



MEDIOBANCA

Comunicato Stampa

VOLUNTARY BUYBACK OFFER OF CERTIFICATES FOR A NOMINAL AMOUNT OF EURO 59,920,000.00

DETERMINATION OF BUYBACK PRICE FOR TODAY AND DETERMINATION OF MINIMUM PRICE FOR THE DAY OF 29 JUNE 2020

Milan, 26 June 2020 - following the press release published on 24 June 2020, Mediobanca, in its capacity as offeror, is announcing that the Certificates that are validly tendered to the Offer in the course of today, and in particular between 9:00 a.m. and 4:30 p.m., if accepted by the Offeror, will be bought back by the Offeror on the terms and conditions set out in the Information Document, at the Buyback Price indicated in the table below for each series of Certificates.

Holders of Certificates should consider that the prices indicated below are valid exclusively in connection with the Certificates validly tendered and accepted by the Offeror in the course of today.

<i>Name</i>	<i>ISIN</i>	<i>Buyback Price</i>
Autocallable Certificates linked to Euro STOXX Banks Index due 19th March 2021	XS1787114823	EUR 9,067.20
Autocallable Certificates linked to Telecom Italia S.p.A. Share due 8th March 2021	XS1775776005	EUR 9,675.56
Autocallable Certificates linked to UniCredit S.p.A. Share due 25 May 2021	XS1814677628	EUR 8,159.54
"Phoenix" Certificates linked to Telecom Italia S.p.A. Shares due 13 July 2021	XS1849544603	-
Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Share due 27 April 2021	XS1802294345	EUR 10,668.00
Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Share due 25 May 2021	XS1821801906	EUR 10,917.08
"Phoenix" Certificates linked to Eni S.p.A. Shares due 24 September 2021	XS1879557186	EUR 9,702.92
"Phoenix" Certificates linked to Unicredit S.p.A. Shares due 4 October 2021	XS1885506730	-
"Phoenix" Certificates linked to Unicredit S.p.A. Shares due 2 July 2021	XS1839533541	-

Mediobanca is announcing also that the Minimum Price at which the Certificates validly

THE OFFER HAS NOT BEEN AND WILL NOT BE PROMOTED, EITHER DIRECTLY OR INDIRECTLY, BY MAIL OR BY ANY OTHER MEANS OR INSTRUMENT OF COMMUNICATION (INCLUDING, WITHOUT LIMITATION, BY FAX, TELEX, E-MAIL, TELEPHONE OR INTERNET), OR BY ANY STRUCTURE OR MARKET, OR IN ANY OTHER WAY IN THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA OR ANY OTHER STATE WHERE SUCH OFFERS ARE NOT PERMITTED IN THE ABSENCE OF THE AUTHORIZATION OF THE COMPETENT AUTHORITIES.

conferred in accession during the course of 29 June 2020, between 9:00 a.m. and 4:30 p.m., can be bought back, if accepted by the Offeror, is the one indicated in the table below for each series of Certificates.

<i>Name</i>	<i>ISIN</i>	<i>Minimum Price</i>
Autocallable Certificates linked to Euro STOXX Banks Index due 19th March 2021	XS1787114823	EUR 7,959.672
Autocallable Certificates linked to Telecom Italia S.p.A. Share due 8th March 2021	XS1775776005	EUR 8,540.136
Autocallable Certificates linked to UniCredit S.p.A. Share due 25 May 2021	XS1814677628	EUR 7,130.385
"Phoenix" Certificates linked to Telecom Italia S.p.A. Shares due 13 July 2021	XS1849544603	EUR 9,988.947
Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Share due 27 April 2021	XS1802294345	EUR 9,322.344
Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Share due 25 May 2021	XS1821801906	EUR 9,549.711
"Phoenix" Certificates linked to Eni S.p.A. Shares due 24 September 2021	XS1879557186	EUR 8,566.812
"Phoenix" Certificates linked to Unicredit S.p.A. Shares due 4 October 2021	XS1885506730	EUR 50,810.013
"Phoenix" Certificates linked to Unicredit S.p.A. Shares due 2 July 2021	XS1839533541	EUR 10,139.139

For the terms and conditions of the Offer, description of the risk factors pertaining thereto, and information on potential conflicts of interest that Mediobanca might have in relation to the Offer, please refer to the Information Document, which is available together with the other documents relating to the Offeror mentioned therein, on the website www.mediobanca.it.

Capitalized terms used and not otherwise defined herein shall have the same meaning that is attributed to them in the Information Document.

Milano, 26 June 2020

Investor Relations

tel. +39-02-8829860 /647

investor.relations@mediobanca.com

Media Relations

tel. +39-02-8829627 /319

media.relations@mediobanca.com

DISCLAIMER This announcement must be read in conjunction with the Information Document. This announcement and the Information Document contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Information Document or the action you should

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take, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences. Any individual or company whose Certificates are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender the Certificates to the Offer.

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