



**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 retail investors in the UK has been prepared and therefore 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 / 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 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 on primary and secondary markets and execution with appropriateness on the secondary market (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 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.*



MEDIOBANCA

**Final Terms**

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

**Legal entity identifier (LEI): PSNL19R2RXX5U3QWHI44**

**Issue of 59 Certificates "Constant Percentage Securities linked to 3-months EURIBOR interest rate due 10 December 2026"**

**commercially named**

**"Constant Percentage Securities linked to 3-months EURIBOR interest rate due 10 December 2026"**

**under the**

**Issuance Programme**

**SERIES NO: 1254**

**TRANCHE NO: 1**

**Issue Price: EUR 100,000 per Security**

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

The date of these Final Terms is 5 December 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 acting also as distributor ([www.mediobanca.com](http://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 | 1254   |



- |    |                              |               |
|----|------------------------------|---------------|
| 4. | Tranche Number:              | 1             |
| 5. | Issue Currency:              | Euro ("EUR")  |
| 6. | Notional Amount of Security: | EUR 100,000   |
|    | Aggregate Notional Amount    | EUR 5,900,000 |
| 7. | Issue Price per Security     | EUR 100,000   |
- The Issue Price per Security includes, per each Notional Amount of Security, the following fees and costs:
- distribution fee: 0.30 per cent with reference to 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:  | 22 November 2024 |
| 9.  | Issue Date and Remuneration<br>Commencement Date:        | 10 December 2024 |
| 10. | Date of approval for issuance of Securities<br>obtained: | 27 December 2023 |



- 11.** Consolidation: Not applicable
- 12.** Type of Securities:
- (a) Certificates
  - (b) The Securities are Underlying Interest Rate Securities
- The provisions of Annex 11 (Additional Terms and Conditions for Underlying Interest Rate Securities) shall apply.
- Unwind Costs: Applicable
- Standard Unwind Costs: Applicable
- 13.** Exercise Date: The Exercise Date is 7 December 2026 or, if any such day is not a Business Day, the immediately succeeding Business Day.
- 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 Centre for the purposes of the definition of "Business Day" in General Security Condition 3 is: T2 System
- 16.** Settlement: Settlement will be by way of cash payment (Cash Settled Securities).



17. Settlement Date: The Settlement Date for the Securities is 10 December 2026 as adjusted in accordance with the Modified Following Business Day Convention
18. Rounding Convention for Cash Settlement Amount: 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. Redenomination: Not applicable
- (a) Redenomination in National Currency: Not applicable
21. FX Settlement Disruption Event Determination: Not applicable
22. Cash Settlement: Applicable
- (i) Guaranteed Cash Settlement Amount: Not applicable
- (ii) Maximum Amount: Not applicable
- (iii) Minimum Amount: Not applicable
23. Final Payout

**MFP Payouts**

**Multiple Final Payout – Constant Percentage Securities:**

Multiple Final Payout – Constant Percentage Securities:



Notional Amount × Constant Percentage 1

Where:

“Constant Percentage 1” means 100%

	Payout Switch	Not applicable
	<ul style="list-style-type: none"><li>• Payout Switch Election</li></ul>	Not applicable
	<ul style="list-style-type: none"><li>• Automatic Payout Switch</li></ul>	Not applicable
	<ul style="list-style-type: none"><li>• Target Switch Payout:</li></ul>	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:	English law.

**PRODUCT 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 Securities: Not applicable
- 36. Currency Securities: Not applicable
- 37. Fund Securities: Not applicable
- 38. Futures Securities: Not applicable
- 39. Credit Securities: Not applicable
- 40. Underlying Interest Rate Securities: Applicable

	i	<b>Underlying Interest Determination Date</b>
(a) Underlying Interest Determination Date(s):	1	06/12/2024
	2	06/03/2025
	3	06/06/2025
	4	08/09/2025
	5	08/12/2025
	6	06/03/2026
	7	08/06/2026
	8	08/09/2026
(b) Manner in which the Underlying Interest Rate is to be determined:	Screen Rate Determination	



- (A) Screen Rate Determination: Applicable
  - (a) Underlying Reference Rate: EURIBOR
  - (b) Specified Duration: 3 months
  - (c) Specified Time: 11:00 am, Brussels time
  - (d) Observation Period: Not applicable
  - (e) Observation Shift Period: Not applicable
  - (f) D: Not applicable
  - (g) Relevant Screen Page: Reuters Screen “EURIBOR01”
  - (h) Relevant Currency: Not applicable
  - (i) Reference Banks: Not applicable
  - (j) Relevant Financial Centre: Not applicable
  - (k) Designated Maturity: Not applicable
- (B) ISDA Determination: Not applicable
- (c) Underlying Margin(s): Not applicable



(d) Minimum Underlying Reference Not applicable  
Rate:

(e) Maximum Underlying Reference Not applicable  
Rate:

41. This section is intentionally left blank

42. Additional Disruption Events and Optional (a) Additional Disruption Events: Applicable  
Additional Disruption Events:

(b) Optional Additional Disruption Events:  
Applicable

The following Optional Additional  
Disruption Events apply to the Securities:

Administrator/Benchmark Event

Increased Cost of Hedging

Insolvency Filing

Extraordinary External Event

Significant Alteration Event

(c) Settlement:

Delayed Settlement 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 REMUNERATION IN RESPECT OF CERTIFICATES

(a) Remuneration: Applicable

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 Means: Date(s):

With reference to **MFP Digital Coupon**

Remuneration Valuation Date	Remuneration Payment Date
06/12/2024	10/03/2025
06/03/2025	10/06/2025
06/06/2025	10/09/2025
08/09/2025	10/12/2025
08/12/2025	10/03/2026
06/03/2026	10/06/2026
08/06/2026	10/09/2026
08/09/2026	10/12/2026



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

- |        |   |   |
|--------|---|---|
| (iii)  | Business Day Convention for Remuneration Payment Date(s):   | All the dates are subject to the Modified Following Business Day Convention |
| (iv)   | Party responsible for calculating the Remuneration Rate(s) and Remuneration Amount(s) (if not the Calculation Agent): | Not applicable  |
| (v)    | Margin(s):  | +0.20 per cent per annum  |
| (vi)   | Maximum Remuneration Rate:  | Not applicable  |
| (vii)  | Minimum Remuneration Rate:  | 0 (zero) per cent per annum   |
| (viii) | Day Count Fraction:   | Actual/360 (Adjusted)   |
| (ix)   | Remuneration to Settlement:   | Not applicable  |
| (x)    | Remuneration Basis:   | Linked Remuneration Amount Certificates                                     |
| (xi)   | Remuneration Rate:  | Applicable  |

**MFP Digital Coupon applicable**

- (i) If the Digital Coupon Condition is satisfied in respect of MFP Coupon Valuation Date<sub>(i)</sub>:  
Rate 1<sub>(i)</sub>; or



(ii) if the Digital Coupon Condition is not satisfied in respect of MFP Coupon Valuation Date<sub>(i)</sub>:

Rate 2<sub>(i)</sub>;

Where:

**"Rate 1(i)"** means the sum of (i) the Underlying Reference Closing Price Value and (ii) the Margin;

**"Rate 2(i)"** means 0 (zero) per cent.;

**"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 0.50%;

**"DC Barrier Value"** means, in respect of the Underlying Reference and a MFP Valuation Date, the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date;

**"Underlying Reference"** means the Underlying Interest Rate as set out in item 40(b);

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

**"Underlying Reference Rate"** means Underlying Reference Rate which appears on the Relevant



Screen Page as of the Relevant Time on the relevant Underlying Interest Determination Date;

**"Relevant Screen Page"** means as set out in item in 40(b);

**"Relevant Time"** means the Specified Time;

**"Specified Time"** means as set out in item 40(b);

**"MFP Valuation Date"** means the relevant MFP Coupon Valuation Date;

**"MFP Coupon Valuation Date"** means the relevant Underlying Interest Determination Date;

**"Underlying Interest Determination Date"** means the relevant Valuation Date;

**"Valuation Date"** means the relevant Remuneration Valuation Date(s);

**"Remuneration Valuation Date(s)"** means as set out in item 45(a)(ii).

- |     |  |   |
|-----|--|---|
| (b) | Fixed Rate Provisions:                         | Not applicable  |
| (c) | Floating Rate Provisions                       | Not applicable  |
| (d) | Linked Remuneration Amount Certificates        | Applicable - see Underlying Interest Rate Linked Remuneration Amount Provisions below |
| (e) | Index Linked Remuneration Amount Certificates: | Not applicable  |



- |      |   |                                |
|------|---|--------------------------------|
| (f)  | Share Linked Remuneration Amount Certificates:                    | Not applicable                 |
| (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                 |
| (l)  | Fund Linked Remuneration Amount Certificates:                     | Not applicable                 |
| (m)  | Futures Linked Remuneration Amount Certificates:                  | Not applicable                 |
| (n)  | Underlying Interest Rate Linked Remuneration Amount Provisions    | Applicable                     |
| (i)  | Underlying Interest Determination Date(s):                        | As set out in item 40(a) above |
| (ii) | Manner in which the Underlying Interest Rate is to be determined: | As set out in item 40(b) above |



- (A) Screen Rate Applicable  
Determination:
- (a) Underlying As set out in item 40(b) above  
Reference Rate:
- (b) Specified As set out in item 40(b) above  
Duration:
- (c) Specified Time: As set out in item 40(b) above
- (d) Observation Not applicable  
Period:
- (e) Observation Not applicable  
Shift Period:
- (f) D: Not applicable
- (g) Relevant Screen As set out in item 40(b) above  
Page:
- (h) Relevant Not applicable  
Currency:
- (i) Reference Not applicable  
Banks:



- |       |                                       |                |
|-------|---------------------------------------|----------------|
| (j)   | Relevant<br>Financial<br>Centre:      | Not applicable |
| (k)   | Designated<br>Maturity:               | Not applicable |
| (B)   | ISDA<br>Determination:                | Not applicable |
| (iii) | Underlying Margin(s):                 | Not applicable |
| (iv)  | Rate Multiplier (s):                  | Not applicable |
| (v)   | Reference Rate Multiplier:            | Not applicable |
| (vi)  | Minimum Underlying<br>Reference Rate: | Not applicable |
| (vii) | Maximum Underlying<br>Reference Rate: | 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:            | 08 September 2026                           |
| (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                              |
| (l) | Security Threshold on the Issue Date: | Not applicable                              |

#### **PROVISIONS RELATING TO SECURITY**

47. Whether Securities are Secured Securities: The Securities are Unsecured Securities



MEDIOBANCA

## **RESPONSIBILITY**

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



**PART B – OTHER INFORMATION**

**1. LISTING AND ADMISSION TO TRADING**

- (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. RATINGS**

Ratings: The Securities to be issued have not been rated.

**3. NOTIFICATION**

Not applicable

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

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 the Cash Settlement Amount. 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 issuer of the Securities has an interest material to the issuer.

**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

**6. YIELD** Not applicable

**7. HISTORIC INTEREST RATES**

Historic interest rates: Details of historic EURIBOR can be obtained from Reuters.

**8. FURTHER INFORMATION PUBLISHED BY THE ISSUER**

The Issuer does not intend to provide any further information on the past and future performance and/or volatility of the Underlying Reference.

**9. INFORMATION RELATING TO THE UNDERLYING REFERENCE**

Information on the past and future performance of the Underlying Reference and its volatility can be obtained from Bloomberg (Bloomberg page: EUR003M Index)

**10. OPERATIONAL INFORMATION**

ISIN: XS2951350342

Common Code: 295135034

CFI: DMMXXB

FISN: MEDIOBANCA SPA/ZERO CPN OTH DBT

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



Initial Paying Agents: BNP Paribas  
Luxembourg Branch  
60, avenue J.F Kennedy  
L-1855 Luxembourg

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.
- (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: Not applicable
- (vi) Prohibition of Sales to EEA Retail Investors: Not applicable
- (vii) Prohibition of Sales to UK Retail Investors: Applicable
- (viii) Prohibition of Sales to Swiss private clients: Applicable
- (ix) Swiss withdrawal right pursuant to Article 63 para. 5 Fin SO: Not applicable

**12. TERMS AND CONDITIONS OF THE OFFER** Not applicable

**13. SECONDARY MARKET PRICING** 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 PROVISIONS** Not applicable

**15. EU BENCHMARKS REGULATION**

**Benchmarks:**

Amounts payable under the Securities will be determined by reference to EURIBOR which is provided by the European Money Markets Institute (“**EMMI**”).

As at the date of these Final Terms, EMMI 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 “**EU BMR**”).



*This summary of the specific issue has been prepared in connection with the issue of the Securities described below for courtesy purposes only. Pursuant to the applicable laws and regulations on securities prospectuses, the Issuer is under no obligation to (i) produce or deliver this summary of the specific issue to potential investors nor (ii) file with, or notify to, any competent authority this summary of the specific issue. Potential investors shall carefully read the pricing supplement and the Base Prospectus, including all the documents incorporated by reference therein, in order to obtain a complete set of information on the Issuer and the Securities.*

**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 Securities 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 Securities.

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

***The Securities:*** Issue of 59 Certificates "Constant Percentage Securities linked to 3-months EURIBOR interest rate due 10 December 2026" (ISIN: XS2951350342)

***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 at the following website: [www.mediobanca.com](http://www.mediobanca.com) or via phone at the following telephone number: +39 02 8829 1.

***The Authorised Offeror(s):*** Not applicable

***Competent authority:*** The Base Prospectus was approved on 6 June 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 Securities?**

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

<sup>(1)</sup> BlackRock Inc. (NY) through fifteen asset management subsidiaries (form 120 B of 6 August 2020), of which 0.69% potential holding and 0.13% other long positions with cash settlement.

***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 (Director), Marco Giorgino (Director), Valérie Hortefeux (Director), Maximo Ibarra (Director), Sandro Panizza (Director), Laura Penna (Director), Vittorio Pignatti-Morano (Director), Sabrina Pucci (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>	<b>30.06.24</b>	<b>30.06.23</b>
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>	<b>30.06.24</b>	<b>30.06.23</b>
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 SECURITIES**

**What are the main features of the Securities?**

*Type, class and security identification number*



The Securities are Certificates. The ISIN is: XS2951350342. The Common Code is: 295135034. The CFI is: DMMXXB. The FISN is: MEDIOBANCA SPA/ZERO CPN OTH DBT. The Series Number of the Securities is 1254. The Tranche number is 1. The Securities are governed by English Law. The Securities are cash settled Securities.

***Currency, calculation amount, aggregate notional amount and settlement date of the Securities***

Subject to compliance with all relevant laws, regulations and directives, the Securities are issued in EUR.

The issue price per the Security is EUR 100,000 (the "**Issue Price**"). The calculation amount is EUR 100,000. The aggregate notional amount of the Securities to be issued is EUR 5,900,000.

Settlement Date: 10 December 2026. This is the date on which the Securities are scheduled to be settled, subject to an early settlement of the Securities and adjustments in accordance with the applicable Terms and Conditions.

***Rights attached to the Securities***

The product offers the total protection of the Notional Amount per Security. This product is linked to the performance of the Underlying and is designed to correspond, to the occurrence of certain conditions: i) at maturity date, a cash settlement amount equal to 100 per cent. of the Notional Amount per Security and, ii) on specific dates, a conditional remuneration. In particular, on the Settlement Date, the investor will receive a cash settlement amount equal to 100 per cent. of the Notional Amount per Security.

The product pays, in addition, a conditional remuneration on the relevant Conditional Remuneration Payment Dates, to be determined as follows:

- if the Final Reference Level of the Underlying is greater than or equal to the Barrier Level on the relevant Conditional Remuneration Valuation Date, the product pays an amount equal to the Final Reference Level, augmented by a Margin, of the Underlying on the relevant Conditional Remuneration Valuation Date multiplied by the Day Count Fraction on the basis of the Remuneration Period;
- if the Final Reference Level of the Underlying is less than or equal to the Barrier Level, the product pays an amount equal to 0 (zero) per cent. No remuneration is paid to the investor;

Notional Amount and Issue Price per Security: EUR 100,000

Issue Date: 10/12/2024

Maturity Date: 10/12/2026

Underlying: 3-months EURIBOR

Settlement Date: 10/12/2026

Final Reference Level: closing value of the Underlying on the Settlement Valuation Date and on the relevant Conditional Remuneration Valuation Date

Settlement Valuation Date: 08/09/2026

Barrier Level: 0.50%

Conditional Remuneration Valuation Date: quarterly observation starting from 06/12/2024 (included) to 08/09/2026 (included)

Conditional Remuneration Payment Dates: quarterly starting from 10/03/2025 (included) to 10/12/2026 (included). The last payment date is equal to the Settlement Date.

Margin: 0.20 per cent per annum

Day Count Fraction: Actual/360 (Adjusted)

Remuneration Period: 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.

Trading Market: Multilateral Trading System – EuroTLX

Record Date: the second business day preceding the relevant Conditional Remuneration Payment Date.

Calculation Agent: Mediobanca – Banca di Credito Finanziario S.p.A.

***Payments in respect of Securities in global form:*** All payments in respect of Securities represented by a Global Security will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Securities, surrender of that Global Security to or to the order of the Fiscal Agent or such other Paying Agent as shall have been notified to the Securityholders for such purpose. A record of each payment so made will be endorsed on each Global Security, which endorsement will be *prima facie* evidence that such payment has been made in respect of the Securities.

***Payments in respect of Securities in definitive form:*** All payments in respect of the Securities in definitive form shall be made against presentation and surrender of the relevant Securities 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 Securities or that any arrangements made to hedge the Issuer's obligations under the Securities 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 Securities by giving notice to Securityholders.

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

**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 Securityholders, substitute Mediobanca International, or any other third party entity as Issuer in place of Mediobanca.

**Seniority of the Securities:** The Securities are issued by the relevant Issuer on an unsubordinated basis. The Securities 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 Securities acknowledges, accepts, consents and agrees, by its acquisition of the Securities, to be bound by the exercise of, any bail-in power by the relevant resolution authority in respect of the Securities. 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 Securities.

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

#### Where will the Securities be traded?

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.

#### What are the key risks that are specific to the Securities?

The Securities are subject to the following key risks:

##### General

- The Securities may not be a suitable investment for all investors. An investment in the Securities, which are linked to the Underlying References, may entail significant risks not associated with investments in conventional securities such as debt or equity securities. Set out below is a description of the most common risks.

##### Risks related to the structure of a specific issue of Securities

- The Securities involve a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks. Certain general risk factors related to the Securities referencing an Underlying Reference, including that the market price of the Securities 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 Securities; that the Underlying References may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other securities 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 Securities are of limited maturity and, unlike direct investments in an interest rate, investors are not able to hold Securities 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 Securities on a stock exchange or a trading venue. If the Securities are listed or admitted to trading on any stock exchange or trading venue, there can be no assurance that at a later date, the Securities 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 Securities. 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 Securities, the secondary market for such Securities may be limited.
- The Terms and Conditions of the Securities are based on English law in effect as at the date of the Base Prospectus, except for the status provisions applicable to the Securities and the contractual recognition of bail-in powers provisions, and any non contractual obligations arising out of or in connection with such provisions, which shall be governed by, and construed in accordance with, Italian law. No assurance can be given as to the impact of any possible judicial decision or change to English law or administrative practice after the date of the Base Prospectus.
- The occurrence of an Administrator/Benchmark Event may lead to early settlement or adjustment of the Securities, which may include selecting one or more successor benchmarks and making related adjustments to the Securities, including, if applicable to reflect increased costs. An Administrator/Benchmark Event may arise if any of the following circumstances occurs or will occur: (1) a benchmark is materially changed or permanently cancelled, or (2) (i) the relevant authorisation, registration, recognition, endorsement, equivalence decision or approval in respect of the benchmark or the administrator or



sponsor of the benchmark is not obtained, (ii) an application for authorisation, registration, recognition, endorsement, equivalence decision, approval or inclusion in any official register is rejected or (iii) any authorisation, registration, recognition, endorsement, equivalence decision or approval is suspended or inclusion in any official register is withdrawn.

**Considerations Associated with specific types of Securities**

- Risks associated with Multiple Final Payout – Constant Percentage Securities -Investors receive a fixed return on the Securities. This payout provides investors with total capital protection.

**Risks relating to Underlying Reference Asset(s)**

- In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference (including Hybrid Securities) and an investment in such Securities will entail significant risks not associated with an investment in a conventional debt security.
- The occurrence of an additional disruption event or optional additional disruption event may lead to an adjustment to the Securities early settlement or may result in the amount payable on scheduled settlement being different from the amount expected to be paid at scheduled settlement and consequently the occurrence of an additional disruption event and/or optional additional disruption event may have an adverse effect on the value or liquidity of the Securities.
- In case of remuneration payable on linked remuneration amount Certificates, investors should be aware that: the market price of such Securities may be volatile, they may receive no remuneration, Underlying Reference may be subject to significant fluctuations, the timing of changes in an Underlying Reference may affect the actual yield to investors, remuneration may only be payable and/or calculated in respect of certain specified days and/or periods on or during which the Underlying Reference or its value equals, exceeds and/or is less than certain specified thresholds.

<b>KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET</b>
<b>Under which conditions and timetable can I invest in the Securities?</b>
<b>Terms and conditions of the offer:</b> Not applicable The Global Securities will be delivered to the relevant clearing system no later than on the Issue Date.
<b>Estimated expenses or taxes charged to investor by issuer</b> Not applicable - No expenses will be specifically charged to the investors who purchase Securities by the Issuer.
<b>Who is the offeror and/or the person asking for admission to trading?</b>
The Issuer is the entity requesting for the admission to trading of the Securities
<b>Why is the Prospectus being produced?</b>
<b>Use and estimated net amount of proceeds</b> Not applicable
<b>Underwriting agreement on a firm commitment basis:</b> Not Applicable
<b>Description of the most material conflicts of interest pertaining to the offer or the admission to trading</b> The following constitute material interests with respect to the issue of Securities: 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 the Cash Settlement Amount. 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.