



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

## **MEDIOBANCA**

LIMITED LIABILITY COMPANY

CAPITAL EURO 443,616,723.50

REGISTERED OFFICE IN MILAN - PIAZZETTA ENRICO CUCCIA, 1

REGISTERED IN THE PUBLIC REGISTER OF COMPANIES IN MILAN

VAT NUMBER 10536040966

REGISTERED IN REGISTER OF BANKS AND BANKING GROUPS WITH NO. 10631

PARENT COMPANY OF MEDIOBANCA BANKING GROUP

### **NOTICE TO SECURITYHOLDERS**

**relating to the public offer of**

**ISIN Code: XS1844094885**

**Issue of up to USD 300,000,000 Fixed Step Up Rate Notes due 13 July 2024**

**(the "Notes")**

*Issuer*

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

Notice is hereby given by the Issuer in relation to the title "**MIFID II product governance / Retail investors, professional investors and ECPs target market**" included in the Final Terms of the Notes, which states:

#### **MIFID II product governance / Retail investors, professional investors and ECPs target market**

– Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MIFID II**"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate and (iii) the following channels for distribution of the Notes to retail clients are appropriate, including; investment advice, portfolio management and non-advised sales, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

Mediobanca Banca di Credito Finanziario S.p.A.  
Piazzetta Enrico Cuccia, 1  
20121 Milano, Italia  
Partita IVA: 10536040966  
Codice fiscale e numero di iscrizione al Registro delle Imprese di Milano, Monza, Brianza, Lodi:  
00714490158  
Tel. +39 02 8829 1  
Fax +39 02 8829 367  
mediobanca.com

Mediobanca S.p.A., iscritta all'Albo delle Banche e Capogruppo del Gruppo Bancario Mediobanca, iscritto all'Albo dei Gruppi Bancari al n. 10631.  
Aderente al Fondo Interbancario di Tutela dei Depositi e al Fondo Nazionale di Garanzia. Iscritta al Registro Unico degli Intermediari assicurativi e riassicurativi.  
Capitale sottoscritto e versato € 443.616.723,50



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The above title should be disregarded and the following should apply to the Notes:

**MIFID II product governance / Retail investors, professional investors and ECPs target market**

– Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution to eligible counterparties and professional clients are appropriate, except for pure execution services for the latter; and (iii) the following channels for distribution of the Notes to retail clients are appropriate - investment advice, portfolio management and execution with appropriateness (no distribution via execution only), subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

5 June 2020