Settlement Amount will be calculated in accordance with the following formula:
$$\text{Notional Amount} * (1 + \text{Remuneration Percentage}_t)$$
and the Cash Settlement Amount shall be paid on the third Business Day following the relevant Barrier Exercise Date, as adjusted in accordance with the Following Business Day Convention
 - b) If the Certificates are not automatically early redeemed as described above the Cash Settlement Amount will be calculated in accordance with the following formula:

If the Final Reference Level is equal to or greater than the Barrier Level on the Valuation Date (corresponding to the Exercise



Date), the Cash Settlement Amount will be equal to:

Notional Amount * (1+ Remuneration Percentage_t)

If the Final Reference Level is lower than the Barrier Level on the Valuation Date (corresponding to the Exercise Date), the Cash Settlement Amount will be calculated in accordance with the following formula:

Notional Amount * Participation Factor * $\left(\frac{\text{Final Reference Level}}{\text{Initial Reference Level}}\right)$

- Barrier Exercise Dates: 6 November 2018 and 6 November 2019, as adjusted in accordance with the Business Day Convention specified below.
- Strike Level: 100 per cent. of the Initial Reference Level.
- Remuneration Percentage: 3.35 per cent.
- Barrier Level: 50 per cent. of the Initial Reference Level
- Participation Factor: 100 per cent.

(xiv) Bonus Autocallable Certificates: Not applicable.

(xv) Leveraged Certificates: Not applicable.



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| (xvi) | Standard Long Autocallable Barrier Protected Certificates: | Not applicable. |
| (xvii) | Standard Long Barrier Protected Certificates: | Not applicable. |
| (xviii) | Wedding Cake Certificates: | Not applicable. |
| 9. | Physical Settlement: | Not applicable. |
| (i) | Entitlement: | Not applicable. |
| (ii) | Relevant Asset(s): | Not applicable. |
| (iii) | Entitlement Units | Not applicable. |
| (iv) | Entitlement Multiplier | Not applicable. |
| (v) | Evidence of Entitlement: | Not applicable. |
| (vi) | Delivery of Entitlement: | Not applicable. |
| (vii) | Settlement Currency: | Not applicable. |
| (viii) | Failure to Deliver due to Illiquidity: | Failure to Deliver due to Illiquidity does not apply to the Securities. |
| 10. | Business Day Centres: | The applicable Business Day Centres for the purposes of the definition of "Business Day" in Condition 3 (<i>Definitions</i>) of the Base Prospectus are London and Milan. |
| 11. | Name and address of Calculation Agent: | The Calculation Agent is Mediobanca - Banca di Credito Finanziario S.p.A..

The address of Calculation Agent |



is Piazzetta E. Cuccia 1, 20121, Milan.

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| 12. | Call Option: | Not applicable. |
| 13. | Put Option | Not applicable. |

PROVISIONS RELATING TO THE TYPE OF SECURITIES

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|-----|---------------------------------|---|
| 14. | Index Securities Provisions: | Not applicable. |
| 15. | Share Securities Provisions: | Applicable. |
| | (i) Exchange: | For the purpose of Condition 3 and 13 of the Base Prospectus, the related Exchange is Borsa Italiana S.p.A. |
| | (ii) Related Exchange: | For the purpose of Condition 3 and 13 of the Base Prospectus, the related Exchange is Borsa Italiana S.p.A. – IDEM (Mercato italiano degli strumenti derivati). |
| | (iii) Tender Offer: | Applicable |
| | (iv) Valuation Time: | The Valuation Time is the Scheduled Closing Time being the time specified on the Valuation Date for the calculation of the Settlement Price. |
| | (v) Settlement Price | The Official Closing Price determined pursuant to Condition 3 of the Base Prospectus. |
| | (vi) Dividend Protection | Not applicable. |
| 16. | Currency Securities Provisions: | Not applicable. |



17.	Debt Securities Provisions:	Not applicable.
18.	Commodity Securities Provisions:	Not applicable.
19.	Fund Securities:	Not applicable.
20.	Additional Disruption Events:	Not applicable.
21.	Credit Securities:	Not applicable.

PROVISIONS RELATING TO WARRANTS ONLY

22.	Type of Warrants:	Not applicable
23.	Exercise Price:	Not applicable
24.	Strike Level:	Not applicable
25.	Exercise Period:	Not applicable
26.	(i) Automatic Exercise:	Not applicable
	(ii) Renunciation Notice Cut-off Time:	Not applicable
27.	Minimum Exercise Number:	Not applicable
28.	Maximum Exercise Number:	Not applicable
29.	Units:	Not applicable

PROVISIONS RELATING TO REMUNERATION IN RESPECT OF CERTIFICATES



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30.	Notional Amount	per	EUR 1,000
	Certificate:		
31.	Remuneration Rate Switch Date:		Not applicable
32.	Remuneration Barrier Event:		Not applicable
33.	Remuneration Condition	Payment	Applicable
(i)	Remuneration Condition:	Payment	<p>A Remuneration Payment Condition shall be deemed to have occurred in respect of a Remuneration Period if on the Remuneration Payment Condition Observation Date comprised in such period the Settlement Price is equal to or greater than the Remuneration Payment Condition Level.</p> <p>A Remuneration Payment Condition shall be deemed to have not occurred in respect of a Remuneration Period if on the Remuneration Payment Condition Observation Date comprised in such period the Settlement Price is lower than the Remuneration Payment Condition Level.</p>
(ii)	Remuneration Condition Level:	Payment	<p>70 per cent. of the Initial Reference Level on the Remuneration Payment Condition Observation Dates of 6 November 2018 and 6 November 2019, as adjusted in accordance with the Business Day Convention specified below.</p> <p>50 per cent. of the Initial Reference Level on the Remuneration Payment Condition Observation Date of 6 November 2020, as adjusted in accordance with the Business Day Convention specified</p>



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below.

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| (iii) | Remuneration
Condition | Payment
Observation Date(s): | 6 November 2018, 6 November
2019 and 6 November 2020, as
adjusted in accordance with the
Business Day Convention specified
below |
| (iv) | Remuneration
Condition | Payment
Observation Period: | Not applicable |

34. Fixed Rate Provisions: Applicable.

For the avoidance of doubt and according to Condition 22(M) (Remuneration Payment Condition) of the Base Prospectus, the Fixed Remuneration Amount specified below shall be due and payable in respect of those Remuneration Periods for which a Remuneration Payment Condition has occurred pursuant to subparagraph 33(i) above; if a Remuneration Payment Condition has not occurred in respect of a Remuneration Period, then no Fixed Remuneration Amount nor any other remuneration amount shall be due to the Certificateholders in respect of that Remuneration Period.

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| (i) | Remuneration Rate: | Not applicable |
| (ii) | Remuneration Payment Dates: | The third Business Day following the relevant Remuneration Payment Condition Observation Date, provided that the last Remuneration Payment Date shall fall on the Settlement Date. The |



Remuneration Payment Dates shall be adjusted in accordance with the Business Day Convention specified below.

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| (iii) | Fixed Remuneration Amount: | EUR 33.50 per Notional Amount per Security |
| (iv) | Broken Amount: | Not applicable. There are no short or long Remuneration Periods. |
| (v) | Business Day Convention: | Following Business Day Convention. |
| (vi) | Day Count Fraction: | Not applicable |
| 35. | Floating Rate Provisions: | Not applicable |
| 36. | Remuneration Provisions in respect of Securities relating to a Proprietary Index: | Remuneration Amount – Component Cash Flows is not applicable |
| 37. | Leveraged Remuneration: | Not applicable |
| 38. | Digital Remuneration | Not applicable |
| 39. | Wedding Cake Remuneration | Not applicable |

OTHER GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

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| 40. | 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 shall apply. |
| 41. | Governing Law: | English law applicable |



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RESPONSIBILITY

The Issuer, also in its role of Lead Manager (*Responsabile del Collocamento*), accepts responsibility for the information set out in these Final Terms.

Signed on behalf of the Issuer:

By: 

Duly authorised

By: 

Duly authorised



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: EuroTLX being a multilateral trading facility managed by EuroTLX SIM S.p.A.
- (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 2004/39/EC with effect from the Issue Date
- Mediobanca – Banca di Credito Finanziario S.p.A. will act as Liquidity Provider.
- (iii) Estimate of total expenses related to admission to trading: As of the date of these Final Terms, it is not possible to make such an estimate.

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 le Società e la Borsa (CONSOB) with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

These Final Terms have been submitted to *Commissione Nazionale per la Società e la Borsa* (CONSOB) on 22 September 2017.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Potential conflict of interests may arise, in respect of the Certificates, between the Issuer and the Distributor (as defined below) due to the fact they belong to the same Mediobanca Banking Group, whose parent



MEDIOBANCA

company is Mediobanca - Banca di Credito Finanziario S.p.A. ("**Mediobanca**") and the Distributor receives from the Issuer Placement Fees (the details of which are set out in Paragraph 12 (Terms and Conditions of the Offer) below).

Mediobanca is the Issuer of the Certificates and acts also as Calculation Agent and liquidity provider for the Certificates and, under certain circumstances, this role could give rise to conflicts of interest. 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**

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| (i) | Reasons for the offer: | The net proceeds of the issue of each Tranche of 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 referred to in Paragraph 12 (Terms and Conditions of the Offer) herebelow) are estimated to be up to EUR 7,760,000 if the Aggregate Notional Amount of Certificates effectively placed on the Issue Date does not exceed EUR 8,000,000. For amounts exceeding EUR 8,000,000 and up to EUR 15,000,000, the amount of the net proceeds will depend on the Aggregate Notional Amount effectively placed on the Issue Date and on the final amount of fees applied. |
| (iii) | Estimated total expenses: | Not Applicable |

6. **YIELD** Not applicable

7. **HISTORIC INTEREST RATES**

Not Applicable

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



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

9. INFORMATION RELATING TO THE REFERENCE ITEM

Unicredit S.p.A. attracts deposits and offers commercial banking services. The Bank offers consumer credit, mortgages, life insurance, business loan, investment banking, asset management, and other services. UniCredit operates worldwide.

The return on the Certificates is linked to the performance of the Reference Item. The price of the Reference Item may go down as well as up throughout the life of the Certificates. Fluctuations in the price of the Settlement Price will affect the value of and the return on the Certificates. A negative performance of the Reference Item will have an adverse effect on the value of the return on the Certificates. Information and details of the past and further performance of the Reference Item and its volatility can be obtained on www.borsaitaliana.it and on www.bloomberg.com (Bloomberg code: UCGIM <Equity>).

10. OPERATIONAL INFORMATION

ISIN: XS1682672743

Common Code: 168267274

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s): Not applicable

Delivery: Delivery against payment

Initial Paying Agents: 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



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- (i) If syndicated, names and addresses of Managers and underwriting commitments: Not applicable
- (ii) Date of Subscription Agreement: Not Applicable. The Issuer and CheBanca! (the "**Distributor**") have signed on 22 September 2017 an appointment letter (*lettera di incarico*) in relation to the issue of Certificates.
- (iii) Stabilising Manager(s) (if any): Not applicable
- If non-syndicated, name of Dealer: Mediobanca - Banca di Credito Finanziario S.p.A.
- Non-exempt offer: An offer of the Securities may be made by the Distributor and other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy ("**Public Offer Jurisdictions**") during the Offer Period specified under Paragraph 12 (*Terms and Conditions of the Offer*) of Part B below.
12. **TERMS AND CONDITIONS OF THE OFFER** Applicable
- Offer Period: From 25 September 2017 (included) up to the first date between 31 October 2017 (included) or, in case of door-to-door selling ("offerta fuori sede"), 24 October 2017 (included) or, in case of distance communication techniques ("offerta mediante tecniche di comunicazione a distanza"), 17 October 2017 (included) and the date (excluded) following the date on which the Certificates effectively placed will be equal to the Aggregate Notional Amount of EUR 15,000,000.
- The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early before the total amount of the Certificates requested to be purchased will be equal to the Aggregate Notional Amount and also in circumstances where



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purchases of Securities are not yet equal to the Aggregate Notional Amount. The Issuer and the Distributor will inform the public of the early closure by means of a notice to be published, within 3 business days, on the relevant websites www.mediobanca.com and www.chebanca.it.

The Issuer reserves the right, in agreement with the Distributor, to withdrawal the offer of the Certificates and cancel the issuance of the Certificates at any time before the Issue Date in the event of any extraordinary changes in the economic and political situation or in the capital, currency and exchange rates markets, either at national or international level. The Issuer and the Distributor will inform the public of the early closure of the Offer Period by means of a notice to be published, within 3 business days, on the relevant websites www.mediobanca.com and www.chebanca.it.

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 3 business days, on the relevant websites www.mediobanca.com and www.chebanca.it.

For avoidance of doubt, upon any revocation or withdrawal of the Offer, all purchase applications will become void and of no effect without further notice and no potential investor will be entitled to receive the relevant Certificates.

Offer Amount:

Without prejudice to the provisions clause "*Description of the application process*" herebelow regarding the withdrawal of the offer, the issuance will be issued on the



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base of the underwriting commitment of Mediobanca - Banca di Credito Finanziario S.p.A. and CheBanca! S.p.A. under the Terms Agreement - up to a maximum amount of EUR 15,000,000.

Offer Price:

EUR 1,000 per Certificate.

The Offer Price includes, per each Notional Amount per Certificate, Structuring Fees equal to 0.50 per cent. and Placement Fees, equal to 2.50 per cent.. Placement Fees, equal to 2.50 per cent., shall be paid by the Issuer to the Distributor up to a Notional Amount of EUR 8,000,000 on the Issue Date. For amounts exceeding EUR 8,000,000 and up to EUR 15,000,000 the Placement Fees and the Structuring Fees will be determined according to prevailing market conditions at the closing of the Offer Period up to a maximum, respectively, of 3.00 per cent. and 0.55 per cent.. The final amount of the Placement Fees and the Structuring Fees shall be announced by notice to be published, within 2 Business Days, following the close of the Offer Period on the Issuer and Distributor's website, respectively, www.mediobanca.com and www.chebanca.it.

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.

Conditions to which the offer is subject: Not applicable.

Description of the application process: During the Offer Period the investors may apply for the purchase of the Certificates



MEDIOBANCA



during normal Italian banking hours at the offices (*filiali*) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the “**Acceptance Form**” (Scheda di Adesione). Acceptance forms are available at each office (*filiali*) of the Distributor.

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 Acceptance Forms, other than directly at their branches and offices, 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 distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to Section IV bis of Italian Consumer Code.

Furthermore, pursuant to art. 67-duodecies of the Italian Consumer Code, the validity and enforceability of contracts subscribed



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through distance communication techniques is suspended for a period of 14 (fourteen) days beginning on the date of the subscription of the Acceptance Form by the relevant investor.

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

The Certificates may be also offered by the Distributor through recorded telephone orders. In this case, 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 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.

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

Description of possibility to reduce subscriptions and manner for refunding excess	Not applicable
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amount paid by applicants:

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

The Certificates may be purchased in a minimum purchased 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 purchase 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.

Manner in and date on which results of the offer are to be made public:

The result of the Offer of the Certificates will be published at the end of the Offer Period, through a notice, within 2 business days after the closing on the Issuer and Distributor's websites (www.mediobanca.com and www.chebanca.it).

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.

Purchase applicants will be accepted up to the Aggregate Notional Amount.

Amount of any expenses and taxes specifically

Placement Fees and Structuring Fees: see above par.12 "Offer Price".



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charged to the subscriber:

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 Legislative Decree of 24 February 1998, n.58, as subsequently amended (the "**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:

CheBanca! S.p.A with its registered office at Viale Bodio 37, Palazzo 4, 20158, Milan, Italy.

Consent to use of Base Prospectus

The Issuer consents to the use of the Base Prospectus by the following financial intermediary (individual consent): CheBanca! S.p.A with its registered office at Viale Bodio 37, Palazzo 4, 20158, Milan, Italy.

13.

SECONDARY PRICING

MARKET

Applicable.

A secondary market of the certificates will be available through the multilateral trading facility of EuroTLX, where Mediobanca will act as liquidity provider.

14.

SPECIFIC BUY PROVISIONS

BACK

Not applicable.



PLAN OF DISTRIBUTION

Republic of Italy

The offering of the Securities has not been registered and will not be registered with the Italian Financial Regulator (*Commissione Nazionale per le Società e la Borsa* or "**CONSOB**") pursuant to Italian securities legislation and, accordingly, the Dealer has represented and agreed, and each further Dealer appointed under the Programme and each other Dealer will be required to represent and agree, that no Securities may be offered, sold, promoted, advertised or delivered, directly or indirectly, to the public in the Republic of Italy, nor may copies of this Base Prospectus, any Final Terms or any other document relating to the Securities be distributed, made available or advertised in the Republic of Italy, except:

- (1) if it is specified within the relevant Final Terms that a non-exempt offer may be made in the Republic of Italy, that each Dealer may offer, sell or deliver Securities or distribute copies of any prospectus relating to such Securities, provided that such prospectus has been (i) approved in another Relevant Member State and notified to CONSOB, and (ii) completed by final terms (if applicable) expressly contemplating such non-exempt offer, in an offer of financial products to the public in the period commencing on the date of approval of such prospectus, in accordance with the Prospectus Directive, as implemented in the Republic of Italy under the Italian Legislative Decree No. 58 of 24th February, 1998 as amended from time to time (the "**Italian Financial Services Act**") and CONSOB Regulation No. 11971 as amended from time to time ("**CONSOB Regulation No. 11971**"), until 12 months after the date of approval of such prospectus; or
- (2) to "**Qualified Investors**" (*Investitori Qualificati*) as defined pursuant to article 100, paragraph 1(a) of Italian Financial Services Act, and in article 34-ter, paragraph 1(b) of CONSOB Regulation No. 11971; or
- (3) in any other circumstances where an express applicable exemption from compliance with the restrictions on the offer of financial products to the public applies, as provided under the Italian Financial Services Act and/or CONSOB Regulation No. 11971 and any other applicable laws and regulations.

Any such offer, sale or delivery of the Securities or distribution of copies of this Base Prospectus, any Final Terms or any other document relating to the Securities in the Republic of Italy under (1), (2) or (3) above must be:

- (a) made by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Italian



MEDIOBANCA

Financial Services Act, and CONSOB Regulation No. 16190 of 29th October, 2007 (each as amended from time to time); and

- (b) in compliance with any other applicable laws and regulations or requirement or limitation which may be imposed from time to time by CONSOB or the Bank of Italy or any other Italian competent authority.



PART D – SUMMARY OF THE SPECIFIC ISSUE

This Summary is made up of disclosure requirements known as "Elements". These elements are numbered in Sections A – E (A.1 – E.7).

This summary contains all the Elements required to be included in a summary for this type of securities. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of "not applicable".

Section A – Introduction and warnings

Element	Description of Element	Disclosure requirement
A.1	Warnings	<p>This summary should be read as an introduction to the Base Prospectus.</p> <p>Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p> <p>Civil liability attaches only to those persons who have tabled this summary including any translation thereof, but only if this 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.</p>
A.2	Consent to the use of the Base Prospectus	<p>The Issuer consents to the use of the Base Prospectus in connection with a Non-exempt Offer of the Securities subject to the following conditions:</p> <p>(i) the consent is only valid during the period from 25 September 2017 until 31 October 2017 (included) or, in case of door-to-door selling ("offerta fuori sede"), 24 October 2017 (included) or, in</p>



		<p>case of distance communication techniques ("offerta mediante tecniche di comunicazione a distanza"), 17 October 2017 (included) (the "Offer Period");</p> <p>(ii) the only person ("Offeror") authorised to use the Base Prospectus to make the Non-exempt Offer of the Securities is the Distributor. The Distributor is CheBanca! S.p.A with its registered office at Viale Bodio 37, Palazzo 4, 20158, Milan, Italy; and</p> <p>(iii) the consent only extends to the use of the Base Prospectus to make Non-exempt Offers of the relevant Tranche of Securities in Italy.</p> <p>AN INVESTOR INTENDING TO ACQUIRE OR ACQUIRING ANY SECURITIES IN A NON-EXEMPT OFFER FROM AN OFFEROR OTHER THAN THE ISSUER WILL DO SO, AND OFFERS AND SALES OF SUCH SECURITIES TO AN INVESTOR BY SUCH OFFEROR WILL BE MADE, IN ACCORDANCE WITH ANY TERMS AND OTHER ARRANGEMENTS IN PLACE BETWEEN SUCH OFFEROR AND SUCH INVESTOR INCLUDING AS TO PRICE, ALLOCATIONS AND SETTLEMENT ARRANGEMENTS. THE INVESTOR MUST LOOK TO THE OFFEROR AT THE TIME OF SUCH OFFER FOR THE PROVISION OF SUCH INFORMATION AND THE OFFEROR WILL BE RESPONSIBLE FOR SUCH INFORMATION. NEITHER THE ISSUER NOR ANY DEALER HAS ANY RESPONSIBILITY OR LIABILITY TO AN INVESTOR IN RESPECT OF SUCH INFORMATION.</p>
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Section B – Issuers and Guarantor

Element	Description of Element	Disclosure requirement
B.1	Legal and Commercial Name of the Issuer(s)	Mediobanca – Banca di Credito Finanziario S.p.A. (" Mediobanca ")
B.2	Domicile /Legal Form /Legislation /Country of Incorporation	<p>Mediobanca was established in Italy.</p> <p>Mediobanca is a company limited by shares under Italian law with its registered office at Piazzetta E. Cuccia 1, Milan, Italy.</p> <p>Mediobanca holds a banking licence from the Bank of Italy authorising it to carry on all permitted types of banking activities in</p>



		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.																																												
B.4b	Description of trends	Not applicable. As at the date of these Final Terms, Mediobanca is not aware of any trends affecting it and the industries in which it operates.																																												
B.5	Description of the group of the Issuer(s)	Mediobanca is the parent company of the Mediobanca Group. The Mediobanca Group is registered as a banking group registered in the register instituted by the Bank of Italy.																																												
B.9	Profit forecast/estimate	Not applicable. No forecast or estimates of profits are contained in the Base Prospectus.																																												
B.10	Qualifications in the audit report	Not applicable. There are no qualifications in the audit report.																																												
B.12	Selected historical key information / no material adverse change / significant changes	<p>Selected annual financial information. The following tables show certain selected audited financial information of Mediobanca as at 30 June 2016, along with comparative data for the year ended 30 June 2015, plus a series of key financial indicators.</p> <p>Regulatory capital and solvency margins</p> <table border="1"> <thead> <tr> <th>Indicators and own funds (regulations in force since 1/1/14)</th> <th>30/6/15 (€m) or %</th> <th>30/6/16 (€m) or %</th> <th>Minimum levels set by law**</th> </tr> </thead> <tbody> <tr> <td>Common Equity Tier 1 – CET1</td> <td>7,137.5</td> <td>6,504.8</td> <td></td> </tr> <tr> <td>Additional Tier 1 – AT1</td> <td>-</td> <td></td> <td></td> </tr> <tr> <td>Tier 2 – T2</td> <td>1,745.1</td> <td>1,722.4</td> <td></td> </tr> <tr> <td>Own funds</td> <td>8,882.6</td> <td>8,227.2</td> <td></td> </tr> <tr> <td>RWAs*</td> <td>59,577.1</td> <td>53,861.5</td> <td></td> </tr> <tr> <td>Common Equity Tier 1 ratio – CET1 ratio</td> <td>11.98%</td> <td>12.08%</td> <td>7%</td> </tr> <tr> <td>Tier 1 ratio – T1 ratio</td> <td>11.98%</td> <td>12.08%</td> <td>8%</td> </tr> <tr> <td>Total capital ratio</td> <td>14.91%</td> <td>15.27%</td> <td>10.5%</td> </tr> <tr> <td>Risk – weighted assets/Total assets</td> <td>84.3%</td> <td>77.1%</td> <td></td> </tr> <tr> <td>Leverage ratio*** (temporary)</td> <td>10.9%</td> <td>9.5%</td> <td></td> </tr> </tbody> </table> <p>*Risk –weighted assets (RWAs) have been calculated using the standardised methodology for credit</p>	Indicators and own funds (regulations in force since 1/1/14)	30/6/15 (€m) or %	30/6/16 (€m) or %	Minimum levels set by law**	Common Equity Tier 1 – CET1	7,137.5	6,504.8		Additional Tier 1 – AT1	-			Tier 2 – T2	1,745.1	1,722.4		Own funds	8,882.6	8,227.2		RWAs*	59,577.1	53,861.5		Common Equity Tier 1 ratio – CET1 ratio	11.98%	12.08%	7%	Tier 1 ratio – T1 ratio	11.98%	12.08%	8%	Total capital ratio	14.91%	15.27%	10.5%	Risk – weighted assets/Total assets	84.3%	77.1%		Leverage ratio*** (temporary)	10.9%	9.5%	
Indicators and own funds (regulations in force since 1/1/14)	30/6/15 (€m) or %	30/6/16 (€m) or %	Minimum levels set by law**																																											
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and market risks and the base methodology for operational risks.

** Limits include the capital conservation buffer (2.5%) for the minimum levels set by the regulations.

***The leverage ratio is the Group's regulatory and tier 1 capital expressed as a percentage of its total exposure (i.e. the sum of its assets and off-balance-sheet exposures). This indicator was introduced by the Basel Committee to keep down debt and contain excessive use of financial leverage in the banking sector.

CREDIT RISK INDICATORS*	30/6/15 (%)	Banking system data as at 30/06/15/ (%)**	30/6/16 (%)	Banking system data as at 31/12/15 (%)**
Gross bad loans/gross loans	1.8%	9.0%	1.7%	9.5%
Net bad loans/net loans	0.8%	4.7%	0.7%	4.8%
Gross irregular items/gross loans	6.9%	16.9%	5.9%	17.7%
Net irregular items/loans	3.5%	10.9%	2.9%	10.8%
NPL (<i>non-performing loans</i>) coverage ratio	65.7%	57.4%	66.6%	58.6%
Irregular items coverage ratio	53.2%	41.7%	54.3%	43.4%
Net bad loans/net equity	3.2%	-	3.1%	-
Cost of risk****	1.68%	-	1.24%	-

* Data taken from information shown in part B and part E of the notes to the accounts and refer to the entire prudential consolidation area.

** Data taken from reports of financial stability no.1 April 2016, table 4.1, p.33, and no. 2 of November 2015, table 4.1, page 37 and refer to figures for large banks.

*** Data taken from annex to Bank of Italy annual reports for 2014 and 2015 and refer to figures for the total system as at 31 December 2014 and 31 December 2015, respectively

****The cost of risk is obtained from the ratio between total net loan loss provisions for the period and average net customer loans.

COMPOSITION OF THE IMPAIRED LOANS	30/6/16	30/6/15
	€m	€m
Bad loans	255.02	258.90
Sub-standard	710.65	798.38
Overdue impaired	51.03	94.98
TOTAL NPLs (<i>non-performing loans</i>)	1,016.70	1,152.26

MAIN CONSOLIDATED BALANCE SHEET ITEMS	30/6/16	30/6/15	CHANGES 2016/2015 %
	€m	€m	
Assets			
Due from banks	5,386.6	6,078.30	-11%
Due from clients	37,881.5	37,122.50	2%



	Financial assets*	21,053.5	21,990.6 0	-4%
	Total Assets	69,818.6	70,710.6	-1%
	Liabilities			
	Debt securities in issue	21,813.1	20,154.5 0	8%
	Financial liabilities**	19,421.70	23,194.1	-16%
	Direct funding (from customers)***	18,164.50	16,873.4 0	8%
	Net interbank position****	6,553.70	8,225.7	-20%
	Net equity	8,921.8	8,867.10	1%
	of which: share capital	435.5	433.6	0%
	<p>* Includes financial assets held for trading, AFS securities, financial assets held to maturity and the hedge derivatives.</p> <p>** Includes amounts due to banks, trading liabilities and the hedge derivatives.</p> <p>*** Includes amounts due to clients, and financial liabilities recognised at fair value.</p> <p>**** Net balance between amounts due to banks and amounts due from banks.</p>			
	MAIN CONSOLIDATED PROFIT AND LOSS ACCOUNT ITEMS	30/6/16	30/6/15	CHANGES 2016/2015 %
		€m	€m	
	Net interest income	1,200.5	1,142.5	5.1%
	Net fee and commission income	322.7	366.3	-11.9%
	Total income	1,746.9	1,776.7	-1.7%
	Net profit from financial and insurance operations	1,360.8	1,312.8	3.7%
	Operating costs	-901.2	-779.7	15.6%
	Profit before Tax	736.3	757.1	-2.7%
	Net Profit	604.5	589.8	2.5%
	<p>Selected interim financial information. The following table shows certain selected unaudited financial information of Mediobanca as at 31 December 2016 and 31 December 2015, plus a series of key financial indicators.</p> <p>PricewaterhouseCoopers S.p.A. has reviewed the consolidated interim financial statements of Mediobanca and its subsidiaries as at 31 December 2016 and 31 December 2015.</p>			
	Indicators and own funds (regulations in force since 1/1/14)	31/12/15 (€m) or %	31/12/16 (€m) or %	Minimum levels set by law**
	Common Equity Tier 1 – CET1	7,228.1	8,946.69	



Additional Tier 1 – AT1	-	-	
Tier 2 – T2	2,149.1	1,866.09	
Own funds	9,437.2	8,468.92	
RWAs*	58,770.4	53,791.46	
Common Equity Tier 1 ratio – CET1 ratio	12.40%	12.27%	7%
Tier 1 ratio – T1 ratio	12.40%	12.27%	8%
Total capital ratio	16.06%	15.74%	10.5%
Risk – weighted assets/Total assets	82.1%	73.2%	
Leverage ratio*** (temporary)	11.02%	8.91%	

*Risk –weighted assets (RWAs) have been calculated using the standardised methodology for credit and market risks and the base methodology for operational risks.

** Limits include the capital conservation buffer (which is 2.5% in respect of the data as of 31/12/15 and 1.25% in respect of the data as of 31/12/16) for the minimum levels set by the regulations.

***The leverage ratio is the Group's regulatory and tier 1 capital expressed as a percentage of its total exposure (i.e. the sum of its assets and off-balance-sheet exposures). This indicator was introduced by the Basel Committee to keep down debt and contain excessive use of financial leverage in the banking sector.

CREDIT RISK INDICATORS*	31/12/ 15 (%)	Banking system data as at 31/12/1 5 (%)**	31/12/1 6 (%)	Banking system data as at 30/6/16 (%)**
Gross bad loans/gross loans	1.44%	10.3%	1.29%	10.8%
Net bad loans/net loans	0.61%	n/a***	0.53%	4.9%
Gross irregular items/gross loans	5.09%	18.0%	4.48%	17.9%
Net irregular items/loans	2.55%	n/a***	2.19%	10.5%
NPL (non-performing loans) coverage ratio	66.2%	58.6%	68.75%	58.8%
Irregular items coverage ratio	53.2%	43.4%	53.17%	46.6%
Net bad loans/net equity	3.18%	n/a	2.84%	n/a
Cost of risk****	1.36%	n/a	1.02%	n/a

* Data taken from information shown in part E of the notes to the accounts and refer to the entire prudential consolidation area.

** Data taken from reports of financial stability no.1 of April 2016, table 4.1, page 33 referring to figures for large banks, and no. 2 of November 2015, table 4.1, page 32 referring to figures for significant banks.

*** Data taken from annex to Bank of Italy annual reports for 2015 and 2016 and refer to figures for the total system.

****Cost of risk obtained from the ratio between total net loan loss provisions for the period and average net customer loans.

COMPOSITION OF THE IMPAIRED LOANS	31/12/15
	€m
Bad loans	258.6



MEDIOBANCA

Unlikely to pay	750.9
Past due NPLs (<i>non-performing loans</i>)	69.0
TOTAL NPLs (<i>non-performing loans</i>)	1,078.6

COMPOSITION OF THE IMPAIRED LOANS*	31/12/16
	€m
Bad loans	254.2
Unlikely to pay	716.0
Past due NPLs(<i>non-performing loans</i>)	56.3
TOTAL NPLs(<i>non-performing loans</i>)	1,017.4

*The figures take into account the new definition of impaired loans (creditideteriorati) entered into force on 1 January 2015, which has been applied by Mediobanca as from 1 July 2015, being the beginning of the financial year ending on 30 June 2016

MAIN CONSOLIDATED BALANCE SHEET ITEMS	31/12/16	31/12/15	CHANGES December 2016/2015 %
	€m	€m	
Assets			
Due from banks	6,454.2	7,596.41	-15.0%
Due from clients	40,047.5	35,658.09	12.3%
Financial assets*	19,717.33	23,134.52	-14.8%
Total Assets	73,474.9	71,548.9	2.7%
Liabilities			
Debt securities in issue	20,350.4	21,251.32	-4.2%
Financial liabilities**	13,697.6	15,542.65	-11.9%
Direct funding (from customers)***	21,249	16,302.50	30.3%
Net interbank position****	6,960.59	7,644.40	-8.9%
Net equity	9,142.98	8,538.47	7.1%
of which: share capital	436.4	435.1	0.3%

* Includes financial assets held for trading, AFS securities, financial assets held to maturity and the hedge derivatives.

** Includes amounts due to banks and the hedge derivatives.

*** Includes amounts due to clients, and financial liabilities recognised at fair value.

**** Net balance between amounts due to banks and amounts due from banks.

MAIN CONSOLIDATED PROFIT	31/12/16	31/12/15	CHANGES
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		AND LOSS ACCOUNT ITEMS			December 2016/2015 %
			€m	€m	
		Net interest income	635.7	601.64	5.7%
		Net fee and commission income	165.4	163.29	1.3%
		Total income	990.2	907.30	9.1%
		Net profit from financial and insurance operations	822.0	683.74	20.2%
		Operating costs	(445.1)	(442.2)	0.6%
		Profit before Tax	512.8	380.28	34.9%
		Net Profit	419.9	321.11	30.3%
		<p><i>Material adverse change</i></p> <p>Since 30 June 2016 with respect to Mediobanca there has been no material adverse change in the prospects of either Mediobanca or the Group headed up by it.</p> <p><i>Significant changes</i></p> <p>Not applicable. There has been no significant changes in the financial or trading position of Mediobanca or the other companies forming part of the Group since the most recent financial information available, which was disclosed in the consolidated interim financial statements for the six month ended 31 December 2016.</p>			
B.13	Recent events	Not applicable. Neither Mediobanca nor any company in the Mediobanca Group have carried out transactions that have materially affected or that might be reasonably expected to materially affect Mediobanca's ability to meet its obligations under the Securities.			
B.14	Issuer dependent upon other entities within the group	<p>Not applicable. Mediobanca is the parent company of the Mediobanca Group and is not dependent upon other entities within the Mediobanca Group.</p> <p>See also item B.5 above.</p>			
B.15	Principal activities	As stated in Article 3 of its Articles of Association, Mediobanca's corporate purpose is to raise funds and provide credit in any of the forms permitted by applicable law, particularly 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 corporate purpose.
B.16	Control of Issuer	Not applicable. No individual or entity controls Mediobanca within the meaning of Article 93 of the Italian Legislative Decree No. 58 of 24th February, 1998 as amended from time to time (the " Italian Financial Services Act ").
B.18	Guarantee	Not Applicable.
B.19	Information on the Guarantor	Not Applicable.

Section C – Securities

Element	Description of Element	Disclosure requirement
C.1	Type, class and security identification number of securities being offered	<p>The Securities are Certificates.</p> <p>The Securities are Share Securities.</p> <p>The Securities will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank paripassu among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations other than unsubordinated obligations, if any, of the Issuer from time to time outstanding.</p> <p>The Securities have ISIN XS1682672743 and Common Code 168267274.</p>
C.2	Currency	Subject to compliance with all relevant laws, regulations and directives, the Securities are issued in Euro (" EUR ").
C.5	Restrictions on free transferability	There are restrictions on sales of the Securities into, amongst other jurisdictions, the United States, the European Economic Area (including the United Kingdom and Italy) and Japan.
C.8	Description of	The Securities have terms and conditions relating to, among other



	rights and ranking	<p>matters:</p> <p>Status</p> <p>The Securities are issued by the Issuer on an unsubordinated basis.</p> <p>The Securities will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank paripassu among themselves and (save for certain obligations required to be preferred by law) equally with all other unsecured obligations other than unsubordinated obligations, if any, of the Issuer from time to time outstanding. See Condition 2(a) (Status of Securities) of the Terms and Conditions.</p> <p>Payments in respect of Securities in global form</p> <p>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.</p> <p>Payments in respect of Securities in definitive form</p> <p>Payments of principal and interest in respect of the Securities in definitive form shall be made against presentation and surrender of the 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.</p> <p>Illegality and force majeure</p> <p>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</p>
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		<p>dispute or shortage) or an act of state, impossible or impracticable the Issuer may cancel the Securities by giving notice to Securityholders in accordance with Condition 8 (Notices) of the Base Prospectus.</p> <p>Further issues and consolidation</p> <p>The Issuer may from time to time without the consent of the Securityholders create and issue further securities having the same terms and conditions as the Securities in all respects (or in all respects except for the Issue Price, the Issue Date and/or the first payment of interest) and so that the same shall be consolidated and form a single series with such Securities.</p> <p>Substitution</p> <p>Subject to the fulfilment of certain conditions, the Issuer and, in the case of Securities issued by Mediobanca International, the Guarantor may at any time (subject to certain conditions as provided in the Terms and Conditions) without the consent of the Securityholders, substitution Mediobanca in place of Mediobanca International or Mediobanca International in place of Mediobanca.</p>
<p>C.11</p>	<p>Trading of securities</p>	<p>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 purposes of Directive 2004/39/EC, with effect from the Issue Date. Mediobanca – Banca di Credito Finanziario S.p.A. will act as liquidity provider.</p>
<p>C.15</p>	<p>How the value of the investment is affected by the value of the underlying instrument(s)</p>	<p>General</p> <p>The investors are exposed to the risk that the Securities are automatically early redeemed if the Final Reference Level is equal to or greater than the Strike Level on a Barrier Exercise Date; in such cases, the investor is entitled to receive the principal amount invested plus a Remuneration Percentage and any Remuneration Amount accrued up to such date, as specified below.</p> <p>If the Securities are not automatically early redeemed as described above, then:</p> <p>a) If the Final Reference Level is equal to or greater than the Barrier Level (50 per cent. of the Initial Reference Level) on the Valuation Date (6 November 2020), the investors will receive the principal amount</p>



		<p>invested plus a Remuneration Percentage and any Remuneration Amount accrued up to such date, as specified below.</p> <p>b) if the Final Reference Level is lower than the Barrier Level (50 per cent. of the Initial Reference Level) on the Valuation Date (6 November 2020), the Securities enable investors to participate in a certain percentage to the performance of the Reference Item from the Issue Date until the Valuation Date (Exercise Date) plus any Remuneration Amount accrued up to such date.</p> <p style="text-align: center;">*****</p> <p>Each Security entitles its holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount, less any Expenses not already paid. The amount of the Cash Settlement Amount will depend on the relative level of the Reference Item on the Valuation Dates.</p>
<p>C.16</p>	<p>Expiration or maturity date –exercise date or final reference date</p>	<p>Exercise Date</p> <p>The Exercise Date of the Securities is 6 November 2020 as adjusted in accordance with the Following Business Day Convention.</p> <p>Valuation Dates</p> <p>The Valuation Dates of the Securities are the Barrier Exercise Dates, the Exercise Date and the Remuneration Payment Condition Observation Dates, as specified below,subject to certain adjustment provisions which will apply if the Valuation Datesare not scheduled trading days on which (i) any relevant stock exchange fails to open for trading during its regular trading session or (ii) certain market disruption events have occurred.</p> <p>Settlement Date</p> <p>The Settlement Date of the Securities is 13 November 2020 as adjusted in accordance with the Following Business Day Convention.</p> <p>Barrier Exercise Dates</p> <p>The Barrier Exercise Dates are 6 November 2018 and 6 November 2019, as adjusted in accordance with the Following Business Day Convention.</p>
<p>C.17</p>	<p>A description</p>	<p>Subject as provided in Element C.18 below, the Issuer shall pay or</p>



	<p>of the settlement procedure of the derivative securities</p>	<p>cause to be paid the Cash Settlement Amount (if any) for each Security by credit or transfer to the Securityholder's account with Euroclear or Clearstream, Luxembourg, as the case may be, for value on the Settlement Date, less any Expenses not already paid, such payment to be made in accordance with the rules of Euroclear or Clearstream, Luxembourg, as the case may be.</p> <p>The Issuer's obligations will be discharged by payment to, or to the order of, Euroclear or Clearstream, Luxembourg (as the case may be) of the amount so paid. Each of the persons shown in the records of Euroclear or Clearstream, Luxembourg as the holder of a particular amount of the Securities must look solely to Euroclear or Clearstream, Luxembourg, as the case may be, for their share of each such payment.</p>
<p>C.18</p>	<p>Return on the derivative securities</p>	<p>Cash Settlement</p> <p>Each Certificate entitles its holder to receive from the Issuer on the Settlement Date the Cash Settlement Amount, less any Expenses not already paid.</p> <p>Cash Settlement Amount</p> <p>The Cash Settlement Amount shall be the amount which the Securityholder is entitled to receive on the Settlement Date in the Settlement Currency in respect of each such Security, which is calculated in accordance with the following:</p> <p>a) The Autocallable Certificates shall be automatically early redeemed on a Barrier Exercise Date, if on such date the Final Reference Level is equal to or greater than the Strike Level. In such event, the Cash Settlement Amount shall be paid on the third Business Day following such Barrier Exercise Date in accordance with the following,</p> <p style="padding-left: 40px;">Notional Amount * (1 + Remuneration Percentage)</p> <p>b) If the Certificates are not automatically early redeemed:</p> <p style="padding-left: 40px;">If the Final Reference Level is equal to or greater than the Barrier Level on the Valuation Date,</p>



		<p>Notional Amount * (1 + Remuneration Percentage)_t</p> <p>If the Final Reference Level is lower than the Barrier Level on the Valuation Date,</p> <p>Notional Amount * Participation Factor * $\left(\frac{\text{Final Reference Level}}{\text{Initial Reference Level}}\right)$</p> <p>Where:</p> <p>Barrier Exercise Dates: 6 November 2018 and 6 November 2019, as adjusted in accordance with the Following Business Day Convention.</p> <p>Remuneration Percentage: 3.35 per cent.</p> <p>Partecipation Factor: 100 per cent.</p> <p>Strike Level: 100 per cent. of the Initial Reference Level</p> <p>Barrier Level: 50 per cent. of the Initial Reference Level</p> <p>Initial Reference Level: An amount in the Issue Currency to be determined by the Calculation Agent as the official closing level of the Reference Item at the Valuation Time on the Issue Date.</p> <p>Valuation Date: the Exercise Date (6 November 2020) as adjusted in accordance with the Following Business Day Convention.</p> <p>Remuneration and Remuneration Periods</p> <p>The Securities bear a fixed remuneration depending on a certain performance of the Reference Item on the Remuneration Payment Condition Observation Dates, such remuneration amount being payable in arrear on each specified Remuneration Payment Date.</p> <p>The Fixed Remuneration Amount shall only be payable on the third Business Day following the relevant Remuneration Payment Condition Observation Dates (6 November 2018, 6 November 2019, 6 November 2020) upon the occurrence of the Remuneration Payment Condition.</p>
<p>C.19</p>	<p>Exercise price or final reference price of the underlying</p>	<p>The Final Reference Level is the Settlement Price on the Valuation Date (Exercise Date) ascertained by the Calculation Agent on such date.</p>



C.20	Description of the type of the underlying and the relevant source of information	<p>Type: Share</p> <p>Name of Reference Item: UnicreditS.p.A. Share.</p> <p>Price Source: Bloomberg Page: UCGIM <Equity></p> <p>ISIN: IT0005239360</p> <p>Information and details of the past and further performance of the Reference Item and its volatility can be obtained on www.borsaitaliana.it and on www.bloomberg.com (Bloomberg code: UCGIM <Equity>).</p>
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Section D – Risks

Element	Description of Element	Disclosure requirement
D.2	Key risks specific to the Issuer	<p>There are certain factors that may affect Issuer's ability to fulfil its obligations under Securities issued under the Programme. These include the following risk factors related to the Mediobanca Group, its operations and its industry:</p> <ul style="list-style-type: none"> (i) The general economic conditions, the performance of financial markets, interest rate levels, currency exchange rates, changes in laws and regulation, changes in the policies of central banks, particularly the Bank of Italy and the European Central Bank, and competitive factors can change the level of demand for the Issuer's products and services, the credit quality of borrowers and counterparties, the interest rate margin of the Issuers between lending and borrowing costs and the value of the Issuer's investment and trading portfolios. (ii) The European sovereign debt crisis may adversely affect the Issuer's results of operations, business and financial conditions. (iii) The Mediobanca Group has exposure to European sovereign debt. (iv) Fluctuations in interest and exchange rates may affect Issuer's results. (v) The financial results of the Issuer may be affected by general economic, financial and other business conditions. (vi) The credit and capital markets have been experiencing extreme volatility and disruption in recent months. (vii) 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 participates and may be impacted by continued or further



		<p>credit market dislocations or sustained market downturns.</p> <p>(viii) In some of the businesses of the Issuer, protracted adverse market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity.</p> <p>(ix) In recent months, international and domestic markets experienced extreme volatility and disruption. If extreme volatility and disruption continue in the future, the Issuers' liquidity can be adversely affected.</p> <p>(x) If the Issuer is unable to continue to respond to the competitive environment in Italy with attractive product and service offerings that are profitable for the Issuers, it may lose market share in important areas of its business or incur losses on some or all of its activities.</p> <p>(xi) If existing or potential customers believe that the Issuer' risk management policies and procedures are inadequate, the Issuer's reputation, and to a certain extent its revenues and profits, may be negatively affected.</p> <p>(xii) The Issuer, like all financial institutions, is exposed to many types of operational risk, including the risk of fraud by employees and outsiders, unauthorised transactions by employees or operational errors, including errors resulting from faulty computer or telecommunication systems.</p> <p>(xiii) Systemic risk could adversely affect the businesses of the Issuer.</p> <p>(xiv) The investors should note that the portfolio of the Issuer contains so-called "overthecounter" (OTC) derivatives. If the financial condition of market counterparties or their perceived creditworthiness deteriorates further, the Mediobanca Group may record further credit valuation adjustments on the underlying instruments insured by such parties.</p> <p>(xv) A downgrade of Mediobanca's rating may limit Mediobanca's opportunities to extend mortgage loans and may have a particularly adverse effect on Mediobanca's image as a participant in the capital markets, as well as in the eyes of its clients.</p> <p>(xvi) Changes in the Italian and European regulatory framework could adversely affect the business of the Issuer.</p> <p>(xvii) The Issuer may be subject to increased capital requirements.</p> <p>(xviii) The price or value of a Securityholder's investment in Securities and/or the ability of Mediobanca to satisfy its obligations under the Securities may be affected by the finalization and implementation of the Crisis Management Directive.</p>
<p>D.6</p>	<p>Key risks specific to the securities</p>	<p>In addition, there are certain factors which are material for the purpose of assessing the risks related to the Securities.</p> <p>General</p> <p>(i) The Securities may not be a suitable investment for all investors. Investors should be aware that they may lose the value of their</p>



		<p>entire investment or part of it, as the case may be.</p> <p>(ii) An investment in the Securities, which are linked to the Reference Items, 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.</p> <p>Risks related to the structure of a specific issue of Securities</p> <p>(i) 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 purchase price of the Securities.</p> <p>(ii) Certain general risk factors related to the Securities referencing a Reference Item, 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 Reference Items 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 a Reference Item 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.</p> <p>(iii) The Cash Settlement Amount at any time prior to expiration is typically expected to be less than the trading price of such Securities at that time. The trading price may differ from the Cash Settlement in spite of Trading costs for the Securities. The difference between the trading price and the Cash Settlement Amount will reflect, among other things, a "time value" for the Securities.</p> <p>(iv) Prospective investors intending to purchase Securities to hedge against the market risk associated with investing in the Reference Item should recognise the complexities of utilising Securities in this manner.</p> <p>(v) Risks relating to Share Securities.</p> <p>(vi) Certain risks related to the remuneration applicable to the Securities</p> <p>Risks related to specific pay-outs applicable to the Certificates</p> <p>(i) Risks relating to the Participation Factor.</p> <p>(iii) Risks associated with the early redemption of the Autocallable Certificates.</p> <p>Risks related to Securities generally</p> <p>(i) The Terms and Conditions of the Securities contain provisions for</p>
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	<p>calling meetings of Securityholders to consider matters affecting their interests generally. These provisions permit defined majorities to bind all Securityholders including Securityholders who did not attend and vote at the relevant meeting and Securityholders who voted in a manner contrary to the majority.</p> <p>(ii) The Terms and Conditions of the Securities also provide that the Fiscal Agent and the Issuer may, without the consent of Securityholders, agree to certain modifications to the conditions of the Securities.</p> <p>(iii) If an issue of Securities includes provisions dealing with the occurrence of a market disruption event or a failure to open of an exchange or related exchange, any consequential postponement of the Valuation Dates may have an adverse effect on the value of such Securities.</p> <p>(iv) A holder of Securities must pay all Expenses relating to such Securities.</p> <p>(v) The Issuer shall not be liable for or otherwise obliged to pay any tax, duty, withholding or other payment which may arise as a result of the ownership, transfer, exercise or enforcement of any Security by any person and all payments made by the Issuer shall be made subject to any such tax, duty, withholding or other payment which may be required to be made, paid, withheld or deducted.</p> <p>(vi) It is not possible to predict whether the taxation regime applicable to Securities on the date of purchase or subscription will be amended during the term of the Securities.</p> <p>(vii) If the Issuer determines that its performance under any Securities has, or that any arrangements made to hedge the Issuer's obligations under any 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 Issuer may cancel such Securities.</p> <p>(viii) The Terms and Conditions of the Securities are based on English law in effect as at the date of this Base Prospectus. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of this Base Prospectus.</p> <p>(ix) The risks associated with the Securities being represented by one or more Global Securities, which will be deposited with a common depository for Euroclear and Clearstream, Luxembourg.</p> <p>(x) Risks associated with certain potential conflicts of interest.</p> <p>(xi) The risks associated with it being impossible to know the amount of the Securities in circulation on the date of issue.</p> <p>(xii) The impact on the price of the Securities if further tranches of</p>
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		<p>Securities are issued.</p> <p>(xiii) The amount that Securityholders may receive in certain circumstances will be adjusted upwards or downwards to reflect the costs of unwinding any associated hedging transactions relating to the Securities.</p> <p>(xiv) The Issuer and other financial institutions through which payments on the Securities are made may be required to withhold U.S. tax at a rate of 30% on all, or a portion of, payments made after 31 December 2016 in respect of (i) any Securities characterized as debt (or which are not otherwise characterized as equity and have a fixed term) for U.S. federal tax purposes that are not yet outstanding as of 1 January 2019 (the "Grandfathering Date"), or the date of publication in the Federal Register of final regulations defining the term "foreign pass thru payment" or are materially modified from that date and (ii) any Securities characterized as equity or which do not have a fixed term for U.S. federal tax purposes, whenever issued, pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code or similar law implementing an intergovernmental approach to FATCA.</p> <p>Risks related to the market generally</p> <p>(i) 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 with effect from the Issue Date. Mediobanca-Banca di Credito Finanziario S.p.A will act as liquidity provider.</p> <p>(ii) Credit ratings may not reflect all risks.</p> <p>(iii) The investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers.</p> <p>(iv) Implicit fees (placement fees, structuring fees) may be a component of the Issue Price of the Securities, but such fees will not be taken into account for the purposes of determining the price of the relevant Securities in the secondary market.</p> <p>(v) The Issuer, in agreement with the Distributor, may have the right to withdraw the offer in relation to the Securities, which in such circumstances will be deemed to be null and void.</p> <p>(vi) Mediobanca will use all reasonable endeavours to maintain the listing of the Securities, provided that if it becomes impracticable or unduly burdensome or unduly onerous to maintain such listing, then Mediobanca may apply to de-list the relevant Securities.</p>
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Section E – Offer

Element	Description of Element	Disclosure requirement
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E.2b	Reasons for the offer and use of proceeds	The net proceeds of the issue of each Tranche of Securities will be used for the general corporate purposes of the Issuer.
E.3	Terms and conditions of the offer	<p>The offer to invest in the Securities is made from 25 September 2017 (included) to the first date between 31 October 2017 (included) or, in case of door-to-door selling ("offerta fuori sede"), 24 October 2017 (included) or, in case of distance communication techniques ("offerta mediante tecniche di comunicazione a distanza"), 17 October 2017 (included) and the date (excluded) following the date in which the Certificates effectively placed will be equal to the Aggregate Notional Amount of EUR 15,000,000.</p> <p>The Issuer reserves the right, in agreement with the Distributor to withdrawal the offer of the Certificates and cancel the issuance of the Certificates at any time before the Issue Date in the event of any extraordinary changes in the economic and political situation or in the capital, currency and exchange rates markets, either at national or international level. The Issuer and the Distributor will inform the public of the early closure of the Offer Period by means of a notice to be published, within 3 business days, on the relevant websites www.mediobanca.com and www.chebanca.it.</p> <p>The Issuer reserves the right, in agreement with the Distributor, to close the Offer Period early before the total amount of the Certificates requested to be purchased will be equal to the Aggregate Notional Amount and also in circumstances where purchases of Securities are not yet equal to the Aggregate Notional Amount. The Issuer and the Distributor will inform the public of the early closure by means of a notice to be published, within 3 business days, on the relevant websites www.mediobanca.com and www.chebanca.it.</p> <p>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 postponement of the closure of the Offer Period by means of a notice to be published, within 3 business days, on the relevant websites www.mediobanca.com and www.chebanca.it.</p> <p>During the Offer Period the investors may apply for the purchase of the Certificates during normal Italian banking hours at the offices (filiali) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the "Acceptance Form" (Scheda di Adesione)). Acceptance forms are available at each office (filiali) of the Distributor.</p> <p>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 Acceptance Forms, other than directly at their branches and offices, 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.</p>



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 distance communication techniques (*tecniche di comunicazione a distanza*) pursuant to Section IV bis of Italian Consumer Code.

Furthermore, pursuant to art. 67-duodecies of the Italian Consumer Code, the validity and enforceability of contracts subscribed through distance communication techniques is suspended for a period of 14 (fourteen) days beginning on the date of the subscription of the Acceptance Form by the relevant investor.

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

The Certificates may be also offered by the Distributor through recorded telephone orders. In this case, 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 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.

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

The Certificates may be purchased in a minimum purchased 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 purchase amount of the Certificate to be applied for by each investor within the Aggregate Notional Amount.

The result of the Offer of the Certificates will be published at the end of the Offer Period, through a notice, within 2 business days after the closing, also in case of early close, on the Issuer and Distributor's websites (www.mediobanca.com and www.chebanca.it).

The Global Securities will be delivered to the relevant clearing system no



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		later than on the Issue Date.
E.4	Material interests in the offer	<p>Potential conflict of interests may arise, in respect of the Certificates, between the Issuer and the Distributor due to the fact they belong to the same Mediobanca Banking Group, whose parent company is Mediobanca - Banca di CreditoFinanziario S.p.A. ("Mediobanca") and the Distributor receives from the Issuer, Placement Fees. Mediobanca is the Issuer of the Certificates and acts also as Calculation Agent and liquidity provider for the Certificates and, under certain circumstances, this role could give rise to conflicts of interest.</p> <p>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.</p> <p>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.</p>
E.7	Estimated expenses	<p>The Offer Price includes, per each Notional Amount per Certificate, Structuring Fees equal to 0.50 per cent. and Placement Fees, equal to 2.50 per cent.. Placement Fees, equal to 2.50 per cent., shall be paid by the Issuer to the Distributor up to a Notional Amount of EUR 8,000,000 on the Issue Date. For amounts exceeding EUR 8,000,000 and up to EUR 15,000,000, the Placement Fees and the Structuring Fees will be determined according to prevailing market conditions at the closing of the Offer Period up to a maximum of respectively, of 3.00 per cent. and 0.55 per cent.. The final amount of the Placement Fees and the Structuring Fees shall be announced by notice to be published, within 2 Business Days, following the close of the Offer Period on the Issuer and Distributor's website, respectively, www.mediobanca.com and www.chebanca.it.</p> <p>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.</p>