



PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a “retail investor” means a person who is one (or more) of the following: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (“FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the 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”); (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 - 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 manufacturer’s 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 manufacturer’s 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): PSQL19R2RXX5U3QWHI44

Issue of up to EUR 400,000,000 Notes “1-Way Cap Notes Linked to EURO STOXX® Utilities (EUR, Price) Index due 28 February 2031”

commercially named

“Obbligazioni Strutturate con Opzione Performance su EURO STOXX Utilities - 28.02.2031 Emesse da Mediobanca”

under the

Structured Note Issuance Programme

SERIES NO: 670

TRANCHE NO: 1

Issue Price: 100 per cent.

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



The date of these Final Terms is 21 January 2025

Any person making or intending to make an offer of the Notes may only do so:

- (i) in the Non-exempt Offer Jurisdictions mentioned in Paragraph 11 (*Distribution*) of Part B below, provided such person is a Dealer or an Authorised Offeror (as such term is defined in the Base Prospectus) and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or
- (ii) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be, (the "**Publication Date**") have the right within three working days of the Publication Date to withdraw their acceptances.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 12 September 2024, the Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Notes (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Notes such changes shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") (the "**Base Prospectus**"). The Base Prospectus has been passported into Italy in compliance with Article 25 of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on Mediobanca - Banca di Credito Finanziario S.p.A. (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. A summary of the Notes is annexed to these Final Terms. **The Base Prospectus and these Final Terms are available for viewing at the registered office of the Issuer at Piazzetta Cuccia 1, 20121, Milan, Italy, and at the Issuer's representative office at Piazza di Spagna 15, 00187 Rome, Italy, at each office (filiale) of Banca Aletti S.p.A. and Banco BPM S.p.A. (acting as the Distributors) and on the websites www.mediobanca.com, www.gruppo.bancobpm.it and www.alettibank.it and copies may be obtained free of charge from the Issuer upon request at its registered address and from the relevant Distributor at each of its offices (filiale).**

References herein to numbered Conditions are to the terms and conditions of the relevant series of Notes and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Notes, save as where otherwise expressly provided.



GENERAL PROVISIONS

The following terms apply to each series of Notes:

- | | | |
|----|-----------------|--|
| 1. | Issuer: | Mediobanca - Banca di Credito Finanziario S.p.A. |
| 2. | Guarantor: | Not applicable |
| 3. | Series Number | 670 |
| 4. | Tranche Number: | 1 |
| 5. | Issue Currency: | Euro (“ EUR ”) |
| 6. | Nominal Amount: | EUR 1,000 |

Aggregate Nominal Amount

Up to EUR 400,000,000, provided that, during the Offer Period the Issuer will be entitled to increase the Aggregate Nominal Amount in accordance with the relevant provisions set out under paragraph 12 (*Terms and conditions of the Offer*) of Part B below.

The Aggregate Nominal Amount will be determined at the end of the Offer Period (as defined in paragraph 12 (*Terms and conditions of the Offer*) of Part B below) and such final amount will be filed with the Central Bank of Ireland as competent authority pursuant to Article 17(2) of the Prospectus Regulation.

- | | | |
|----|--------------|-------------------------------------|
| 7. | Issue Price: | 100 per cent. of the Nominal Amount |
|----|--------------|-------------------------------------|



8. Maturity Date: 28 February 2031 (the "**Scheduled Maturity Date**")
- Business Day Convention for Maturity Date:
Following
9. Issue Date: 28 February 2025
- Interest Commencement Date: Issue Date
10. Date of approval for issuance of Notes obtained: 13 January 2025
11. Consolidation: Not applicable
12. Type of Notes:
- (a) Redemption/Payment Basis:
Index Linked
 - (b) Interest Basis:
For the First Interest Period and the Second Interest Period (as defined in item 45(a)(i) below):
4.00 per cent. per annum Fixed Rate (further particulars specified under item 45(b) below).
For the Third Interest Period, the Fourth Interest Period and the Fifth Interest Period (as defined in item 45(a)(i) below):
Structured Rate (further particulars specified under items 45(a)(xiv) and 45(d) below).
 - (c) The Notes are Index Linked Notes.



- (d) The provisions of Annex 2 (*Additional Terms and Conditions for Index Linked Notes*) shall apply.

Unwind Costs: Applicable

Standard Unwind Costs: Applicable

- 13. Form of 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.

TEFRA D Rules shall apply.
- 14. New Global Note form: Yes
- 15. Business Day Centre(s): The applicable Business Day Centre for the purposes of the definition of "Business Day" in Base Condition 3 is T2.
- 16. Settlement: Settlement will be by way of cash payment (Cash Settled Notes).

Issuer's Option to Substitute: Not applicable
- 17. Rounding Convention for Cash Settlement Amount: Not applicable
- 18. Variation of Settlement:
 - (a) Issuer's option to vary settlement: The Issuer does not have the option to vary settlement in respect of the Notes.



19. Redenomination: Not applicable
- Redenomination in National Currency: Not applicable
20. FX Settlement Disruption Event Determination: Not applicable
21. Cash Settlement: Applicable
- (a) Guaranteed Cash Settlement Amount: Not applicable
- (b) Maximum Amount EUR 1,100 per Note
- (c) Minimum Amount EUR 1,000 per Note
- (d) Final Redemption Amount an amount determined pursuant to item 22 below
22. Final Payout Applicable

Multiple Final Payout – Normal Performance Notes:

Multiple Final Payout – 1-Way Cap Notes:

Nominal Amount \times [Constant Percentage 1 + Min (Constant Percentage 2 + Gearing \times Option; Constant Percentage 3)]

Where:

“Constant Percentage 1” means 100%;



“**Constant Percentage 2**” means 0%;

“**Constant Percentage 3**” means 10%;

“**Gearing**” means 1;

“**Option**” means Call;

“**Call**” means $\text{Max} (\text{Final Redemption Value} - \text{Strike Percentage}; \text{Constant Percentage 4})$;

“**Strike Percentage**” means 100%;

“**Constant Percentage 4**” means 0%;

“**Final Redemption Value**” means the Underlying Reference Value;

“**Underlying Reference Value**” means, in respect of the Underlying Reference and the MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date (ii) divided by the Underlying Reference Strike Price;

“**Underlying Reference**” means the Index as set out in item 30(a);

“**Underlying Reference Closing Price Value**” means in respect of the MFP Valuation Date, the Closing Level in respect of such day;

“**Closing Level**” means, in respect of the Index and a Scheduled Trading Day, the official closing level of such Index on such day as determined by the Calculation Agent, subject to certain adjustments;



“**MFP Valuation Date**” means the MFP Redemption Valuation Date;

“**MFP Redemption Valuation Date**” means the Valuation Date;

“**Valuation Date**” means the Redemption Valuation Date;

“**Strike Price Closing Value**”: Applicable;

“**Underlying Reference Strike Price**” means, in respect of the Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;

In respect of the Strike Date:

“**Underlying Reference Closing Price Value**” means in respect of a MFP Valuation Date, the Closing Level;

Where:

“**MFP Valuation Date**” means the Strike Date.

- | | | |
|------------|-----------------------------|----------------|
| 23. | Payout Switch: | Not applicable |
| | (a) Payout Switch Election | Not applicable |
| | (b) Automatic Payout Switch | Not applicable |
| | (c) Target Switch Payout: | Not applicable |



24. Entitlement: Not applicable
25. Exchange Rate Not applicable
26. Settlement Currency: The settlement currency for the payment of the Cash Settlement Amount is EUR.
27. Calculation Agent: The Calculation Agent is Mediobanca - Banca di Credito Finanziario S.p.A.
- The address of the Calculation Agent is Piazzetta E. Cuccia, 1, 20121 Milan, Italy
28. Governing law: Italian law

PRODUCT SPECIFIC PROVISIONS

29. Hybrid Notes: Not applicable
30. Index Linked Notes: Applicable
- (a) Index/Basket of Indices/Index Sponsor(s): **Index:** EURO STOXX® Utilities (EUR, Price) Index (Bloomberg Code: SX6E Index)
- Index Sponsor:** STOXX Limited
- The EURO STOXX® Utilities (EUR, Price) Index is a Multi-Exchange Index.
- (b) Index Currency: EUR



- (c) Exchange(s): As set out in Annex 2 (*Additional Terms and Conditions for Index Linked Notes*) for a Composite Index (Multi-Exchange Index)
- (d) Related Exchange(s): All Exchanges
- (e) Exchange Business Day: Single Index Basis
- (f) Scheduled Trading Day: Single Index Basis
- (g) Weighting: Not applicable
- (h) Settlement Price: Official closing level
- (i) Specified Maximum Days of Disruption: 3 (three) Scheduled Trading Days.
- (j) Valuation Time: Scheduled Closing Time
- (k) Redemption Valuation Date; Not applicable
- (l) Redemption on Occurrence of an Index Adjustment Event: Delayed Redemption on Occurrence of an Index Adjustment Event: Not applicable
- Highest Value: Not applicable
- Market Value: Not applicable
- Monetisation Option: Not applicable



If the Calculation Agent determines an Index Adjustment Event constitutes a force majeure, Index Linked Note Condition 3.2(c)(vi) applies

- | | |
|--|-----------------------------------|
| (m) Index Correction Period: | As per Index Security Condition 5 |
| (n) Additional provisions applicable to Futures Price Valuation: | Not applicable |
| 31. Share Linked Notes/ETI Share Linked Notes: | Not applicable |
| 32. ETI Linked Notes | Not applicable |
| 33. Debt Linked Notes: | Not applicable |
| 34. Commodity Linked Notes: | Not applicable |
| 35. Inflation Index Linked Notes: | Not applicable |
| 36. Currency Linked Notes: | Not applicable |
| 37. Fund Linked Notes: | Not applicable |
| 38. Futures Linked Notes: | Not applicable |
| 39. Credit Linked Notes: | Not applicable |
| 40. Interest Rate Linked Notes: | Not applicable |



41. Instalment Notes: The Notes are not Instalment Notes.
42. Additional Disruption Events and Optional Additional Disruption Events: (a) Additional Disruption Events: Applicable
- (b) Optional Additional Disruption Events: Applicable
- The following Optional Additional Disruption Events apply to the Notes:
- Administrator/Benchmark Event
- Increased Cost of Hedging
- Insolvency Filing
- Extraordinary External Event
- Jurisdiction Event
- Significant Alteration Event
- (c) Redemption:
- Delayed Redemption on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable
43. Knock-in Event: Not applicable
44. Knock-out Event: Not applicable
45. **PROVISIONS RELATING TO INTERESTS (IF ANY) PAYABLE**



- (a) Interest: Applicable
- Coupon Switch: Not applicable
- (i) Interest Period(s): The period from the Interest Commencement Date (included) to 28 February 2026 (excluded) (the “**First Interest Period**”);
- The period from 28 February 2026 (included) to 28 February 2027 (excluded) (the “**Second Interest Period**”);
- The period from 28 February 2027 (included) to 28 February 2028 (excluded) (the “**Third Interest Period**”);
- The period from 28 February 2028 (included) to 28 February 2029 (excluded) (the “**Fourth Interest Period**”);
- The period from 28 February 2029 (included) to 28 February 2030 (excluded) (the “**Fifth Interest Period**”).
- (ii) Interest Period End Date(s): Not applicable
- (iii) Business Day Convention for Interest Period End Date(s): Not applicable

(iv) Interest Payment Date(s):

Interest Period	Interest Payment Date
First Interest Period	27 February 2026
Second Interest Period	26 February 2027
Third Interest Period	28 February 2028
Fourth Interest Period	28 February 2029
Fifth Interest Period	28 February 2030



Record Date: the first Business Day preceding the relevant Interest Payment Date.

(v) Business Day Convention for Interest Payment Date(s): For the First Interest Period and the Second Interest Period (as defined in item 45(a)(i) above): Modified Following - Unadjusted

For the Third Interest Period, the Fourth Interest Period and the Fifth Interest Period (as defined in item 45(a)(i) above): Following

(vi) Party responsible for calculating the Interest Rate(s) and Interest Amount(s): Mediobanca – Banca di Credito Finanziario S.p.A.

(vii) Margin(s): Not applicable

(viii) Maximum Interest Rate: Not applicable

(ix) Minimum Interest Rate: Not applicable

(x) Day Count Fraction: For the First Interest Period and the Second Interest Period (as defined in item 45(a)(i) above): Actual/Actual (ICMA) - Unadjusted

For the Third Interest Period, the Fourth Interest Period and the Fifth Interest Period (as defined in item 45(a)(i) above): Not applicable

(xi) Determination Dates: Not applicable



(xii) Interest to Redemption:

Not applicable

(xiii) Interest Basis:

For the First Interest Period and the Second Interest Period (as defined in item 45(a)(i) above):

4.00 per cent. per annum Fixed Rate (further particulars specified under item 45(b) below).

For the Third Interest Period, the Fourth Interest Period and the Fifth Interest Period (as defined in item 45(a)(i) above):

Structured Rate (further particulars specified under items 45(a)(xiv) and 45(d) below).

(xiv) Interest Rate:

Applicable

MFP Digital Coupon:

(i) If the Digital Coupon Condition is satisfied in respect of MFP Coupon Valuation Date_(i):

Rate 1_(i); or

(ii) if the Digital Coupon Condition is not satisfied in respect of MFP Coupon Valuation Date_(i):

Rate 2_(i),

Where:

"Rate 1_(i)" means 4.00%;

"Rate 2_(i)" means 0%;



"i" means the relevant MFP Coupon Valuation Date;

"**Digital Coupon Condition**" means that the DC Barrier Value for the relevant MFP Coupon Valuation Date is greater than or equal to the Barrier Level;

"**Barrier Level**" means 100%;

"**DC Barrier Value**" means the Underlying Reference Value;

"**Underlying Reference Value**" means, in respect of the Underlying Reference and the MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date (ii) divided by the Underlying Reference Strike Price;

"**Underlying Reference**" is as set out in item 30(a) above;

"**Underlying Reference Closing Price Value**" means, in respect of the MFP Valuation Date, a MFP Valuation Date, the Closing Level in respect of such day;

"**Closing Level**" means, in respect of the Index and a Scheduled Trading Day, the official closing level of such Index on such day as determined by the Calculation Agent, subject to certain adjustments;

"**MFP Valuation Date**" means the MFP Coupon Valuation Date_(i);

"**MFP Coupon Valuation Date_(i)**" means the relevant Settlement Price Date;



"Settlement Price Date" means the relevant Valuation Date;

"Valuation Date" means the relevant Interest Valuation Date;

Strike Price Closing Value: Applicable;

"Underlying Reference Strike Price" means, in respect of the Underlying Reference, the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date;

In respect of the Strike Date:

"Underlying Reference Closing Price Value" means in respect of a MFP Valuation Date, the Closing Level;

Where:

"MFP Valuation Date" means the Strike Date.

(see item 45(d) "*Structured Rate Provisions*" and Paragraph 47 "*General Provisions for Valuation(s)*" below)

- | | |
|--------------------------------|--|
| (b) Fixed Rate Provisions: | Applicable |
| (i) Fixed Rate of Interest: | For the First Interest Period and the Second Interest Period: 4.00 per cent. per annum |
| (ii) Fixed Interest Amount(s): | Not applicable |



(iii) Broken Amount(s): Not applicable

(c) Floating Rate Provisions Not applicable

(d) Structured Rate Provisions Applicable – see item 45(a)(xiv) “*Interest Rate*” above and “*Index Linked Interest Amount Provisions*” below.

• Index Linked Interest Amount Applicable
Provisions:

(i) Index/Basket of Indices/Index Sponsor(s): As set out in item 30(a) above

(ii) Averaging: Averaging does not apply.

(iii) Valuation Time: As set out in item 30(j) above

(iv) Interest Valuation Date(s): 21 February 2028

21 February 2029

21 February 2030

In the event that an Interest Valuation Date is a Disrupted Day the provisions of Annex 2 (*Additional Terms and Conditions for Index Linked Notes*) will apply.

(v) Index Correction Period: As set out in item 30(m) above



- (vi) Observation Dates: Not applicable
- (vii) Observation Period: Not applicable
- (viii) Specified Maximum Days of Disruption: As set out in item 30(i) above
- (ix) Exchange(s): As set out in item 30(c) above
- (x) Related Exchange(s): As set out in item 30(d) above
- (xi) Exchange Business Day: As set out in item 30(e) above
- (xii) Scheduled Trading Day: As set out in item 30(f) above
- (xiii) Settlement Price: Official closing level
- (xiv) Weighting: Not Applicable
- (xv) Redemption on Occurrence of an Index Adjustment Event: Delayed Redemption on Occurrence of an Index Adjustment Event: Not applicable
- Highest Value: Not applicable
- Market Value: Not applicable
- Monetisation Option: Not applicable



If the Calculation Agent determines an Index Adjustment Event constitutes a force majeure, Index Linked Note Condition 3.2(c)(vi) applies

(xvi) Futures Price Valuation: Not applicable

• Share Linked Interest Amount Not applicable Provisions:

• ETI Linked Interest Amount Not applicable Provisions:

• Debt Linked Interest Amount Not applicable Provisions:

• Commodity Linked Interest Amount Not applicable Provisions:

• Inflation Linked Interest Amount Not applicable Provisions:

• Currency Linked Interest Amount Not applicable Provisions:

• Fund Linked Interest Amount Not applicable Provisions:

• Futures Linked Interest Amount Not applicable Provisions:



- Underlying Interest Rate Linked Not applicable
Interest Amount Provisions

46. PROVISIONS RELATING TO REDEMPTION

- (a) Issuer Call Option: Not applicable
- (b) Noteholders Put Option: Not applicable
- (c) Automatic Early Redemption: Not applicable

47. GENERAL PROVISIONS FOR VALUATION(S)

- (a) Strike Date: 28 February 2025
- (b) Strike Price: Not applicable
- (c) Redemption Valuation Date: 21 February 2031
- (d) Averaging: Averaging does not apply to the Notes.
- (e) Observation Dates: Not applicable
- (f) Observation Period: Not applicable
- (g) Settlement Business Day: Not applicable



(h) Note Threshold on the Issue Date: Not applicable

48. PROVISIONS RELATING TO SECURITY

Whether Notes are Secured Notes: The Notes are Unsecured Notes

The provisions of Annex 13 (*Additional Terms and Conditions for Secured Notes*) shall not apply.



MEDIOBANCA

RESPONSIBILITY

The Issuer accepts responsibility for this unsigned document in PDF format dated on the date mentioned above that is the final version of the Final Terms relating to the Notes described herein.



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- | | | |
|-------|---|--|
| (i) | Listing: | None |
| (ii) | Admission to trading: | Application will be made by Banco BPM for the Notes to be admitted to trading on multilateral trading facility of EuroTLX which is not a regulated market for the purpose of Directive 2014/65/EU with effect from or around the Issue Date.

Banco BPM S.p.A. will act as liquidity provider with reference to the Notes traded on EuroTLX. |
| (iii) | Estimate of total expenses related to admission to trading: | Not applicable |

2. RATINGS

- | | |
|----------|--|
| Ratings: | The Notes to be issued have been rated BBB by S&P Global Ratings on 15 January 2025.

S&P Global Ratings is established in the EEA and is included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority at https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation as being registered under Regulation (EC) No. 1060/2009, as amended (the “CRA Regulation”). |
|----------|--|

3. NOTIFICATION

The Central Bank of Ireland has provided the CONSOB with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation. The Final Terms have been filed with the Central Bank of Ireland for onward communication to the CONSOB.

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

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



The Issuer acts as Calculation Agent of the Notes. In its capacity as Calculation Agent, the Issuer is responsible for, among other things, determining the Interest Amount payable in respect of the Notes. The Issuer is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment.

The Distributor may have a conflict of interest with respect to the offer of the Notes because it will receive Distribution Fees from the Issuer in respect of the Aggregate Nominal Amount of the Notes effectively placed.

Moreover, a conflict of interest may arise with respect to the offer of the Notes because (a) the Lead Manager belongs to the same banking group as the Distributors, (b) the distributor Banco BPM S.p.A. will act as hedging counterparty in the hedging agreement entered into by the Issuer in relation to the Notes.

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

- | | |
|---------------------------------|---|
| (i) Reasons for the offer: | See " <i>Use of Proceeds</i> " section in the Base Prospectus |
| (ii) Estimated net proceeds: | The net proceeds of the issue of the Notes (being the proceeds of such issue net of the fees referred to in Paragraph 12 (<i>Terms and Conditions of the Offer</i>) below) are estimated to be up to EUR 379,480,000. |
| (iii) Estimated total expenses: | Not applicable |

6. YIELD

Applicable

Indication of yield:

1.37 per cent. per annum

Calculated as internal rate of return (IRR) on the Issue Date using the ICMA Method.

As set out above, the yield is calculated at the Issue Date on the basis of the Issue Price and the Fixed Rate of Interest only. It is not an indication of future yield.

7. HISTORIC INTEREST RATES

Historic interest rates:

Not applicable

8. FURTHER INFORMATION PUBLISHED BY THE ISSUER

Not applicable

9. INFORMATION RELATING TO THE UNDERLYING REFERENCE



Information on the past and future performance of the Index and its volatility can be obtained on the public website on <https://stox.com/index/SX6E> and on the Bloomberg page SX6E Index.

The Index Sponsor also maintains an Internet Site at the following address <https://stox.com/index/SX6E> where further information may be available in respect of the Index.

Name of Index Sponsor Website: www.stox.com

DISCLAIMER

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10. OPERATIONAL INFORMATION

ISIN:	XS2965706216
Common Code:	296570621
CFI:	DTFXFB
FISN:	MEDIOBANCA SPA/3.2 MTN 20310228

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 ICSD as Common Safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day 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.

Relevant Clearing System(s): Euroclear and Clearstream



If other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme include the relevant identification number(s): Not applicable

Delivery: Delivery against payment

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

11. DISTRIBUTION

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

(ii) Date of Subscription Agreement: Not applicable. The Issuer and Banca Akros S.p.A. have signed on 21 January 2025 a Confirmation letter (*lettera di conferma*) in relation to the issue of the Notes.

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

(iv) If non-syndicated, name of Dealer: Mediobanca - Banca di Credito Finanziario S.p.A.

(v) Non-exempt offer: An offer of the Notes may be made by each Distributor other than pursuant to Article 1(4) of the Prospectus Regulation in Italy ("**Public Offer Jurisdiction**") during the period from and including 23 January 2025 until and including 26 February 2025 (in branch) ("**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 Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "**Financial Services Act**") from and including 23 January 2025 to and including 19 February 2025, 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 long distance



selling techniques (*tecniche di comunicazione a distanza*) (including on line) pursuant to Article 32 of the Financial Services Act from and including 23 January 2025 to and including 12 February 2025 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 notices, in respect of the offering period for collection of subscription of the Notes through door-to-door selling and through long distance selling techniques (including on line).

See further Paragraph 12 (*Terms and Conditions of the Offer*) of this Part B below.

(vi) Prohibition of Sales to EEA Retail Investors: Not applicable

Investors:

(vii) Prohibition of Sales to UK Retail Investors: Applicable

Investors:

12. TERMS AND CONDITIONS OF THE OFFER Applicable

Offer Period: Applicable

See Paragraph 11 (*Distribution*) above.

Offer Amount: Up to EUR 400,000,000, **provided that**, during the Offer Period, the Issuer will be entitled (following consultation with the Lead Manager) to increase such Offer amount. The Issuer will inform promptly the public of such increase by means of a notice to be published on the websites of Mediobanca (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it).

Offer Price: Issue Price.

The Offer Price includes, per Nominal Amount, the



following fees and costs:

- Distribution Fees: up to 3.00 per cent. in respect of the Notes effectively placed. The Distribution Fees, equal to up to 3.00 per cent, shall be paid, on the Issue Date, by the Issuer to the Distributors in respect of the Notes effectively placed. The final amount of the Distribution fees shall be announced by notice to be published, within the Issue Date, on the Issuer's website www.mediobanca.com and on the Distributors's website www.gruppo.bancobpm.it and www.alettibank.it.

The total costs (including the costs described above) are represented in the Key Information Document (KID).

Investors should take into account that if the Notes are sold on the secondary market after the Offer Period, the above mentioned fees and costs 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.

The Issuer reserves the right, in agreement with the Lead Manager, 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 websites of Mediobanca (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it) (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The Issuer reserves the right, in agreement with the Lead Manager, to extend the Offer Period. Notice of extension of the Offer Period will be given in one or more notices to be made available, within the end of the Offer Period, on the websites of Mediobanca (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and



www.alettibank.it) (and for the avoidance of doubt, no supplement to the Base Prospectus or these Final Terms will be published in relation thereto).

The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason, in accordance with the Lead Manager, at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, all subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Notes. The Issuer and the Lead Manager will inform the public of the withdrawal of the offer of the Notes and the cancellation of the issuance of the Notes by means of a notice to be published on the websites of Mediobanca (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it).

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 and long distance selling techniques (including on line).

For the avoidance of doubt, if any application has been made by a potential subscriber and the Offer is revoked or 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 trading on the EuroTLX[®] with effect from, or around, the Issue Date.

In the event that the Notes are not admitted to trading on the multilateral trading facility of EuroTLX[®] by the Issue Date, the Issuer reserves the right, in agreement with the Lead Manager, to withdraw the offer of the Notes and cancel the issuance of the Notes. The Issuer and the Lead



Manager will inform the public of the withdrawal of the offer of the Notes and the cancellation of the relevant issue by means of a notice to be published, promptly, on the websites of Mediobanca (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it).

For the avoidance of doubt, upon any withdrawal of the offer of the Notes and cancellation of the relevant issuance, all subscriptions applications will become void and have no effect without further notice and no potential investor will be entitled to receive the relevant Notes.

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 Regulation and Article 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 Distributors and its customers, relating to the subscription of securities generally.

In branch

During the Offer Period, investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (*filiali*) of each Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the “**Acceptance Form**”) from and including 23 January 2025 to and including 26 February 2025, subject to any early closing or extension of the Offer Period or cancellation of the Offer. Acceptance Forms are available at the Distributors’ office.

Any application shall be made in Italy to the Distributor.



Door-to-door selling

The Notes may also be distributed by the Distributor 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 Financial Services Act from and including 23 January 2025 to and including 19 February 2025, subject to any early closing or extension of the Offer Period or cancellation of the Offer.

Each Distributor intending to distribute Notes through door-to-door selling (*fuori sede*) pursuant to Article 30 of the 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 Financial Services Act.

In addition to what stated above, pursuant to Article 30, paragraph 6, of the 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.

Without prejudice to the provisions applicable in case of publication of supplements under Article 23 of the Prospectus Regulation as implemented from time to time, and to those applicable to the placement of the Notes through door-to-door selling and through long distance selling techniques (including on line), 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.



Long distance selling

Investors may also subscribe the Notes through long distance selling techniques (*tecniche di comunicazione a distanza*) (including on line) pursuant to Article 32 of the Financial Services Act, from and including 23 January 2025 to and including 12 February 2025, subject to any early closing or extension of the Offer Period or cancellation of the Offer.

Furthermore, pursuant to Article 67-*duodecies* of Italian Legislative Decree No. 206/2005 as amended (the so-called "*Codice del Consumo*"), the validity and enforceability of contracts subscribed through long distance selling techniques (including online) is suspended for a period of 14 (fourteen) days beginning on the date of the subscription by the relevant investor. Within such period investors that can be qualified as "consumers" for the purposes of the *Codice del Consumo* may notify the relevant Distributor of their withdrawal without payment of any charge or commission.

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 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.

In the event of publication of a supplement to the Base Prospectus as provided by the Prospectus Regulation, 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 Distributor 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 each Distributor 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 relevant 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 400,000,000, as eventually increased during



the Offer Period.

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 Lead Manager will be executed through the Issuer and the Lead Manager.

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 Distributors 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 websites of the Issuer (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it) 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 relevant Distributor of the success of their application and amount allotted.

Subscription applications will be accepted until the



Aggregate Nominal Amount, as eventually increased, is reached during the Offer Period. In the event that the requests exceed the Aggregate Nominal Amount, as eventually increased, during the Offer Period, the Issuer, in agreement with the Lead Manager, will terminate the Offer Period early.

Dealing in the Notes may commence on the Issue Date.

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

(A) Any fee and cost mentioned in 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 relevant Issuer, of the placers in the various countries where the offer takes place:

The **Issuer** is:

Mediobanca - Banca di Credito Finanziario S.p.A. with its registered office at Piazzetta Enrico Cuccia, 1, 20121 Milan, Italy.

The **Lead Manager** is:

Banca Akros S.p.A. with its registered office at Viale Eginardo n. 29, 20149, Milano, Italy.

The **Distributors** (and each a “**Distributor**”) are:

- Banco BPM S.p.A. with its registered office at Piazza Filippo Meda n. 4, 20121 Milano, Italia;
- Banca Aletti & C. S.p.A. with its registered office at Passaggio Duomo n. 2, 20123 Milano, Italia.

Consent to use of Base Prospectus

None

13. SECONDARY MARKET PRICING

Applicable

Banco BPM S.p.A will provide liquidity on the



multilateral trading facility of EuroTLX (with a bid/ask contribution with a maximum bid/ask spread of 1.00 per cent., under normal market conditions, or with a bid-only contribution) in compliance with the relevant market regulation.

14. SPECIFIC BUY BACK PROVISIONS

Not applicable

15. EU BENCHMARKS REGULATION

Amounts payable under the Notes will be calculated by reference to EURO STOXX® Utilities (EUR, Price) Index which is provided by STOXX Limited.

As at the date of the Final Terms, the administrator of EURO STOXX® Utilities (EUR, Price) Index appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the "**Benchmark Regulation**").



SUMMARY OF THE SPECIFIC ISSUE

INTRODUCTION AND WARNINGS

The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Notes should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes.

You are about to purchase a product that is not simple and may be difficult to understand.

The Notes: Issue of up to EUR 400,000,000 Notes “1-Way Cap Notes Linked to EURO STOXX® Utilities (EUR, Price) Index due 28 February 2031” (ISIN: XS2965706216)

The Issuer: Mediobanca - Banca di Credito Finanziario S.p.A., legal entity identifier (LEI) code: PSNL19R2RXX5U3QWHI44 (the “**Issuer**”). The Issuer's registered office is at Piazzetta Enrico Cuccia, 1, 20121 Milan, Italy. The Issuer may be contacted via phone at the following telephone number: +39 02 8829 1 or at the following website: www.mediobanca.com.

The Distributor: The Distributors are:

- Banco BPM S.p.A. with its registered office at Piazza Filippo Meda n. 4, 20121 Milan, Italy; and
- Banca Aletti & C. S.p.A. with its registered office at Passaggio Duomo n. 2, 20123 Milan, Italy

(each, the “**Distributor**”).

Competent authority: The Base Prospectus was approved on 12 September 2024 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).

KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Notes?

Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation: Mediobanca - Banca di Credito Finanziario S.p.A. (“**Mediobanca**”), LEI code: PSNL19R2RXX5U3QWHI44. Mediobanca was established in Italy. Mediobanca is a company limited by shares under Italian law with registered office at Piazzetta Enrico Cuccia, 1, 20121 Milan, Italy. Mediobanca holds a banking licence from the Bank of Italy authorising it to carry on all permitted types of banking activities in Italy. 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.

Issuer's principal activities: As stated in art. 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. 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.

Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: No party controls Mediobanca according to the definition provided in Article 93 of the Italian Banking Act. Based on the shareholders’ register and publicly available information as at 28 October 2024, the following individuals and entities 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 (millions)	% of share capital
Delfin S.à r.l.	165.01	19.81
F.G. Caltagirone group	63.8	7.66
BlackRock group (1)	35.2	4.23
Mediolanum group	29.1	3.49

(1) BlackRock Inc. (NY), via fifteen asset management subsidiaries (cf. form 120 b of 6 August 2020): 0.69% of which as potential investment and 0.13% in other long positions with settlement in cash.

Key managing directors: members of the Board of Directors are: Renato Pagliaro (Chairman), Alberto Nagel (CEO), Francesco Saverio Vinci (Group General Manager), Mana Abedi (Director), Virginie Banet (Director), Laura Cioli (Director), Angela Gamba (Lead Independent Director), Marco Giorgino (Director), Valérie Hortefeux (Director), Maximo Ibarra (Director), Sandro Panizza (Director), Laura Penna (Director), Vittorio Pignatti-Morano Campori (Deputy Chair, Director), Sabrina Pucci (Deputy Chair, Director) and Angel Vilà Boix (Director).

Statutory auditors: statutory audit committee of the Issuer is composed as follows: Mario Matteo Busso (Chairman), Ambrogio Virgilio (Standing Auditor), Elena Pagnoni (Standing Auditor), Anna Rita de Mauro (Alternate Auditor), Vieri Chimenti (Alternate Auditor) and Angelo Rocco Bonissoni (Alternate Auditor).

What is the key financial information regarding the Issuer?

Key financial information relating to the Issuer

Mediobanca derived the selected consolidated financial information included in the table below for the years ended 30 June 2023 and 2024 from the audited consolidated financial statements for the financial year ended 30 June 2023 and 2024.

Income statement



<i>EUR millions, except where indicated</i>	30.06.24	30.06.23
Net interest income (or equivalent)	1,984.80	1,801.0
Net fee and commission income	939.40	842.8
Loan loss provisions	-252.10	(270.1)
Total income	3,606.80	3,303.4
Profit before tax	1,736.20	1,427.1
Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	1,273.40	1,026.0

Balance sheet

<i>EUR millions, except where indicated</i>	30.06.24	30.06.23
Total assets	99,226.3	91,623.8
Senior debt	11,340.7	10,471.3
Subordinated debt	1,679.0	1,351.2
Loans and receivables from customers (net)	52,447.4	52,549.2
Deposits from customers (*)	27,898.6	28,178.2
Total Group net equity	11,243.2	11,428.6
<i>of which: share capital</i>	444.5	444.2
#Non performing loans (based on net carrying amount/Loans and receivables) (**)	1,336.7	1,339.7
#Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance (%)	15.20%	15.90
#Total Capital Ratio (%)	17.72%	17.92
#Leverage Ratio calculated under applicable regulatory framework (%)	7.10%	8.40

#Value as outcome from the most recent Supervisory Review and Evaluation Process ('SREP')

(*) Deposits from customers include both Retail and Private Banking deposits.

(**) The item does not include NPLs acquired by MBCredit Solution.

Qualifications in the audit report:

Ernst & Young S.p.A. audit reports on the Issuer's consolidated financial statement for the financial year ending 30 June 2023 and 30 June 2024 were issued without qualification or reservation.

What are the key risks that are specific to the Issuer?



The Issuer and Mediobanca Group is subject to the following key risks:

- The operations, earnings capacity and the stability of the sector of both the Issuer and the Mediobanca Group may be influenced by its credit standing, the general economic situation of Italy and the entire Eurozone, trends on financial markets and the economic, social and financial consequences generated by the Russia/Ukraine conflict and the tensions in the Middle East due to the rekindling of the conflict between Israel and Hamas. With reference to financial markets, the solidity, resilience and growth prospects of the economies of the countries in which the Issuer operates in particular will be especially important. The macroeconomic scenario currently reflects significant areas of uncertainty in relation to: (a) the Russian-Ukrainian conflict; (b) the conflict between Israel and Hamas; (c) the structural reforms being undergone by China and (d) the possible joint actions by the main rating agencies. In relation to point (a) above, persistence of uncertainties linked to the Russian-Ukrainian conflict continue to generate strong tensions on the energy and commodities markets. With reference to point (a), because of the persistence of the conflict, the Russian government is adopting countermeasures to the sanctions imposed by the EU which consist of economic and financial measures which in particular allows Russian residents and the entities controlled by them to charge their own income from investments in securities to parties resident in other countries not subject to the same restrictions. The amounts thus charged impact on the earnings of both the Issuers and the Group. With reference to point (b), the tensions generated by the conflict between Israel and Hamas are changing continuously; the worsening of the conflict, and the escalation throughout the entire Middle Eastern region, which could lead to conflict on a wider scale, would have negative consequences for the whole Western market, and therefore also on Mediobanca’s earnings situation. With reference to point (c), the geopolitical tensions between the Western bloc of countries and China seem to have stabilized over the second half of the last financial year. However, further structural reforms imposed by the Chinese government could give rise to macroeconomic and market consequences, due to the impact on the trend in the demand for exports, which in turn would affect both inflation and the Issuers’ and the Group’s own growth prospects. In relation to point (d) above, any joint actions by the main rating agencies which result in an assessment of the creditworthiness of the Republic of Italy below the level of investment grade, may have a negative impact on the income statement, balance sheet and financial position of Mediobanca and/or the Group. Accordingly, as at the date of the first supplement to Base Prospectus (28 November 2024), the deterioration or continuation of the conflict, and the further tensions between the Western world and China, coupled with the possibility of combined actions by the rating agencies, risks creating negative repercussions on the earnings, capital and financial situation of the Issuer and/or of the Group.
- the business activities of both Mediobanca and the Group and their earnings and financial solidity depend also on the credit standing of their respective clients and counterparties. Mediobanca 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 Mediobanca;
- as at the date of the first supplement to Base Prospectus (28 November 2024), the Issuers’ capability to implement the actions and to meet the targets to be reached (the “Plan Objectives”) contained in its 2023-26 Strategic Plan depends on a number of circumstances, some of which are beyond the Issuer’s control, including, but not limited to, the macroeconomic scenario, which could be compromised by the consequences deriving from the Russia/Ukraine conflict and from tensions in the Middle East, the changes in the regulatory framework, and the effects of specific actions or concerning future events which the Issuers are only partially able to influence. Furthermore, there is no certainty that the actions provided for in the Strategic Plan will result in the benefits expected from implementation of the Plan Objectives; if such benefits fail to materialize, the results expected by the Mediobanca may differ, even materially, from those envisaged in the Strategic Plan;
- the Issuer is subject to market risk, defined as the risk of the loss of value of the financial instruments, including sovereign debt securities, held by the Issuer as a result of movements in market variables (including, but not limited, interest rates, stock market prices and/or exchange rates) or other factors that could trigger a deterioration in the capital solidity of the Issuer and/or the Group. In the past fiscal year, market fluctuations were mainly driven by interest rates and monetary policy expectations. In particular, volatility on the stock markets remained high in the first four months of the financial year: the main stock indexes showed fluctuations in returns ranging between +6% and -6% due to uncertainty of the macroeconomic and geopolitical context, the upside pressures on oil prices, caused by lower supply from producing countries (primarily Saudi Arabia and Russia) and tensions in the Middle East due to the rekindling of the conflict between Israel and Hamas. Since November 2023, there has been a general decline in interest rates and the stock market has followed a general upward trend due to the less aggressive than expected behaviour of monetary policy authorities. Finally, in June 2024 there was a partial recovery of volatility generated by the outcome of the European elections of 8 and 9 June 2024 and the subsequent elections of the French Parliament.
- the Group is exposed to different types of operational risk. The event types most impacted by operational risk are originated by products sold to clients, commercial practices, the execution of operating processes, and frauds committed from outside the Group. Although the Mediobanca Group has adopted a system for recording, assessing and monitoring operational risks with a view to preventing and containing them, it should be noted that unpredictable events or events otherwise beyond the control of the Issuer could occur, which could impact negatively on the Issuer’s and the Group’s operating results, activities and earnings, capital and/or financial situation, as well as on their reputation.

KEY INFORMATION ON THE NOTES

What are the main features of the Notes?

Type, class and security identification number

The securities are structured notes. The ISIN is: XS2965706216. The Common Code is 296570621. The CFI is: DTFXFB. The FISN is: MEDIOBANCA SPA/3.2 MTN 20310228. The Series Number of the Notes is 670. The Tranche number is 1. The Notes are governed by Italian Law. The Notes are cash settled Notes.

Currency, nominal amount, aggregate nominal amount, issue date and maturity date of the Notes



Subject to compliance with all relevant laws, regulations and directives, the Notes are issued in Euro.
The Notes will be issued on 28 February 2025 (the “**Issue Date**”) at an issue price equal to the 100 per cent. (as defined below) (the “**Issue Price**”).

The nominal value of Note is equal to Euro 1,000 (the “**Nominal Amount**”). The Notes will be issued for an aggregate nominal amount of up to Euro 400,000,000 and will be determined at the end of the Offer Period (as defined below) (the “**Aggregate Nominal Amount**”), provided that, during the Offer Period the Issuer will be entitled to increase such Aggregate Nominal Amount. The Issuer will inform promptly the public of such increase by means of a notice to be published on its website (www.mediobanca.com) and on the website of the Distributors (www.gruppo.bancobpm.it and www.alettibank.it).

Maturity: 28 February 2031, subject to adjustments in accordance with the terms and conditions applicable to the Notes (the “**Scheduled Maturity Date**”).

Rights attached to the Notes

The Notes aim at paying: (i) at maturity, a cash redemption amount equal to 100% of the Nominal Amount of each Note eventually increased of the positive Performance of the Underlying Reference, and (ii) on predetermined dates, fixed coupons as well as so-called digital coupons.

In particular, on the Settlement Date, the redemption amount will be determined on the Settlement Valuation Date and will be equal to 100 per cent of the Notional Amount per Security, multiplied by a percentage equal to the sum between (i) the Protection Factor and (ii) the difference between the Performance of the Underlying Reference and the Strike Percentage. In any case, the redemption amount at maturity will not be higher than Maximum Level and lower than Minimum Level.

The Notes provide for payment on 27 February 2026 and 26 February 2027 of an Interest Amount calculated on the basis of a fixed rate (the “**Fixed Rate**”) equal to 4.00 per cent. per annum. The Interest Amount is calculated multiplying the Notional Amount by the Fixed Rate and the Day Count Fraction for each Interest Period.

The Notes pay, in addition a Conditional Remuneration, on the relevant Conditional Remuneration Payment Date, if the Performance of Underlying Reference is greater than or equal to the Conditional Remuneration Payment Level on the relevant Conditional Remuneration Valuation Date. Otherwise, investors will not receive any Conditional Remuneration.

Key definitions

Nominal Amount of each Note: EUR 1,000

Settlement Date: 28 February 2031

Settlement Valuation Date: 21 February 2031

Protection Factor: 100%

Strike Percentage: 100%

Minimum Level: 100%

Maximum Level: 110%

Day Count Fraction: Actual/Actual (ICMA) Unadjusted

Interest Period: with reference to Fixed Rate, means the period which begins on (and including) 28 February 2025 up to (but excluding) 28 February 2026 and the following period which begins on (and including) 28 February 2026 up to (but excluding) 28 February 2027.

Underlying Reference: EURO STOXX® Utilities (EUR, Price) Index

Performance: is calculated as the percentage of the ratio of the Final Reference Level of the Underlying Reference to Initial Reference Level

Initial Reference Level: the official closing value of the Underlying References on the Initial Valuation Date

Final Reference Level: the official closing value of the Underlying Reference on the relevant Conditional Remuneration Valuation Date;

Initial Valuation Date: 28/02/2025

Conditional Remuneration: 4.00%

Conditional Remuneration Payment Level: 100%

Conditional Remuneration Valuation Date: 21/02/2028, 21/02/2029 and 21/02/2030

Conditional Remuneration Payment Dates: 28/02/2028, 28/02/2029 and 28/02/2030

Business Day Convention: with reference to Fixed Rate, Modified Following (unadjusted); with reference to Conditional Remuneration, Following.

Record Date: the first Business day preceding the relevant fixed rate Payment Date and the relevant Conditional Remuneration Payment Date.

What can the investor expect

For each Note:

Payment Date	Condition	Applicable Interest Rate
27 February 2026	Not applicable	4.00 per cent. per annum
26 February 2027	Not applicable	4.00 per cent. per annum
28 February 2028	if the Performance of Underlying Reference is greater than or equal to the Conditional Remuneration Payment Level on 21/02/2028	4.00 per cent.
	if the Performance of Underlying Reference is less than the Conditional Remuneration Payment Level on 21/02/2028	0.00 per cent.
28 February 2029	if the Performance of Underlying Reference is greater than or equal to the Conditional Remuneration Payment Level on 21/02/2029	4.00 per cent.



	if the Performance of Underlying Reference is less than the Conditional Remuneration Payment Level on 21/02/2029	0.00 per cent.
28 February 2030	if the Performance of Underlying Reference is greater than or equal to the Conditional Remuneration Payment Level on 21/02/2030	4.00 per cent.
	if the Performance of Underlying Reference is less than the Conditional Remuneration Payment Level on 21/02/2030	0.00 per cent.

Payments in respect of Notes in global form: 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 *prima facie* evidence that such payment has been made in respect of the Notes.

Payments in respect of Notes in definitive form: All payments 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.

Illegality and force majeure: If the Issuer determines that the performance of its obligations under the Notes or that any arrangements made to hedge the Issuer's obligations under the Notes have become (i) illegal in whole or in part for any reason, or (ii) by reason of a *force majeure* event (such as an act of God, fire, flood, severe weather conditions, or a labour dispute or shortage) or an act of state, impossible or impracticable the relevant Issuer may settle the Notes by giving notice to Noteholders.

Further issues and consolidation: The Issuer may from time to time without the consent of the Noteholders create and issue further Notes so as to be consolidated with and form a single series with the outstanding Notes.

Substitution: Subject to the fulfilment of certain conditions, Mediobanca may at any time (subject to certain conditions as provided in the Terms and Conditions) without the consent of the Noteholders, substitute Mediobanca International, or any other third party entity as Issuer in place of Mediobanca.

Seniority of the Notes: The Notes are issued by the relevant Issuer on an unsubordinated basis. The Notes will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank *pari passu* among themselves and (save for certain obligations required to be preferred by law and subject to the application of the bail-in legislation applicable to the Issuer) equally with all other unsecured obligations other than unsubordinated obligations, if any, of the Issuer from time to time outstanding. Each holder of the Notes acknowledges, accepts, consents and agrees, by its acquisition of the Notes, to be bound by the exercise of, any bail-in power by the relevant resolution authority in respect of the Notes. Any exercise of such bail-in power or other action taken by a resolution authority in respect of the Issuer could materially adversely affect the value of and return on the Notes.

Any restrictions on the free transferability of the Notes: there are restrictions on sales of the Notes into, amongst other jurisdictions, the United States, the European Economic Area (including Italy), the United Kingdom and Japan.

Where will the Notes be traded?

Application will be made by Banco BPM S.p.A. for the Notes to be admitted to trading on multilateral trading facility of EuroTLX which is not a regulated market for the purpose of Directive 2014/65/EU with effect from or around the Issue Date.

Banco BPM S.p.A. will act as liquidity provider with reference to the Notes traded on EuroTLX

What are the key risks that are specific to the Notes?

The Notes are subject to the following key risks:

General

- The Notes may not be a suitable investment for all investors. Investors should be aware that they may lose the value of their entire investment or part of it, as the case may be. An investment in the Notes, which are linked to the Underlying References, may entail significant risks not associated with investments in conventional Notes such as debt or equity Notes. Set out below is a description of the most common risks.

Risks related to the structure of a particular issue of Notes

- The Notes involve a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks. Investors should be prepared to sustain a partial or total loss of the subscription or purchase price of the Notes. Certain general risk factors related to the Notes referencing an Underlying Reference, including that the market price of the Notes may be volatile; that investors may receive no remuneration; that investors may lose all or a substantial portion of their principal in case of non-capital guaranteed Notes; that the Underlying References may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other Notes or indices; that the timing of changes in an Underlying Reference may affect the actual yield to investors, even if the average level is consistent with their expectations; and Notes are of limited maturity and, unlike direct investments in a share, investors are not able to hold Notes beyond the Settlement Date in the expectation of a recovery in the price of the underlying.
- The Issuer may, but is not obliged to, list or ask for admission to trading of Notes on a stock exchange or a trading venue. If the Notes are listed or admitted to trading on any stock exchange or trading venue, there can be no assurance that at a later date, the Notes will not be delisted or that trading on such stock exchange or trading venue will not be suspended. The Issuer or any of its Affiliates may, but is not obliged to, be a market-maker for an issue of Notes. However, during certain periods, it may be difficult, impractical or impossible for the entity acting as market-maker to quote bid and offer prices. Even if the relevant Issuer or such other entity is a market-maker for an issue of Notes, the secondary market for such Notes may be limited.
- In case certain events, indicated in the terms and conditions and the relevant final terms, occurs with reference to the relevant Underlying Reference(s) or the Notes, the Calculation Agent and the Issuer have broad discretion to make certain determinations to

account for such event(s) including to (i) make adjustments to the terms of the Notes and/or (ii) cause early settlement of the Notes, any of which determinations may have an adverse effect on the value of the Notes. The effects of coronavirus pandemic (such as the measures taken by governments and authorities in this respect) may cause the occurrence of the events indicated above and involve such adjustments to the terms of the Notes and/or early settlement of the Notes.

Considerations Associated with specific types of Notes

- Risks associated with Multiple Final Payout – 1–Way Cap Notes: the return on the Notes depends on the performance of the Underlying Reference(s) and the application of gearing, cap and floor features.

Risks relating to Underlying Reference

- An investment in Index Linked Notes will entail significant risks not associated with an investment in a conventional debt security. Factors affecting the performance of an index may adversely affect the value of the Notes. Indices are comprised of a synthetic portfolio of shares, bonds, currency exchange rates, commodities, property or other assets and, as such, the performance of an Index is dependent upon the performance of components of such index, which may include interest rates, currency developments, political factors, market factors such as the general trends in capital markets or broad based indices and (in the case of shares) company-specific factors such as earnings position, market position, risk situation, shareholder structure and distribution policy. If an Index does not perform as expected, this will materially and adversely affect the value of Index Linked Notes. In addition, the performance of an Index may also be reduced for fees received by the different entities performing activities in connection with such Index which may negate any positive performance of the Index. Index Linked Notes pay interest amounts calculated by reference to the value of the underlying Index. For the avoidance of doubt, the Issuer and/or its Affiliates may not be able to trade on and hedge its obligations in respect of the Index under the Notes notwithstanding the calculation or publication of the level of such index.
- In the event that any relevant date for valuation is a Disrupted Day for such Index, that valuation date shall be the first succeeding day that is not a Disrupted Day and on which the Issuer or relevant affiliate is able to trade on and hedge its obligations in respect of such index, subject to a specified maximum days of disruption, as more fully set out in the terms and conditions of the Notes. Where this occurs on (i) the Observation Date for valuation, the Calculation Agent will not be able to determine the initial or strike level for the index or (ii) the final date for valuation, the Calculation Agent will not determine the final level for the index until such time as the disruption is no longer subsisting, or the specified maximum days of disruption has elapsed, whichever is sooner.
- The return payable on Notes that reference indices may not reflect the return a potential investor would realise if it actually owned the relevant assets comprising the components of the Index or owned a different form of interest in the relevant Index. For example, if the components of the Indices are shares, holders of Notes will not receive any dividends paid or distributions made on those shares and will not participate in the return on those dividends or distributions unless the relevant Index takes such dividends into account for purposes of calculating the relevant level. Similarly, holders of Notes will not have any voting rights in the underlying shares or any other assets which may comprise the components of the relevant Index. Accordingly, holders of Notes that reference Indices as Underlying Reference may receive a lower payment upon settlement of such Notes than such holder of Notes would have received if it had invested in the components of the Index directly or other comparable instruments linked to the Index.
- The sponsor of any Index can add, delete or substitute the components of such Index or make other methodological changes that could change the level of one or more components. The changing of components of any Index may affect the level of such Index as a newly added component may perform significantly worse or better than the component it replaces, which in turn may affect the payments made by the relevant Issuer to the holders of the Index Linked Notes. The sponsor of any such Index may also alter, discontinue or suspend calculation or dissemination of such Index. The sponsor of an Index will have no involvement in the offer and sale of the Index Linked Notes and will have no obligation to any holder of such Notes. Accordingly, the sponsor of an Index may take any actions in respect of such Index without regard to the interests of the holder of the Notes, and any of these actions could adversely affect the market value of the Index Linked Notes.

Certain considerations associated with public offers of Notes

- The Issuer has the right under certain conditions to withdraw or revoke the offer in relation to the Notes, which in such circumstances will be deemed to be null and void. Investors who have already paid or delivered subscription monies for the relevant Notes will be entitled to reimbursement of such amounts but will not receive any compensation that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of such amounts.

KEY INFORMATION ON THE OFFER OF NOTES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in the Notes?

Terms and conditions of the offer: From 23 January 2025 (included) until 26 February 2025 (included), subject to any early closing or extension of the Offer Period as described below, the Notes will be offered to the public in Italy at the offices (*filiali*) of the Distributors. The Notes will be distributed through door-to-door selling by means of financial advisors (*consulenti finanziari abilitati all'offerta fuori sede*) pursuant to art. 30 of the Financial Services Act from 23 January 2025 (included) until 19 February 2025 (included), subject to any early closing or extension of the Offer Period as described below. The Notes will be distributed through long distance selling techniques (*tecniche di comunicazione a distanza*) (including on line) pursuant to art. 32 of the Financial Services Act from 23 January 2025 (included) until 12 February 2025 (included), subject to any early closing or extension of the Offer Period as described below. The Issuer, in agreement with the Lead Manager, reserves the right to close the Offer Period early, also in circumstances where subscription requests of Notes are not yet equal to the Aggregate Nominal Amount. The Issuer will inform promptly the public of such increase by means of a notice to be published on the websites of Mediobanca (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it). The Issuer reserves the right to withdraw the offer and cancel the issuance of the Notes for any reason, in accordance with the Lead Manager, at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, all subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Notes. The Issuer and the Lead



Manager will inform the public of the withdrawal of the offer of the Notes and the cancellation of the issuance of the Notes by means of a notice to be published on the websites of Mediobanca (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it). The Issuer reserves the right, in agreement with the Lead Manager, to extend the Offer Period. Notice of extension of the Offer Period will be given in one or more notices to be made available, within the end of the Offer Period, on the websites of Mediobanca (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it). The offer of the Notes is conditional upon the Notes having been admitted to trading on the multilateral trading facility of EuroTLX® with effect from or around the Issue Date. In the event that the Notes are not admitted to trading on the multilateral trading facility of EuroTLX® by the Issue Date, the Issuer reserves the right, in agreement with the Lead Manager, to withdraw the offer of the Notes and cancel the issuance of the Notes. The Issuer and the Lead Manager will inform the public of the withdrawal of the offer of the Notes and the cancellation of the relevant issue by means of a notice to be published, promptly, on the websites of Mediobanca (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it). During the Offer Period investors may apply for the subscription of the Notes during normal Italian banking hours at the offices (*filiali*) of the Distributor by filling in, duly executing (also by appropriate attorneys) and delivering a specific acceptance form (the “**Acceptance Form**” (*Scheda di Adesione*)). Acceptance Forms are available at each office (*filiali*) of the Distributor. The Distributor intending to distribute Notes through door-to-door selling (*offerta fuori sede*) pursuant to art. 30 of the Financial Services Act will collect the Acceptance Forms, other than directly at their branches and offices, through financial advisors authorized to make off-premises offers (*consulenti finanziari abilitati all’offerta fuori sede*) pursuant to art. 31 of the Financial Services Act. In addition to what stated above, pursuant to art. 30, par. 6 of the 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 the subscription of the relevant Acceptance Form by the investor. Within such period investors may notify the relevant authorized office of the Distributor and/or financial advisors authorized to make off-premises offers (*consulenti finanziari abilitati all’offerta fuori sede*) of their withdrawal without payment of any charge or commission. Investors may also subscribe the Notes through long distance selling techniques (*tecniche di comunicazione a distanza*) (including on line) pursuant to art. 32 of the Financial Service Act. Furthermore, pursuant to art. 67-duodecies of Italian Legislative Decree No. 206/2005 as amended (the so-called “*Codice del Consumo*”), the validity and enforceability of contracts subscribed through long distance selling techniques is suspended for a period of 14 (fourteen) days beginning on the date of the acceptance of the offer by the relevant investor. Within such period investors may notify the Distributor of their withdrawal without payment of any charge or commission. The Notes may be subscribed in a minimum subscription lot of no. 1 Note (the “**Minimum Lot**”) equal to a Nominal Amount of Euro 1,000 or an integral number of Notes greater than the Minimum Lot. There is no maximum subscription amount of the Notes to be applied for by each investor within the Aggregate Nominal Amount. The results of the offer of the Notes will be published as soon as possible on the websites of the Issuer (www.mediobanca.com) and the Distributors (www.gruppo.bancobpm.it and www.alettibank.it) on or prior the Issue Date.

Estimated expenses or taxes charged to investor by issuer

The Offer Price includes, per Nominal Amount, the following fees and costs:

- Distribution Fees: up to 3.00 per cent. in respect of the Securities effectively placed. The Distribution Fees, equal to up to 3.00 per cent, shall be paid, on the Issue Date, by the Issuer to the Distributors in respect of the Notes effectively placed. The final amount of the Distribution fees shall be announced by notice to be published, within the Issue Date, on the Issuer’s website www.mediobanca.com and on the Distributors’s website www.gruppo.bancobpm.it and www.alettibank.it. The total costs (including the costs described above) are represented in the Key Information Document (KID).

Investors should take into account that if the Notes are sold on the secondary market after the Offer Period, the above mentioned fees and costs 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.

Who is the offeror and/or the person asking for admission to trading?

Banco BPM S.p.A. is the entity requesting for the admission to trading of the Notes on the multilateral trading facility of EuroTLX®.

Why is the Prospectus being produced?

Use and estimated net amount of proceeds

The net proceeds of the issue of the Notes are estimated to be equal up to EUR 379,480,000. Such net proceeds will be used for the general corporate purposes of the Issuer.

Underwriting agreement on a firm commitment basis: Not applicable

Description of the most material conflicts of interest pertaining to the offer or the admission to trading

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

The Issuer acts as Calculation Agent of the Notes. In its capacity as Calculation Agent, the Issuer is responsible for, among other things, determining the Interest Amount payable in respect of the Notes. The Issuer is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment.

The Distributor may have a conflict of interest with respect to the offer of the Notes because it will receive Distribution Fees from the Issuer in respect of the Aggregate Nominal Amount of the Notes effectively placed.

Moreover, a conflict of interest may arise with respect to the offer of the Notes because (a) the Lead Manager belongs to the same banking group as the Distributors, (b) the distributor Banco BPM S.p.A. will act as hedging counterparty in the hedging agreement entered into by the Issuer in relation to the Notes.