MEDIOBANCA

LIMITED COMPANY
SHARE CAPITAL FULLY PAID UP: €443,521,470.00
REGISTERED OFFICE: PIAZZETTA ENRICO CUCCIA 1, MILAN, ITALY
REGISTERED IN THE MILAN-MONZA-BRIANZA-LODI METROPOLITAN CHAMBER OF COMMERCE
TAX IDENTIFICATION CODE AND VAT NUMBER: 00714490158
REGISTERED AS A BANK AND A BANKING GROUP UNDER REGISTRATION NO. 10631.0.
PARENT COMPANY OF THE MEDIOBANCA S.P.A. BANKING GROUP

Registration document for the twelve months ended 30 June 2018

Drawn up in accordance with Consob resolution no. 11971 issued on 14 May 1999 and

EC commission regulations no. 809/2004 approved on 29 April 2004

enacting the methods of application for Directive 2003/71 EC as amended by

Directive 2010/73 EU and by Implementing Regulations (EU) no. 486/2012 and no. 862/2012

Issuer

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

Registration Document filed with Consob on 22 November 2018 following approval as notified by memo no. 482981/18 issued on 21 November 2018.

The Registration Document is valid for twelve months from the date of approval and is available both on the Bank's website at www.mediobanca.it and the head office of Mediobanca itself at Piazzetta Enrico Cuccia 1, 20121 Milan, Italy.

In order to have full disclosure on the Bank and its offerings and/or prices for financial instruments, the Registration Document should be read in conjunction with the Prospectus or Base Prospectus (including the Definitive Terms and Conditions, the Executive Summary for each individual offering and/or listing, and any Supplements and Additional Notices, and the documentation incorporated via reference as amended.

The investor is also invited to read carefully the section entitled "Risk factors" contained within the Registration Document and the individual Information Reports and Summaries approved from time to time, for a review of the Risk factors that must be taken into consideration with reference to the Issuer and the relevant types of financial instrument.

Publication of the Registration Document does not entail any judgement by Consob on the advisability of the investments proposed and the merits of the data and information relating thereto.

Notices for the investor

In order to be able to evaluate a potential investment correctly, investors are invited to assess the information contained in the Registration Document and its supplements, if any, carefully, including the risk factors specific to the Issuer and the sector in which it operates.

For detailed information on these risk factors, please see Section 3 of the Registration Document ("Risk factors"). Investors' attention is drawn to the following in particular:

- Mediobanca – Banca di Credito Finanziario S.p.A. is exposed to movements in government securities, in particular to Italian sovereign debt securities. In particular, at 30 June 2018, the aggregate exposure to Italian government bonds was €2.91bn (or 4% of total assets). Any deterioration in the spread on Italian government bonds versus those of other European member states, and any combined actions by the principal ratings agencies such as to result in the credit rating of Italian debt being downgraded to below investment grade level, could impact adversely on the value of the Bank's portfolio, its capital ratios and liquidity position. For further information, please see the section entitled "Risks linked to sovereign exposures".

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MEDIOBANCA

Contents

1 Information regarding the persons responsible for this Registration Document

1.1. Persons responsible

Mediobanca – Banca di Credito Finanziario S.p.A. ("**Mediobanca**", the "**Issuer**" or the "**Company**"), with its registered office in Piazzetta Enrico Cuccia 1, Milan, in the persons of its representatives-at-law Emanuele Flappini (Head of Company Financial Reporting) and Stefano Vincenzi (General Counsel), is responsible for the information provided in this Registration Document.

1.2. Declaration of responsibility

Mediobanca - Banca di Credito Finanziario S.p.A. hereby states that, having applied all reasonable diligence relevant for such purposes, the information contained in the Registration Document is, as far as Mediobanca is aware, in accordance with the facts and does not present any omissions such as would affect its meaning.

2 Auditors of the financial statements

2.1. External and supervisory auditors

PricewaterhouseCoopers S.p.A. with registered offices in Via Monte Rosa 91, Milan, Italy – registered as an auditor in the register instituted by the Italian Ministry of Economics and Finance pursuant to Article 1, para. 1, letter g) of Italian Legislative Decree no. 39/10 and Article 1 of Italian Ministerial Decree no. 144 issued on 20 June 2012 - audited the statutory and consolidated financial statements of Mediobanca as at 30 June 2018 (see section 11.3.1 below), and also the statutory and consolidated financial statements of Mediobanca as at 30 June 2017 (see section 11.3.1 below).

At the annual general meeting held on 27 October 2012, the Statutory Audit Committee PricewaterhouseCoopers S.p.A. were appointed to audit the statutory and consolidated full-year and interim financial statements, to perform other activities provided for under Article 155 of Italian Legislative Decree 58/98, and to sign off the "Unico" and "770" tax declarations for the years until the financial year ending 30 June 2021.

2.2. Information regarding resignations, dismissals or failures to renew the appointment of the external auditors or the auditors responsible for auditing the financial statements

As at the date on which this document was published, there is no information regarding any resignations, dismissals or failures to renew the appointment of the external auditors or the auditors responsible for auditing the financial statements.

3 Risk factors

3.1. Risks attributable to the Issuer and the Mediobanca Group

3.1.1. Risk linked to sovereign exposures

Mediobanca is exposed to movements in government securities, in particular to Italian sovereign debt securities. Any deterioration in the spread on Italian government bonds versus those of other European member states, and any combined actions by the principal ratings agencies such as to result in the credit rating of Italian debt being downgraded to below investment grade level, could impact adversely on the value of the Bank's portfolio, its capital ratios and liquidity position.

The aggregate exposure to sovereign states held by Mediobanca as at 30 June 2018 amounted to €5.29bn (book value; of which €0.13bn recognized at fair value and €5.41bn at amortized cost), €0.3bn of which consisted of securities held by the Group's banks, and €0.1bn by the insurance companies. The overall totals were down €0.16bn compared to the figure at end-2017. By individual country, the risk was concentrated principally in Italy, which accounted for 17.6% of the total (€2.91bn) and Germany with 7% (€1.16bn).

As at 30 June 2018, the aggregate exposure to debt securities accounted 32% of the total financial assets and 11% of the total assets. The aggregate exposure to Italian government securities (€2.91bn), by contrast, represents 17.6% of the total financial assets and 4% of the total assets, lower than the 5% recorded at end-2017 due to measures implemented.

Among the debt securities issued by central and local governments and by government entities, there were not structured debt securities.

For further information, please see the relevant table in section 3.3, "Select financial information".

3.1.2. Market risk

The issuer's earnings and business have been and may in the future be affected by a number of global factors including: political, economic and market conditions; the availability and cost of capital; the level and volatility of share and bond market prices; the prices of raw materials and interest rates; currency exchange rates and other market indexes; changes and developments in technology; the availability and cost of credit; inflation; and the perception and level of confidence held by investors in financial markets.

Mediobanca's exposure to price risk on the trading book is measured on a daily basis by calculating two main indicators: sensitivity (the so-called "Greeks") to minor changes in risk factors (such as interest rates, share prices, exchange rates, credit spreads, inflation and volatility); and value-at-risk, calculated on the basis of expected volatilities and the correlations between the risk factors concerned, updated daily, assuming a disposal period of a single trading day and a confidence level of 99%. Such indicators are subject to operating limits at the overall level and also at the level of macro-areas and individual business, to prevent excessive risks from being taken and ensure operations are in line with the Bank's risk appetite.

In addition to these metrics, *ad hoc* indicators are compiled to capture tail risks not measured by VaR, and stress tests carried out on the main risk factors, to show the impact which significant movements in the main market variables (such as share prices and interest or exchange rates) might have, calibrated on the basis of the most pronounced historical oscillations.

The issuer's results are also impacted by the financial and economic situation, and are subject to fluctuation due to a range of factors beyond the issuer's control and which the issuer is unable to foresee. These include the extreme volatility which equity and credit markets experienced in the recent past, both in Italy and elsewhere, sharp changes in the performance of equities and bonds, and the lack of liquidity of domestic and international markets. Fluctuations may themselves be impacted by the reduced levels of market activity worldwide, the effects of which may be reflected in the size, number and timing of mandates awarded in the investment banking sector, in brokering activity and intermediation fees.

3.1.3. Market competition risk

The issuer faces intense competition, in particular on the Italian market, form other businesses operating in the financial services sector. This is a fiercely competitive sector on the domestic market, where the issuer's business is most highly concentrated. The issuer is also in competition with commercial banks, investment banks and other companies, both Italian and non-Italian, which provide financial services in Italy and this could impact on the Issuer's competitiveness.

3.1.4. Issuer liquidity risk

The Issuer's liquidity may be affected if the extreme volatility experienced by domestic and international markets in recent months is to continue in the future.

Liquidity risk is defined as the risk of the Bank not being able to meet its own certain and predictable payment commitments when they become payable, either because of the inability to raise funds on the market (funding liquidity risk), or because of being unable to cash in its financial assets without incurring capital losses (market liquidity risk).

The Group is able to meet its cash outflows from inflows of cash, assets which may be cashed in quickly, and its own ability to obtain credit, but in general terms a deterioration in the general macro-economic situation, the market scenario and/or the Issuer's credit standing could impact negatively on its liquidity profile.

As for the liquidity indicators, as at 30 June 2018, the loan-to-deposit ratio was 98%.

Since 30 June 2014, the supervisory reporting in respect of short-term and medium-/long-term liquidity has been operative, in the form of the liquidity coverage ratio (LCR) for the former and the stable funding ratio ("SF") for the latter, with no problems emerging. Since the 30 September 2016 report, a new reporting system has been been adopted for the liquidity coverage indicator introduced by Commission Delegated Regulation EU 61/2015. Accordingly, since April 2016 the Mediobanca Group has reported the additional liquidity monitoring metrics ("ALMM").

As at 30 June 2018 both the indicators instituted under the Basel III regulations were above the limit set (LCR and NSFR >100%), at 186% and 108% respectively.

For further details please see section 3.3 "Select financial information" of the Registration Document.

3.1.5. Credit risk

The Issuer is exposed to the risks traditionally associated with credit activity. Accordingly, breach by its customers of contracts entered into and their own obligations, or the possible failure to provide information or the provisions of incorrect information by them regarding their respective financial and credit situation, could impact negatively on the earnings, capital and/or financial situation of the Issuer. For further details on capital ratios and credit risk indicators, please see section 3.3 "Select financial information" of the Registration Document.

More generally, counterparties may fail to meet their respective obligations versus the Issuer due to bankruptcy, lack of liquidity, operating malfunctions or for other reasons. The bankruptcy of a major market participant, or fears that it might not meet its commitments, can cause huge liquidity problems, losses, or breaches by other institutions which in turn could impact negatively on the Issuer. The Issuer is also subject to the risk that in some circumstances, some of its receivables from third parties, including sovereign states, may not be collectable. Moreover, a reduction in the credit standing of third parties in which the Issuer holds securities or bonds could lead to losses and/or impact negatively on the Issuer's capability to restrict again or use differently such securities and bonds for purposes of liquidity. A significant reduction in the credit standing of the Issuer's counterparties could therefore have a negative impact on the Issuer's own results. While in many cases the Issuer can require further guarantees from counterparties in financial difficulty, disputes may arise regarding the amount of the guarantee which the Issuer is entitled to receive and the value of the asset forming the guarantee. Breach levels, reductions in credit standing and disputes over the value of guarantees increase significantly during periods of market tension and illiquidity. The Mediobanca Group has adopted every procedure to manage its risk positions with a view to ensuring that the value of the credits is not impaired, by constantly monitoring the exposures and in particular through a rigorous process of managing credits which show irregular performances, using all recovery instruments available in the retail area in particular.

The following table shows the Issuer's credit risk indicators on a consolidated basis for the financial years ended 30 June 2018 and 30 June 2017 compared with the average system data as at 31 December 2017 and 31 December 2016 published by the Bank of Italy (the Issuer's financial year ends on 30 June).

Table 2.

Credit risk indicators*

Indicators	30/6/17	System data as at	System data as at	30/6/18	Avg. system data as at
	(%)	31/12/16 (%)**	30/6/17 (%)***	(%)	31/12/17 (%)**
Gross bad debts/gross loans	1.7%	10.9%	10.5%	1.9%	9.1%
Net bad debts/net loans	0.8%	4.4%	3.8%	1.0%	3.4%
Gross NPLs/gross loans	5.5%	17.6%	16.5%	5.2%	14.5%
Net NPLs/net loans	2.8%	9.4%	8.2%	2.7%	7.3%
Bad debts coverage ratio	70.2%	63.1%	67.2%	73.3%	65.3%
NPL coverage ratio	51.3%	51.7%	55.3%	49.35%	53.8%
Net bad debts/net equity	3.5%	-	-	4.82%	-
Cost of risk******	0.9%	-	-	0.6%	-

* Data refer to the entire statutory area of consolidation used to prepare the Review of Operations. For purposes of completeness, please note that the same indicators calculated for the prudential consolidation area are shown in part E "Credit risk: credit quality" of the Notes to the Accounts.

** Data taken for reports of financial stability published by the Bank of Italy (no. 1: April 2017, table 2.1 p. 21) and refer to figures for significant banks.

*** Data taken from the report on financial stability published by the Bank of Italy (no. 2: November 2017, table 2.1, p. 26), and refer to figures for significant banks (2017).

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

For purposes of completeness, it should be noted that – as shown also in the Bank of Italy's Economic Bulletin no. 4 for October 2018 – for the set of banking groups classified as significant for supervisory purposes, non-performing loans fell as a percentage of total loans in 2Q 2018, both gross and net of loan loss provisions, to reach 9.7% and 4.7% respectively. The coverage ratio for NPLs of the significant banking groups also fell to 54.4%.

European initiatives in provisioning for NPLs

Amid the general efforts to keep the stock of NPEs at European banks down, a series of initiatives have been implemented by the regulatory authorities with the common objective of ensuring prudent management of NPEs, while at the same time preventing the excessive accumulation of impaired assets with high seniority levels and poor guarantees on banks' balance sheets. In particular these are measures intended to define the prudential regulations more accurately, and to implement the regulatory provisions in practice, with closer definition of the reference scenario in which the regulations themselves are to be applied.

With reference to the current prudential scenarios, in March 2018 the following documents were published jointly:

1. *Proposal for amending Regulation EU 575/2013 (CRR) as regards minimum loss coverage for non performing exposures*, issued by the European Commission regarding the compulsory Pillar 1 prudential requirements. A draft version of the document is currently being reviewed by the Council of Europe and the European Parliament with the objective of completing the legislative procedure by year-end 2018, in conjunction with the introduction of CRR II and CRD V. For the purposes of assessing prudential provisioning, the proposal recommends expanding the current definition of NPEs provided by CRR (Article 178) to include exposures that are past due by more than 90 days, in accordance with ITS 680/2014. Loans disbursed prior to 14 March 2018 and subsequently classified as NPEs will not be subject to the provisions contained in the proposal for amending Regulation EU 575/2013 (CRR). The draft requires banks to maintain an adequate amount of provisioning, deducting from Common Equity Tier 1 any surplus arising between prudential provisions (which are identified by weighting the gross value of the NPEs, those which have guarantees and those which do not) and adjustment provisions and other equity items (amounts set aside in the balance sheet, prudent valuations, other deductions from CET1, plus any shortfall arising on NPEs).

2. *Addendum to the ECB Guidance to banks on non-performing loans: supervisory expectations for prudential provisioning of non-performing exposures*, issued by the ECB to bring together the supervisory authority's expectations in the area of provisioning, which, if not met, could lead from 2021 onwards to an increase in the consolidated capital requirement to be complied with (additional Pillar II measures). The Addendum translates these expectations into higher prudential provisioning of non-performing loans, split based on the collateral guaranteeing them and their age, with 100% of the prudential provisions from the end of year 2 for unguaranteed loans and from the end of year 7 for guaranteed loans. The ECB will assess divergence from its expectations in findings at the banks themselves in practice at least once a year, requiring the banks if appropriate to institute additional Pillar II measures. The Addendum regards only those exposures classified as non-performing starting from 1

April 2018, and the ECB will review its application as part of the 2021 SREP process, based on the capital requisite as at 31 December 2020.

Mediobanca has carried out a preliminary estimate of the effects of the regulations, and the analysis shows no material impact for 2018 and 2019, and only limited impact once the regulations are fully in force.

In March 2017, the ECB published its definitive Guidance to Banks on Non-Performing Loans, addressed especially to EU banks with levels of NPLs which are higher than the European average, on management of non-performing exposures. In this connection, it should be noted that:

- The document sets out the measures, processes and practices which banks are required to adopt in managing NPLs. The document has been drawn up having due consideration to the best practices adopted at EU level;

- Banks are exhorted to implement ambitious but realistic strategies – including disposals – to reduce NPLs;

- The guidance provides the foundations for structuring ongoing supervisory engagement with banks (via the joint supervisory teams); governance is one of the issues considered.

The ECB expects banks to comply fully with the guidelines issued (which are applicable immediately), consistent with the gravity and weight of the NPLs in their respective portfolios, without, however, having set any quantitative objectives for the reduction of NPLs. On the contrary, it expects banks to devise a strategy including a series of options, for example NPL recovery policies, servicing and/or sales of portfolios.

3.1.6. Operational risk

Operational risk is the risk of incurring losses due to errors, breaches, interruptions, damage caused by internal processes, staff or systems or caused by external events.

The Issuer is exposed to many kinds of operational risk, including the risk of fraud on the part of staff or externals, the risk of unauthorized transactions being executed by employees, and the risk of errors in the operating systems, including those due to flaws or malfunctions in the computer or telecommunications systems. The systems and methods adopted to manage operational risk have been designed to ensure that such risks linked to the above activities are kept adequately under control. Any obstruction or flaw in such systems could impact negatively on the Issuer's financial system or operating results.

The Mediobanca Group has implemented a series of measures aimed at mitigating such risks; in particular, in the course of formalizing company processes the most significant risk sources and the respective measures to control them have been identified; a disaster recovery procedure has been implemented; access to IT systems is constantly monitored; and insurance policies have been executed to cover staff, the most valuable assets and to cover cash management.

3.1.7. Judicial proceedings and inspections in course

As at the date hereof, Mediobanca and its Group companies are not, or have not been, involved in proceedings initiated by the public authorities, legal disputes, arbitrations or administrative procedures involving claims for damages or cash payments which could have or which have, in the recent past, had significant consequences for the Group's financial position or profitability, nor are there, so far as Mediobanca is aware, any disputes, arbitrations or administrative procedures either imminent or already announced.

It is felt that the provision for risks and charges (which at 30 June 2018 amounted to €185,482m) comfortably covers any charges that may be payable as a result of the claims made against Mediobanca and the Group companies.

A description of the main tax and legal disputes still outstanding is provided in section 11.6 "Legal and arbitration proceedings" purely for information purposes.

3.1.8. Risks related to 2016-19 three-year strategic plan

On 16 November 2016, the Board of Directors of the Issuer approved its Strategic Plan 2016-19 (the "**Strategic Plan**") – illustrated to the financial community on 17 November 2016 – which provides, *inter* alia, for a strategic reshaping of the Group to enable it to upgrade definitively to become a long-term value player.
The Strategic Plan contains given objectives to be reached by end-June 2019 (the "**Plan Objectives**") based on growth in high-profitability banking activities, development of the new Wealth Management division, acquisition of 100% of Banca Esperia, and in general a capital use and allocation optimization process. The Issuer's capability to implement the actions and to meet the Plan Objectives depends on a number of circumstances, some of which are beyond the Issuer's control, such as assumptions regarding the macroeconomic scenario and changes in the regulatory framework, and regarding the effects of specific actions or actions concerning future events which the Issuer is only partially able to influence.
Given the fact that, as of the date of the Registration Document, there is no certainty that the actions provided for in the Strategic Plan will be implemented in full, in the absence of the benefits expected to derive from meeting the Plan Objectives referred to above, the Issuer's expected results may differ even significantly from those envisaged in the Strategic Plan.

3.2. Risks attributable to the sector in which the Issuer and the Mediobanca Group operate

3.2.1. System risks linked to the economic/financial crisis and to uncertainties in the macroeconomic scenario

It should be noted that the earnings capacity and stability of the financial system in which the Issuer operates may be impacted by the general economic situation and the trends on financial markets, and, in particular, by the solidity and growth prospects of the economies of the country or countries in which the Issuer operates, including its/their credit standing, as well as the solidity and growth prospects of the Eurozone as a whole.

The Issuer's performance is also influenced by the general economic situation, both national and for the Eurozone as a whole, and by the trend on financial markets, in particular by the solidity and growth prospects of the geographical areas in which the Issuer operates. The macroeconomic scenario currently reflects considerable areas of uncertainty, in relation to: (a) the UK leaving the European Union; (b) the trends in the real economy with reference to the prospects of recovery and growth in the national economy and/or resilience of growth in the economies of those countries, such as the United States and China, which have delivered growth, even substantial, in recent years; (c) future developments in the monetary policy of the ECB for the Eurozone area, and the Fed for the US dollar area, and the policies implemented by various countries to devalue their own currencies for competitive reasons;

(d) the sustainability of the sovereign debt of certain countries, and the tensions noted more or less frequently on financial markets.

With reference to Brexit, the Mediobanca Group continues to operate as usual in the United Kingdom through the Mediobanca S.p.A. London branch office (investment banking services) and through Group company Cairn Capital (alternative fund management). The potential impact of Brexit for the Group is limited, at just 1.2% of revenues. Mediobanca is monitoring the state of progress in the negotiations and the potential regulatory impact through an internal working group, which is co-operating with the JST in order to understand the implications for clearing activity in particular, and agree on the draft business plan for the Financial Conduct Authority, describing the branch office's new legal status.

There is therefore the risk that the future development of these scenarios could impact adversely on the Issuer's capital, earnings and financial situation.

3.2.2. Risk linked to changes in banking sector regulation and regulations governing bank crisis resolution

The Issuer is subject to extensive European and national regulation, and in particular to supervision by the ECB/Bank of Italy and Consob. The regulations applicable to banks, to which the Issuer is subject, governs the sectors in which banks may operate, in order to safeguard their stability and solidity, limiting the exposure to risk. In particular, the Issuer and the banking companies which form part of the Issuer's group are bound to comply with the capital adequacy requirements instituted by the EU regulations and by Italian law.

Furthermore, as the issuer of financial instruments which are distributed among the general public and/or listed, the Issuer is required to comply with additional provisions issued by Consob. In addition to the supranational and national regulations and to primary or regulatory norms in the financial and banking area, the Issuer is subject to specific regulations on subjects such as, *inter alia*, anti-money-laundering, usury and protection of customer (consumer) rights.

The sharp and prolonged crisis on financial markets has led to more rigorous regulations being adopted by international authorities. As from 1 January 2014, part of the supervisory regulations have been amended based on the guidelines emerging from the Basel III agreements, with a view chiefly to strengthening the minimum capital requirements, controlling the degree of financial leverage, and introducing policies and quantitative rules to mitigate liquidity risk among banking institutions.

In particular, as far as regards raising capital requirements, the Basel III agreements provide for a phase-in regime in which the minimum capital levels will increase gradually; when fully implemented, i.e. from 2019, these levels will require banks to have a Common Equity Tier 1 ratio equal to at least 7% of their risk-weighted assets, a Tier 1 Capital ratio of at least 8.5%, and a Total Capital ratio of at least 10.5% of RWAs (these minimum levels include the so-called capital conservation buffer).

On 22 November 2017, the ECB notified the Mediobanca Group of the results of the Supervisory Review and Evaluation Process 2017 (SREP), setting the capital requirement which the Bank has to meet on a consolidated basis at a CET1 ratio of 7.625%. This level, which is unchanged from the requirement for 2017, apart from the increase in the capital conservation buffer, which rose from 1.25% in 2017 to 1.875%, was met comfortably at 30 June 2018 when the Group's phase-in CET1 stood at 14.24% (and its total capital ratio at 18.1%).

Furthermore, under the Basel III agreements banks are required to monitor their leverage ratios, i.e. the ratio between their tier 1 capital and overall exposure, pursuant to Article 429 of

EU regulation 575/13. For this indicator, which has been subject to disclosure by banks since 2015, the Basel Committee has introduced a minimum regulatory limit of 3%, in force since 1 January 2018; the definitive requirements are expected to be made known by the year-end to be applied as from 2019. The Mediobanca Group's leverage ratio as at 30 June 2018, calculated using CET1 fully-loaded with the Danish Compromise applied, and using CET1 fully-loaded without the Danish Compromise applied, was 8.78% and 7.49% respectively.

As far as regards liquidity, the Basel III regulations provide, among other things, for the introduction of a short-term indicator (the "Liquidity Coverage Ratio", or "LCR"), the purpose of which is to establish and maintain a liquidity buffer to allow the Bank to survive for a period of thirty days in the event of grave stress, and a structural liquidity indicator (the "Net Stable Funding Ratio", or "NSFR") with a time horizon of over twelve months, to ensure that asset/liability maturity structure is sustainable.

With reference to these indicators, it should be noted that:

- For the LCR indicator, a minimum level of 100% has been set from 1 January 2018 in accordance with EU regulation no. 575/2013 (the "CRR") – for further details see section 3.3, "Select financial information";

- For the NSFR indicator, although the Basel Committee's proposal involved a minimum level of 113% to be met starting from 1 January 2018, at present no provision has been made in the CRR for a regulatory limit on structural liquidity.

As at 30 June 2018 these regulatory indicators stood at 186% and 198% respectively. Even though the new prudential requirements are to be phased in gradually under the new regulatory framework, the impact on the Issuer's operating performance could be significant.

Further information and details on these indicators is provided in section 3.3, "Select financial information" of this Registration Document.

In the regulatory framework applicable to the Issuer, attention should be drawn in particular to Directive 2014/59/EU issued by the European Parliament and Council, enacted at national level through Italian Legislative Decree nos. 180 and 181 issued on 16 November 2015, to provide a framework for the recovery and resolution of banks and investment companies (the "Bank Recovery and Resolution Directive" or the "BRRD", or the "Directive"), as part of the attempt to define a Single Resolution Mechanism and a Single Resolution Fund.

The new features introduced by the BRRD include the introduction of instruments and powers which the national authorities responsible for banking crisis resolution (the "Authorities") can adopt to resolve a situation of crisis or failure for a bank. This is to guarantee continuity of the entity's essential functions, thus minimizing the impact of the failure on the economy and the financial system, and keeping the cost for tax-payers down to a minimum as well, while ensuring that the shareholders are the first to incur losses and that creditors bear them after the shareholders, with the proviso that no creditor should incur losses in excess of those which they would have incurred if the bank had been placed in liquidation under normal insolvency proceedings. In particular, the directive provides for a transition from a crisis resolution system which is based on public resources (a bail-out system) to one in which losses are transferred to shareholders, to holders of subordinated debt securities, to holders of non-subordinated and unguaranteed debt securities, and finally to depositors for the share in excess of the guaranteed share, i.e. in excess of €100,000.00 ("bail-in"). Hence, in the event of the bail-in tool being applied, investors may have the value of their investments written down, even to a nominal value of zero, or bonds converted to equity, even without formal declaration of insolvency on the part of the Issuer.

Furthermore, where they have grounds to do so, the authorities may request use of the Single Resolution Fund provided for under EU regulation no. 806/2014 issued by the European Parliament and Council, to be financed with grants paid in by banks at the national level.

Although the Issuer has undertaken to comply with this complex system of rules and regulations, failure to do so, or possible changes in the regulations themselves and/or in the methods of interpreting and/or applying them by the relevant authorities, could entail significant adverse effects to the operating results and the earnings, capital and financial situation of the Issuer.

Furthermore, it should be noted that with the introduction of Directive 2014/49/EU (on deposit guarantee systems) on 16 April 2014, the BRRD referred to above (Directive 2014/59/EU) and the institution of the Single Resolution Mechanism (EU regulation no. 806/14 issued on 15 July 2014), credit institutions are obliged to establish specific provisions to protect deposits and to contribute to the Bank Resolution Fund. In this connection it should be noted that the profit and loss account for FY 2017-18 reflects payments to the resolution funds and deposit guarantee schemes totalling €49.1m (€87.9m), €26.3m of which as the ordinary contribution to the Single Resolution Fund, €5.4m for the ordinary contribution to the DGS, and €17.4m in one-off payments, €7.8m of which to the voluntary interbank scheme FITD (including €2.8m to wipe out the Cassa di Risparmio di Cesena and the ABS received in exchange), and a €9.5m payment required by the Italian national resolution fund.

3.2.3. Risk related to IFRS 9 on "Financial Instruments" coming into force

In July 2014, the International Accounting Standard Boards (IASB) released the new IFRS 9 "Financial Instruments", with the aim of introducing new regulations on the classification and measurement of financial instruments, the criteria and methods for calculating value adjustments, and the hedge accounting model.

The ratification process was completed with the issue of Commission Regulation (EU) 2016/2067 of 22 November 2016, published in the Official Journal of the European Union, L 323, on 29 November 2016.

IFRS 9 replaces IAS 39 and is applicable starting from the date on which the first financial year starting on 1 January 2018 or thereafter.

The Mediobanca Group, which ends its financial year on 30 June each year, has adopted the new standard as from 1 July 2018.

IFRS 9 introduces significant changes with regard to:

I. The rules for classifying and measuring financial assets, which will be based on business model and the cash flow characteristics of the instrument (the "Solely Payments of Principal and Interest", or SPPI, test);

II. The new model to be used in accounting for impairment based on the "expected losses" approach, rather than "incurred losses" as in IAS 39, which requires application of the notion of expected loss over the asset's "lifetime" which could generate an advance on or structural increase in the writedowns to be charged, with reference in particular to loans and receivables;

III. Hedge accounting, in the setting of new rules on the assignment of financial hedges and review of their efficacy in order to pursue increased alignment between how hedges are booked in accounting terms and the operational rationale underlying them.

IFRS 9 also modifies the accounting treatment for "own credit" in the sense of changes to the fair value of liabilities designated as fair value options attributable to fluctuations in the company's own credit rating. Under the new standard, such changes must be recognized in a net equity reserve rather than taken through the profit and loss account as is the case under IAS 39, thus removing a source of volatility for earnings.

Adoption of the new classification rules for financial instruments and business models generates an almost null effect on net equity and on the CET1 ratio, while the most significant impact is linked to the changes in relation to impairment.

All changes and variations lead to a change in the value of net equity of approx. €120m (approx. €80m net of the tax effect), with an overall impact of some 20 bps on the CET1 ratio.

The impacts recorded represent the best information that the Group has available at the current date and hence are subject to possible changes as a result of completion of the first application of IFRS 9 standard, which is forecast to end by 31 December 2018.

In order to mitigate the impact of the new standards on the prudential ratios, Regulation (EU) 2017/2395 of the European Parliament and of the Council as regards "Transitional arrangements for mitigating the impact of the introduction of IFRS 9 on own funds" offers the possibility for banks to distribute the impact of the introduction of IFRS 9 on own funds for a transitional period of five years, by including a decreasing amount of the impact in CET1.

The Group will apply the static approach, to neutralize the effect of the higher provisioning for performing assets, starting from the first-time adoption of IFRS 9 and for the next five years.

For further information on the IFRS 9 implementation project, reference is made to section 3.3 "Select Financial Information" of the Registration Document and to the "*Disclosure on transition to IFRS 9*" available on the Bank's website at www.mediobanca.com.

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3.3. Select financial information

Some consolidated earnings and financial indicators as at 30 June 2018 (taken from the consolidated financial statements of Mediobanca as at 30 June 2018 approved by the Board of Directors on 20 September 2018) are set forth below, along with comparative data for the year ended 30 June 2017.

Annual consolidated data as at 30 June 2018

Table 1

Regulatory capital and solvency margins

Indicators and own funds (regulations in force since 1/1/14)	30 June 2018 (€m or %)	30 June 2017 (€m or %)	Minimum levels set by regulations**
Common equity Tier 1 – CET1	6,746.6	7,017.3	
Additional Tier 1 – AT1	_	_	
Tier 2 – T2	1,828.7	1,861.7	
Own funds	8,575.3	8,879.0	
Risk-weighted assets (RWAs*)	47,362.7	52,708.2	
Common equity tier 1/RWA (CET1 ratio)	14.24%	13.31%	7.625%
Tier 1/RWAs (T1 ratio)	14.24%	13.31%	8.5%
Total capital ratio	18.11%	16.85%	11.1255%
Risk-weighted assets/total assets	65.5%	74.8%	
Leverage ratio*** (temporary)	8.8%	9.5	

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

** Limits include the Pillar II requisite (1.25%, as per the SREP decision issued on 22 November 2017) imposed by the regulatory authorityand the capital conservation buffer (1.875%) for 2018; these limits, as from 1 January 2019, will have to reflect an increased capital conservation buffer of 2.50%, hence the levels will be 8.25% for the CET1 ratio, 9.75% for the Tier 1 ratio, and 11.75% for the total capital ratio, taking the same Pillar II requisite as the benchmark for this purpose.

*** 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.

The capital ratios as at 30 June 2018 have been calculated in accordance with the new supervisory regulations consisting of a directive ("Capital Requirements Directive IV – CRD IV") and a regulation ("Capital Requirements Regulation – CRR") issued by the European Parliament in July 2013 and incorporated into the Italian regulatory framework under Bank of Italy circular no. 285 issued in December 2013.[1]

The capital ratios, which stood at 14.24% for the Common Equity Tier 1 ratio and at 18.11% for the Total Capital Ratio, include the proposed dividend of (€0.47 per share), and reflect further strengthening as a result of the use of adoption of the AIRB models to calculate RWAs for the large corporate portfolio (which added 140 bps). The Common Equity Tier 1 ratio rose from 13.31% to 14.24% and the total capital ratio from 16.85% to 18.11% following the effects of the RAM Active Investments SA acquisition (which generated a 30 bps reduction in the CET1 ratio due to a combination of goodwill, seed capital and use of treasury shares owned to pay for part of the consideration). RWAs fell from €52.7bn to €47.4bn as a result of adoption of the

1 The new, EU-wide regime (enacted also in Italy) governing capital requirements for the banking system known as CRD IV (the Capital Requirements Directive), consisting in particular of:
- Directive 2013/36/EU issued by the European Parliament and Council on 26 June 2013, on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms;
- Regulation EU 575/2013 issued by the European Parliament and Council on 26 June 2013 on prudential requirements for credit institutions and investment firms.

AIRB models (which accounted for €5.1bn), covering the increase in the other business lines (up €1.6bn), market risks (up from €2.2bn to €2.4bn), and operational risks (up from €3.6bn to €3.9bn). Virtually one-half of the Assicurazioni Generali investment has been deducted, to comply with the new concentration limit set at 20% as from 31 December 2017, with an impact of approx. 40 bps on the CET1 ratio (conversely, RWAs decreased by €1.4bn).

The twelve months ended 30 June 2018 also saw authorization received from the European Central Bank for Mediobanca to adopt its own internal risk management systems (AIRB models) as from 31 March 2018 to measure the capital requisites for credit risk in the large corporate segment; the roll-out plan for the models to be adopted progressively for the other businesses has also been approved (use of the models for CheBanca! mortgage loans should be launched this year).

The fully-phased ratios as at 30 June 2018 with full application of the Danish Compromise, in particular weighting a share of the Assicurazioni Generali investment at 370%, were higher than the capital ratios recorded one year earlier (as shown in Table 1), at 14.24% (for the CET1 and T1 ratio up from 13.31%) and at 18.11% (for the total capital ratio up from 16.85%). Please refer to the Issuer's consolidated financial statements for further details (p.281); see www.mediobanca.com.

Mediobanca continues to have capital ratios which above those required by the regulatory guidelines as shown by the Internal Capital Adequacy Assessment Process (ICAAP) and confirmed by the Supervisory Review and Evaluation Process (SREP) on 22 November 2017, which for 2018 set the minimum CET1 level at 7.625% phased-in (8.25% fully-phased). It should be noted that the limits identified include the Pillar II requisite (1.25%) set by the supervisory authority and the capital conservation buffer of 1.875% for 2018.

Table 2

Credit risk indicators*

Indicators	30/6/17	System data as at	System data as at	30/6/18	Avg. system data as at
	(%)	31/12/16 (%)**	30/6/17 (%)***	(%)	31/12/17 (%)**
Gross bad debts/gross loans	1.7%	10.9%	10.5%	1.9%	9.1%
Net bad debts/net loans	0.8%	4.4%	3.8%	1.0%	3.4%
Gross NPLs/gross loans	5.5%	17.6%	16.5%	5.2%	14.5%
Net NPLs/net loans	2.8%	9.4%	8.2%	2.7%	7.3%
Bad debts coverage ratio	70.2%	63.1%	67.2%	73.3%	65.3%
NPL coverage ratio	51.3%	51.7%	55.3%	49.35%	53.8%
Net bad debts/net equity	3.5%	-	-	4.82%	-
Cost of risk******	0.9%	-	-	0.6%	-

* Data refer to the entire statutory area of consolidation used to prepare the Review of Operations. For purposes of completeness, please note that the same indicators calculated for the prudential consolidation area are shown in part E "Credit risk: credit quality" of the Notes to the Accounts.

** Data taken for reports of financial stability published by the Bank of Italy (no. 1: April 2017, table 2.1 p. 21, and no. 1: April 2018, table 2.1, p. 26) and refer to figures for significant banks.

*** Data taken from the report on financial stability published by the Bank of Italy (no. 2: November 2017, table 2.1, p. 26), and refer to figures for significant banks (2017).

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

For purposes of completeness, it should be noted that – as shown also in the Bank of Italy's Economic Bulletin no. 4 for October 2018 – for the set of banking groups classified as significant for supervisory purposes, non-performing loans fell as a percentage of total loans in 2Q 2018, both gross and net of loan loss provisions, to reach 9.7% and 4.7% respectively. The coverage ratio for NPLs of the significant banking groups also fell to 54.4%.

The cost of risk fell to 62 bps, well below the 87 bps reported last year. In particular, the cost of risk in Consumer Banking declined from 243 bps to 199 bps, and in Corporate Banking was down 12 bps to an all-time low. The coverage ratio for NPLs improved further at the consolidated level to 54.6% (56.7%), while the coverage ratio for performing consumer loans was stable versus last year, at 1%.

Table 3

Large risks

	30/6/17	30/6/18
Large risks /total loans	15.9%	16.0%
No. of large risks*	7	7
Book value**	10,647 (€m)	10,964 (€m)
Weighted value	7,422 (€m)	7,773 (€m)
Large risks indicator based on book value	119.9%	127.9%
Large risks indicator based on weighted value	83.6%	90.6%

* Groups with exposures of more than 10% of regulatory capital (excluding the Republic of Italy).

** Exposure net of writedowns.

The term "Large risks", under the regulations on risk concentration currently in force, is defined as the sum of risk-weighted assets by cash and off-balance-sheet transactions versus an individual client or group of related clients, equal to or higher than 10% of the Group's own net equity.

Table 4

NPLs: composition

	30/6/17 Net values €m	30/6/17 Gross values €m	30/6/18 Net values €m	30/6/18 Gross values €m
Bad debts	291.60	661.67	423.29	812.34
Likely default	727.69	1,394.04	644.56	252.56
Overdue NPLs	56.03	151.30	62.14	166.15
Total NPLs	**1,075.32**	**2,207.01**	**129.99**	**231.05**

* Data refer to the entire statutory area of consolidation used to prepare the Review of Operations. For purposes of completeness, please note that the same indicators calculated for the prudential consolidation area are shown in part E "Credit risk: credit quality" of the Notes to the Accounts.

New definitions of bad loans have been adopted in accordance with the provisions of Bank of Italy circular 272/08, seventh update (three different sub-categories: non-performing, likely default and past due), along with provision for exposures subject to tolerance measures, known as "forborne", which may be applied to all assets, performing or non-performing, totalling €1,101.9m (gross; €551.1m net) and €770.1m (gross; €703.3m net) respectively. The same figures as at 30 June 2017 were €1,194.3m for gross forborne bad loans, €599m for net forborne bad loans, €707.4m for gross forborne performing loans, and €643m for net forborne performing loans.

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Table 5

Main consolidated balance sheet items (pursuant to Bank of Italy circular no. 262/05)

	30/6/17 €m	30/6/18 €m
Assets		
Due from banks	7,959.93	552.96
Due from customers	38,763.12	40,977.89
Financial assets*	17,089.09	16,748.35
Total assets	**70,445.56**	**72,300.52**
Liabilities		
Debt securities in issue	20,108.72	608.52
Financial liabilities**	18,951.34	958.95
Direct funding (from customers)***	20,366.00	21,320.04
Total liabilities	**62,004.10**	**63,432.24**
Net equity	8,441.46	868.29
of which: share capital	440,606	443.275
Net interbank position ****	4,729.66	710.50

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

** Includes amounts due to banks, trading liabilities and hedge derivatives.

*** Includes amounts due to customers and financial liabilities recognized at fair value.

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

Table 5 shows the main consolidated balance-sheet items required by Bank of Italy circular no. 262/05 as amended, while Table 5-bis below shows the principal balance-sheet items restated according to a format considered to provide a more accurate reflection of the Mediobanca Group's operations. Both tables contain only the main items: the full balance sheets are shown on pp. 78-79 and p. 21 of the Bank's Annual Report.

Table 5-bis

Main balance sheet items (Mediobanca S.p.A.)

	30/6/17 €m	30/6/18 €m
Assets		
Financial assets held for trading	7,833.9	8,204.9
Net treasury assets	9,435.1	8,358.2
Banking book securities	8,357.7	7,744.7
Loans and advances to customers	38,190.9	41,127.9
Investment securities	3,036.5	3,210.8
Total assets	**70,445.5**	**72,300.5**
Liabilities		
Funding	49,120.6	48,893.2
of which: loans and other forms of funding	29,819.1	713.7
of which: debt securities in issue	19,301.5	179.4
Net equity	8,441.5	868.3
of which: share capital	440.6	443.3
Total liabilities	**70,445.5**	**72,300.5**

As Table 5-bis shows, the balance-sheet aggregates show that total assets increased from €70.4bn to €72.3bn, due to higher lending volumes offsetting the reduction in banking book bonds and treasury financial assets. The main asset items reflected the following performances:

- Loans and advances to customers rose by 7.7%, from €38.2bn to €41.1bn, with the increase regarding all portfolios: Wholesale Banking (up 9%), Specialty Finance (up 30.2%), Consumer Banking (up 6.5%), and CheBanca! mortgage loans (up 7.9%);
- Banking book bonds and net treasury assets both decreased, from €8.4bn to €7.7bn and from €7.3bn to €4.8bn, as part of the process to manage the Group's liquidity position more efficiently in a negative interest rate scenario;
- Funding flette lievemente decreased slightly, from €49.1bn to €48.9bn, and chiefly reflects the repayment of the first T-LTRO programme (€1.5bn), only in part offset by the increase in CheBanca! retail deposits (up €0.8bn) and Private Banking funding (up €0.4bn).

Table 6

Main consolidated profit and loss account items (pursuant to Bank of Italy circular no. 262/05)

	30/6/17 €m	30/6/18 €m	Y.o.Y. chg %
Net interest income	1,277.5	1,366.0	6.9%
Net fee and commission income	377.9	456.3	20.7%
Total income	1,943.3	2,053.3	5.7%
Net profit from financial and insurance operations	1,687.5	1,890.0	12.0%
Operating costs	-1,035.7	-,.074.9	3.8%
Profit before tax	**914.0**	**1,095.8**	**19.9%**
Net profit	**750.2**	**863.9**	**15.2%**

Table 6 shows the main consolidated profit-and-loss account items required by Bank of Italy circular no. 262/05 as amended, while Table 6-bis below shows the principal profit-and-loss account items restated according to a format considered to provide a more accurate reflection of the Mediobanca Group's operations. Both tables contain only the main items: the full profit-and-loss accounts are shown on p. 80 and p. 20 of the Bank's Annual Report.

Table 6-bis

Main consolidated profit and loss account items restated

	30/6/17 €m	30/6/18 €m	Y.o.Y. chg %
Net interest income	1,287.8	1,359.4	5.6%
Net fee and commission income	522.6	622.2	19.1%
Total income	2,195.6	2,419.3	10.2%
Operating costs	-1,023.7	-1,114.9	8.9%

Gross operating profit	914.0	1,095.8	19.9%
Net profit	**750.2**	**863.9**	**15.2%**

In the twelve months ended 30 June 2018, the Mediobanca Group delivered a net profit of €863.9m, 15.2% higher than the €750.2m posted last year, with record performances in revenues (over €2.4bn) and gross operating profit (€1,057.2m). This result reflects healthy performances by all the divisions, in particular Consumer Banking, and the ongoing consolidation of Wealth Management.

Consolidated gross operating profit, net of loan loss provisions, climbed by 23.6% in the twelve months, from €855.2m to €1,057.2m, on 10.2% growth in revenues (from €2,195.6m to €2,419.3m), with the main income items performing as follows:

- Net interest income grew by 5.6%, from €1,287.8m to €1,359.4m, and reflects the increase in Consumer Banking (up 6.2%, from €818.1m to €868.8m), a cut in the loss by the Holding Functions (from €76.3m to €37.5m), and an improved contribution from Wealth Management (up 4.5%, from €244.1m to €255.2m); conversely, net interest income from Corporate and Investment Banking activity declined from €292.6m to €266.1m, reflecting the lower profitability of the loan book;

- Net treasury income increased from €121.3m to €157.4m, with all business lines contributing positively: revenues from client trading were up from €72.7m to €82.3m, while revenues from the proprietary trading portfolio climbed from €31.6m to €53m (with gains on the banking book doubling, from €7.4m to €14.7m); AFS dividends (equities and funds) were up from €17m to €22.1m;

- Net fee and commission income rose by 19.1% (from €522.6m to €622.2m), driven by the 48% increase in fees from Wealth Management (from €175.1m to €258.7m), in part due to the expanded area of consolidation (RAM added €15.5m), which now account for more than 40% of the Group total; fee income from Wholesale Banking was unchanged at €207.3m (33% of the total): the excellent performance in M&A advisory services, which delivered a 35.4% increase in fee income (from €47.8m to €64.7m), offset the expected reduction in equity capital market fees following last year's result which was boosted by one particularly lucrative transaction;

- The contribution from the equity-accounted companies, virtually all of which is now attributable to Assicurazioni Generali, rose from €263.9m to €280.3m.

Operating costs rose by 8.9%, from €1,023.7m to €1,114.9m, largely due to the increased area of consolidation (the inclusion of RAM added €8.2m, and the consolidation of Banca Esperia €56m) as well as to the expansion in banking activities (in particular Consumer Credit and Specialty Finance); CheBanca! in fact cut costs by 0.7% (or 7% on a like-for-like basis): with the extra expense incurred to launch the FAs network entirely offset by the efficiencies generated through full integration of the business unit acquired from Barclays.

Loan loss provisions decreased by 21.9%, from €316.7m to €247.2m, reflecting a cost of risk of 62 bps, comfortably below the strategic plan target despite higher provisioning for non-performing items (with the coverage ratio up from 54.6% to 56.7%), due in particular to writebacks in Wholesale Banking (€44m) and a cost of risk in Consumer Banking which is near to its lowest-ever levels (below 200 bps).

Gross operating profit also reflects:

- Net gains on disposals of €98.3m (30/6/17: €168.6m), chiefly in respect of the Atlantia disposal in the first quarter;

- Payments to the resolution funds and deposit guarantee schemes totalling €49.1m (€87.9m), €26.3m of which as the ordinary contribution to the Single Resolution Fund, €5.4m for the ordinary contribution to the DGS, and €17.4m in one-off payments, €7.8m of which to the voluntary interbank deposit scheme FITD (including €2.8m to wipe out the Cassa di Risparmio di Cesena investment and the ABS received in exchange), and a €9.5m payment required by the Italian national resolution fund in May 2018;

- Other non-recurring items of €9.3m (net of writebacks on securities), chiefly linked to the reorganization of certain internal Group activities.

The divisional performances for the year were as follows:

- Corporate and Investment Banking delivered a net profit of €264.5m, up 4.2% on last year's result, after revenues of €631m (30/6/17: €635.9m), costs of €255.9m (€247.4m), and net writebacks of €19m (versus €11m in writedowns last year); the net profit earned from Wholesale Banking operations was basically flat at €233.8m, with the writebacks offsetting the 6% reduction in revenues due to the decline in net interest income on the loan book and the proprietary portfolio; Specialty Finance posted an increase in net profit, from €21.6m to €30.7m, with factoring virtually doubling its performance (from €8m to €14.5m), and MBCredit Solutions reporting an increase in bottom line from €13.6m to €16.2m, driven partly by the new acquisitions of NPL portfolios (with a gross book value of approx. €1.65bn);

- Consumer Banking reported a net profit of €315.3m for the twelve months, up 22.1% on the €258.2m reported last year, on higher revenues (up 6.4%), flat costs (up 1.6%) and lower loan loss provisions (down from €276.2m to €241.9m), near the lowest levels ever despite the higher coverage ratios;

- Wealth Management posted a net profit of €69.2m, higher than the €55m posted last year; the expanded area of consolidation (Barclays' business unit, full consolidation of Banca Esperia, the acquisitions by Spafid, plus the recent addition of RAM) translated to higher revenues of €526m (30/6/17: €459.5m) and operating costs of €416.8m (€376.3m). The CheBanca! Affluent & Premier segment contributed a net profit of €27.7m (versus €26.9m last year, including non-recurring income of €15.2m in connection with the Barclays acquisition), on revenues of €292.5m and costs of €235.3m (compared to €274.6m and €237m last year); Private Banking (including the product factories and Spafid) delivered a net profit of €41.5m (€28.1m, including €17.2m in integration expenses last year), on revenues of €233.5m (€15.4m of which from consolidation of RAM's operations for four months), and costs of €181.5m (€8.2m net of RAM); this area reflects lower performance fees of €12.9m (€17m);

- Principal Investing delivered a net profit of €373.8m, lower than the €422.1m reported last year, on lower gains on disposals of AFS shares of €96.3m (€161.6m);

- Holding Functions saw its net loss cut from €241.8m to €158.9m, as a result of net interest expense halving (from €76.3m to €37.5m) and lower contributions to the resolution funds of €49.1m (€87.9m). Leasing delivered a net profit of €4.8m (€3.1m, excluding tax litigation expenses).

Table 7

Liquidity indicators

	30/6/17	30/6/18
Loan to deposit ratio[1]	96%	98%

1) Ratio between amounts due to customers and the sum of direct funding and debt securities in issue.

Since 30 June 2014 the new supervisory reporting requirements have been active with reference to the indicators of short-term liquidity (Liquidity Coverage Ratio - LCR) and medium-/long-term (Stable Funding - SF) indicator. With reference to these indicators, it should be noted that:

- For the LCR indicator, a minimum level of 100% has been set from 1 January 2018 in accordance with EU regulation no. 575/2013 (the "CRR") and Regulation (EU) 61/2015;

- For the NSFR indicator introduced by the Basel Committee, a minimum level of 100% to be met starting from 1 January 2018, whereas adoption of CRD V which will introduce a minimum requisite for the net stable funding ratio is still pending.

As at 30 June 2018, these indicators stood at 186% and 108% respectively.

The Mediobanca Group monitors and manages liquidity risk in accordance with the provisions of internal documents approved in accordance with Bank of Italy circular no. 263/06 (as amended): the Liquidity risk management policy and the Contingency funding plan.

The Group's objective is to maintain a level of liquidity that will allow it to meet the payment obligations it has undertaken, ordinary and extraordinary, at the present maturities, while at the same time keeping the costs involved to a minimum and hence without incurring losses. The Mediobanca Group short-term liquidity policy has the objective of ensuring that the mismatch between cash inflows and outflows, expected and not expected, remains sustainable in the short term, including within an intraday scenario.

The metric adopted is the ratio between counterbalancing capacity (defined principally as the availability post-haircut of bonds and receivables eligible for refinancing with the ECB and marketable securities) and the cumulative net cash outflows.

The system of limits is structured on the basis of the normal course of business up to a time horizon of three months, with an early warning system if the limit is approached.

The short-term liquidity monitoring is supplemented by stress testing which assumes three scenarios:

- Italy downgrade: a crisis scenario is assumed similar to the one witnessed in 2011-13, impacting negatively on the Group's ability to raise funds on the bond and interbank markets. A reduction in cash inflows is also assumed, due to a default flows scenario, along with a drawdown on uncommitted credit lines. The counterbalancing capacity is impacted by the adverse changes to Italian government securities observed during the crisis period referred to;

- Name crisis: a crisis scenario is assumed similar to the one witnessed in 2011-13, impacting negatively on the Group's ability to raise funds on the bond, retail and interbank markets. Major outflows from demand deposits are also assumed. The counterbalancing capacity is impacted by the adverse change to the securities issued by Mediobanca (ABS and covered bonds) during the crisis period;

– Combined: combined name crisis-Italy downgrade scenario.

In addition to the above, the Group also prepares the weekly liquidity position update required by the Bank of Italy. The maturity ladder report, prepared in accordance with the authority's guidelines, lists the principal maturities falling due in the months following the reference date, and contains a summary of the movements in both directions on the interbank market and a table showing the Group's funding balances by individual form.

Monitoring structural liquidity, on the other hand, is intended to ensure that the structure has an adequate financial balance for maturities of more than twelve months. Maintaining an appropriate ratio between assets and liabilities in the medium/long term also serves the purpose of avoiding future pressures in the short term as well. The operating methods adopted involve analysing the maturity profiles for both assets and liabilities over the medium and long term checking that inflows cover at least 90% of outflows for maturities of more than one and three years.

Throughout the entire twelve months under review, both indicators, short- and long-term, were at all times above the limits set in the Regulations.

In accordance with the Regulations, the Group monitors and records the LCR (Liquidity Coverage Ratio), ALMM (Additional Liquidity Monitoring Metrics) and NSFR (Net Stable Funding Ratio) regulatory indicators. Throughout the twelve months under review, these indicators, including those which form part of the Group Risk Appetite Framework, were well above the set limits at all times. In particular, the LCR as at 30 June 2018 stood at 186%, compared to a minimum regulatory threshold of 100%.

As the above indicators are included in Group Risk Appetite Framework, their sustainability is also analysed in preparing the Group Funding Plan, through future analysis over a three-year time horizon, with monitoring and half-yearly updates.

Alongside the previous indicators, an event governance model has also been provided known as the Contingency Funding Plan (described in the Regulations) to be implemented in the event of a crisis by following a procedure approved by the Board of Directors.

Funding raised from monetary authorities fell from €5.9bn to €4.4bn, through the Targeted Long Term Refinancing Operations (TLTROs). During the financial year under review, Mediobanca improved the efficiency in this area, paying off the less profitable tranches in advance (€1.5bn).

ECB loans	TLTRO II June 2020 (€m)	TLTRO II Sept. 2020 (€m)	TLTRO II Dec. 2020 (€m)	TLTRO II Mar. 2021 (€m)
Targeted Long Term Refinancing Operation	1,165	500	1,000	1,698

As at 30 June 2018 the counterbalancing capacity stood at €10.1bn, €8.7bn of which in the form of bonds deliverable in exchange for cash from the ECB (30/6/17: €8.6bn, €8.2bn of which eligible securities); while the balance of liquidity reserves established at the European Central bank amounted to approx. €5.6bn (€7.2bn), approx. €1.2bn of which in the form of cash not used and hence qualifying as part of the counterbalancing capacity.

Table 8

Exposure to central government/government entity debt securities

Portfolios/quality	Rating	Trading book		Banking book		
		Nominal value	Book value	Nominal value	Book value	Fair value
Italy	BBB	157,933	165,202	2,696,552	2,744,980	2,735,130
Germany	AAA	-74,500	-75,564	1,175,000	1,232,689	1,234,185
Spain	BBB	203,220	219,896	360,000	364,559	367,056
United States	AA+	0	0	467,490	468,407	468,407
Other		-412,267	-438,783	604,867	604,249	616,848
Total as at 30/6/18		**-125,614**	**-129,249**	**5,303,909**	**5,414,884**	**5,421,626**
As a % of TFAs*			**-0.8%**		**32.8%**	

* "Total financial assets" are defined as the aggregate of financial assets held for trading, AFS and HTM assets.

Portfolios/quality	Rating	Trading book		Banking book		
		Nominal value	Book value	Nominal value	Book value	Fair value
Italy	BBB	143,935	138.081	3,210,252	3,318,960	3,331,825
Germany	AAA	-39,848	-40,561	925,000	980,690	980,867
Spain	BBB	0	0	350,000	354,050	356,121
United States	AA+	0	0	280,407	274,528	274,528
Others		-612,343	-259,717	676,768	674,670	687,232
Total at 30/6/17		**-508,256**	**-162,197**	**5,442,427**	**5,602,898**	**5,630,573**
% of total financial assets*			**-1.0%**		**33.7%**	

* "Total financial assets" are defined as the aggregate of financial assets held for trading, AFS and HTM assets.

As at 30 June 2018, the Issuer held no structured sovereign debt securities on its books.

Exposure of the Issuer's books to market risks

Market risks are is measured on a daily basis by calculating two main indicators: sensitivity (the so-called "Greeks") to minor changes in risk factors (such as interest rates, share prices, exchange rates, credit spreads, inflation and volatility); and value-at-risk, calculated on the basis of expected volatilities and the correlations between the risk factors concerned, updated daily, assuming a disposal period of a single trading day and a confidence level of 99%. Such indicators are subject to operating limits at the overall level and also at the level of macro-areas and individual business, to prevent excessive risks from being taken and ensure operations are in line with the Bank's risk appetite.

In addition to these metrics, *ad hoc* indicators are compiled to capture tail risks not measured by VaR, and stress tests carried out on the main risk factors, to show the impact which significant movements in the main market variables (such as share prices and interest or exchange rates) might have, calibrated on the basis of the most pronounced historical oscillations.

The VaR reading on the trading portfolio ranged from a low of €1.1m (October 2017) and a high of approx. €7.1m (June 2018). The average reading for the twelve months was €2.3m, down sharply on the average figure for last year (€3m). The VaR for the trading book stood at around €3.5m at the start of the year, before falling gradually due to the sale of certain directional positions, reaching its lowest values at the start of October, then rising again with the increase in market volatility and settling from end-November 2017 to early June 2018 at around €2m. The indicator then climbed again to reach a high of €7.1m, due solely to the addition of an equity position which was subsequently reduced by a significant amount before the reporting date. Indeed, the point-in-time figure observed at end-June 2018 had returned to €2.8m.

The expected shortfall on the combined trading portfolio also showed a sharp reduction in the average reading, from €4.5m to €3m, as a result of the widespread reduction in trading positions.

The results of the daily back-testing on the trading positions, based on calculations of theoretical profits and losses, show three events when losses in excess of the VaR were observed. Two occurred in May 2018, in conjunction with the Italian market crisis, and the other in the month of June (in connection with the single equity position referred to above which was then sold).

Apart from the overall VaR limit for the aggregate trading book and General Manager's portfolio, a system of granular VaR sub-limits is also in place for the individual trading portfolios, and there are also limits in terms of the sensitivities to movements in the various risk factors (1 basis point for interest rates and credit spreads, 1 percentage point for equities, exchange rates and volatility). The equity positions like last year were long in delta and short in vega; although the exposure to the equity markets was higher than last year. The exposure to interest rates ranged from minus €152,000 to €534,000, with a still low average reading of approx. €30,000 (€36,000 last year). The exchange rate trend reflected an exposure which was higher on average than last year in terms of highs and lows, but with average readings which were in any case low.

IFRS 9 "Financial Instruments"

An internal project was launched in spring 2015 led jointly by the Risk Management and Group Financial Reporting areas, with the involvement of the other areas affected (in particular the front office teams, Group Technology and Operations, Group Organization, Group ALM, Group Treasury). The initiative has been carried on in accordance with the three areas identified by the new standard (Classification & Measurement, Impairment and Hedge Accounting). The testing phase of the new IFRS 9 systems and processes began in January 2018, in which IAS 39 and IFRS 9 ran in parallel to allow the system of internal regulations (methodologies, processes and procedures) to be updated, and the IT systems to be checked.

In the course of 2017, the framework for implementation was the subject of a Thematic Review by the Single Supervisory Mechanism to assess the state of preparation for application of IFRS 9, which resulted in certain limited "recommendations" that have already been addressed in an action plan shared with the supervisory authority.

The Mediobanca Group, which ends its financial year on 30 June each year, has adopted the new standard as from 1 July 2018.

All changes and variations lead to a change in the value of net equity of approx. €120m (approx. €80m net of the tax effect), with an overall impact of some 20 bps on the CET1 ratio.

The impacts recorded represent the best information that the Group has available at the current date and hence are subject to possible changes as a result of completion of the first application of IFRS 9 standard, which is forecast to end by 31 December 2018.

ECB (JST) supervisory activity

As part of its ordinary ongoing supervisory activity, the ECB performs regular checks and assessments by written requests and onsite inspections. As part of such activities, two reviews were carried out in March/June 2017 and October/December 2017 respectively, culminating in two follow-up letters received by the Issuer on 8 November 2017 and 15 June 2018.

The former, which focused mostly on the activities of Compass, refers to an assessment of its "credit and counterparty risk management system for consumer finance exposures", and ends with a total of 7 (seven) recommendations for improvement, all of which had already been implemented by the date of this Registration Document. The latter refers to a review of the Treasury and Liquidity Risk Management units of the Issuer, and deals primarily with the processes and IT structure underpinning these areas. The review concluded with a total of fourteen recommendations, with staggered deadlines for implementing the points for improvement identified by 30 June 2020. The deadlines for the first of these steps (June and September 2018) have been complied with.

It should be noted, for purposes of full disclosure, that the letter on the SREP referred to, which summarizes the set of assessments formulated by the ECB's Joint Supervisory Team (JST), has not resulted in any further requisites, demands or requests for further information being forthcoming.

Shareholder remuneration

At an Annual General Meeting held on 27 October 2018, the shareholders of Mediobanca approved the distribution of a gross dividend of €0.47 per share. The amount is payable as from 21 November 2018 with record date 20 November 2018 and the coupon detached on 19 November 2018.

***

<u>Consolidated quarterly results for the three months ended 30 September 2018</u>

The information and tables from the quarterly report for the three months ended 30 September 2018 are shown below, as approved by the Board of Directors of Mediobanca on 25 October 2018.

In the three months ended 30 September 2018, the Mediobanca Group delivered a 6.6% increase in revenues, from €598.4m to €637.7m, and a 6.7% increase in gross operating profit, from €288m to €307.5m, driven by strong top-line performances by all the business lines and the ongoing reduction in the cost of risk (from 57 bps to 56 bps). Net profit totalled €245.4m, down 18.4% on last year due solely to the absence of capital gains on stake disposals (which in 1Q 2017-18 had contributed €89.4m to the bottom-line figure).

The main income items performed as follows:

- Net interest income continued to grow, up 3.7%, from €331.7m to €344.1m, helped by the contribution of Consumer Banking (up 4.3%, from €214.1m to €223.2m), which absorbed the reduction in Wholesale Banking (from €54.1m to €48.2m), impacted by corporate loans offering lower returns against an improved risk profile;

- Fee income rose by 12.1%, from €138.3m to €155.1m, more than three-quarters of which is attributable to Wealth Management, which, despite the market uncertainty and the virtually non-existent performance fees, was boosted by the consolidation of RAM (adding €10.5m), growth by the CheBanca! Affluent segment (up 19.8%), and a resilient performance in the HNWI segment. Fee income reported by the CIB division also increased, on an improved performance in Corporate Finance fees which added €23.6m (€18.7m);

- Net trading and treasury income improved, from €38.7m to €40.8m, with the CIB proprietary portfolio in particular benefiting from the higher market volatility in the absence of significant management positions;

- The contribution from the equity-accounted companies, i.e. Assicurazioni Generali plus other minor investments, amounted to €97.7m (30/9/17: €89.7m).

Operating costs rose from €255.7m to €271.4m, €6m of which in connection with RAM and the remainder due to the organic growth by the other divisions, in particular Consumer Banking, Specialty Finance and Wealth Management; the cost/income ratio came in at 42.6%, representing an improvement year-on-year (42.7%) and quarter-on-quarter (46.1%), in part due to the reduction in costs incurred by the Holding Functions.

Loan loss provisions remained stable at low levels: the increase from €54.6m to €58.8m reflects lower net corporate writebacks of €11m (€22m), while the good performance in Consumer Banking continued, with lower adjustments against an improved cost of risk (the former declining from €62.9m to €56.9m, the latter from 213 bps to 181 bps).

Gains on equity holdings decreased from €89.4m to €3.7m, due to the absence of capital gains on AFS equities, offset to only a negligible degree by gains on holdings in private equity funds and seed capital, which under IFRS 9 must now be recognized at fair value through profit and loss.

Turning to the balance-sheet data, the Group's total assets[2] rose during the quarter, from €72.3bn to €74.8bn, on higher customer loans (corporate in particular), and growth in funding due to the strong inflows in customer deposits (retail and private). The main balance-sheet items performed as follows:

- Loans and advances to customers rose by 2.8%, from €41.1bn to €42.3bn, chiefly due to the performance in Wholesale Banking (up 7.5%, from €14bn to €15bn), which, with new loans flat at approx. €2bn, was boosted by lower early repayments of €0.4bn (€0.6bn). Consumer Banking loans also grew, from €12.5bn to €12.6bn, as did CheBanca! mortgage loans (from €8.1bn to €8.2bn), while the other segments were virtually unchanged: Specialty Finance at €2.1bn (with turnover in factoring business of €1.4bn and new NPL purchases of approx. €40m), Private Banking at €2.3bn, and Leasing at €2.1bn. NPLs decreased from €842.1m to €827.9m, with provisioning at 58.2% (56.7%) boosted in part by

[2] As from this quarter, the Mediobanca Group is adopting IFRS 9 to represent its financial instruments. The transition to the new standard has resulted in an approx. €81m reduction in net equity, chiefly due to the introduction of the new impairment model; at the regulatory capital level, the impact will be spread over the course of the next five years.

The Group has availed itself of the right not to restate the comparative data for the first year of IFRS 9 adoption on a like-for-like basis. Accordingly, the figures for FY 2017-18, stated in accordance with IAS 39, are not fully comparable. For further details and full disclosure on the effects of first-time adoption of IFRS 9, which replaces IAS 39, please refer to the document entitled "Summary of IFRS 9 accounting standard adoption" published on the Group's website at www.mediobanca.com.

the higher provisions set aside in an IFRS9 FTA scenario (€39m), which were concentrated on non-performing accounts in CheBanca! mortgage lending and in leasing. The gross NPLs/total loans ratio improved from 4.6% to 4.5%, and the net ratio from 2.1% to 2%; while net bad debts totalled €112.7m, with a coverage ratio of 79.4%;

- Funding rose by 1.8%, from €48.9bn to €49.6bn, due to inflows through Wealth Management which added €1.7bn, split between CheBanca! retail deposits (up 3%, from €14.2bn to €14.5bn) and private banking (up 27%, from €4.9bn to €6.3bn, in part the result of one particularly substantial item). Interbank funding grew from €5bn to €5.4bn, in part offsetting the reduction in debt securities (from €19.2bn to €18.6bn) and other funding sources (from €1.2bn to €0.6bn); new issues in an amount of approx. €750m were made during the quarter (including a covered bond with CheBanca! mortgage receivables as the underlying instrument);

- Banking book securities (i.e. bonds accounted for as Hold to collect and Hold to collect and sell) rose from €7.7bn to €7.9bn, due chiefly to restatements made in an IFRS 9 FTA scenario; the OCI valuation reserve fell during the three months, from €64.4m to €44.5m;

- Net treasury assets, net of the restatements referred to above, remained basically unchanged, at €4.6bn;

- Total financial assets in Wealth Management, or TFAs, rose in the three months from €63.9bn to €65.3bn, on net new money (NNM) of €1.9bn, concentrated mainly in the form of deposits due to the uncertain macro scenario. In detail, the TFAs held by Mediobanca Private Banking and its product companies totalled €20.5bn (with NNM of €1.4bn), those held by CheBanca! €23.2bn (NNM €0.6bn), and those held by Compagnie Monégasque de Banque stable at €10.1bn, as were those held by the alternative product factories (i.e. RAM and Cairn) at €7.5bn;

- The Group's capital ratios at end-September 2018[3] remained at roughly the same levels posted in June of this year, with the slight, approx. 5 bps reduction reflecting the introduction of IFRS 9 (approx. 1bps) and the lower HTC&S valuation reserves, only 2 bps of which is related to Italian government securities; while the reduction in the Assicurazioni Generali equity consolidation reserves was entirely offset by the investment being deducted. The common equity tier 1 ratio therefore stood at 14.18% (30/6/18: 14.24%) and the total capital ratio at 17.93% (18.11%). Fully-loaded, the ratios stand at 13% (CET1 ratio) and 17.04% (total capital ratio);

The liquidity and funding indicators remain high, with the liquidity coverage ratio (LCR) at 161%, and the net stable funding ratio (NSFR) at 108%.

Table 9

Restated profit and loss account

Mediobanca (€m)	3 mths ended 30/9/17	3 mths ended 30/9/18	Y.o.Y. chg. (%)

[3] Internal calculation which differs from the one stated as part of the Common Reporting (COREP) as it includes the profit for the period (does not require the permission referred to in Article 26 of the CRR), which accounts for approx. 30 bps of CET1. "Fully loaded", for the purposes hereof, is defined as full application of the CRR rules without weighting the Assicurazioni Generali investment at 370% (impact of approx. 100 bps) and full application of the IFRS 9 effect (approx. 20 bps). The ratios do not reflect the impact of the BFI acquisition or the share buyback authorized by the ECB after the quarter had closed but pending the approval of shareholders in general meeting (the negative impact on the fully-loaded ratios is approx. 32 bps for the BFI acquisition and 38 bps for the buyback).

Net interest income	331.7	344.1	3.7%
Net treasury income	38.7	40.8	5.4%
Net fee and commission income	138.3	155.1	12.1%
Equity-accounted companies	89.7	97.7	8,9%
Total income	**598.4**	**637.7**	**6,6%**
Labour costs	(129.9)	(137.9)	6,2%
Administrative expenses	(125.8)	(133.5)	6,1%
Operating costs	**(255.7)**	**(271.4)**	**6,1%**
Gains (losses) on investment securities	89.4	3.7	n.m.
Loan loss provisions	(54.6)	(58.8)	7,7%
Provisions for other financial assets	(1.3)	0.4	n.m.
Other income (losses)	(5.1)	0.0	n.m.
Profit before tax	**371.1**	**311.6**	**-16,0%**
Income tax for the period	(69.1)	(64.4)	-6,8%
Minority interest	(1.1)	(1.8)	63,6%
Net profit	**300.9**	**245.4**	**-18,4%**

Table 10

Restated balance sheet

Mediobanca Group (€m)	30/9/17	30/6/18	30/9/18
Assets			
Financial assets held for trading	8,304.5	8,204.9	8,403.8
Treasury funds	9,459.9	8,358.2	9,579.3
AFS equities	8,005.1	7,744.7	7,944.6
Banking book debt securities	38,716.0	41,127.9	42,268.8
Loans and advances to customers	*13,262.3*	*13,996.9*	*15,047.2*
Corporate	*1,597.3*	*2,137.3*	*2,117.1*
Specialty finance	*11,892.9*	*12,517.8*	*12,571.2*
Consumer credit	*7,568.0*	*8,107.1*	*8,184.3*
Residential mortgages	*2,177.4*	*2,252.1*	*2,293.4*
Private banking *Leasing*	*2,218.1*	*2,116.7*	*2,055.6*
Investment securities	3,627.1	3,983.1	3,748.0
Tangible and intangible assets	856.0	1,027.7	1,027.5
Other assets	1,848.2	1,854.0	1,817.9
Total assets	**70,816.8**	**72,300.5**	**74,789.9**
Liabilities			
Funding	48,519.7	48,893.2	49,632.0
MB bonds	*20,168.0*	*19,179.4*	*18,556.6*
Retail deposits	*13,173.5*	*14,163.0*	*14,493.1*
Private banking deposits	*4,594.6*	*4,933.7*	*6,260.2*
ECB funding	*4,349.3*	*4,336.5*	*4,331.0*
Interbank and other sources	*6,234.3*	*6,280.6*	*5,991.1*
Treasury funding	4,248.6	5,290.4	6,562.4
Financial trading liabilities	6,710.0	6,462.4	6,865.8
Other liabilities	1,998.4	1,709.3	2,226.3
Provisions	241.6	213.0	232.1
Net equity	9,098.5	9,732.2	9,271.3
Minority interest	*84.0*	*87.9*	*84.5*
Profit for the period	*300.9*	*863.9*	*245.4*

Total liabilities	**70,816.8**	**72,300.5**	**74,789.9**
Core tier 1 capital	7,029.7	6,746.6	6,723.9
Total capital	8,845.8	8,575.3	8,499.2
RWAs	52,839.7	47,362.7	47,402.1

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Table 11

Ratios (%) and per share data (€)

Mediobanca Group	30/9/17	30/6/18	30/9/18
Total assets/net equity	7.8	7.4	8.1
Loans/deposits	0.8	0.84	0.85
Core tier 1 capital/RWAs	13.3	14.2	14.2
Regulatory capital/RWAs	16.7	18.1	17.9
S&P rating	BBB-	BBB	BBB
Fitch rating	BBB	BBB	BBB
Moody's rating	N/A	Baa1	Baa1
Cost/income ratio	42.7	46.1	42.6
Bad loans (*sofferenze*)/loans	0.4	0.4	0.3
EPS (€)	0.34	0.97	0.28
BVPS (€)	10.2	10.4	10.4
DPS (€)		0.47	
No. of shares in issue (millions)	881.2	886.6	887.0

4 Information on the Issuer

4.1. History and development of the issuer

4.1.1. Name

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

4.1.2. Details of registration in Companies' Register and place of registration

Mediobanca is registered in the Companies' Register instituted at the Milan-Monza-Brianza-Lodi chamber of commerce under Registration no. 00714490158.

4.1.3. Issuer's date of incorporation and duration

Mediobanca was set up on 10 April 1946 by virtue of a notarial deed drawn up by Notary public Arturo Lovato, file no. 3041/52378. The duration of Mediobanca is until 30 June 2050.

4.1.4. Issuer's registered office and legal status, legislation under which it operates, country of incorporation, address and telephone number of registered office

Mediobanca is a company limited by shares under Italian law, incorporated in Italy with its registered office and administrative headquarters in Piazzetta Enrico Cuccia 1, 20121 Milan, Italy, tel. no.: (0039) 02-88291.

Mediobanca operates under Italian law and is subject to the supervision of the ECB/Bank of Italy as part of the Single Supervisory Mechanism (SSM).

4.1.5. Recent facts for evaluating the Issuer's solvency

Since 30 June 2018, there have been no negative changes either to the financial position or prospects of either Mediobanca or the Group headed up by it.

MEDIOBANCA

5 Overview of activities

5.1. Principal activities

5.1.1. Mediobanca Group activities

The Mediobanca Group's operations are segmented as follows:

- **Wealth Management (WM):** this new division brings together all asset management services offered to the following client segments:
  - Affluent & Premier, addressed by CheBanca!;
  - Private & HNWI, addressed in Italy by Mediobanca Private Banking (formerly Banca Esperia and now an internal division of Mediobanca) and Spafid, and in the Principality of Monaco by Compagnie Monégasque de Banque.

  This division also comprises Mediobanca Asset Management, the product factory which Mediobanca intends to set up to serve the MB Group sale networks by leveraging on existing capabilities: Cairn Capital (alternative AM), Duemme SGR (formerly Esperia), and Compagnie Monégasque de Gestion (CMG, formerly CMB).

- **Corporate & Investment Banking (CIB):** this division brings together all services provided to corporate clients:
  - Wholesale Banking: Client Business (lending, advisory, capital markets activity) and proprietary trading;
  - Specialty Finance, which comprises factoring (MBFacta) and credit management (Creditech).

- **Consumer Banking (CB):** this division provides retail clients with the full range of consumer credit products, ranging from personal loans to salary-backed finance (Compass and Futuro).

- **Principal Investing (PI):** this division brings together the Group's portfolio of equity investments and holdings, including the stake in Assicurazioni Generali.

- **Holding Functions:** this division houses the Group's Treasury and ALM activities (which previously were included in the CIB division), with the objective of optimizing management of the funding and liquidity processes; it also includes all costs relating to Group staffing and management functions, most of which were also previously allocated to CIB; and continues to include the leasing operations.

This new segmentation, in force since 16 November 2016, was approved in conjunction with the guidelines for the 2016/19 strategic plan with a view to seizing opportunities deriving from the current competitive scenario and prioritizing development of the new Wealth Management division.

In the course of FY 2017-18, Mediobanca acquired a 69% stake in RAM AI, an alternative asset management company.

As at 30 June 2018, Mediobanca had a market capitalization of approx. €7.1bn.

Consolidated financial information as at 30/6/18

Profit and loss account (€m)	Corporate & Investment Banking	Consumer Banking	Wealth Management	Principal investing	Holding Functions	Total
Net interest income	266.1	868.8	255.2	(7.2)	(37.5)	1,359.4
Total income	631.0	996.2	526.0	295.0	(8.9)	2,419.3
Profit before tax	392.1	463.2	94.2	384.7	(239.0)	1,095.8
Net profit	264.5	315.3	69.2	373.8	(158.9)	863.9

Affluent & Premier - CheBanca!

Mediobanca has been operative in retail banking through CheBanca!. This subsidiary, launched in 2008, effectively served as retail deposit gatherer for the Mediobanca Group throughout the financial crisis. In the last four years it has developed a distribution model which is innovative, transparent and with high technology content, while at the same time refocusing its mission from deposit gather to asset gatherer, raising €8.5bn in AUM and breaking even at the operating level in2017.

Today CheBanca! is distinguished by its:

- High brand recognition;
- Effective, innovative multi-channel distribution (internet, 141 own branches, 226 FAs and 416 Wealth Advisors);
- Simple, transparent products;
- Substantial customer base (approx. 800,000 customers);
- Strong commercial results: €14.2bn in deposits, €8.4bn in assets under management, and €8.1bn in mortgages disbursed.

At 30 June 2018 the company employs a total of 1,321 staff.

Private & HNWIs

The range of services offered to clients is split between.

- **MB Private Banking**, formerly Banca Esperia, now 100%-owned and merged into Mediobanca, offering private banking services. The 125 bankers and fifteen branches at the same time will work to develop their asset management activity and the mid-cap platform, acting as a bridge between corporate and private activities in conjunction with Spafid, the Mediobanca Group multi-family office. The Mediobanca Private Banking product offering for high net worth clients includes portfolio management, advisory and financing services. Independence, operational autonomy, focus on private banking activities, and excellence and quality of service, are the hallmarks of a bank which has approx. €19bn in assets under management at its branches in Bergamo, Bologna, Brescia, Cesena, Florence, Genoa, Milan, Padua, Parma, Rome, Turin and Treviso.
- **Compagnie Monégasque de Banque ("CMB")** is 100%-owned by Mediobanca. CMB is market leader in the Principality of Monaco, with total deposits of approx. €7bn. Its geographical position, indepth knowledge of markets and absolute independence make it a player of primary importance, able to provide exclusive services to its clientèle, ranging from loans to asset management.

- **Spafid**, 100%-owned by Mediobanca, this company provides fiduciary administration services in respect of equity investments, securities market investments and fiduciary services for issuers. Spafid currently has assets under administration worth some €4.5bn.

MB Asset Management

As part of the reorganization of the Wealth Management division, a new MB Asset Management product factory has been set up bringing together Cairn Capital, RAM, Mediobanca SGR and Compagnie Monégasque de Gestion (formerly CMB). In this division the individual companies' support units will be centralized (Human Resources, Legal and Compliance, etc.) and a dedicated sales force will be set up with responsibility for distribution of all product lines.

- **Cairn Capital**, a 51% stake having been acquired in this company in December 2015. Cairn Capital is the largest company in this division, and is an asset manager and advisor based in London specializing in credit products. Assets managed by the company total some €2.5bn, plus a further €3.9bn under long-term advice.

- **RAM AI**, in which a 69% stake was acquired in March 2018, is one of the leading European systematic asset managers, offering a wide range of alternative funds to a vast range of institutional and professional investors. As at 30 April 2018, RAM AI had €5bn under management in fourteen funds, with 41 staff.

Consumer Credit – Compass

Mediobanca has operated in the consumer credit sector since the 1960s through its subsidiary Compass. Compass today is one of the leading consumer credit operators on the Italian market, with a market share of 12%.

Compass offers a wide range of products (personal loans, special purpose loans for acquisition of consumer durable goods, credit cards and salary-backed finance), using a highly diversified distribution network consisting of some 171 own branches, distributing agreements with banking partners and retailers, and BancoPosta.

As at the balance-sheet date it had approx. €12bn in loans outstanding, plus a total of 1,429 staff on the books.

On 3 August 2018, Compass Banca S.p.A. announced it had reached an agreement to acquire 19.9% of PT. BFI Finance Indonesia TBK ("**BFI**") from the Trinugraha consortium. The deal, which is subject to authorization from the ECB, is expected to close in mid-December 2018, and without prejudice to the foregoing, under the terms of the *Share Purchase Agreement (SPA*) entered into, by 6 February 2019, unless agreed otherwise by the parties. It is estimated that the impact on capital will be limited to approx. 30bps of CET1.

PT. Aryaputra Teguharta ("**APT**") has taken action against Mediobanca and Compass challenging the legitimacy of the sale and purchase agreement in respect of 19.9% of the shares of BFI and asking for it to be declared null and void, and asking for damages. The proceeding is pending at the court of Milan and the first hearing has been set for 5 February 2019.

APT has also launched a precautionary measure to prevent Compass from proceeding to close the acquisition and to order the shares to be seized. The court of Milan, in a ruling issued on 6 November 2018, threw out all the requests made by APT, arguing that the grounds for the precautionary measure were non-existent.

Wholesale Banking

Mediobanca seeks to provide its corporate clients with advisory services and financial services they to help them grow and develop.

The Wholesale Banking division comprises three different units: Corporate Finance, Lending and Structured Finance, Capital Markets.

1. Corporate Finance

Mediobanca is the leader in Italy and has an increasingly significant role at the European level in financial advisory services through its branches in London, Paris, Frankfurt and Madrid. A client-based approach is adopted, backed by indepth knowledge of the financial issues and a consolidated track record in executing deals. The operating unit is organized into different industry teams covering individual industries in order to provide greater focus.

Corporate finance involves the following activities:

- Defining strategic objectives for companies and identifying extraordinary financing transactions in order to help meet them;
- Extraordinary financing transactions: mergers and acquisitions, joint ventures and partnerships, disposals and spinoffs;
- Liability restructuring: earnings/financial analysis of companies/groups undergoing restructuring; working out financial rebalancing scenarios; negotiating with key creditors;
- Corporate restructuring: LBOs, MBOs, spinoffs and tax-/inheritance-related issues;
- Company valuations, on a standalone basis and for purposes of setting exchange ratios;
- Relations with authorities: assistance in handling relations with market and regulatory authorities, principally Consob and Borsa Italiana.

2. Lending & Structured Finance

The Financing teams serve Mediobanca's Italian and international customers, through the branch offices located in Paris, Frankfurt, London, Madrid and Istanbul, to offer:

- Advice in evaluating possible capital structures and financing solutions available from among a vast series of debt products, including considering possible implications in terms of rating;
- Structuring and executing lending transactions;
- Access to the international syndicated loans market;
- Facility and security agent services for corporate and structured lending transactions.

The principal Lending & Structured Finance area products are:

- **Corporate Lending** (bilateral loans, club deals and syndicated loans): corporate loans aimed at supporting customers' financial requirements generated by investments or related to their companies' growth; the financial solutions offered are aimed primarily at medium-/large-sized firms operating on domestic and international markets, in industrial and service-based sectors.

- **Structured Finance** (acquisition finance, loans for LBO/MBOs, project finance, infrastructure finance, real estate finance): financial support to corporate counterparties and institutional investors as part of leveraged transactions to acquire stakes in listed and unlisted companies; a wide range of lending transactions are developed, arranged, structured, underwritten and executed based on complex structures, and because of their size these are often syndicated on the international market. On the back of its solid track record in various sectors, customers are provided with advisory services covering the entire process of structuring deals to support investment and infrastructure or industrial projects, including offering strategies, selection of the most effective debt instruments, hedging strategies, financial modelling and structuring contracts.

- **Factoring** (with and without recourse, maturity, and supply credit): sale and discount of trade receivables to help refinance companies' working capital. As well as the financial benefits, factoring can also provide insurance (guarantee against insolvency or delays in payments) and facilitate operations (credit management, accounting, collection and recovery).

3. Capital Markets

Mediobanca operates on both the primary and secondary markets, trading equities and fixed-income securities, foreign exchange products and credit risk, interest rate and exchange rate derivatives.

In the **equity** market (primary and secondary), activity is divided into the following areas:

- **Equity capital markets**: Mediobanca is the Italian leader and has a role of increasing importance internationally in structuring, co-ordinating and executing equity capital markets transactions, such as IPOs, rights issues, secondary offerings and ABOs, and bonds convertible into equity solutions (equity derivatives to manage investments and treasury shares): this unit structures and implements extraordinary financing transactions involving equity investments and treasury shares; using a dedicated trading platform, the team offers customers innovative, high value-added solutions, and also handles any legal, accounting, tax and regulatory issues;

- **Equity finance** (securities lending, equity repos, collateralized financing): the unit offers tailored securities lending solutions, which range from simple loans to hedge short-/medium-term positions, to equity repos, to upgrades and collateralized financing;

- **Equity derivatives institutional marketing:** a range of equity-linked investments are offered to banks, insurances, asset managers and family offices, from synthetic replications of simple underlying assets to sophisticated protection mechanisms and solutions for increasing the return on portfolios, funded or unfunded;

- **MB Securities:** this is Mediobanca's equity brokerage division, offering global access to equity markets and research on the Italian market (over 100 companies are covered), plus a pan-European focus on the financials sector (banks and insurances); a dedicated team also offers corporate broking services.

As for the **debt** market, the activity is divided into the following areas of operation:

- **Debt capital market**: this team originates, structures, executes and places corporate and financial bond issues, covered bonds and securitizations to meet its customers' financing needs.

- **CRAL Solutions**: this area structures solutions based on interest rates, credit and alternative products; it targets corporate clients, banks and institutional investors who need to restructure their investment portfolios, increase asset liquidity and diversify their sources of funding. Advisory services and structuring *ad hoc* solutions for alternative investments targets institutional investors.

- **Proprietary funding:** this team is responsible for structuring, issuing and placing debt products, the revenues from which finance the Bank's own activities. Fund raising, supported by the Bank's high credit rating, takes place primarily through the issuance of securities, both plain vanilla and structured. Securities are placed with retail investors through public offers (executed using the CheBanca! owned network, and via networks of individual banks – including that of BancoPosta – either on an exclusive basis or via groups of banks in syndicates), and direct sales are made over the screen-based bond market (MOT) operated by Borsa Italiana. Demand from institutional investors is met via public offers of securities on the Euromarket and private placements of products customized to meet the subscribers' specific needs.

Specialty Finance

Our Specialty Finance activities include managing and financing credit and working capital. We have operations in factoring with MBFacta and in the credit management sector with MBCredit Solutions.

- **MBCredit Solutions** has for many years performed credit recovery activities (on behalf of the Group companies and third parties) and NPL portfolio acquisitions. The 2016-19 strategic plan envisages the company growing from niche operator to leading player in the credit management sector (servicing *inter alia* for third parties) and in the acquisition of non-performing loans (NPLs).

- **MBFacta** provides trade receivables sale and discount services (with and without recourse, maturity, supply credit) to refinance corporate working capital. As well as the financial benefits, this service can also include an insurance component (guarantee against insolvency or delays in payments) and/or a management component (portfolio management, accounting, collection and recovery). The factoring platform's factoring offering will be tailored specifically to developing the Mid Corporate segment in synergy with the other services offered by CIB to this category of firm.

Principal investing

Mediobanca has an equity portfolio of investments made over time, consisting of minority stakes in leading Italian and international companies, most of which are listed. As a result of the recent introduction of tighter regulations on regulatory capital and the Bank's desire to concentrate more on highly-specialized banking activities, this portfolio of investments is in the process of being reduced. Disposals were completed during the course of FY 2017-18: stakes worth approx. €287m were sold, yielding gains of almost €98m. In view of the size of the investments and the role played by Mediobanca in the governance of the companies concerned, the shareholdings in Generali and RCS MediaGroup are assigned to the Principal investing division.

Company	Sector	% of share capital	Book value as at 30/6/18 €m
Assicurazioni Generali	Insurance	13.0%	3,171
RCS Mediagroup	Publishing – media	6.6%	37
Atlantia	Infrastructure	6.1%	61

Leasing

Mediobanca owns a direct 60% stake in the SelmaBipiemme Leasing group, with the other 40% held by the Banca Popolare di Milano. The group operates in financial leasing. In the twelve months to 30 June 2018, the Group disbursed some €400m in leases, on leases outstanding totalling approx. €2.1bn. As at 30 June 2018 the headcount numbered 141 staff.

5.1.2. Brief description of the Issuer's principal activities, with an indication of the main categories of products sold and/or services provided

As stated in Article 3 of the Company's Articles of Association, the Company's purpose is to raise funds and provide credit in any of the forms permitted, especially medium- and long-term credit to corporates.

Within the limits laid down by current regulations, Mediobanca may execute all banking, financial and intermediation-related operations and services, and carry out any transaction deemed to be instrumental to or otherwise connected with the achievement of Mediobanca's purpose.

Save as described in the foregoing section 5.1.1, there are no significant new products and/or services that have been introduced and no development of new products and services has been disclosed.

5.1.3. Principal markets

The Mediobanca Group's activities are principally focused on the domestic market (from a geographical standpoint Italy accounts for approx. 80% of the Group's loan book). In particular:

- Corporate & Investment Banking (CIB): half the revenues and loan book for this division is originated by the Italian market, the other half by other countries (notably France, Germany, Spain and the United Kingdom): the division employs some 590 staff, around 160 of whom are based outside Italy;

- Consumer banking: activities focus exclusively on the Italian market, and employ approx. 1,429 staff at more than 171 branches (not including the recent entry to the Indonesian market with the acquisition of a 20% stake in BFI Finance);

- Wealth Management (WM): this division's activity is focused primarily on the Italian market, with the exception of CMB (which operates in the Principality of Monaco), RAM AI (which operates throughout Europe from its headquarters in Switzerland), and Cairn Capital (which operates in the United Kingdom); and employs around 1,900 staff at over 110 branches;

- Leasing activities chiefly target the domestic market.

5.1.4. Basis of any statement made by the Issuer in the Registration Document regarding its competitive position

The Registration Document contains no statement by the Issuer regarding its competitive position.

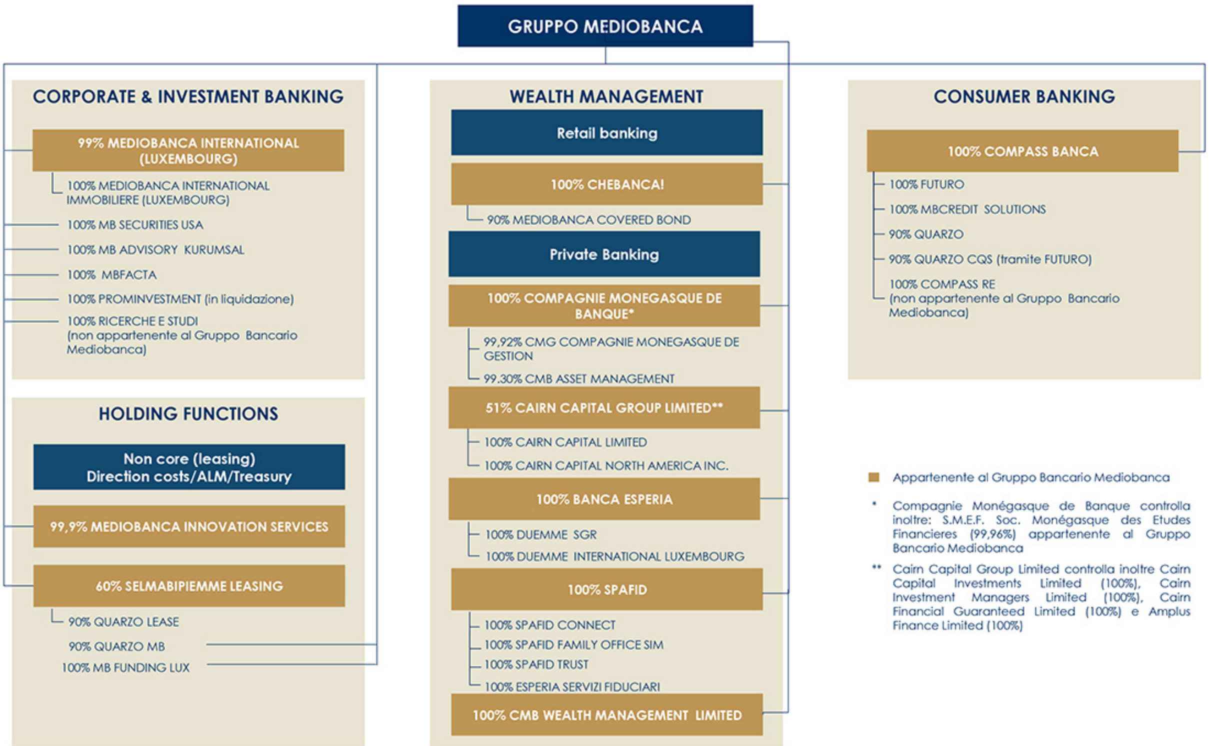
6 Organizational structure

6.1. Description of organizational structure of group headed up by the Issuer

Mediobanca Banking Group

The Mediobanca Group is registered as a banking group in the register instituted by the Bank of Italy.

The following diagram illustrates the structure of the Mediobanca Group as at the date hereof.



6.2. Subsidiaries and main investee companies

Mediobanca is parent company of the Mediobanca Banking Group. No individual or entity controls Mediobanca within the meaning of Article 93 of the Italian Consolidated Finance Act.

A list of the main Group companies included in the area of consolidation for the financial statements as at 30 September 2018 is shown below:

Group companies			
COMPASS Banca S.p.A.	Italy	100%	(dir)
CHEBANCA! S.p.A.	Italy	100%	(dir)
SELMABIPIEMME LEASING S.p.A.	Italy	60%	(dir)
Compagnie Monégasque de Banque S.A.M.	Principality of Monaco	100%	(dir)
MEDIOBANCA INTERNATIONAL (Luxembourg) S.A.	Luxembourg	100% [4]	(dir)
SPAFID S.p.A.	Italy	100%	(dir)
SPAFID TRUST S.R.L.	Italy	100%	(indir)
SPAFID CONNECT S.p.A.	Italy	100%	(indir)
MEDIOBANCA SECURITIES USA LLC	United States	100%	(dir)
Mediobanca SGR S.P.A.	Italy	100%	(dir)
Mediobanca Management Company S.A.	Luxembourg	100%	(dir)
MBCREDIT SOLUTIONS S.p.A.	Italy	100%	(indir)
RICERCHE E STUDI S.p.A.	Italy	100%	(dir)
Mediobanca Innovation Services S.c.p.A	Italy	99.9%	(dir)
FUTURO S.p.A.	Italy	100%	(indir)
PROMINVESTMENT S.p.A. in liquidation	Italy	100%	(dir)
MBFACTA S.p.A.	Italy	100%	(dir)
QUARZO S.r.l.	Italy	90%	(indir)
QUARZO CQS S.r.l.	Italy	90%	(indir)
MB COVERED BOND S.r.l.	Italy	90%	(indir)
C.M.B. ASSET MANAGEMENT S.A.M.	Principality of Monaco	99.10%	(indir)
C.M.G. COMP. MONEG. D.G. S.A.M.	Principality of Monaco	99.92%	(indir)
S.M.E.F. SOC. MONEG. DE ET.FIN. S.A.M.	Principality of Monaco	99.96%	(indir)
CMB WEALTH MANAGEMENT	United Kingdom	100%	(dir)
QUARZO MB s.r.l.	Italy	90%	(dir,)
COMPASS RE S.A.	Luxembourg	100%	(indir)
MB ADVISORY KURUMSAL DANISMANLIK HIZMETLERI A.S. in liquidation	Turkey	100%	(dir)
MEDIOBANCA INTERNATIONAL IMMOBILIERE S.à r.l.	Luxembourg	100%	(indir)
CAIRN CAPITAL GROUP Ltd	United Kingdom	51%	(dir.)
CAIRN CAPITAL Ltd	United Kingdom	51%	(indir.)
CAIRN CAPITAL NORTH AMERICA Inc (not operative)	United States	51%	(indir.)
CAIRN FINANCIAL GUARANTEE Ltd (not operative)	United Kingdom	51%	(indir.)
CAIRN CAPITAL INVESTMENTS Ltd (not operative)	United Kingdom	51%	(indir.)

4) Di cui 1% azioni di Compass.

CAIRN INVESTMENTS MANAGERS Ltd (not operative)	United Kingdom	51%	(indir.)
AMPLUS FINANCE Ltd. (not operative)	United Kingdom	51%	(indir.)
MB FUNDING LUX S.A.	Luxembourg	100%	(dir.)

In view of the size of the investment and the role played by the Bank in the companies' governance, as at 30 June 2018 the values reflected by the investment in Assicurazioni Generali were as follows:

Company	Sector	% of share capital	Book value as at 30/6/18 €m
Assicurazioni Generali	**Insurance**	**13%**	**2,997**

7 Forecasts or estimates of profits

7.1. Information on recent trends

No substantial adverse changes have taken place in Mediobanca's or the Group's prospects since 30 June 2018.

7.2. Information on trends, uncertainties, requests, commitments or known facts which could reasonably be expected to have material repercussions on the Issuer's prospects for at least the current financial year

Mediobanca is not aware of any information on trends, uncertainties, requests, commitments or facts known which could reasonably have significant repercussions on Mediobanca's prospects for the current financial year.

8 Profit estimates or projections

No forecast or estimates of profits are contained in the Registration Document.

9 Bodies responsible for governance, management and supervision

9.1. Information on governing bodies

Information on the Bank's governing bodies is provided below, as updated following the Annual General Meeting held on 27 October 2018.

Changes in the composition of the governing bodies and other information related to them are published from time to time on the Issuer's website at www.mediobanca.it (https://www.mediobanca.com/it/governance/index.html).

Board of Directors

The Board of Directors, appointed on 28 October 2017 for the 2018, 2019 and 2020 financial years with new Directors co-opted on 20 September 2018 (as confirmed by the shareholders at the Annual General Meeting held on 27 October 2018), as at 27 October 2018 consisted of fifteen members, eleven of whom qualify as independent under Article 148, paragraph 3 of Italian Legislative Decree 58/98, eight of which eleven also qualify as independent under Article 19 of the company's Articles of Association (the requisites for which definition are substantially aligned with those of the Code of Conduct in respect of listed companies[5]). Its composition also reflects the legal requirements in terms of gender balance.

Composition, Board of Directors

Name	Post held	Place and date of birth	Term of office expires	Independence	Principal activities performed outside the Issuer as significant with respect to the Issuer
Renato Pagliaro 3	Chairman	Milan, 20/2/57	28/10/20		-
Maurizia Angelo Comneno 1 2	Deputy Chair	Rome, 18/6/48	28/10/20	b)	-
Alberto Pecci	Deputy Chairman	Pistoia, 18/9/43	28/10/20		Chairman, Pecci Filati Chairman, Tosco-Fin Director, El.En.
Alberto Nagel 1 3	CEO	Milan, 7/6/65	28/10/20		-
Francesco Saverio Vinci 1 3	General Manager	Milan, 10/11/62	28/10/20		-
Marie Bolloré 2	Director	Neully sur Seine, 8/5/88	28/10/20	b)	Director, Bolloré Director, Financière de l'Odet Director, Bolloré Participations Director, Financière V

5) The definition considers parties holding an interest of more than 2% or which are significant representatives in their own groups as not independent, regardless of whether or not they are parties to shareholder agreements.

Name	Post held	Place and date of birth	Term of office expires	Independence	Principal activities performed outside the Issuer as significant with respect to the Issuer
					Director, Omnium Bolloré Director, Blue Solutions Director, Societé Industrielle et Financière de l'Artois Member of Supervisory Board, Sofibol Chairman of Supervisory Board, Compagnie du Cambodge CEO, Electric Mobility Application Division of Bolloré Group
Maurizio Carfagna 2	Director	Milan, 13/11/47	28/10/20	a) b)	CEO, H-Invest Director, FingProg Italia Director, Futura Invest
Maurizio Costa 2	Director	Pavia, 29/10/48	28/10/20	a) b)	Director, Amplifon
Angela Gamba 2	Director	Palazzolo sull'Oglio (BS), 15/8/70	28/10/20	a) b)	Director, Parmalat
Valérie Hortefeux 2	Director	Aulnay (France), 14/12/67	28/10/20	a) b)	Director, Blue Solutions Director, Ramsay – Générale de Santé
Maximo Ibarra 2	Director	Calì (Colombia) 13/12/68	28/10/20	a) b)	CEO, Royal KPN
Alberto Lupoi 2	Director	Rome, 29/03/70	28/10/20	a) b)	-
Elisabetta Magistretti 2	Director	Busto Arsizio, 21/7/47	28/10/20	a) b)	Director, Luxottica Group Director, Smeg
Vittorio Pignatti-Morano 2	Director	Rome, 14/9/57	28/10/20	a) b)	Executive Chairman, Trilantic Europe (to this end holds the post of Director in the individual Trilantic fund management companies) Director, Marex Spectron Group Ltd; Director, Pharmacontract; Chairman of Board of Directors, Gamenet S.p.A.; Director, ICS Maugeri; Director, Lilium Restaurants Ltd; Director, Marchesi de' Frescobaldi S.p.A.;
Gabriele Villa 1 2	Director	Milan, 18/6/64	28/10/20	b)	Standing Auditor, Edison Standing Auditor, Transalpina di Energia Standing Auditor, Otis Servizi

1 Member of Executive Committee.
2 Qualifies as independent pursuant to Article 148, para. 3 of Italian Legislative Decree 58/98.
3 Member of Mediobanca senior management.
a) Qualifies as independent pursuant to Article 19 of the company's Articles of Association.
b) Qualifies as independent pursuant to Article 148, para. 3 of the Italian Finance Act.

All Board members are in possession of the requisites to hold such office set by the regulations in force at the time.

The address for all members of the Board of Directors for the duties they discharge is: Piazzetta E. Cuccia 1, Milan, Italy.

Statutory Audit Committee

Composition of Statutory Audit Committee

Post	Name	Place and date of birth	Term expires	Principal activities performed outside the Issuer as significant with respect to the Issuer
Chairman	Natale Freddi	Rho, 6/6/52	28/10/20	-
Standing Auditor	Francesco di Carlo	Milan, 4/10/69	28/10/20	Chairman of Statutory Audit Committee, Italmobiliare Director, Milano Investment Partners SGR
Standing Auditor	Laura Gualtieri	Reggio Emilia, 18/10/68	28/10/20	Standing Auditor, Prysmian
Alternate Auditor	Alessandro Trotter	Vimercate, 9/6/40	28/10/20	Alternate Deputy Chairman, Credito Valtellinese S.p.A. Chairman of Statutory Audit Committee, Credito Fondiario Chairman of Statutory Audit Committee, ePIC SIM Standing Auditor, Eurotlx SIM Standing Auditor, Salini-Impregilo
Alternate Auditor	Barbara Negri	Alessandria, 13/6/73	28/10/20	Standing Auditor, Burgo Distribuzione Standing Auditor, Edison Energy Solutions – Edison Exploration & Production – Edison International – Edison Partecipazioni Energie Rinnovabili
Alternate Auditor	Stefano Sarubbi	Milan 6/12/65	28/10/20	Chairman of Statutory Audit Committee, Coca Cola Italia Chairman of Statutory Audit Committee, Comfacto Chairman of Statutory Audit Committee, Infrastrutture Wireless Italiane – Inwiit CEO, Sigmagest and Chairman of Board of Directors, Sigma Business Management and Sigmagest Financial Business Advisors

All Statutory Audit Committee members are in possession of the requisites to hold such office set by the regulations in force at the time, and are all registered as auditors in the list instituted by the Italian Ministry for the Economy and Finances.

The address for all members of the Statutory Audit Committee for the duties they discharge is: Piazzetta E. Cuccia 1, Milan, Italy.

9.2. Conflicts of interest among bodies responsible for governance, management and supervision

A ban was instituted pursuant Article 36 of Italian Decree Law 201/11, as converted into Italian Law 214/11, on representatives of banks, insurers and financial companies from holding positions in companies which operate in the same sectors. Each year the Board of Directors assesses the positions of the individual directors, which may have changed as a result of changes in the activities or size of the other companies in which they hold posts. To this end, each director, including in order to avoid potential conflicts of interest from arising, informs the Board of any changes in the positions assumed by them in the course of their term of office.

Mediobanca also adopts the procedure recommended under Article 136 of the Italian Consolidated Banking Act for approval of transactions involving individuals who perform duties of management and control in other companies controlled by such parties.

Members of the bodies responsible for governance, management and supervision are also required to comply with the following provisions:

- Article 53 of the Italian banking act and implementing regulations enacted by the Bank of Italy, in particular the supervisory provisions on links with related parties;

- Article 2391 of the Italian Civil Code (Directors' Interests);

- Article 2391-bis of the Italian Civil Code (Transactions with Related Parties). Transactions with "related parties" are described in part H of the financial statements for the twelve months ended 30 June 2018.

Mediobanca and its governing bodies have adopted internal measures and procedures to ensure compliance with the provisions referred to above.

10 Main shareholders

10.1. Information on ownership structure

As at the date hereof, the Issuer's fully subscribed and paid up share capital amounted to €443,521,470, made up of 887,042,940 ordinary par value €0.50 shares.

Individuals or entities who based on the shareholders' register and available information as at the date hereof, own directly or indirectly financial instruments representing share capital with voting rights in excess of 3% of the company's share capital, directly or indirectly, are listed below:

Shareholder	No. of shares	% of share capital
Unicredit group	74,600,270	8.41
Financière du Perguet (Bolloré group)	69,681,608	7.86
BlackRock group*	44,171,756	4.98
Banca Mediolanum group	29,095,110	3.29
INVESCO	27,707,271	3.12

* BlackRockInc. (NY), via fifteen asset management subsidiaries, 0.514% of which by way of potential investment and 0.216% as contracts of differences. When the BlackRock group reduced its stake to below 5%, it gave notice to such effect as required by Article 120 of Consob's Regulations for Issuers. The BlackRock group has chosen to avail itself of the exemption provided for under Article 119-*bis*, paragraph 7 of Consob's Regulations for Issuers.

No party controls Mediobanca according to the definition provided in Article 93 of the Italian banking act.

The information on the Issuer's main shareholders is updated from time to time on its website www.mediobanca.com (https://www.mediobanca.com/it/governance/azionisti/index.html).

10.2. Description of any agreements known to the Issuer which may subsequently give rise to a change in the control of the Issuer.

A shareholders' agreement has been entered into in respect of approx. 28% of the share capital of Mediobanca. The agreement is a block shareholders' agreement aimed at preserving a stable shareholder base which sees the traditional system of corporate governance, leveraging on the management, as fundamental to safeguarding the characteristics, function and traditional independence of Mediobanca and to ensuring that consistent management objectives are pursued.

By the 30 September 2018 deadline, notice of intention to withdraw early from the Agreement was received from the following parties: Financière du Perguet (in respect of 7.86% of the share capital), and Italmobiliare (0.98%). As a result of these withdrawals, the percentage syndicated to the agreement as of 31 December 2018 falls to 19.6%, below the 25%, minimum threshold stipulated by the Agreement.

At a general meeting held on 27 September 2018, the Parties to the Agreement in respect of the share capital of Mediobanca assigned the Steering Committee the duty of gauging interest among the Parties in general to exploring alternatives to simply allowing the present Agreement to lapse at the year-end. As at the date hereof, Mediobanca has no further updates on the work carried out by the Steering Committee. Any such updates will be disclosed to the market by means of a press release which will be prepared by the Committee itself.

An excerpt from the Agreement may be found on the Issuer's website at www.mediobanca.com (https://www.mediobanca.com/it/governance/azionisti/patto-di-sindacato.html).

11 Information on the Issuer's assets and liabilities, earnings and losses

11.1. Financial information for previous years

At a Board meeting held on 20 September 2018, the Directors of Mediobanca approved the Group's consolidated financial statements as at 30 June 2018 (the results themselves were approved on 31 July 2018); the statutory financial statements for the year were adopted by shareholders at a general meeting held on 27 October 2018. See in particular section 3.3, "Select financial information".

11.2. Financial statements

The financial statements as at and for the years ended 30 June 2018 and 30 June 2017 and the annexes thereto including the reports by the external auditors, and Mediobanca's interim accounts and reports are available to the public at the company's registered office and published on its website at www.mediobanca.it (https://www.mediobanca.com/it/investor-relations/Financial statements/index.html). The consolidated financial statements as at and for the years ended 30 June 2018 and 30 June 2017 are deemed to be incorporated by reference into this Registration Document as permitted under Article 11 of Directive 2003/71/CE (the "Prospectus Directive") and Article 7, paragraph 4 of Consob's Regulations for Issuers.

A breakdown of the information deemed to be incorporated by reference into this Registration Document is provided in the following table:

	Balance sheet	Profit and loss account	Cash flow statement	Notes to the accounts	External auditors' report	Comprehens-ive income statement	Statement of changes to consolidated net equity
Consolidated financial statements for year ended 30/6/18	pp. 78-79	p. 80	pp. 84-85	p. 88-292	p. 67	p. 81	p. 82
Consolidated financial statements for year ended 30/6/17	pp. 66-67	p. 68	pp. 72-73	pp. 76-259	p. 61	p. 69	p. 70

11.3. Auditing of annual financial information for previous years

11.3.1. Statement confirming that financial information for previous financial years has been audited

At an annual general meeting held on 27 October 2012, the shareholders of Mediobanca appointed PricewaterhouseCoopers S.p.A. to audit the Bank's statutory and consolidated full-year and interim financial statements, to perform other activities provided for under Article 155 of Italian Legislative Decree 58/98, and to sign off the "Unico" and "770" tax declarations, up to and including the financial year ending 30 June 2021.

Notice is hereby given that:

- PricewaterhouseCoopers S.p.A., with registered office in Milan, the audit firm appointed to audit the statutory and consolidated full-year financial statements of Mediobanca for the financial year ended 30 June 2018, duly issued the relevant report without qualifications;

- PricewaterhouseCoopers S.p.A., for the statutory and consolidated financial statements of Mediobanca as at 30 June 2017 and the interim financial statements, duly issued the relevant reports without qualifications.

11.3.2. Any other information contained in the Registration Document that has been reviewed by the auditors

With the exception of the statutory and consolidated financial information, no information reported in this Registration Document has been subject to review by the external auditors.

11.3.3. Financial information contained in the Registration Document not taken from the Issuer's audited financial statements

The financial information contained in this Registration Document has been taken from the Issuer's financial statements which have been subject to review by the external auditors.

11.4. Date of most recent financial information

The most recent audited financial information in respect of the Issuer consists of the consolidated financial statements for the period ended 30 June 2018.

11.5. Interim and other financial information

Subsequent to the balance-sheet date of 30 June 2018, the quarterly report of the Mediobanca Group for the three months ended 30 September 2018 was approved by the Board of Directors on 30 October 2018. The Mediobanca Group's quarterly financial statements for the three months ended 30 September 2018 have been incorporated by reference into this Registration Document and no full or partial audit thereof has been carried out.

The Mediobanca Group's quarterly financial statements for the three months ended 30 September 2018, along with all Mediobanca's quarterly and interim accounts (statutory and consolidated) and the auditors' reports where these have been prepared, may be consulted on the Issuer's website at www.mediobanca.it. This website is updated quarterly with the relevant financial information as approved from time to time (see https://www.mediobanca.com/it/investor-relations/Financial statements/index.html).

11.6. Judicial proceedings and inspections in course

As at the date hereof, none of Mediobanca and its consolidated subsidiaries is or has been involved in any governmental, legal, arbitration or administrative proceedings relating to claims or amounts of money which may have, or have had in the recent past, a material impact on the Group's financial position or profitability, and as far as Mediobanca is aware, no such litigation, arbitration or administrative proceedings has either been announced or is pending.

Mediobanca believes that the provisions for risks and charges, which at 30 June 2018 amounted to €185,482m, is sufficient to meet any charges due in connection with all the cases that have been brought against the Bank itself and the other Group companies (for which no other significant litigation is pending) and any other contingent liabilities, of which, as permitted by IAS 37, paragraph 92, no precise indication has been given. It should be noted that the provisions for risks and charges amounts to €173.1m to cover litigation and other contingent liabilities.

A description of the main litigation and inspections pending is provided below, purely for information purposes:

Litigation pending

The most significant litigation pending against Mediobanca is as follows:

- Fondazione Monte dei Paschi di Siena ("FMPS"): claims against former directors of FMPS and Mediobanca, jointly with another thirteen banks. The liability with which the banks are charged is non-contractual, and regards the said banks' involvement in the contractual liability of the former FMPS directors for the alleged damages caused to FMPS itself in connection with the execution of the Term Facility Agreement on 4 June 2011 and the consequent breach of FMPS's Articles of Association (20% limit on debt/equity ratio) in a total amount of €286m. The next hearing is set for 4 June 2019 to discuss whether or not authorization is needed from the Italian ministry for the economy and finance for FMPS to initiate proceedings against its former directors and the other preliminary enquiries, including the preliminary exemption for arbitration at the London Court of International Arbitration (LCIA) in Paris.

- Lucchini S.p.A. in extraordinary administration ("Lucchini"): against twelve banks, including Mediobanca, for their alleged involvement in the financial disaster which affected the company on account of their having compiled and implemented a business and financial plan for Lucchini based on estimates alleged to have been unrealistic as well as a restructuring agreement pursuant to Article 182-*bis* of the Italian bankruptcy law which included unbalanced guarantees in favour of the banks, leading to a delay in Lucchini entering the extraordinary administration procedure. The next hearing has been set for 9 April 2019;

With reference to the agreement between Compass and the Tinugraha consortium to acquire 19.9% of BFI as described in section 5.1.1 above, it should be noted that a case is currently pending with the court of Milan brought by APT against Mediobanca and Compass, challenging the legitimacy of the sale and purchase agreement in respect of the 19.9% stake in BFI and asking for it to be declared null and void, and asking for damages. The first hearing has been set for 5 February 2019.

Tax disputes

With reference to the disputes outstanding with the Italian revenue authorities, as at 30 June 2018 the Mediobanca Group had twenty-one cases pending in respect of approx. €24.5m, as described in more detail in the consolidated financial statements for the twelve months ended 30 June 2018 published on www.mediobanca.it (section 12).

In particular, it should be noted that two new cases arose in the course of the year, in connection with the alleged failure of CheBanca! to pay registration tax on the deed of purchase for its acquisition of Barclays' Italian operations in 2016, involving higher tax worth a notified amount of €11.1m, as follows

Inspections

There are no inspections in progress which lie outside the normal supervisory activity carried out in respect of Mediobanca and its Group companies.

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11.7. Significant changes in the Issuer's financial position

There have been no significant changes to financial or commercial position of Mediobanca or the other companies forming part of the Group since the most recent financial information available was disclosed in the consolidated financial statements as at 30 June 2018.

12 Material agreements

Neither Mediobanca nor any of the companies controlled by Mediobanca has entered into or participates in agreements outside of their normal course of business which could result an obligation or entitlement for Group members that would impact significantly on the Issuer's ability to meet its obligations versus holders of financial instruments issued or to be issued.

13 Information from third parties, expert opinions and expressions of interest

Standard & Poor's assigned Mediobanca a "BBB/A-2" rating (most recent report published on 30 October 2018), Moody's assigned Mediobanca a "Baa1/ P-2" rating (most recent report published on 23 October 2018), and Fitch Ratings assigned Mediobanca a "BBB/F2" rating (most recent report published on 5 September 2018) – see [www.mediobanca.it](https://www.mediobanca.com/it/investor-relations/rating.html) (https://www.mediobanca.com/it/investor-relations/rating.html) for further details.

Rating agency	Short-term debt	Long-term debt	Outlook	Most recent report published
S&P's	A-2	BBB	Negative	30 October 2018
Fitch Ratings	F2	BBB	Negative	5 September 2018
Moody's	P-2 (deposits)	Baa1 (deposits)	Stable	23 October 2018

In the last rating action on 30 October 2018, Standard & Poor's changed its outlook for Mediobanca from stable to negative, following the rating action for Italian sovereign debt (i.e. outlook downgraded from stable to negative) and the potential repercussions for the Bank as a result of the deterioration in the financial sector in which it operates. Standard & Poor's kept its rating on long-term debt and short-term debt unchanged.

In the last rating action on 5 September 2018, Fitch Ratings changed its outlook for Mediobanca from stable to negative, due to the likely deterioration in the economic and financial situation of Italy and the downgrade of the outlook for the republic of Italy from stable to negative announced on 31 Augusto 2018. Fitch Ratings kept its rating on long-term debt and short-term debt unchanged.

In the last rating action on 23 October 2018, Moody's changed its rating on the Bank's long-term debt from "A3 under review" to "Baa1", with the outlook changed from "under review" to "stable". The downgrade is again due to the change in the outlook for the republic of Italy from stable to negative.

The Issuer confirms that the above information has been faithfully reproduced, and that as far as the Issuer is aware and is able to ascertain on the basis of information published by Standard & Poor's, Moody's and Fitch Ratings, no facts have been omitted that might render the reproduced information imprecise or otherwise misleading. The rating scales used by the main rating agencies are summarized below.

MEDIOBANCA

Standard & Poor's rating scale:

Long-term Obligations with an original maturity of more than one year	Short-term Obligations with an original maturity of less than one year
Investment grade	**Investment grade**
AAA The obligor's capacity to meet its financial commitment on the obligation is extremely strong.	A A-1 The obligor's capacity to meet its financial commitment on the obligation is strong. Within this category, certain obligations are designated with a plus sign (+). This indicates that the obligor's capacity to meet its financial commitment on these obligations is extremely strong.
AA The obligor's capacity to meet its financial commitment on the obligation is very strong. An obligation rated 'AA' differs from the highest-rated obligations only to a small degree.	A-2 The obligation is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor's capacity to meet its financial commitment on the obligation is satisfactory.
A The obligation is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong.	**A-3** **The obligation exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.**
BBB **The obligation exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation.**	

Long-term Obligations with an original maturity of more than one year	Short-term Obligations with an original maturity of less than one year
Speculative grade	**Speculative grade**
BB	B
The obligation is less vulnerable to non-payment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation.	The obligation is regarded as having significant speculative characteristics. The obligor currently has the capacity to meet its financial commitment on the obligation; however, it faces major ongoing uncertainties which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation.
B	B -1
The obligation is more vulnerable to non-payment than obligations rated 'BB', but the obligor currently has the capacity to meet its financial commitment on the obligation. Adverse business, financial, or economic conditions will likely impair the obligor's capacity or willingness to meet its financial commitment on the obligation.	The obligation is regarded as having significant speculative characteristics, but the obligor has a relatively stronger capacity to meet its financial commitments over the short-term compared to other speculative-grade obligors.
CCC	B -2
The obligation is currently vulnerable to non-payment, and is dependent upon favourable business, financial, and economic conditions for the obligor to meet its financial commitment on the obligation. In the event of adverse business, financial, or economic conditions, the obligor is not likely to have the capacity to meet its financial commitment on the obligation.	The obligation is regarded as having significant speculative characteristics, and the obligor has an average speculative-grade capacity to meet its financial commitments over the short-term compared to other speculative-grade obligors.
CC	B -3
The obligation is currently highly vulnerable to non-payment.	The obligation is regarded as having significant speculative characteristics, and the obligor has a relatively weaker capacity to meet its financial commitments over the short-term compared to other speculative-grade obligors.
C	C
A 'C' rating is assigned to obligations that are currently highly vulnerable to non-payment, obligations that have payment arrearages allowed by the terms of the documents, or obligations of an issuer that is the subject of a bankruptcy petition or similar action which have not experienced a payment default.	The obligation is currently vulnerable to non-payment and is dependent upon favourable business, financial, and economic conditions for the obligor to meet its financial commitment on the obligation.
D	D
The obligation is in payment default. The 'D' rating category is used when payments on an obligation, including a regulatory capital instrument, are not made on the date due even if the applicable grace period has not expired, unless Standard & Poor's believes that such payments will be made during such grace period.	The obligation is in payment default. The 'D' rating category is used when payments on an obligation, including a regulatory capital instrument, are not made on the date due even if the applicable grace period has not expired, unless Standard & Poor's believes that such payments will be made during such grace period.

NB: ratings from "AA" to "CCC" inclusive can be modified by adding the "+" or "-" minus sign to specify the position.

Fitch Ratings' rating scale:

Long-term Debt securities with duration of over one year	Breve Termine Debt securities with duration of less than one year
Investment grade	**Investment grade**
AAA	F1+
Exceptionally strong capacity to meet obligations.	Highest quality, strongest intrinsic capacity for timely payment of financial commitments.
AA+	F1
High quality, very low risk but vulnerability to risk over the long term is higher than for the AAA category.	High quality, strong intrinsic capacity for timely payment of financial commitments.
AA/AA-	**F2**
Strong capacity to meet obligations. Minimal differences from the higher grade.	**Good quality, good intrinsic capacity for timely payment of financial commitments.**
A+/A/A-	
Good capacity to meet financial obligations, but more vulnerable to changes in circumstances and economic conditions than bonds with a higher rating.	
BBB+/BBB/BBB-	
Adequate capacity to meet financial obligations, although adverse economic conditions or changes in circumstances may lead to a reduced capacity to meet financial obligations.	

Long-term Debt securities with duration of over one year	Short-term Debt securities with duration of less than one year
Speculative grade	**Speculative grade**
BB+/BB/BB-	F3
Less vulnerable in the near term than issuers with lower ratings, although uncertain economic, financial or administrative conditions could interfere with the capacity to meet obligations entered into.	Fair quality, adequate intrinsic capacity for timely payment of financial commitments, although unforeseen circumstances could affect the borrower's repayment capabilities.
B+/B/B-	B
More vulnerable than issuers rated 'BB', but still able to meet financial commitments. Unforeseen economic and/or financial conditions will likely reduce the issuer's will to meet its commitments.	Speculative in nature, and the obligor has minimal capacity for timely payment of financial commitments. Vulnerable to near-term adverse changes in financial and economic conditions.
CCC+/CCC/CCC-	C
Currently vulnerable, and capacity to meet obligations entered into is reliant upon a sustained favourable business and economic environment and favourable market conditions.	Default is a real possibility, repayment of bonds issued is closely dependent upon favourable financial and economic conditions.
CC	D
Currently highly vulnerable, and capacity to meet obligations entered into is reliant upon favourable economic and financial conditions.	The issuer is in default.
C	
Extremely vulnerable, possibly bankrupt or in default on payments which are, however, still being made.	
D	
Default/insolvency on all or most obligations entered into.	
NR	
Unrated.	

Moody's rating scale:

Long term Debt securities with duration of more than one year	Short term Debt securities with duration of less than one year
Investment grade	**Investment grade**
Aaa	Prime-1
Of the highest quality, with minimal risk of insolvency.	Superior ability to repay short-term debt obligations
	Prime-1/Prime-2
Aa1/Aa2/Aa3	Excellent ability to repay short-term debt obligations
High quality, subject to very low credit risk.	**Prime-2**
A1/A2/A3	Strong ability to repay short-term debt obligations**.**
Upper-medium-grade, subject to low credit risk.	Prime-2/Prime-3
Baa1/Baa2/Baa3	Acceptable ability to repay short-term debt obligations
Medium-grade, moderate credit risk.	Prime-3
	Sufficient ability to repay short-term debt obligations

Long term Debt securities with duration of more than one year	Short term Debt securities with duration of less than one year
Speculative grade	**Speculative grade**
Ba1/Ba2/Ba3	Not Prime
Speculative elements, subject to substantial credit risk.	Does not fall within any of the Prime rating categories
B1/B2/B3	
Speculative, high credit risk	
Caa1/Caa2/Caa3	
Poor standing, very high credit risk	
Ca	
Highly speculative and likely in, or very near, default, with some prospect for recovery in principal and interest	
C	
Lowest-rated quality, typically in default, with little or no prospect for recovery in principal and interest	

14 Documents available to the public

The following documents are available for consultation at Mediobanca's registered offices in Piazzetta Enrico Cuccia 1, Milan and on the Bank's website at www.mediobanca.it: the Issuer's Articles of Association (https://www.mediobanca.com/it/governance/statuto.html); copies of the annual accounts and report (consolidated and statutory) as at and for the years ended 30 June 2017 and 2018, and a copy of this Registration Document.

Beginning with the 2001/2002 financial year, the annual, interim and quarterly accounts and reports of Mediobanca and the Mediobanca Group, plus the reports issued by the appointed external auditors, have been made available on the Issuer's website at www.mediobanca.it (see in particular https://www.mediobanca.com/it/investor-relations/Financial statements/index.html). This website will be updated on a quarterly basis with the relevant financial information as approved from time to time.

All information and press releases relating to the Issuer's corporate affairs are also available on the same website.