

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities 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: (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 (the "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 Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / ECPs, professional investors and Retail investors target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities 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, except for pure execution services for the latter; and (iii) the following channels for distribution of the Securities to retail clients are appropriate – investment advice and portfolio management, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Securities (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 Securities (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): PSNL19R2RXX5U3QWHI44

Issue of 54 Certificates "Credit Linked Securities linked to Intesa Sanpaolo S.p.A. Subordinated Debt due 20 December 2034"

commercially named

"Credit Linked Certificates linked to Intesa Sanpaolo S.p.A. Subordinated Debt due 20 December 2034"

under the

Issuance Programme

SERIES NO: 1242

TRANCHE NO: 1

Issue Price: USD 100,000 per Security

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

The date of these Final Terms is 22 November 2024



Any person making or intending to make an offer of the Securities may only do so 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 the Dealer has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

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 6 June 2024 and each 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) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document does not constitute the Final Terms of the Securities described herein for the purposes of Article 8 of the Prospectus Regulation but will constitute a pricing supplement. Full information on Mediobanca - Banca di Credito Finanziario S.p.A. (the "**Issuer**") and on the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Securities is annexed to these Final Terms for courtesy purposes only.

The Base Prospectus and any Supplement to the Base Prospectus are available for viewing at the Issuer's registered office at Piazzetta Enrico Cuccia, 1, 20121 Milan, Italy, at the Issuer's representative office at Piazza di Spagna 15, 00187 Rome, Italy and on the website of the Issuer (www.mediobanca.com) and copies may be obtained free of charge from the Issuer upon request at its registered address.

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities 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 Securities, save as where otherwise expressly provided.



GENERAL PROVISIONS

The following terms apply to each series of Securities:

1.	Issuer:	Mediobanca - Banca di Credito Finanziario S.p.A.
2.	Guarantor:	Not applicable
3.	Series Number:	1242
4.	Tranche Number:	1
5.	Issue Currency:	US Dollar ("USD")
6.	Notional Amount of Security:	USD 100,000
	Aggregate Notional Amount	USD 5,400,000
7.	Issue Price per Security	USD 100,000
		The Issue Price per Security includes, per each Notional Amount of Security, the following fees and costs:
		- distribution fee: 3.083% per cent in respect of the Aggregate Notional Amount
		The total cost (including the costs described above) are represented in the Key Information Document



(KID).

Investors should take into consideration that if the Securities are sold on the secondary market after the Issue Date, the above mentioned fees and costs included in the Issue Price per Security are not taken into consideration in determining the price at which such Securities may be sold in the secondary market.

8. Trade Date: 7 November 2024

9. Issue Date and Remuneration Commencement 27 November 2024 Date:

10. Date of approval for issuance of Securities 27 December 2023 obtained and Guarantee obtained:

11. Consolidation: Not applicable

12. Type of Securities: (a) Certificates

(b) The Securities are Credit Securities

The provisions of Annex 12 (Additional Terms and Conditions for Credit Securities) shall apply.

Unwind Costs: Applicable

Standard Unwind Costs: Applicable



Amount:

13. Exercise Date: The Exercise Date is 20 December 2034 or, if such day is not a Business Day, the immediately succeeding Business Day, subject to adjustment in accordance with the Modified Following Business Day Convention. 14. Form of Securities: Temporary Global Security exchangeable for a Permanent Global Security which is exchangeable for Definitive Securities only in the limited circumstances specified in the Permanent Global Security. TEFRA D Rules shall apply. 15. Business Day Centre(s): The applicable Business Day Centres for the purposes of the definition of "Business Day" in General Security Condition 3 are: London and New York 16. Settlement: Settlement will be by way of cash payment (Cash Settled Securities). **17.** Settlement Date: The Settlement Date for the Securities is the Scheduled Settlement Date (as set out in paragraph 39 below) as adjusted in accordance with Annex 12 (Additional Terms and Conditions for Credit Securities). 18. Rounding Convention for Cash Settlement Not applicable



19.	Variation of Settlement:					
(a)	Issuer's	option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Securities.			
20.	Redenor	mination:	Not applicable			
	(a)	Redenomination in National Currency:	Not applicable			
21.	FX Settl	ement Disruption Event Determination:	Not applicable			
22.	Cash Se	ttlement:	Applicable			
	(i)	Guaranteed Cash Settlement:	Not applicable			
	(ii)	Maximum Amount:	Not applicable			
	(iii)	Minimum Amount:	Not applicable			
23.	Final Pa	yout	Not applicable			
	Payout S	Switch:	Not applicable			
	•	Payout Switch Election:	Not applicable			
	•	Automatic Payout Switch:	Not applicable			



	• 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 USD.
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	English Law
PRO	DUCT SPECIFIC PROVISIONS	
29.	Hybrid Securities:	Not applicable
30.	Index Securities:	Not applicable
31.	Share Securities:	Not applicable
32.	ETI Securities:	Not applicable
33.	Debt Securities:	Not applicable



34.	Commodity Securities:			Not applicable	
35.	Inflation Index So	Inflation Index Securities:			
36.	Currency Securiti	ies:		Not applicable	
37.	Fund Securities:			Not applicable	
38.	Futures Securities	s:		Not applicable	
39.	Credit Securities:			Applicable	
Gener	al Terms relating t	to type of Credit Security			
(b)) Type of Credit Securities				
	(i)	Single Reference Entity Securities:	Credit	Applicable	
	(ii) Nth-to-Default Credit Securities:		Credit	Not applicable	
	(iii)	Zero Recovery Securities:	Credit	Not applicable	
	(iv)	Basket Credit Securities:		Not applicable	
	(v)	First-to-Default	Credit	Not applicable	



	Securities:	
(vi)	Tranched Credit Securities:	Not applicable
(vii)	Combination Credit Securities:	Not applicable
(viii)	Partially Protected Credit Securities:	Not applicable
(ix)	Hybrid Securities (Principal):	Not applicable
(x)	Transaction Type:	STANDARD EUROPEAN FINANCIAL CORPORATE
(xi)	Scheduled Settlement Date:	20 December 2034, subject to the Modified Following Business Day Convention
(xii)	Reference Entity(ies):	Intesa Sanpaolo S.p.A.
		Senior: Baa1 (Moody's), BBB (S&P), BBB (Fitch)
		Subordinated: Baa3 (Moody's), BB+ (S&P), BB+ (Fitch)
(xiii)	Reference Entity Notional Amount:	As specified in Annex 12 (Additional Terms and Conditions for Credit Securities)

Credit Linked Remuneration Only: Not applicable



(xiv) Reference Entity Weighting: Not applicable (xv) Reference Obligation(s): The obligation identified as follows: As specified in Annex 12 (Additional Terms and Conditions for Credit Securities) Primary obligor: Intesa Sanpaolo S.p.A. Guarantor of the Reference Obligation: Not applicable Maturity of the Reference Obligation: 23 April 2025 Coupon of the Reference Obligation: 2.855 per cent. per annum CUSIP/ISIN of the Reference Obligation: XS1222597905 Seniority Level: Subordinated Original issue amount of the Reference EUR 500,000,000 Obligation: (xvi) Standard Reference Obligation: Not applicable (xvii) Settlement Method: **Auction Settlement**



Standard Credit Unwind Costs: Applicable (xviii) Fallback Settlement Method: Cash Settlement For the purpose of determination of the Credit Event Cash Settlement Amount, item "B" used in the formula set forth in the definition of "Credit Event Cash Settlement Amount" means the Final Price as specified in Credit Security Condition 13 (Definitions). (xix) Settlement at Maturity: Not applicable USD (xx)Settlement Currency: (xxi) Merger Event: Credit Security Condition 2(d) Applicable Merger Event Settlement Date: The date designated as such by the Issuer in the Notice given to the Securityholder pursuant to Credit Security Condition 2(d). Merger Type: Reference Entity/Issuer Merger Credit Event Backstop Date: As per the Credit Security Conditions (xxii) (xxiii) Credit Observation Period End Applicable: Scheduled Settlement Date as adjusted

in accordance with the Modified Following

Business Day Convention

Date:



(xxiv)

Principal Protection Level:

(xxv) Non-Credit Linked Percentage: Not applicable Reference Notional Not applicable (xxvi) Entity Amount Credit Linked Percentage: (xxvii) CoCo Supplement: Not applicable (xxviii) Narrowly Tailored Credit Event Applicable Supplement: Sovereign No Asset Package Not applicable (xxix) **Delivery Supplement:** Not applicable (xxx)Additional Terms relating to Tranched Credit Securities: A Grace Period Extension: Applicable (xxxi) **Additional Provisions:** In respect of the Reference Entity set out under 39(xii) above, Grace Period Extension shall apply and the Grace Period shall be equal to 30 calendar days. Credit Events: As set out in the Physical Settlement

Not applicable



Matrix for the specified Transaction Type

(xxxii) Terms relating to Credit Linked

Not applicable

(xxxiii) LPN Reference Entities:

Remuneration:

Not applicable

(xxxiv) Hybrid Remuneration:

Not applicable

Not applicable

(xxxv) Additional Terms relating to

Remuneration

Securities:

Bonus

(xxxvi) Calculation of Remuneration

upon Credit Event:

Remuneration to Remuneration Payment Date.

(xxxvii) Additional Credit Securities

Disruption Events:

The following Additional Credit Securities

Disruption Events apply to the Securities

Change in Law, Hedging Disruption and Increased

Cost of Hedging

(xxxviii) Calculation and Settlement

Suspension:

Applicable

40. Underlying Interest Rate Securities: Not applicable

41. This section is intentionally left blank

42. Additional Disruption Events and Optional

Additional Disruption Events: Applicable (a)



43.

44.

Additional Disruption Events:	
	Change in Law/Hedging Disruption: Applicable
	(b) Optional Additional Disruption Events: Applicable
	The following Optional Additional Disruption Events apply to the Securities:
	Increased Cost of Hedging
	(c) Settlement:
	Delayed Settlement on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable
Knock-in Event:	Not applicable
Knock-out Event	Not applicable
PROVISIONS RELATING TO REMUNERATION	ON IN RESPECT OF CERTIFICATES

45.

Applicable (a) Remuneration: Coupon Switch: Not applicable

> (i) Remuneration Period(s): The period commencing on (and including) the



Remuneration Commencement Date to (but excluding) the first Remuneration Payment Date and each period commencing on (and including) a Remuneration Payment Date to (but excluding) the next following Remuneration Payment Date.

(ii) Remuneration Payment Date(s): Means:

20 March, 20 June, 20 September and 20 December each year commencing on and including 20 March 2025 up to and including 20 December 2034, as adjusted in accordance with the Business Day Convention

Remuneration Payment Date

20/03/2025

20/06/2025

20/09/2025

20/12/2025

20/03/2026

20/06/2026

20/09/2026

20/12/2026



20/03/2027 20/06/2027 20/09/2027 20/12/2027 20/03/2028 20/06/2028 20/09/2028 20/12/2028 20/03/2029 20/06/2029 20/09/2029 20/12/2029 20/03/2030 20/06/2030 20/09/2030

20/12/2030



20/03/2031 20/06/2031 20/09/2031 20/12/2031 20/03/2032 20/06/2032 20/09/2032 20/12/2032 20/03/2033 20/06/2033 20/09/2033 20/12/2033 20/03/2034 20/06/2034 20/09/2034

20/12/2034



Record Date(s): the second Business Day preceding the relevant Remuneration Payment Date.

(iii) Business Day Convention for All the dates are subject to the Modified Following Remuneration Payment Date(s): **Business Day Convention** (iv) responsible Not applicable Party for calculating the Remuneration Rate(s) and Remuneration Amount(s) (if not the Calculation Agent) Not applicable (v) Margin(s): Maximum Remuneration Rate: Not applicable (vi) (vii) Minimum Remuneration Rate: Not applicable Day Count Fraction: Actual/Actual (ICMA) (Unadjusted) (viii) (ix) Remuneration to Settlement: Not applicable (x) Remuneration Basis: Fixed Remuneration Amount Certificates (xi) Remuneration Rate: Not applicable (b) Fixed Rate Provisions: Applicable



(i) Remuneration Rate(s): Means:

i	Remuneration Payment Date	Remuneration Rate
1	20/03/2025	6.40 per cent. per annum
2	20/06/2025	6.40 per cent. per annum
3	20/09/2025	6.40 per cent. per annum
4	20/12/2025	6.40 per cent. per annum
5	20/03/2026	6.40 per cent. per annum
6	20/06/2026	6.40 per cent. per annum
7	20/09/2026	6.40 per cent. per annum
8	20/12/2026	6.40 per cent. per



annum

9	20/03/2027	6.40 per cent. per annum
10	20/06/2027	6.40 per cent. per annum
11	20/09/2027	6.40 per cent. per annum
12	20/12/2027	6.40 per cent. per annum
13	20/03/2028	6.40 per cent. per annum
14	20/06/2028	6.40 per cent. per annum
15	20/09/2028	6.40 per cent. per annum
16	20/12/2028	6.40 per cent. per annum
17	20/03/2029	6.40 per cent. per annum



18	20/06/2029	6.40 per cent. per annum
19	20/09/2029	6.40 per cent. per annum
20	20/12/2029	6.40 per cent. per annum
21	20/03/2030	6.40 per cent. per annum
22	20/06/2030	6.40 per cent. per annum
23	20/09/2030	6.40 per cent. per annum
24	20/12/2030	6.40 per cent. per annum
25	20/03/2031	6.40 per cent. per annum
26	20/06/2031	6.40 per cent. per annum



27	20/09/2031	6.40 per cent. per annum
28	20/12/2031	6.40 per cent. per annum
29	20/03/2032	6.40 per cent. per annum
30	20/06/2032	6.40 per cent. per annum
31	20/09/2032	6.40 per cent. per annum
32	20/12/2032	6.40 per cent. per annum
33	20/03/2033	6.40 per cent. per annum
34	20/06/2033	6.40 per cent. per annum
35	20/09/2033	6.40 per cent. per annum



					36	20/12/2033	6.40 per cent. per annum
					37	20/03/2034	6.40 per cent. per annum
					38	20/06/2034	6.40 per cent. per annum
					39	20/09/2034	6.40 per cent. per annum
					40	20/12/2034	6.40 per cent. per annum
	((ii)	Fixed Amount(s):	Remuneration	Not applical	ble	
	((iii)	Broken Amount(s):	USD 2.004,4	40	
(c)	Floating l	Rate Pro	visions:		Not applicab	ole	
(d)	Linked R	emunera	ntion Amount Cer	tificates:	Not applicab	ole	
(e)	Index Lin	iked Rer	nuneration Amou	nt Certificates:	Not applicab	le	
(f)	Share Lin	iked Rer	nuneration Amou	nt Certificates:	Not applicab	ole	



	(g)	ETI Linked Remuneration Amount Certificates:	Not applicable
	(h)	Debt Linked Remuneration Amount Certificates:	Not applicable
	(i)	Commodity Linked Remuneration Amount Certificates:	Not applicable
	(j)	Inflation Index Linked Remuneration Amount Certificates:	Not applicable
	(k)	Currency Linked Remuneration Amount Certificates:	Not applicable
	(1)	Fund Linked Remuneration Amount Certificates:	Not applicable
	(m)	Futures Linked Remuneration Amount Certificates:	Not applicable
	(n)	Underlying Interest Rate Linked Remuneration Amount Provisions:	Not applicable
46.		EXERCISE, VALUATION AND SETTLEMENT	
	(a)	Instalment Certificates:	The Certificates are not Instalment Certificates
	(b)	Issuer Call Option:	Not applicable
	(c)	Securityholders Put Option:	Not applicable



	(d)	Automatic Early Settlement:	Not applicable			
	(e)	Strike Date:	Not applicable			
	(f)	Strike Price:	Not applicable			
	(g)	Settlement Valuation Date:	Not applicable			
	(h)	Averaging:	Averaging does not apply to the Securities.			
	(i)	Observation Dates:	Not applicable			
	(j)	Observation Period:	Not applicable			
	(k)	Settlement Business Day:	Not applicable			
	(1)	Security Threshold on the Issue Date:	Not applicable			
PROVISIONS RELATING TO SECURITY						

The Securities are Unsecured Securities

Whether Securities are Secured Securities:

47.



RESPONSIBILITY

The Issuer accepts responsibility for the information set out in these Final Terms.



PART B – OTHER INFORMATION

1.	LISTIN	NG AND ADMISSION TO	
	(i)	Listing:	None
	(ii)	Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the 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.
			The Issuer reserves the right to make further applications for the Securities to be admitted to listing and/or trading on additional markets/trading venues.
			Mediobanca - Banca di Credito Finanziario S.p.A. will act as Liquidity Provider with reference to the Securities traded on EuroTLX.
2.	RATIN	IGS	

The Securities to be issued have not been rated.

Ratings:



3. NOTIFICATION

Not applicable

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

Mediobanca - Banca di Credito Finanziario S.p.A. ("Mediobanca") is the Issuer of the Securities and acts also as Calculation Agent and liquidity provider for the Securities. In its capacity as Calculation Agent, Mediobanca is responsible, among the others, for determining whether a Credit Event has occurred, making the consequent determinations. Mediobanca is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment.

Save as described above, so far as the Issuer is aware, no other person involved in the issue of the Securities has an interest material to the issue.

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

(i) Reasons for the offer: Not applicable

(ii) Estimated net proceeds: Not applicable

(iii) Estimated total expenses: Not applicable

MEDIOBANCA

6. **YIELD** 6.54 per cent.

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, the Broken Amount and the Remuneration Rate. It is not an indication of

future yield.

7. HISTORIC INTEREST RATES

Historic interest rates:

Not applicable

FURTHER INFORMATION PUBLISHED BY THE ISSUER 8.

Not applicable

9. INFORMATION RELATING TO THE UNDERLYING REFERENCE

> Intesa Sanpaolo S.p.A. attracts deposits and offers banking and financial services. The Bank offers consumer credit, asset management, internet banking, merchant banking, securities brokerage, factoring, and lease financing services, as well as manages mutual funds. Intesa Sanpaolo operates branches throughout Italy, and offices elsewhere in

Europe, Asia, and the United States.

Name: Intesa Sanpaolo S.p.A.

ISIN: IT0000072618

Address: Piazza San Carlo, 156 10121 Turin

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Country of incorporation: Italy

Industry in which the Reference Entity (or the obligor in respect of the Reference Obligation) operates: Banks

The name of the market in which its securities are admitted: Borsa Italiana S.p.A.

10. OPERATIONAL INFORMATION

Delivery:

ISIN:	XS2940278661
Common Code:	294027866
CFI:	DMMXXB
FISN:	MEDIOBANCA SPA/6.4 OTH DBT 20341220
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 against payment



Initial Paying Agents: BNP Paribas

Luxembourg Branch

60, avenue J.F Kennedy

L-1855 Luxembourg

Names and addresses of additional

Not applicable

Paying Agent(s) (if any):

11. DISTRIBUTION

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

(ii) Date of Subscription Not applicable Agreement:

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

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

Dealer:

(v) Non-exempt offer: Not applicable

(vi) Prohibition of Sales to EEA Not applicableRetail Investors:

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



(viii) Prohibition of Sales to Swiss Applicable private clients:

(ix) Swiss withdrawal right Not applicable pursuant to Article 63 para. 5
Fin SO:

12. TERMS AND CONDITIONS OF Not applicable THE OFFER

13. SECONDARY MARKET PRICE Applicable

Mediobanca - Banca di Credito Finanziario 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 Not applicable PROVISIONS

15. EU BENCHMARKS Not applicable REGULATION

