



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

MEDIOBANCA

LIMITED LIABILITY COMPANY
CAPITAL EURO 444.169.467,50
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 AUTOMATIC PAYOUT SWITCH EVENT

relating to the public offer of

**Issue of up to 1,000 “Knock-in Reverse Convertible Securities linked to Rolls-Royce Holdings
PLC Share due 23 February 2026”**

commercially named

“Coupon Lock in Certificates linked to Rolls-Royce Holdings PLC Share”

(the “Certificates”)

(ISIN Code: XS2443732677)

Issuer

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

Lead Manager

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

Distributor

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

In accordance with Paragraph 23 (Payout Switch - Automatic Payout Switch) - Part A of the Issuer's Final Terms, dated 9 February 2022, the Issuer, in its role as Calculation Agent, communicates that the Automatic Payout Switch Event has occurred on the second Payout Switch Date of 16 May 2023. Therefore, the Final Payout (Multiple Final Payout – Reverse Convertible Securities) of the Securities will be switched - on and after the relevant Observation Date on which the Automatic Payout Switch Event occurs - to Multiple Final Payout – Constant Percentage Securities (the **“Switched Payout”**).

Where:

Multiple Final Payout – Constant Percentage Securities means:

Notional Amount × Constant Percentage 1

“Constant Percentage 1” means 100%

Mediobanca Banca di Credito Finanziario S.p.A.
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Mediobanca S.p.A., iscritta all'Albo delle Banche e Capogruppo del Gruppo Bancario Mediobanca, iscritto all'Albo dei Gruppi Bancari al n. 10631.
Aderente al Fondo Interbancario di Tutela dei Depositi e al Fondo Nazionale di Garanzia. Iscritta al Registro Unico degli Intermediari assicurativi e riassicurativi.
Capitale sottoscritto e versato € 444.169.467,50



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

The Certificates have been issued under the "Issuance Programme" (the "Base Prospectus") approved by the Central Bank of Ireland (the competent Irish Authority) on 25th May 2021. The Final Terms have been transmitted to Central Bank of Ireland on 9 February 2022.

Full information on the Issuer and the Offer can be obtained only on the basis of the combination of the Base Prospectus, the Supplement to the Base Prospectus and the Final Terms. The Base Prospectus, the Supplement to the Base Prospectus and the Final Terms are available on the website indicated in the Offering Documentation.

16 May 2023