

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 of the Notes 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, including: investment advice, portfolio management and non-advised sales (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.

Final Terms

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

Legal Entity Identifier (LEI): PSNL19R2RXX5U3QWH144

Issue of up to Euro 500,000,000 Fixed Step Up Rate Notes due 25 January 2024

under the

Euro 40,000,000,000

Euro Medium Term Note Programme

SERIES NO.: 552

TRANCHE: 1

Issue Price: 100.00 per cent.

The date of these Final Terms is 10 January 2019

This document constitutes the Final Terms relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 21 December 2018, which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (as amended). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as supplemented from time to time. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the registered office of the Issuer at Piazzetta Cuccia 1, 20121, Milan, Italy, at the Issuer's representative office at Piazza di Spagna 15, 00187 Rome, Italy and on www.mediobanca.com and copies may be obtained from the Issuer.

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

PART A – GENERAL

1. (i) Series Number: 552
(ii) Tranche Number: 1
2. **Specified Currency or Currencies:** Euro (“EUR”)
3. **Aggregate Nominal Amount of Notes admitted to trading:**
 - (i) Series: Up to EUR 500,000,000.00, provided that, during the Offer Period (as defined in paragraph 9 (*Distribution*) of Part B (*Other Information*) below), the Issuer, in agreement with the *Direttore del Consorzio* (as defined below) will be entitled to increase the Aggregate Nominal Amount of the Notes up to EUR 750,000,000.00
 - (ii) Tranche: Up to EUR 500,000,000.00, provided, during the Offer Period, that the Issuer, in agreement with the *Direttore del Consorzio* (as defined below) will be entitled to increase the Aggregate Nominal Amount of the Notes up to EUR 750,000,000.00

The Aggregate Nominal Amount will not exceed EUR 750,000,000.00 and will be determined at the end of the Offer Period and such final amount will be filed with the Central Bank of Ireland as competent authority and published on the website of Euronext Dublin (www.ise.ie) pursuant to Articles 8 and 14(2) of the Prospectus Directive.
4. **Issue Price:** 100.00 per cent. of the Aggregate Nominal Amount
5. (i) Specified Denominations: EUR 1,000.00
(ii) Calculation Amount: EUR 1,000.00
6. (i) Issue Date: 25 January 2019

(ii)	Interest Commencement Date:	Issue Date
7.	Maturity Date:	25 January 2024
8.	Interest Basis:	<p>1.60 per cent. per annum Fixed Rate for the period from and including the Interest Commencement Date to, but excluding 25 January 2020 (the “First Fixed Rate Period”)</p> <p>1.75 per cent. per annum Fixed Rate for the period from and including 25 January 2020 to, but excluding 25 January 2021 (the “Second Fixed Rate Period”)</p> <p>1.90 per cent. per annum Fixed Rate for the period from and including 25 January 2021 to, but excluding 25 January 2022 (the “Third Fixed Rate Period”)</p> <p>2.05 per cent. per annum Fixed Rate for the period from and including 25 January 2022 to, but excluding 25 January 2023 (the “Fourth Fixed Rate Period”)</p> <p>2.25 per cent. per annum Fixed Rate for the period from and including 25 January 2023 to, but excluding 25 January 2024 (the “Fifth Fixed Rate Period”)</p>
	(Condition 3(d) (<i>Interest Rate on Fixed Rate Notes</i>) or Condition 3(f) (<i>Interest Rate on Floating Rate Notes</i>) or Condition 3(k) (<i>Late payment on Zero Coupon Notes</i>) of the Terms and Conditions)	Condition 3(d) (<i>Interest Rate on Fixed Rate Notes</i>) applies
9.	Redemption/Payment Basis:	Redemption at par
10.	Change of Interest:	Not Applicable - Condition 3(l) (<i>Interest Rate Switch</i>) shall not apply
	Interest Rate Switch Date:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	(i) Status of the Notes:	Senior Preferred Notes
	(ii) (In respect of Senior Preferred Notes only):	
	Waiver of set-off rights:	Not applicable
	(iii) Date of approval for issuance of Notes obtained:	7 January 2019
13.	Method of distribution:	Non-syndicated

14. **Taxation:** Gross Up is not applicable pursuant to paragraph (viii) of Condition 6(a) (*Taxation - Gross Up*) of the Terms and Conditions of the Senior Notes
15. **Events of Default** Condition 8(a) (*Events of Default of the Senior Preferred Notes*) applies
16. **Governing Law:** English law applicable except for: Conditions 2(b) (*Status of the Senior Preferred Notes*), 4(b) (*Maturities/Final Redemption*), 4(g) (*Redemption for regulatory reasons (Regulatory Call)*), 8(b) (*Events of Default of the Senior Non Preferred Notes*) and 15 (*Acknowledgment of the Italian / Luxembourg Bail-in Power*) of the Senior Notes Conditions, which are governed by, and shall be construed in accordance with, Italian law.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

17. **Fixed Rate Note Provisions** Applicable
- (i) Interest Rate(s): 1.60 per cent. *per annum* payable annually in arrears on the Interest Payment Date falling in January 2020;
- 1.75 per cent. *per annum* payable annually in arrears on the Interest Payment Date falling in January 2021;
- 1.90 per cent. *per annum* payable annually in arrears on the Interest Payment Date falling in January 2022;
- 2.05 per cent. *per annum* payable annually in arrears on the Interest Payment Date falling in January 2023;
- 2.25 per cent. *per annum* payable annually in arrears on the Interest Payment Date falling in January 2024.
- (ii) Interest Payment Date(s): 25 January in each year, starting from and including 25 January 2020 up to and including the Maturity Date.
- (iii) Interest Accrual Dates(s): The Interest Accrual Dates shall be the Interest Payment Dates.
- (iv) Fixed Coupon Amounts: EUR 16.00 per Calculation Amount payable on the Interest Payment Date falling in January 2020;
- EUR 17.50 per Calculation Amount payable on the Interest Payment Date falling in January 2021;
- EUR 19.00 per Calculation Amount payable on the Interest Payment Date falling in January 2022;
- EUR 20.50 per Calculation Amount payable on the Interest Payment Date falling in January 2023;
- EUR 22.50 per Calculation Amount payable on the Interest Payment Date falling in January 2024.

- (v) Broken Amount(s): Not Applicable
 - (vi) Business Day Convention: Unadjusted
 - (vii) Day Count Fraction: Actual/Actual (ICMA)
18. **Floating Rate Note Provisions** Not Applicable
19. **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. **Call Option** Not Applicable
21. **Regulatory Call / Redemption for taxation reasons**
- (i) Regulatory Call Not Applicable
 - (ii) Redemption per taxation reason Not Applicable
 - (iii) Modification following a MREL/TLAC Disqualification Event / Regulatory Event or Tax Event Not Applicable
22. **Put Option** Not Applicable
23. **Final Redemption Amount of each Note** EUR 1,000.00 per Calculation Amount
24. **Early Redemption Amount**
- Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default: An amount in the Specified Currency being the Nominal Amount of the Notes

GENERAL PROVISIONS APPLICABLE TO THE NOTES

25. **Form of Notes:** **Bearer Notes:**
- Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.
26. **New Global Note form:** Yes
27. **Additional Financial Centre(s) relating to Payment Business Dates:** TARGET2

- 28. **Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):** No
- 29. **Details relating to Instalment Notes: (amount of each instalment, date on which each payment is to be made):** Not Applicable
- 30. **Total Repurchase Option / Partial Repurchase Option** / Not Applicable

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms

Signed on behalf of the Issuer:

By: By:
 Duly authorised Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Official List of Euronext Dublin.
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Euronext Dublin with effect from 25 January 2019.
- Application is expected to be made by Banca IMI S.p.A. (“**Banca IMI**”, the “**Lead Manager**” or the “**Global Coordinator of Distributors**” or the “*Direttore del Consorzio*”) for the Notes, to be admitted to trading on the multilateral trading facility (MTF) EuroTLX which is organized and managed by EuroTLX Sim S.p.A. with effect at, or subsequent to, the Issue Date.
- (iii) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

- Ratings: Applicable
- The Notes to be issued have been rated BBB and BBB respectively by Standard and Poor’s and Fitch.
- Each of Standard and Poor’s and Fitch is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the “**CRA Regulation**”).

3. NOTIFICATION

The Central Bank of Ireland has provided the *Commissione Nazionale per la Società e la Borsa* with a certificate of approval attesting that the Base Prospectus dated 21 December 2018 has been drawn up in accordance with the Prospectus Directive.

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

Save as set out below and so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

The *Direttore del Consorzio* and the Distributors will be paid by the Issuer in respect of their activities as *Direttore del Consorzio* and Distributors respectively the commissions stated in paragraph 10 (*Terms and Conditions of the Offer*) below, which are embedded into the Issue Price and Offer Price. Investors’ attention is drawn to the circumstance that the *Direttore del Consorzio* and certain of the Distributors belong to the same banking group.

The *Direttore del Consorzio* is expected to act as hedge counterparty of the Issuer or its affiliates in connection with the issue of the Notes. The commission payable by the Issuer to the *Direttore del Consorzio* for its role of 0.50 per cent. of the Aggregate Nominal Amount of the

Notes effectively placed also remunerates the assumption by the *Direttore del Consorzio* of such hedging risk.

The *Direttore del Consorzio* has issued financial instruments linked to the Issuer.

The Notes will be negotiated on the multilateral trading facility (MTF) EuroTLX which is organized and managed by EuroTLX Sim S.p.A. The *Direttore del Consorzio* and its affiliates:

- have an equity stake of 15 per cent in EuroTLX Sim S.p.A.;
- have elected more members of the Board of Directors and the Board of Statutory Auditors of EuroTLX Sim S.p.A.;
- have granted significant financing to EuroTLX Sim S.p.A. and its parent and group companies and they are one of the main financial lenders to EuroTLX Sim S.p.A. and its parent and group companies;
- may act as market maker or liquidity provider on EuroTLX in respect of the Notes.

Certain of the Distributors, the *Direttore del Consorzio* and their affiliates, in the ordinary course of business, have engaged or may in the future engage in lending, advisory, investment banking and corporate finance services for, the Issuer, its parent and group companies and to companies involved directly or indirectly in the sector in which the Issuer operates. The *Direttore del Consorzio* and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer, or the Issuer's affiliates. The *Direttore del Consorzio* and its affiliates that may have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically the *Direttore del Consorzio* and its affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes issued. Any such short positions could adversely affect future trading prices of the Notes issued.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- | | |
|---------------------------------|--|
| (i) Reasons for the offer: | General corporate purpose of the Issuer |
| (ii) Estimated net proceeds: | Up to EUR 487,500,000.00 or up to EUR 731,250,000.00 if the Aggregate Notional Amount is increased |
| (iii) Estimated total expenses: | Not Applicable save for EUR 1,000.00 as expenses related to admission to trading |

6. YIELD

- | | |
|----------------------|---|
| | Applicable |
| Indication of yield: | 1.903 per cent. p.a. |
| | Yield is calculated on the basis of the Issue Price and |

the Fixed Coupon.

7. HISTORIC INTEREST RATES

Not Applicable

8. OPERATIONAL INFORMATION

ISIN: XS1928480166

Common Code: 192848016

CFI: DTFXFB

FISN: BA/1.85EMTN2024125

New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

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

Delivery: Delivery against payment

Initial Paying Agents: BNP Paribas Securities Services, Luxembourg Branch
60, avenue J.F. Kennedy
L-2085 Luxembourg
Grand Duchy of Luxembourg

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

9. DISTRIBUTION

(i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable

(ii) Date of Subscription Agreement: Not Applicable

(iii) Stabilising Manager(s) (if any): Not Applicable

If non-syndicated, name of Dealer: Banca IMI, with its head office at Largo Mattioli 3, 20121 Milan, which, for the purpose of the issue of the Notes will act as *Direttore del Consorzio*.

US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

Non-exempt offer: An offer (the “**Offer**”) of the Notes is made by the Issuer through the *Direttore del Consorzio* and the Distributors (as defined below) other than pursuant to Article 3(2) of the Prospectus Directive in the Republic of Italy (the “**Public Offer Jurisdiction**”) during the period from and including 9:00 a.m. (Milan time) of 11 January 2019 to and including 4:30 p.m. (Milan time) of 22 January 2019 (in branch) (the “**Offer Period**”), subject to any early closing or extension of the Offer Period or cancellation of the Offer, as described below.

The Notes may also be distributed through door-to-door selling by means of financial advisors authorized to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of the Italian Financial Services Act from and including 9:00 a.m. (Milan time) of 11 January 2019 to and including 4:30 p.m. (Milan time) of 15 January 2019, subject to any early closing or extension of the Offer Period or cancellation of the Offer, as described below.

For the avoidance of doubt, any early closing or extension of the Offer Period shall also be effective, unless otherwise stated in the relevant notice(s), in respect of the offering period for collection of subscription of the Notes through door-to-door selling.

See further paragraph 10 (*Terms and Conditions of the Offer*) of Part B (*Other Information*) below.

Prohibition of Sales to EEA Retail Investors: Not Applicable

10. TERMS AND CONDITIONS OF THE OFFER

Applicable

Offer Period: See paragraph 9 (*Distribution*) above.

Offer Amount: Up to EUR 500,000,000.00, provided that, during the Offer Period, the Issuer, in agreement with the *Direttore del Consorzio*, will be entitled to increase such Offer Amount up to a maximum amount of EUR 750,000,000.00. Notice of any such increase will be given in one or more notices to be made available on the website of Banca IMI (www.bancaimi.com) and through the Distributors (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

Offer Price: Issue Price, equal to 100 per cent. of the Specified Denomination of each Note.

The Offer Price includes, per Specified Denomination, (i) a distribution fee for the placement of the Notes paid by the Issuer to the Distributors, through the *Direttore del Consorzio*, equal to 2.00 per cent. to be calculated in respect of the Aggregate Nominal Amount of the Notes effectively placed (ii) a commission paid by the Issuer to the *Direttore del Consorzio* for its role equal to 0.50 per cent. to be calculated in respect of the Aggregate Nominal Amount of the Notes effectively placed.

Investors should take into account that if the Notes are sold on the secondary market after the Offer Period, the above mentioned commissions included in the Offer Price are not taken into consideration in determining the price at which such Notes may be sold in the secondary market.

Conditions to which the offer is subject: The offer of the Notes is conditional on their issue.

Banca IMI reserves the right – in agreement with the Issuer - to close the Offer Period early at any time, also in circumstances where subscription for the Notes are not yet equal to the Aggregate Nominal Amount. Notice of the early closure of the Offer Period will be given in one or more notices to be made available on the website of Banca IMI (www.bancaimi.com) and through the Distributors (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

Banca IMI reserves the right – in agreement with the Issuer - to extend the Offer Period. Notice of extension of the Offer Period will be given in one or more notices to be made available on the website of Banca IMI (www.bancaimi.com) and through the Distributors (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

For the avoidance of doubt, any early closing or extension of the Offer Period shall also be effective, unless otherwise stated in the relevant notice(s), in respect of the offering period for collection of subscription of the Notes through door-to-door selling.

The Issuer, the *Direttore del Consorzio* and the Distributors have entered into a distribution agreement (the “**Distribution Agreement**”) in connection with the Offer of the Notes. The Distribution Agreement may be terminated upon occurrence of certain circumstances set out therein. The issue and Offer of the Notes will be revoked/withdrawn at any time prior

to the Issue Date upon termination of the Distribution Agreement and if so, no Notes will be issued. Notice of revocation/withdrawal of the Offer will be given in one or more notices to be made available on the website of Banca IMI (www.bancaimi.com) and through the Distributors (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

For the avoidance of doubt, if any application has been made by a potential subscriber and the Offer is revoked/withdrawn, all subscription applications will become void and of no effect, without further notice and such potential subscriber shall not be entitled to subscribe or otherwise acquire the Notes.

The issue of the Notes is conditional, *inter alia*, upon the admission to listing of the Notes on the Official List and admission to trading on the Euronext Dublin on the Issue Date with effect from the Issue Date.

Description of the application process: The Notes will be offered in Italy on the basis of a public offer.

The Notes will be offered only to the public in Italy.

Qualified Investors as defined for by article 2 of the Prospectus Directive as implemented by art. 100 of the Italian Financial Services Act and art. 34-*ter* paragraph 1 lett. b) of CONSOB Regulation No. 11971 of 14 May 1999 as amended from time to time, may subscribe for the Notes.

A prospective investor may subscribe for the Notes in accordance with the arrangements in place between the relevant Distributor and its customers, relating to the subscription of securities generally. Noteholders shall not be required to enter into any contractual arrangements directly with the Issuer in connection with the offer or subscription of the Notes.

During the Offer Period, investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (*filiali*) of any Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the “**Acceptance Form**”) from and including 9:00 a.m. (Milan time) of 11 January 2019 to and including 4:30 p.m. (Milan time) of 22 January 2019, subject to any early closing or extension of the Offer Period or cancellation of the Offer. Acceptance forms are available at each Distributor’s office.

Any application shall be made in Italy to the Distributors.

Door-to-door selling

The Notes may also be distributed by the Distributors through door-to-door selling by means of financial advisors authorized to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the “**Italian Financial Services Act**”) from and including 9:00 a.m. (Milan time) of 11 January 2019 to and including 4:30 p.m. (Milan time) of 15 January 2019, subject to any early closing or extension of the Offer Period or cancellation of the Offer.

Distributors intending to distribute Notes through door-to-door selling (*fuori sede*) pursuant to article 30 of the Italian Financial Services Act will collect the acceptance forms – other than directly at their branches and offices – through advisors authorized to make off-premises offers (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to Article 31 of the Italian Financial Services Act.

General

There is no limit to the number of Acceptance Forms which may be filled in and delivered by the same prospective investor with the same or different Distributor, without prejudice to the circumstance that for the purposes of the allotment each applicant will be considered individually, independently of the number of Acceptance Forms delivered.

Without prejudice to the provisions applicable in case of publication of supplements under Article 16 of the Prospectus Directive as implemented from time to time, and to those applicable to the placement of the Notes through door-to-door selling, the subscription application can be revoked by the potential investors through a specific request made at the offices of the Distributor which has received the relevant Acceptance Form within the last day of the Offer Period, as amended in the event of an early closure or extension of the Offer Period.

In addition to what stated above, pursuant to Article 30, paragraph 6, of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of subscription by the relevant investor. Within such period investors

may notify the relevant Distributor and/or financial advisor of their withdrawal without payment of any charge or commission.

In the event of publication of a supplement to the Base Prospectus as provided by the Prospectus Directive, investors who have already agreed to subscribe for the Notes before the supplement is published shall have the right, exercisable within a time limit indicated in the supplement, to withdraw their applications by a written notice to the Distributors who has received such application. The final date of the right of withdrawal will be stated in the relevant supplement.

Applicants having no client relationship with the Distributor with whom the acceptance form is filed may be required to open a current account or to make a temporary non-interest bearing deposit of an amount equal to the counter-value of the Notes requested, calculated on the basis of the Offer Price of the Notes. In the event that the Notes are not allotted or only partially allotted, the total amount paid as a temporary deposit, or any difference with the counter-value of the Notes allotted, will be repaid to the applicant without charge by the Issue Date.

Each Distributor is responsible for the notification of any withdrawal right applicable in relation to the offer of the Notes to potential investors.

By subscribing for the Notes, the holders of the Notes are deemed to have knowledge of all the terms and conditions of the Notes and to accept the said terms and conditions of the Notes.

Applications received by the Distributors prior to the start of the Offer Period or after the closing date of the Offer Period, will be considered as not having been received and will be void.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:

Not Applicable

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

The Notes may be subscribed in a minimum amount of EUR 1,000 (the “**Minimum Lot**”) or an integral number of Notes greater than the Minimum Lot.

Multiple applications may be submitted by the same applicants with the same or different Distributor, without prejudice to the circumstance that for the purposes of the allotment each applicant will be

considered individually, independently of the number of acceptance forms delivered.

The maximum Aggregate Nominal Amount of Notes to be issued is EUR 500,000,000.00, provided that, during the Offer Period, the Issuer, in agreement with the *Direttore del Consorzio*, will be entitled to increase the Aggregate Nominal Amount up to EUR 750,000,000.00.

There is no maximum subscription amount of the Notes to be applied for by each investor within the Aggregate Nominal Amount and subject to the provisions in paragraph “*Description of the application process*” above.

Details of the method and time limits for paying up and delivering the Notes:

Notes will be available to the Distributors on a delivery versus payment basis.

The settlement and the delivery of the Notes as between the Issuer and the Distributors will be executed through the *Direttore del Consorzio*.

Each investor will be notified by the relevant Distributor of the settlement arrangement in respect of the Notes at the time of such investor’s application and payment for the Notes shall be made by the investor to the relevant Distributor in accordance with arrangements existing between the relevant Distributor and its customers relating to the subscription of securities generally.

The Issuer estimates that the Notes will be delivered to the subscribers’ respective book-entry securities account on or around the Issue Date.

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

The results of the offer of the Notes will be published as soon as possible on the website of Banca IMI www.bancaimi.com and through the Distributors on or prior the Issue Date.

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:

Not Applicable

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:

Applicants will be notified directly by the Distributor of the success of their application and amount allotted.

Subscription applications will be accepted until the Aggregate Nominal Amount is reached during the Offer Period. In the event that the requests exceed the Aggregate Nominal Amount during the Offer Period,

the *Direttore del Consorzio*, in agreement with the Issuer, will terminate the Offer Period early.

Upon the closure of the Offer Period, in the event that, notwithstanding the above, the total amount of Notes requested to be subscribed for exceed the Aggregate Nominal Amount, the *Direttore del Consorzio* will allot the Notes in accordance with allotment criteria so to assure transparency of allotment criteria and equal treatment amongst all potential subscribers thereof.

Dealing in the Notes may commence on the Issue Date.

Amount of any expenses and taxes specifically charged to the subscriber or purchaser:

(A.) Distribution fees to the Distributors and commission to the *Direttore del Consorzio* (which both are embedded into the Issue Price and Offer Price): see paragraph “*Offer Price*” above.

(B.) Administrative and other costs relating to the holding of the Notes (service fees, custodians fees, brokerage fees, financial services etc.): prospective subscribers are invited to check those costs with their financial intermediary.

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place:

The following intermediaries have agreed to place the Notes with no underwriting commitment and on a best effort basis (the “**Distributors**” or the “**Placement Managers**” and each a “**Distributor**” or a “**Placement Manager**”) in the Public Offer Jurisdiction:

Intesa Sanpaolo S.p.A.

Banca CR Firenze S.p.A.

Banca Prossima S.p.A.

Cassa di Risparmio di Pistoia e della Lucchesia S.p.A.

Cassa di Risparmio in Bologna S.p.A.

Banca Apulia S.p.A.

Intesa Sanpaolo Private Banking S.p.A.

Fideuram Intesa Sanpaolo Private Banking S.p.A.

CheBanca! S.p.A.

Banca Consulia S.p.A.

Banca del Piemonte S.p.A.

Banca Passadore & C. S.p.A.

Cassa Lombarda S.p.A.

Sempione SIM S.p.A. Sanpaolo Invest SIM S.p.A.

Banca Sella Holding S.p.A.

Banca Sella S.p.A.

Banca Patrimoni Sella & C. S.p.A.

Banca Generali S.p.A.

Allianz Bank Financial Advisors S.p.A.

11. CONSENT TO THE USE OF PROSPECTUS

Applicable

Consent to the use of Base Prospectus: The Issuer consents to the use of the Base Prospectus for the subsequent resale or final placement of the Notes in Italy by the following financial intermediaries (individual consent): Banca IMI S.p.A., Largo Mattioli 3, 20121 Milan and the Distributors.

The subsequent resale or final placement of Notes by Banca IMI S.p.A. and the Distributors can be made during the Offer Period as specified under paragraph 10 (*Terms and Conditions of the Offer*) of Part B (*Other Information*) above. The Issuer's consent to the use of the Base Prospectus by Banca IMI S.p.A. and the Distributors is subject to the condition that Banca IMI S.p.A. or such Distributor complies with the applicable selling restrictions as well as the terms and conditions of the offer. In case of an Offer being made by Banca IMI S.p.A. or a Distributor, Banca IMI S.p.A. or such Distributor will provide information to investors on the terms and conditions of the Offer at the time the offer is made.

PART C – SUMMARY OF THE SPECIFIC ISSUE

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SUMMARY OF THE SPECIFIC ISSUE

Summaries are made up of disclosure requirements known as “Elements”. These elements are numbered in Sections A – E (A.1 – E.7).

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

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

Section A – Introduction and warnings

Element	Description of Element	Disclosure requirement
A.1	Warnings	<p>This summary must be read as an introduction to the Base Prospectus and any decision to invest in the Notes should be based on a consideration of the Base Prospectus as a whole, including any information incorporated by reference.</p> <p>Following the implementation of the Prospectus Directive (Directive 2003/71/EC) in each Member State of the European Economic Area, no civil liability will attach to the Responsible Persons in any such Member State solely on the basis of this summary including any translation thereof, unless it is misleading, inaccurate or inconsistent when read together with the other parts of this Base Prospectus, including any information incorporated by reference, or it does not provide, when read together with the other parts of this Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.</p> <p>Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated.</p>
A.2	Consent to the use of the Base Prospectus	<p>The Issuer consents to the use of the Base Prospectus for the subsequent resale or final placement of the Notes in Italy by the following financial intermediaries (individual consent): Banca IMI S.p.A., Largo Mattioli 3, 20121 Milan and the Distributors.</p> <p>Distributors: Intesa Sanpaolo S.p.A., Banca CR Firenze S.p.A., Banca Prossima S.p.A., Cassa di Risparmio di Pistoia e della Lucchesia S.p.A., Cassa di Risparmio in Bologna S.p.A., Banca Apulia S.p.A., Intesa Sanpaolo Private Banking S.p.A., Fideuram Intesa Sanpaolo Private Banking S.p.A., CheBanca! S.p.A., Banca Consulia S.p.A., Banca del Piemonte S.p.A., Banca Passadore & C. S.p.A., Cassa Lombarda S.p.A., Sempione SIM S.p.A., Sanpaolo Invest SIM S.p.A., Banca Sella Holding S.p.A., Banca Sella S.p.A., Banca Patrimoni Sella & C. S.p.A., Banca Generali S.p.A., Allianz Bank Financial Advisors S.p.A.</p> <p>The subsequent resale or final placement of Notes by Banca IMI S.p.A. and the Distributors can be made during the offer period as specified in item E.3 below. The Issuer’s consent to the use of the Base Prospectus by Banca IMI S.p.A. and the Distributors is subject to the condition that Banca IMI S.p.A. or such Distributor complies with the applicable selling restrictions as well as the terms and conditions of the offer. In case of an offer being made by Banca IMI S.p.A. or a Distributor, Banca IMI S.p.A. or such Distributor will provide information to investors on the terms and conditions of the offer at the time the offer is made.</p>

Section B – Issuers and Guarantor

Element	Description of Element	Disclosure requirement
B.1	Legal and Commercial Name of the Issuer	<p>Mediobanca</p> <p>Mediobanca – Banca di Credito Finanziario S.p.A. (“Mediobanca”)</p>
B.2	Domicile/Legal Form/Legislation/Country of Incorporation	<p>Mediobanca</p> <p>Mediobanca was established in Italy.</p> <p>Mediobanca is a company limited by shares under Italian law with registered office at Piazzetta E. Cuccia 1, 20121 Milan, Italy.</p> <p>Mediobanca holds a banking licence from the Bank of Italy authorising it to carry on all permitted types of banking activities in Italy.</p> <p>Mediobanca is a bank organised and existing under the laws of Italy, carrying out a wide range of banking, financial and related activities throughout Italy.</p>
B.4b	Description of trends	<p>Mediobanca</p> <p>Not applicable. As at the date of the Base Prospectus Mediobanca is not aware of any trends affecting itself and the industries in which it operates.</p>
B.5	Description of the group of the Issuer	<p>Mediobanca</p> <p>Mediobanca is the parent company of the Mediobanca Group</p> <p>The Mediobanca Group is registered as a banking group in the register instituted by the Bank of Italy</p>
B.9	Profit forecast/estimate	<p>Mediobanca</p> <p>Not Applicable. No forecast or estimates of profits are contained in the Base Prospectus.</p>
B.10	Qualifications in the audit report	<p>Mediobanca</p> <p>Not Applicable. There are no qualifications in the audit report.</p>
B.12	Selected historical key information/no material adverse change/significant changes	<p>Mediobanca</p> <p>The audited consolidated balance sheet and profit and loss account of Mediobanca as at 30 June 2018 are shown below, along with comparative data for the year ended 30 June 2017, plus a series of key financial indicators.</p>

Element	Description of Element	Disclosure requirement																																																															
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B.13	Recent events	<p>Mediobanca</p> <p>Neither Mediobanca nor any company in the Group have not carried out transactions that have materially affected or that might be reasonably expected to materially affect, the Mediobanca Group or Mediobanca's ability to meet its obligations.</p>																																																																																																
B.14	Issuer dependent upon other entities within the group	<p>Mediobanca</p> <p>Not applicable. Mediobanca is the parent company of the Mediobanca Group and is not dependent upon other entities within the Mediobanca Group.</p> <p>See also item B.5 above.</p>																																																																																																

Element	Description of Element	Disclosure requirement
B.15	Principal activities	<p>Mediobanca</p> <p>As stated in Article 3 of its Articles of Association, Mediobanca’s purpose is to raise funds and provide credit in any of the forms permitted especially medium- and long-term credit to corporates.</p> <p>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.</p>
B.16	Control of Issuer	<p>Mediobanca</p> <p>Not applicable. No individual or entity controls Mediobanca within the meaning of Article 93 of the Italian Legislative Decree 58/98</p>
B.17	Credit ratings	<p>Mediobanca</p> <p>As at the date of the Base Prospectus (i) S&P Global Ratings Europe Limited (formerly, Standard & Poor’s Credit Market Services Italy S.r.l.) (“S&P”) rated Mediobanca A-2 (short-term debt), BBB (long-term debt) and negative (outlook) , (ii) Fitch Italia S.p.A. (“Fitch”) rated Mediobanca F2 (short-term debt), BBB (long-term debt) and negative (outlook) and (iii) Moody’s Investor Service Ltd. (“Moody’s”) rated Mediobanca Baa1, stable (long-term), Baa1, stable (long term deposit) and P-2 (short-term deposit).</p> <p>S&P Global Ratings Europe Limited (formerly, Standard & Poor’s Credit Market Services Italy S.r.l.), Fitch Italia S.p.A. and Moody’s Investor Service LTD are credit rating agencies which are established in the European Community and have been registered in accordance with Regulation 1060/2009/EC (as amended by Regulation 513/2011/EU and by Regulation 462/2013/EU) (the “CRA Regulation”). As such, S&P, Fitch and Moody’s are included in the latest list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA – see https://www.esma.europa.eu/supervision/credit-rating-agencies/risk.</p> <p>The Notes</p> <p>The Notes are rated BBB and BBB respectively S&P and Fitch.</p> <p>S&P and Fitch are established in the European Union and registered under Regulation (EC) No. 1060/2009 on credit rating agencies.</p>
B.18	Guarantee	<p>Under the Deed of Guarantee, and in accordance with its terms and subject to the limitations thereof, Mediobanca (the “Guarantor”) unconditionally and irrevocably guarantees payment of all amounts due in respect of Senior Preferred Notes issued by Mediobanca International.</p>
		<p>The payment obligations of the Guarantor under the Deed of Guarantee constitute – in accordance with the terms and subject to the limitations thereof – direct, unconditional, unsubordinated and unsecured obligations of the Guarantor which will rank at all times at least <i>pari passu</i> without any preference among themselves and equally with all other present and future unsecured and unsubordinated obligations of the Guarantor, save for certain mandatory exceptions of applicable law. In particular, pursuant to the Deed of Guarantee, to the extent under the applicable law in force at the relevant time, a cap to the maximum amount to be guaranteed is required, the Guarantor shall only be liable up to an amount which is the aggregate of 110 per cent. of the aggregate principal amount of any Tranche of the Notes and 110 per cent. of the interest on such Notes accrued but not paid as at any date on which the Guarantor’s liability falls to be determined. In addition,</p>

Element	Description of Element	Disclosure requirement
		pursuant to the Deed of Guarantee, the Guarantor has also undertaken to issue an additional guarantee in an amount equal to any liability exceeding the maximum amount mentioned above in relation to any Tranche.
B.19	Information on the Guarantor	Not applicable

Section C – Notes

Element	Description of Element	Disclosure requirement
C.1	Type and class of notes being offered	The Notes are Fixed Rate Notes. The Notes have ISIN XS1928480166 and Common Code 192848016.
C.2	Currency	Subject to compliance with all relevant laws, regulations and directives, the Notes are issued in Euro (“EUR”).
C.5	Restrictions on free transferability	The Notes may not be transferred prior to the Issue Date. Selling restrictions apply to offers, sales or transfers of the Notes under the applicable laws in various jurisdictions and, amongst others, the United States, the European Economic Area (including the United Kingdom and Italy) and Japan.
C.8	Description of rights, ranking and limitation of rights	The Notes have terms and conditions relating to, among other matters: Rights Governing law The rights of the investors in connection with the Notes and any contractual or non-contractual obligations arising from or connected with the Notes are governed by, and shall be construed in accordance with, English law.
		Prescription Claims against the Issuer for payment in respect of the Notes, Receipts and Coupons (which, for this purpose shall not include Talons) shall be prescribed and become void unless made within ten years (in the case of principal) or five years (in the case of interest) in respect thereof. Payments in respect of Global Notes All payments in respect of Notes represented by a Global Note will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Notes, surrender of that Global Note to or to the order of the Fiscal Agent or such other Paying Agent as shall have been notified to the Noteholders for such purpose. A record of each payment so made will be endorsed on each Global Note, which endorsement will be <i>prima facie</i> evidence that such payment has been made in respect of the Notes. Payments in respect of Notes in definitive form Payments of principal and interest in respect of the Notes in definitive form shall be made against presentation and surrender of the relevant Notes at the specified office of any Paying Agent outside the United States by a cheque payable in the currency in which such payment is due drawn on, or, at the option of the holder, by transfer to an account denominated in that currency with a bank in the principal financial centre of that currency; provided that in the case of Euro, the transfer may be to a Euro account.

Element	Description of Element	Disclosure requirement
		<p><i>Further issues and consolidation</i></p> <p>The Issuer may from time to time without the consent of the holders of Notes or Coupons create and issue further notes having the same terms and conditions as the Notes in all respects (or in all respects except for the Issue Price, the Issue Date and/or the first payment of interest) and so that the same shall be consolidated and form a single series with such Notes. In addition, Notes of one series may be consolidated with Notes of another Series.</p> <p><i>Substitution</i></p> <p>Subject to the fulfilment of certain conditions, the Issuer and, in case of Notes issued by Mediobanca International, the Guarantor may at any time (subject to certain conditions as provided in the Terms and Conditions) without the consent of the holders of Notes or Coupons, substitute Mediobanca in place of Mediobanca International or Mediobanca International in place of Mediobanca.</p> <p>Status and ranking</p> <p>The Notes are issued by Mediobanca on a senior preferred basis.</p> <p><i>Senior Preferred Notes:</i></p> <p>The Senior Preferred Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the relevant Issuer and will rank at all times at least <i>pari passu</i> without any preference among themselves and equally with all other present and future unsecured and unsubordinated obligations of the relevant Issuer, save for certain mandatory exceptions of applicable law, it being understood moreover that the obligations of the relevant Issuer under the Senior Preferred Notes will be subject to the Italian Bail-In Power.</p>
		<p>Limitation of rights</p> <p><i>Events of Default of the Senior Preferred Notes</i></p> <p>The Senior Preferred Notes are subject to the following Events of Default (except where one or more of the Events of Default (as defined below) are specified as not applicable in the applicable Final Terms):</p> <ul style="list-style-type: none"> (a) default is made for a period of five Business Days or more in the payment of any principal on any of the Senior Preferred Notes or for a period of fifteen Business Days or more in the payment of any interest due in respect of the Senior Preferred Notes or any of them; (b) the Issuer or the Guarantor (where applicable) fails duly to perform any other obligation under or in respect of the Senior Preferred Notes, the Deed of Guarantee or the Issue and Paying Agency Agreement and such failure continues for more than 30 days after the service by a holder of a Senior Preferred Note of notice on the Issuer requiring the same to be remedied; (c) the Issuer or the Guarantor (where applicable) suspends its payments generally; (d) certain events relating to the bankruptcy, insolvency, winding-up, dissolution, or administration of the Issuer or the Guarantor (where

Element	Description of Element	Disclosure requirement
		<p>applicable) occur;</p> <p>(e) a cross default in respect of indebtedness for borrowed money of the relevant Issuer or the Guarantor (where applicable) occurs;</p>
		<p>(f) in respect of Senior Preferred Notes issued by Mediobanca International, Mediobanca International ceases to be controlled by Mediobanca (except in the case of a reconstruction, amalgamation, reorganisation, merger, demerger, consolidation or similar transaction by which Mediobanca assumes the payment obligations of Mediobanca International under the Senior Preferred Notes);</p> <p>(g) it is or will become unlawful for the Issuer or the Guarantor (where applicable) to perform or comply with any one or more of its obligations under any of the Senior Preferred Notes or the Deed of Guarantee (where applicable); and</p> <p>(h) certain events in relation to the Deed of Guarantee occur.</p> <p>A Noteholder may, upon written notice to the Fiscal Agent, cause such Senior Preferred Notes to become due and payable, together with accrued interest thereon, if any, as of the date on which said notice is received by the Fiscal Agent, upon the occurrence of the Event of Default listed in Condition 8(a) paragraph (vii) (<i>Winding-up</i>).</p>
C.9	<p>Interest including yield/Redemption/Representation</p>	<p>See item C.8 above for information on certain of the rights attaching to the Notes.</p> <p>Interest and Interest Periods</p> <p>The Notes bear interest at a fixed rate from the Interest Commencement Date at the applicable Interest Rate, such interest being payable in arrear on each specified Interest Payment Date to the Maturity Date.</p> <p>Interest Rate</p> <p>The Interest Rate for the Notes is:</p> <p>1.60 per cent. per annum payable annually in arrear on the Interest Payment Date falling in January 2020;</p> <p>1.75 per cent. per annum payable annually in arrear on the Interest Payment Date falling in January 2021;</p> <p>1.90 per cent. per annum payable annually in arrear on the Interest Payment Date falling in January 2022;</p> <p>2.05 per cent. per annum payable annually in arrear on the Interest Payment Date falling in January 2023;</p> <p>2.25 per cent. per annum payable annually in arrear on the Interest Payment Date falling in January 2024;</p> <p>The yield in respect of the Notes is 1.903 per cent. p.a..</p> <p>Yield is calculated as internal rate of return (IRR) on the basis of the Issue Price and the Fixed Coupon.</p> <p><i>Day Count Fraction</i></p>

Element	Description of Element	Disclosure requirement
		The applicable Day Count Fraction for the calculation of the amount of interest due within an Interest Period will be Actual/Actual (ICMA).
		<i>Interest Periods</i>
		The Interest Periods are the periods commencing on (and including) the Interest Commencement Date to (but excluding) the first Interest Accrual Date and each period commencing on (and including) an Interest Accrual Date to (but excluding) the next following Interest Accrual Date.
		<i>Issue Date and Interest Payment Dates</i>
		<p>The Issue Date is 25 January 2019. The Interest Payment Dates will be annually from and including 25 January 2020 to and including the Maturity Date.</p> <p><i>Interest Accrual Dates</i></p> <p>The Interest Accrual Dates will be the Interest Payment Dates.</p> <p>Redemption</p> <p>Maturity</p> <p>Unless previously redeemed or purchased and cancelled, each Note will be redeemed by the Issuer by payment of the Final Redemption Amount on the Maturity Date which is 25 January 2024.</p> <p>“Final Redemption Amount” means 100 per cent. of the nominal amount of the Note.</p>
		<p><i>Early Redemption</i></p> <p>The Notes may be redeemed early if:</p> <p>(a) <i>Tax Redemption:</i> certain taxation events occur and, amongst others, if (i) based on certain qualified opinions, there is substantial risk that the Issuer (or the Guarantor, as the case may be) (A) has or will become obliged to pay additional tax amounts or (B) has or will become subject to additional amount of national income taxes due to certain limitations and subject to certain conditions, in either case as a result of any change in the Italian laws or regulations, or in the relevant application or interpretation or the decisions of any judicial or administrative body or any change in the interpretation of such decisions, which change, amendment, etc becomes effective on or after the Issue Date, and (ii) such obligations/limitations under (A) and (B) above cannot be avoided by the Issuer taking reasonable measures available to it under certain specific conditions and provided that the occurrence of any of such events is communicated in a certain manner.</p> <p>(b) <i>Events of Default:</i> an Event of Default occurs (as described in item C.8 above).</p> <p>In such circumstances, the Issuer shall pay the Early Redemption Amount together with interest accrued to the date fixed for redemption in respect of each Note.</p>

Element	Description of Element	Disclosure requirement
		<p>Meetings</p> <p>The Notes contains provisions for convening meetings of Noteholders to consider matters affecting their interests generally with respect to the Notes. These provisions permit defined majorities to bind all holders, including holders who did not attend and vote at the relevant meeting and holders who voted in a manner contrary to the majority.</p>
C.10	Derivative component in the interest payment	<p>Not applicable. The Notes do not have a derivative component in the interest payment.</p> <p>See item C.9 above for information on interest and redemption.</p>
C.11	Trading of Notes	<p>The Central Bank of Ireland has approved this document as a base prospectus. Application has also been made for Notes issued under the Programme to be admitted to trading on the regulated market of Euronext Dublin.</p> <p>Application will be made by Banca IMI S.p.A. (the “Lead Manager” or “Global Coordinator of Distributors” or “Direttore del Consorzio”) for the Notes, to be admitted to trading on the multilateral trading facility (MTF) EuroTLX which is organised and managed by EuroTLX Sim S.p.A.</p>
C.21	<p>Markets where Notes will be traded</p> <p>Description of Type and Class of Securities:</p>	<p>See item C.11 above.</p> <p><i>Issuance in Series:</i> Notes will be issued in Series. Each Series may comprise one or more Tranches issued on different issue dates. The Notes of each Series will all be subject to identical terms, except that the issue date and the amount of the first payment of interest may be different in respect of different Tranches. The Notes of each Tranche will all be subject to identical terms in all respects save that a Tranche may comprise Notes of different denominations.</p> <p>Issue-specific summary</p> <p><i>The Notes are issued as Series number 552, Tranche number 1.</i></p> <p>Forms of Notes: Notes may be issued in bearer form. Each Tranche of Notes in bearer form will initially be in the form of either a Temporary Global Note or a Permanent Global Note, in each case as specified in the relevant Final Terms. Each Global Note which is not intended to be issued in new global note form (a “Classic Global Note” or “CGN”), as specified in the relevant Final Terms, will be deposited on or around the relevant issue date with a depositary or a common depositary for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system and each Global Note which is intended to be issued in new global note form (a “New Global Note” or “NGN”), as specified in the relevant Final Terms, will be deposited on or around the relevant issue date with a common safekeeper for Euroclear and/or Clearstream, Luxembourg. Each Temporary Global Note will be exchangeable for a Permanent Global Note or, if so specified in the relevant Final Terms, for Definitive Notes. If the TEFRA D Rules are specified in the relevant Final Terms as applicable, certification as to non-U.S. beneficial ownership will be a condition precedent to any exchange of an interest in a Temporary Global Note or receipt of any payment of interest in respect of a Temporary Global Note. Each Permanent Global Note will be exchangeable for Definitive Notes in accordance with its terms. Definitive Notes will, if interest-bearing, have Coupons attached and, if appropriate, a Talon for further Coupons.</p>

Section D – Risks

Element	Description of Element	Disclosure requirement
D.2	Key risks specific to the Issuer and Guarantor	<p>There are certain factors that may affect each Issuer’s ability to fulfil its obligations under Notes issued under the Programme. These include the following risk factors related to the Mediobanca Group, its operations and its industry:</p> <ul style="list-style-type: none"> (i) The general economic conditions, the performance of financial markets, interest rate levels, currency exchange rates, changes in laws and regulation, changes in the policies of central banks, particularly the Bank of Italy and the European Central Bank, and competitive factors can change the level of demand for the Issuer’s products and services, the credit quality of borrowers and counterparties, the interest rate margin of the Issuer between lending and borrowing costs and the value of each of the relevant Issuer’s investment and trading portfolios (ii) The European sovereign debt crisis has adversely affected, and may continue to adversely affect, the Issuer’s results of operations, business and financial conditions. (iii) The Mediobanca Group has exposure to Eurozone sovereign debt. (iv) Fluctuations in interest and exchange rates may affect the Issuer’s results. (v) The results of the Issuer are affected by general economic, financial and other business conditions. (vi) The credit and capital markets have been experiencing extreme volatility and disruption in recent months.
		<ul style="list-style-type: none"> (vii) Each of the Issuer’s investment banking revenues, in the form of financial advisory and debt and equity underwriting fees, are directly related to the number and size of the transactions in which the relevant Issuer participates and may be impacted by continued or further credit market dislocations or sustained market downturns. (viii) In some of each relevant Issuer’s businesses, protracted adverse market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity. (ix) In the event that the extreme volatility and disruption experienced by international and domestic markets in recent months continue in the future, the Issuer’s liquidity can be adversely affected.
		<ul style="list-style-type: none"> (x) If the Issuer is unable to continue to respond to the competitive environment in Italy with attractive product and service offerings that are profitable for the Issuer, it may lose market share in important areas of its business or incur losses on some or all of its activities. (xi) If existing or potential customers believe that the Issuer’s risk management policies and procedures are inadequate, the Issuer’s reputation as well as its revenues and profits may be negatively affected. (xii) Each of the Issuers, like all financial institutions, is exposed to many types of operational risk, including the risk of fraud by employees and outsiders, unauthorised transactions by employees or operational errors, including errors resulting from faulty computer or telecommunication systems. (xiii) Systemic risk could adversely affect the Issuer’s businesses. (xiv) The investors should note that the portfolio of the Issuer contains so- called

Element	Description of Element	Disclosure requirement
		<p>“<i>over the counter</i>” (OTC) derivatives. If the financial condition of market counterparties or their perceived creditworthiness deteriorates further, the Group may record further credit valuation adjustments on the underlying instruments insured by such parties.</p> <p>(xv) A downgrade of Mediobanca’s rating may limit Mediobanca’s opportunities to extend mortgage loans and may have a particularly adverse effect on Mediobanca’s image as a participant in the capital markets, as well as in the eyes of its clients.</p> <p>(xvi) Changes in the Italian and European regulatory framework could adversely affect the Issuer’s business.</p> <p>(xvii) The guarantee given by the Guarantor is capped at 110 per cent. of the aggregate principal amount of any Tranche of the Notes and 110 per cent. of the interest on such Notes accrued but not paid.</p>
D.3	Key risks specific to the Notes	<p>In addition, there are certain factors which are material for the purpose of assessing the risks related to Notes issued under the Programme. The Notes may not be suitable for all investors. A wide range of Notes may be issued under the Programme. A number of these Notes may have features which contain particular risks for potential investors. These include the following:</p> <p>(i) The Notes may not be a suitable investment for all investors.</p> <p>(ii) Under EC Council Directive income 2011/16/EU on Administrative Cooperation in the field of Taxation (as amended by Council Directive 2014/107/EU), each EU Member State is required to provide by automatic exchange to the tax authorities of any other EU Member State information regarding taxable periods as from 1 January 2016 concerning Reportable Accounts held by a Reportable Person with a local Reporting Financial Institutions in which Notes may be held. Information to be reported include, among others, name, address, Member State(s) of residence, TIN(s) of each Reportable Person that is an account holder, the account number, the name and identifying number of the Reporting Financial Institution, the account balance or value as of the end of the calendar year, the total gross amount of interest dividends and other income generated with respect to the assets held in the account, including gross proceeds originating from the relevant sale or redemption.</p>
		<p>(iii) The Issuer and other financial institutions through which payments on the Notes are made may be required to withhold U.S. tax at a rate of 30% on all, or a portion of, payments made after 31 December 2018 in respect of (i) any Notes characterized as debt (or which are not otherwise characterized as equity and have a fixed term) for U.S. federal tax purposes that are issued after 31 December 2012 or are materially modified from that date and (ii) any Notes characterized as equity or which do not have a fixed term for U.S. federal tax purposes, whenever issued, pursuant to Sections 1471 through 1474 of the U.S. Internal Revenue Code or similar law implementing an intergovernmental approach to FATCA.</p> <p>Risk related to the structure of a particular Issue of Notes</p> <p>(i) An optional redemption feature of Notes is likely to limit their market value.</p> <p>(ii) Notes with variable interest rates can be volatile investments.</p> <p>(iii) Fixed/Floating Rate Notes may bear interest at a rate that may convert from a fixed rate to a floating rate, or from a floating rate to a fixed rate and any conversion, depending on market interest rates, may adversely affect the</p>

Element	Description of Element	Disclosure requirement
		<p>value of the Fixed/Floating Rate Notes.</p> <p>(iv) To the extent that the Issuer is required by law to withhold or deduct any present or future taxes of any kind imposed or levied by or on behalf of the Republic of Italy or the Grand Duchy of Luxembourg, as appropriate, the Issuer will not be under an obligation to pay any additional amounts to Noteholders.</p> <p>(v) Potential investors should also consider that where the underlying interest rate does not rise above the level of the Minimum Interest Rate, comparable investments in notes which pay interest based on a fixed rate which is higher than the Minimum Interest Rate are likely to be more attractive to potential investors than an investment in the Notes. Under those conditions, investors in the Senior Preferred Notes and the Subordinated Notes might find it difficult to sell their Notes on the secondary market (if any) or might only be able to realise the Notes at a price which may be substantially lower than the nominal amount. To the extent a Maximum Interest Rate applies, investors should be aware that the Interest Rate is capped at such Maximum Interest Rate level. Consequently, investors may not participate in any increase of market interest rates, which may also negatively affect the market value of the Notes.</p>
		<p>(vi) If Mediobanca is declared insolvent and a winding up is initiated, it will be required to pay the holders of senior debt and meet its obligations to all its other creditors (including unsecured creditors) in full before it can make any payments on the Subordinated Notes. If this occurs, Mediobanca may not have enough assets remaining after these payments to pay amounts due under the Subordinated Notes.</p>
		<p>Risk Factors related to the Notes generally:</p> <p>(i) The Notes are governed by, and shall be construed in accordance with, English law. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of this Base Prospectus.</p> <p>(ii) “Euroclear Bank S.A./N.V. (“Euroclear”) and/or Clearstream Banking, <i>société anonyme</i>, Luxembourg (“Clearstream, Luxembourg”) will maintain records of the beneficial interests in the Global Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes.</p> <p>(iii) The Issuers and the Guarantor may, without the consent of Noteholders, correct (i) any manifest error in the Terms and Conditions of the Notes and/or in the Final Terms; (ii) any error of a formal, minor or technical nature in the Terms and Conditions of the Notes and/or in the Final Terms or (iii) any inconsistency in the Terms and Conditions of the Notes and/or in the Final Terms between the Terms and Conditions of the Notes and/or the Final Terms and any other documents prepared in connection with the issue and/or offer of a Series of Notes (provided such correction is not materially prejudicial to the holders of the relevant Series of Notes).</p> <p>(iv) Potential conflicts of interest may exist between Dealers, which may underwrite the Notes issued under the Programme and receive in consideration underwriting commissions and selling concessions, or Mediobanca, which may act as market maker or specialist or perform other similar roles in connection with the notes, on the one hand, and investors in the Notes on the other.</p>

Element	Description of Element	Disclosure requirement
		<p>(v) The Notes may be issued and withheld by the Issuer for the progressive sale on the market in accordance with investors' demand. In this context an investor who acquires the Notes does not know at the moment of purchase how much of the issued Notes effectively are publicly traded, with the consequence that the amount in circulation could be meagre and may not guarantee successively adequate liquidity in the Notes.</p>
		<p>(vi) In the event the Issuer decides to issue further Notes having the same terms and conditions as an already existing Series of Notes (or in all respects except for the Issue Price, the Issue Date and/or the first payment of interest) and so that the further Notes shall be consolidated and form a single series with the original Notes, the greater nominal amount in circulation could lead to greater liquidity in the secondary market with a consequent negative impact on the price of the relevant Series of the Notes.</p> <p>Risk Factors relating to the market generally:</p> <p>(i) Notes may have no established trading market when issued, and one may never develop. The Issuer has not any obligation to purchase the Notes from the Noteholders. However, should the Issuer decide to purchase the Notes, the secondary market pricing that the Issuer may provide on the Notes may reflect the unwinding cost of the hedging portfolio (if any).</p> <p>(ii) The Issuer will pay principal and interest on the Notes in the Relevant Currency. This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit other than the Relevant Currency.</p>
		<p>(iii) Investment in Fixed Rate Notes involves the risk that subsequent changes in market interest rates may adversely affect the value of the Fixed Rate Notes.</p>
		<p>(iv) One or more independent credit rating agencies may assign credit ratings to the Notes. The ratings may not reflect the potential impact of all risks related to structure, market, additional factors discussed above, and other factors that may affect the value of the Notes.</p> <p>(v) The investment activities of certain investors are subject to investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers.</p> <p>(vi) Implicit fees (e.g. placement fees, direction fees, structuring fees) may be a component of the Issue/Offer Price of Notes, but such fees will not be taken into account for the purposes of determining the price of the relevant Notes in the secondary market.</p> <p>(vii) Under certain circumstances, the Issuer, upon request by the <i>Direttore del Consorzio</i> may have the right to withdraw the offer, which in such circumstances will be deemed to be null and void according to the certain terms.</p> <p>(viii) It is not possible to predict the price at which Notes will trade in the secondary market or whether such market will be liquid or illiquid. The Issuer may, but is not obliged to, list or admit Notes to trading on a stock exchange or market. The Issuer, or any of its Affiliates may, but is not obliged to, at any time purchase Notes at any price in the open market or by tender or private agreement.</p> <p>(ix) The Issuer shall use all reasonable endeavours to maintain listing on the Euronext Dublin, provided that if it becomes impracticable or unduly burdensome or unduly onerous to maintain such listing, then the Issuer may</p>

Element	Description of Element	Disclosure requirement
		<p>apply to de-list the relevant Notes, although in this case it will use all reasonable endeavours to obtain and maintain (as soon as reasonably practicable after the relevant de-listing) an alternative equivalent admission to listing, trading and/or quotation by a stock exchange, market or quotation system within or outside the European Union, as it may decide.</p>

Section E – Offer

Element	Description of Element	Disclosure requirement
E.2b	<p>Reasons for the offer and use of proceeds</p>	<p>The net proceeds of the issue of each Tranche of Notes will be used for the general corporate purposes of the relevant Issuer. If, in respect of any particular issue, there is a particular identified use of the proceeds, this will be stated in the applicable Final Terms, including in case the net proceeds of the issue of each Tranche of Notes will be used for the purposes of Eligible Green Projects.</p> <p>According to the definition criteria set out by the International Capital Market Association (“ICMA”) green bond principles (“Green Bond Principles”), only Tranches of Notes financing or refinancing Eligible Green Projects will be denominated “Green Bonds”.</p> <p>Eligible Green Projects have been defined in accordance with the broad categorisation of eligibility for green projects set out by the ICMA Green Bond Principles.</p> <p>For the purposes of this section:</p> <p>“Eligible Green Projects” means projects with a positive impact in terms of environmental sustainability, in accordance with the broad categorisation of eligibility for green projects set out by ICMA, which prior to the relevant Issue Date will be (i) approved by the relevant Issuer and in respect of which a reputed sustainability rating agency has prepared an opinion on the relevant Issuer’s alignment with the Green Bond Principles, the likely environmental benefits of the eligible project categories, unless the relevant Issuer is seeking a Climate Bonds Initiative certified bond, which is appropriately verified by external reviewer, and (ii) made available on the relevant Issuers’ website (https://mediobanca.com) in the investor relations section.</p>

Element	Description of Element	Disclosure requirement
E.3	Terms and conditions of the offer	<p>Notes may be issued at any price as specified in the relevant Final Terms. The price and amount of Notes to be issued under the Programme will be determined by the Issuer, the Guarantor and the relevant Dealer at the time of issue in accordance with prevailing market conditions. The Terms and Conditions of any Authorised Offer shall be published by the relevant Authorised Offeror on its website at the relevant time.</p> <p>The offer to invest in the Notes is made from and including 9:00 a.m. (Milan time) of 11 January 2019 to and including 4:30 p.m. (Milan time) of 22 January 2019 (in branch) subject to any early closing or extension of the offer period or cancellation of the offer, as described below.</p> <p>The Notes may also be distributed through door-to-door selling by means of financial advisors authorized to make off-premises offers (<i>consulenti finanziari abilitati all'offerta fuori sede</i>) pursuant to Article 30 of the Italian Financial Services Act from and including 9:00 a.m. (Milan time) of 11 January 2019 to and including 4:30 p.m. (Milan time) of 15 January 2019, subject to any early closing or extension of the offer period or cancellation of the offer.</p> <p>For the avoidance of doubt, any early closing or extension of the offer period shall also be effective, unless otherwise stated in the relevant notice(s), in respect of the offering period for collection of subscription of the Notes through door-to-door selling.</p> <p>The minimum amount of application is EUR 1,000. Payments by investors in respect of the purchase of the Notes shall be made by the Issue Date. The results of the offer of the Notes will be published as soon as possible on the website of the <i>Direttore del Consorzio</i> www.bancaimi.com and through the distributors on or prior the Issue Date. The Global Notes will be delivered to the relevant clearing system no later than on the Issue Date.</p>
E.4	Material interests in the offer	<p>Save as set out below and so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.</p> <p>The <i>Direttore del Consorzio</i> and the Distributors will be paid by the Issuer in respect of their activities as <i>Direttore del Consorzio</i> and Distributors respectively the commissions stated below, which are embedded into the Issue Price and Offer Price. Investors' attention is drawn to the circumstance that the <i>Direttore del Consorzio</i> and certain of the Distributors belong to the same banking group.</p> <p>The <i>Direttore del Consorzio</i> is expected to act as hedge counterparty of the Issuer or its affiliates in connection with the issue of the Notes. The commission payable by the Issuer to the <i>Direttore del Consorzio</i> for its role of 0.50 per cent. of the Aggregate Nominal Amount of the Notes effectively placed also remunerates the assumption by the <i>Direttore del Consorzio</i> of such hedging risk.</p> <p>The <i>Direttore del Consorzio</i> has issued financial instruments linked to the Issuer.</p> <p>The Notes will be negotiated on the multilateral trading facility (MTF) EuroTLX which is organized and managed by EuroTLX Sim S.p.A. The <i>Direttore del Consorzio</i> and its affiliates:</p> <ul style="list-style-type: none"> • have an equity stake of 15 per cent in EuroTLX Sim S.p.A.; • have elected more members of the Board of Directors and the Board of Statutory Auditors of EuroTLX Sim S.p.A.; • have granted significant financing to EuroTLX Sim S.p.A. and its parent and group companies and they are one of the main financial lenders to EuroTLX Sim S.p.A. and its parent and group companies; • may act as market maker or liquidity provider on EuroTLX in respect of the Notes.

Element	Description of Element	Disclosure requirement
		<p>Certain of the Distributors, the <i>Direttore del Consorzio</i> and their affiliates, in the ordinary course of business, have engaged or may in the future engage in lending, advisory, investment banking and corporate finance services for, the Issuer, its parent and group companies and to companies involved directly or indirectly in the sector in which the Issuer operates. The <i>Direttore del Consorzio</i> and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Issuer, or the Issuers's affiliates. The <i>Direttore del Consorzio</i> and its affiliates that may have a lending relationship with the Issuer routinely hedge their credit exposure to the Issuer consistent with their customary risk management policies. Typically the <i>Direttore del Consorzio</i> and its affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in securities, including potentially the Notes issued. Any such short positions could adversely affect future trading prices of the Notes issued.</p>
E.7	<p>Estimated expenses charged to the investors</p>	<p>A distribution fee for the placement of the Notes shall be paid by the Issuer to the Distributors, through the <i>Direttore del Consorzio</i>, equal to 2.00 per cent. to be calculated in respect of the Aggregate Nominal Amount of the Notes effectively placed. Furthermore, a commission shall be payable by the Issuer to the <i>Direttore del Consorzio</i> for its role equal to 0.50 per cent. to be calculated in respect of the Aggregate Nominal Amount of the Notes effectively placed. Such distribution fee and commission are embedded in the Issue Price of the Notes. Save for the above, no expenses will be specifically charged by the Issuer to the purchaser of the Notes.</p>