

**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



**Final Terms**

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

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

**Issue of 2,000 Certificates "Knock-In Reverse Convertible Securities linked to Medtronic PLC Shares  
due 20 January 2027"**

**commercially named**

**"BG PHOENIX MEMORY STEP DOWN"**

**under the**

**Issuance Programme**

**SERIES NO: 1286**

**TRANCHE NO: 1**

**Issue Price: EUR 1,000 per Security**

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

**The date of these Final Terms is 17 January 2025**



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](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:

<b>1.</b>	Issuer:	Mediobanca - Banca di Credito Finanziario S.p.A.
<b>2.</b>	Guarantor:	Not applicable
<b>3.</b>	Series Number:	1286
<b>4.</b>	Tranche Number:	1
<b>5.</b>	Issue Currency:	Euro (" <b>EUR</b> ")
<b>6.</b>	Notional Amount of Security:	EUR 1,000
	Aggregate Notional Amount	EUR 2,000,000
<b>7.</b>	Issue Price per Security	EUR 1,000

The Issue Price per Security includes, per each Notional Amount of Security, the following fees and costs:

- distribution fee: 1.00 per cent to be calculated with reference to the Aggregate Notional Amount effectively placed of EUR 1,000,000

The total costs (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

- |            |   |  |
|------------|---|--|
| <b>8.</b>  | Trade Date:   | 7 January 2025   |
| <b>9.</b>  | Issue Date:   | 23 January 2025  |
| <b>10.</b> | Date of approval for issuance of Securities obtained: | 25 November 2024   |
| <b>11.</b> | Consolidation:  | Not applicable   |
| <b>12.</b> | Type of Securities:                                   | <div style="margin-left: 20px;">(a) Certificates</div> <div style="margin-left: 20px;">(b) The Securities are Share Securities</div> |

The provisions of Annex 3 (Additional Terms and Conditions for Share Securities) shall apply.

Unwind Costs: Applicable

Standard Unwind Costs: Applicable



- 13. Exercise Date:** The Exercise Date is 13 January 2027 or, if 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: TARGET System
- 16. Settlement:** Settlement will be by way of cash payment (Cash Settled Securities) or physical delivery (Physical Delivery Securities).
- Alternative Physical Settlement: Applicable
- 17. Settlement Date:** The Settlement Date for the Securities is 20 January 2027 as adjusted in accordance with the 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
<b>20.</b>	Redenomination:	Not applicable
	(a) Redenomination in National Currency:	Not applicable
<b>21.</b>	FX Settlement Disruption Event Determination:	Not applicable
<b>22.</b>	Cash Settlement:	Applicable
	(i) Guaranteed Cash Settlement:	Not applicable
	(ii) Maximum Amount:	Not applicable
	(iii) Minimum Amount:	Not applicable
<b>23.</b>	Final Payout	<b>Multiple Final Payout - Reverse Convertible Securities</b>
	MFP Payouts	Multiple Final Payout - KI - Reverse Convertible Securities
		(A) if no Knock-in Event has occurred:
		Notional Amount × Constant Percentage 1; or



(B) if a Knock-in Event has occurred:

Notional Amount x Max (Constant Percentage 2 +  
Gearing x Option; Floor Percentage)

provided that if the provisions of sub-paragraph (B) of this Formula apply and considering that Physical Delivery Option 2 is specified as applicable in these Final Terms, no Cash Settlement Amount will be payable and Physical Delivery will apply. In such a case, the Issuer will deliver the Entitlement Amount and the residual amount (if any) as provided in item 24 below.

Where:

**"Constant Percentage 1"** means 100%

**"Constant Percentage 2"** means 100%

**"Gearing"** means -1

**"Option"** means Put

**"Put"** means Max (Strike Percentage - Final Settlement Value; Constant Percentage 3)





**"Strike Percentage"** means 100%

**"Constant Percentage 3"** means 0%

**"Floor Percentage"** means 0%

**"Final Settlement 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 Share as set out in item 31(a);

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

**"Closing Price"** means the official closing price of the Underlying Reference on such day as determined by the Calculation Agent, subject to certain adjustments.

**"MFP Valuation Date"** means MFP Settlement Valuation Date;



**"MFP Settlement Valuation Date"** means the Valuation Date;

**"Valuation Date"** means the Settlement Valuation Date;

**"Strike Price Closing Value"**: Applicable

**"Underlying Reference Strike Price"** means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date (i.e. USD 81.79);

In respect of the Strike Date:

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

Where:

**"MFP Valuation Date"** means the Strike Date;

Payout Switch:

Not applicable

- Payout Switch Election:

Not applicable

- Automatic Payout Switch:

Not applicable



- Target Switch Payout: Not applicable

## 24. Entitlement

Applicable

Physical Delivery Option 2

MFP Entitlement amounts: Applicable

- (a) The Entitlement Amount in relation to each Security is:

Delivery of the Underlying: Applicable

$$\text{NA} \times \text{Settlement Payout} / (\text{Underlying Reference Closing Price Value} \times \text{FX}(i))$$

Where:

**“Settlement Payout”** means the Multiple Final Payout – KI – Reverse Convertible Securities (included in item 23 above) in case the provisions of sub-paragraph (B) of the such Formula apply, before being multiplied by the applicable Notional Amount;

**“Underlying Reference Closing Price Value”** means the Underlying Reference Closing Price Value on the relevant MFP Valuation Date (i.e. the Closing Price of the Underlying Reference in respect of such day);



**“Underlying Reference”** means the Share as set out in item 31(a);

**“Closing Price”** means the official closing price of the Underlying Reference on such day as determined by the Calculation Agent, subject to certain adjustments;

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

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

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

**"Strike Price Closing Value"**: Applicable;

**"Underlying Reference Strike Price"** means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date (i.e. USD 81,79);

In respect of the Strike Date:

**“Underlying Reference Closing Price Value”**



means in respect of the MFP Valuation Date, the Closing Price in respect of such day;

Where

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

**“FX(i)”** is the Underlying Reference FX Level on the relevant MFP Valuation Date or if that is not a Business Day the immediately succeeding Business Day;

**“Underlying Reference FX Level”** means, in respect of the Underlying Reference and a day, the rate of exchange between the currencies (including any rates of exchange pursuant to which the relevant rate of exchange is derived) and determined by the source Bloomberg FX Fixings “BFIX” at 18.00 CET.

#### **Rounding and Residual Amount**

The Entitlement Amount will be rounded down to the nearest unit of each Relevant Asset capable of being delivered and in lieu thereof the Issuer will pay an amount equal to:

$$NA \times \text{Settlement Payout} - \sum_{k=1}^K \text{Number (k,i)} * FX_{(k,i)} * \text{Underlying Reference Closing Price Value}_{(k,i)}$$

**“Settlement Payout”** means the Multiple Final Payout – KI – Reverse Convertible Securities (included in item 23 above) in case the provisions of



sub-paragraph (B) of the such Formula apply, before being multiplied by the applicable Notional Amount;

**“Number(k,i)”** is equal to the Entitlement Amount for the relevant Underlying Reference(k) and MFP Valuation Date(i);

**“Underlying Reference Closing Price Value(k,i)”** means the Underlying Reference Closing Price Value(i) on the relevant MFP Valuation Date(i) in respect of the relevant Underlying Reference(k);

**“Underlying Reference Closing Price Value(i)”** means the Underlying Reference Closing Price Value;

**“Underlying Reference Closing Price Value”** means the Underlying Reference Closing Price Value on the relevant MFP Valuation Date (i.e. the Closing Price of the Underlying Reference in respect of such day);

**“Closing Price”** means the official closing price of the Underlying Reference on such day as determined by the Calculation Agent, subject to certain adjustments;

**“Underlying Reference(k)”** means the Underlying Reference;

**“Underlying Reference”** means the Share as set out in item 31(a);



**“MFP Valuation Date(i)”** means the Settlement Valuation Date

**FX(k,i)”** is the relevant Underlying Reference FX Level on the relevant MFP Valuation Date or if that is not a Business Day immediately succeeding Business Day

**“Underlying Reference FX Level”** means, in respect of the Underlying Reference and a day, the rate of exchange between the currencies (including any rates of exchange pursuant to which the relevant rate of exchange is derived) and determined by the source Bloomberg FX Fixings “BFIX” at 18.00 CET

- (b) Relevant Asset(s): the relevant asset to which the Securities relate is as set out in item 31(a).
- (c) Entitlement Units: Not applicable
- (d) Entitlement Multiplier: Not applicable
- (e) The Entitlement will be evidenced by delivery of the Entitlement to the securities account with the clearing system in accordance with the Alternative Physical Settlement provisions.
- (f) The Entitlement will be delivered according to letter (g) below

- (g) The manner in which the Issuer will deliver the relevant Entitlement and pay the cash adjustment and the dividends, if any, due to Securityholder is detailed below:

The Entitlement will be delivered, and any relevant cash adjustments will be made, in accordance with the settlement procedures of the Clearing System(s).

25. Exchange Rate:

Not applicable

26. Settlement Currency:

The settlement currency for the Cash Settlement Amount or, as the case may be, the payment of the Settlement Disruption 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 Enrico 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:**

Applicable

(a)	Share(s)/Share Company/Basket Company/GDR/ADR:	<b>k</b>	<b>Share</b>	<b>Bloomberg Code</b>
		1	Medtronic PLC	MDT UN Equity
(b)	Relative Performance Basket:	Not applicable		
(c)	Share Currency:	<b>k</b>	<b>Share</b>	<b>Currency</b>
		1	Medtronic PLC	USD
(d)	ISIN of Share(s):	<b>k</b>	<b>Share</b>	<b>ISIN</b>
		1	Medtronic PLC	IE00BTN1Y115
(e)	Exchange(s):	<b>k</b>	<b>Share</b>	<b>Exchange</b>
		1	Medtronic PLC	New York Stock Exchange
(f)	Related Exchange(s):	<b>k</b>	<b>Share</b>	<b>Related Exchange(s)</b>
		1	Medtronic PLC	All Exchanges
(g)	Exchange Business Day:	Single Share Basis		
(h)	Scheduled Trading Day:	Single Share Basis		
(i)	Weighting:	Not applicable		
(j)	Settlement Price:	Official closing price		
(k)	Closing Price:	Official closing price		
(l)	Specified Maximum Days of	3 (three) Scheduled Trading Days		



Disruption:

(m)	Valuation Time:	Scheduled Closing Time as defined in General Security Condition 3
(n)	Settlement on Occurrence of an Extraordinary Event:	Delayed Settlement on Occurrence of an Extraordinary Event: Not applicable.
(o)	Share Correction Period:	As per Share Security Condition 1
(p)	Dividend Payment:	Not applicable
(q)	Listing Change:	Applicable
(r)	Listing Suspension:	Applicable
(s)	Illiquidity:	Not applicable
(t)	Tender Offer:	Applicable
(u)	CSR Event:	Not applicable
(v)	Hedging Liquidity Event:	Applicable
		As per Share Security Condition 5.3
(w)	Dividend Protection	Not applicable
<b>32.</b>	<b>ETI Securities:</b>	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: Not applicable

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:

Increased Cost of Hedging



Insolvency Filing

Extraordinary External Event

Jurisdiction Event

Significant Alteration Event

Failure to deliver due to Illiquidity

(c) Settlement:

Delayed Settlement on Occurrence of an Additional  
Disruption Event and/or Optional Additional  
Disruption Event: Not applicable

**43.** Knock-in Event:

Applicable

If the Knock-in Value is less than the Knock-in Level  
on the Knock-in Determination Day

(a) Knock-in Valuation

Applicable

**“Knock-in 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 Share as set out in item 31(a)

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

**“Closing Price”** means the official closing price of the Underlying Reference on such day as determined by the Calculation Agent, subject to certain adjustments;

**“MFP Valuation Date”** means the Knock-in Determination Day

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

**“Underlying Reference Strike Price”** means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date (i.e. USD 81,79);

In respect of the Strike Date:

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



in respect of such day;

Where

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

(b)	FX Knock-in Valuation:	Not applicable
(c)	Level:	Not applicable
(d)	Knock-in Level/Knock-in Range Level:	65%
(e)	Knock-in Period Beginning Date:	Not applicable
(f)	Knock-in Period Beginning Date Day Convention:	Not applicable
(g)	Knock-in Determination Period:	Not applicable
(h)	Knock-in Determination Day(s):	13 January 2027
(i)	Knock-in Period Ending Dates:	Not applicable
(j)	Knock-in Period Ending Date Day Convention:	Not applicable
(k)	Knock-in Valuation Time:	Not applicable

(l) Knock-in Observation Price Source: Not applicable

(m) Disruption Consequences: 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): Not applicable

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

With reference to **Fixed Remuneration**

**Remuneration**

**Payment Date**

20/02/2025

20/03/2025

23/04/2025

20/05/2025

20/06/2025

21/07/2025

With reference to **MFP Memory Snowball Digital**

### Coupon

Remuneration Valuation Date	Remuneration Payment Date
13/08/2025	21/08/2025
15/09/2025	22/09/2025
13/10/2025	20/10/2025
13/11/2025	20/11/2025
15/12/2025	22/12/2025
13/01/2026	20/01/2026
13/02/2026	20/02/2026
13/03/2026	20/03/2026
13/04/2026	20/04/2026
13/05/2026	20/05/2026
15/06/2026	22/06/2026
13/07/2026	20/07/2026
13/08/2026	20/08/2026
14/09/2026	21/09/2026
13/10/2026	20/10/2026
13/11/2026	20/11/2026
14/12/2026	21/12/2026
13/01/2027	20/01/2027

**Record Date(s):** 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 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):	Not applicable
(vi)	Maximum Remuneration Rate:	Not applicable
(vii)	Minimum Remuneration Rate:	Not applicable
(viii)	Day Count Fraction:	Not applicable
(ix)	Remuneration to Settlement:	Not applicable
(x)	Remuneration Basis:	Fixed Remuneration Amount Certificates for the Remuneration Payment Dates specified under item 45(a)(ii) above with reference to Fixed Remuneration Linked Remuneration Amount Certificates for the Remuneration Payment Dates specified under item 45(a)(ii) above with reference to MFP Memory Snowball Digital Coupon
(xi)	Remuneration Rate:	Applicable

### **MFP Memory Snowball Digital Coupon applicable**

- (i) If the MFP Memory Snowball Digital Coupon Condition is satisfied in respect of MFP Coupon Valuation Date(i):  
Rate 1(i) + Sum Rate(i)

Where:

“Rate 1(i)” means:

<b>i</b>	<b>Remuneration Valuation Date</b>	<b>Rate 1</b>
1	13/08/2025	0.345%
2	15/09/2025	0.345%
3	13/10/2025	0.345%
4	13/11/2025	0.345%
5	15/12/2025	0.345%
6	13/01/2026	0.345%
7	13/02/2026	0.345%
8	13/03/2026	0.345%
9	13/04/2026	0.345%
10	13/05/2026	0.345%
11	15/06/2026	0.345%
12	13/07/2026	0.345%
13	13/08/2026	0.345%
14	14/09/2026	0.345%
15	13/10/2026	0.345%

16	13/11/2026	0.345%
17	14/12/2026	0.345%
18	13/01/2027	0.345%

“**Sum Rate(i)**” means the sum of Rate 1(i) for each MFP Coupon Valuation Date, as applicable, in the period from (but excluding) the last occurring MFP Memory Snowball Date (or if none the Issue Date) to (but excluding) the relevant MFP Coupon Valuation Date; or

- (ii) if the MFP Memory Snowball Digital Coupon Condition is not satisfied in respect of MFP Coupon Valuation Date(s):

Rate 2(i),

where:

**"Rate 2(i)"** means

<b>i</b>	<b>Remuneration Valuation Date</b>	<b>Rate 2</b>
1	13/08/2025	0%
2	15/09/2025	0%
3	13/10/2025	0%
4	13/11/2025	0%
5	15/12/2025	0%
6	13/01/2026	0%
7	13/02/2026	0%

8	13/03/2026	0%
9	13/04/2026	0%
10	13/05/2026	0%
11	15/06/2026	0%
12	13/07/2026	0%
13	13/08/2026	0%
14	14/09/2026	0%
15	13/10/2026	0%
16	13/11/2026	0%
17	14/12/2026	0%
18	13/01/2027	0%

**“MFP Memory Snowball Date”** means each date on which the relevant MFP Memory Snowball Digital Coupon Condition is satisfied

**“i”** means the relevant MFP Coupon Valuation Dates;

**“MFP Memory Snowball Digital Coupon Condition”** means that the Snowball Barrier Value for the relevant MFP Coupon Valuation Date is equal to or greater than the Snowball Level;

**“Snowball Level”** means

<b>i</b>	<b>Remuneration Valuation Date</b>	<b>Snowball Level</b>
1	13/08/2025	65%
2	15/09/2025	65%
3	13/10/2025	65%



4	13/11/2025	65%
5	15/12/2025	65%
6	13/01/2026	65%
7	13/02/2026	65%
8	13/03/2026	65%
9	13/04/2026	65%
10	13/05/2026	65%
11	15/06/2026	65%
12	13/07/2026	65%
13	13/08/2026	65%
14	14/09/2026	65%
15	13/10/2026	65%
16	13/11/2026	65%
17	14/12/2026	65%
18	13/01/2027	65%

**"Snowball 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"** means the Share as set out in item 31(a)

**"Underlying Reference Closing Price Value"**



means in respect of a MFP Valuation Date, the Closing Price in respect of such day;

**“Closing Price”** means the official closing price of the Underlying Reference on such day as determined by the Calculation Agent, subject to certain adjustments;

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

**“MFP Coupon Valuation Date”** means the relevant Settlement Price Date;

**“Settlement Price 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(f)(vii)

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

**“Underlying Reference Strike Price”** means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date (i.e.USD 81,79);

In respect of the Strike Date:

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

Where

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

(b) Fixed Rate Provisions: Applicable

(i) Remuneration Rate(s): Not applicable

(ii) Fixed Remuneration Means:  
Amount(s):

i	Remuneration Payment Date	Fixed Remuneration Amount
1	20/02/2025	0.345% x Notional Amount
2	20/03/2025	0.345% x Notional Amount
3	23/04/2025	0.345% x Notional Amount
4	20/05/2025	0.345% x Notional Amount
5	20/06/2025	0.345% x Notional Amount
6	21/07/2025	0.345% x Notional Amount



(iii)	Broken Amount(s):	Not applicable
(c)	Floating Rate Provisions:	Not applicable
(d)	Linked Remuneration Amount Certificates:	Applicable - see Share Linked Remuneration Amount Certificates below
(e)	Index Linked Remuneration Amount Certificates:	Not applicable
(f)	Share Linked Remuneration Amount Certificates:	Applicable
(i)	Share(s)/Share Company/Basket Company/GDR/ADR:	As set out in item 31(a) above
(ii)	Relative Performance Basket:	Not applicable
(iii)	Share Currency:	As set out in item 31(c) above
(iv)	ISIN of Share(s):	As set out in item 31(d) above
(v)	Averaging:	Averaging does not apply to Securities
(vi)	Remuneration Valuation Time:	As set out in item 31(m) above



(vii) Remuneration Valuation Means:  
Date(s):

With reference to **MFP Memory Snowball Digital Coupon**

<b>i</b>	<b>Remuneration Valuation Date</b>
1	13/08/2025
2	15/09/2025
3	13/10/2025
4	13/11/2025
5	15/12/2025
6	13/01/2026
7	13/02/2026
8	13/03/2026
9	13/04/2026
10	13/05/2026
11	15/06/2026
12	13/07/2026
13	13/08/2026
14	14/09/2026
15	13/10/2026
16	13/11/2026
17	14/12/2026
18	13/01/2027

(viii) Observation Dates: Not applicable



(ix)	Observation Period:	Not applicable
(x)	Specified Maximum Days of Disruption:	As set out in item 31(l) above
(xi)	Exchange(s):	As set out in item 31(e) above
(xii)	Related Exchange(s):	As set out in item 31(f) above
(xiii)	Exchange Business Day:	Single Share Basis
(xiv)	Scheduled Trading Day:	Single Share Basis
(xv)	Settlement Price:	Official closing price
(xvi)	Closing Price:	Official closing price
(xvii)	Weighting:	Not applicable
(xviii)	Settlement on Occurrence of an Extraordinary Event:	Delayed Settlement on Occurrence of an Extraordinary Event: Not applicable.
(xix)	Share Correction Period:	As per Share Security Condition 1
(xx)	Dividend Payment:	Not applicable
(xxi)	Listing Change:	Applicable



(xxii)	Listing Suspension:	Applicable
(xxiii)	Illiquidity:	Not applicable
(xxiv)	Tender Offer:	Applicable
(xxv)	CSR Event:	Not applicable
(xxvi)	Hedging Liquidity Event:	Applicable
		Maximum Hedging Liquidity Level: As per Share Security Condition 5.3
(xxvii)	Dividend Protection	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	Not applicable

Amount Certificates:

(l) 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: Applicable

(i) Automatic Early Settlement Event: **Single Standard Automatic Early Settlement**

If on any Automatic Early Settlement Valuation Date, the MFP AES Value is equal to or greater than the Automatic Early Settlement Level

(ii) Automatic Early Settlement Payout: **MFP Automatic Early Settlement Payout**

$NA \times (AES \text{ Settlement Percentage} + AES \text{ Exit Rate})$

Where:

**“AES Settlement Percentage”** means

<b>i</b>	<b>Automatic Early Settlement Valuation Date</b>	<b>AES Settlement Percentage</b>
1	13/01/2026	100%
2	13/02/2026	100%
3	13/03/2026	100%
4	13/04/2026	100%
5	13/05/2026	100%
6	15/06/2026	100%
7	13/07/2026	100%
8	13/08/2026	100%
9	14/09/2026	100%
10	13/10/2026	100%
11	13/11/2026	100%
12	14/12/2026	100%

**“NA”** means the Notional Amount

(iii) Early Settlement Entitlement

Not applicable

(iv) Automatic Early Settlement  
Date(s):

<b>i</b>	<b>Automatic Early Settlement Date(s)</b>
1	20/01/2026
2	20/02/2026



3	20/03/2026
4	20/04/2026
5	20/05/2026
6	22/06/2026
7	20/07/2026
8	20/08/2026
9	21/09/2026
10	20/10/2026
11	20/11/2026
12	21/12/2026

(v)	Observation Price Source:	Not applicable
(vi)	Observation Time:	Not applicable
(vii)	Observation Price:	Not applicable
(viii)	Capitalised Exercise Price Rounding Rule:	Not applicable
(ix)	Underlying Reference Level:	Not applicable
(x)	MFP AES Valuation:	Applicable

**“MFP AES 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 Share as set out in item 31(a)

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

**“Closing Price”** means the official closing price of the Underlying Reference on such day as determined by the Calculation Agent, subject to certain adjustments;

**“MFP Valuation Date”** means each Automatic Early Settlement Valuation Date;

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

**“Underlying Reference Strike Price”** means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date (i.e.USD 81,79);

In respect of the Strike Date:

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

Where

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

(xi)	Automatic Early Settlement Level:	i	Automatic Early Settlement	Automatic Early Settlement Level
			Valuation Date	
		1	13/01/2026	100%
		2	13/02/2026	100%
		3	13/03/2026	100%
		4	13/04/2026	100%
		5	13/05/2026	100%
		6	15/06/2026	100%
		7	13/07/2026	95%
		8	13/08/2026	95%
		9	14/09/2026	95%
		10	13/10/2026	95%
		11	13/11/2026	95%
		12	14/12/2026	95%
(xii)	Automatic Early Settlement Percentage(s):	Not applicable		
(xiii)	AES Exit Rate:	AES Rate		

Where:

i	Automatic Early	AES Rate
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			<b>Settlement</b>	
			<b>Valuation Date</b>	
		1	13/01/2026	0%
		2	13/02/2026	0%
		3	13/03/2026	0%
		4	13/04/2026	0%
		5	13/05/2026	0%
		6	15/06/2026	0%
		7	13/07/2026	0%
		8	13/08/2026	0%
		9	14/09/2026	0%
		10	13/10/2026	0%
		11	13/11/2026	0%
		12	14/12/2026	0%
(xiv)	Automatic Early Settlement	<b>i</b>	<b>Automatic Early</b>	
	Valuation		<b>Settlement Valuation</b>	
	Date(s)/Time/Period(s):		<b>Date</b>	
		1	13/01/2026	
		2	13/02/2026	
		3	13/03/2026	
		4	13/04/2026	
		5	13/05/2026	
		6	15/06/2026	
		7	13/07/2026	
		8	13/08/2026	
		9	14/09/2026	
		10	13/10/2026	
		11	13/11/2026	
		12	14/12/2026	



(e)	Strike Date:	13 January 2025
(f)	Strike Price:	Not applicable
(g)	Settlement Valuation Dates:	13 January 2027
(h)	Averaging:	Averaging does not apply to the Securities.
(i)	Observation Dates:	Not applicable
(j)	Observation Period:	Not applicable
(k)	Settlement Business Day:	For the purposes of General Security Condition 4, "Settlement Business Day" means any day on which the clearing or settlement system relevant to the Underlying Reference is open
(l)	Security Threshold on the Issue Date:	Not applicable

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

<b>47.</b>	Whether securities are Secured Securities:	The Securities are Unsecured Securities
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## **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: | <p>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.</p> |

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.
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### 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 or the Entitlement 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.

**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: Not applicable

**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 on the public website on [www.nyse.com](http://www.nyse.com).

## 10. OPERATIONAL INFORMATION

ISIN:	XS2977943450
Common Code:	297794345
CFI:	DMMXXB
FISN:	MEDIOBANCA SPA/VAR OTH DBT 20270120
Relevant Clearing System(s):	Euroclear and Clearstream
If other that 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

Not applicable

pursuant to Article 63 para. 5

Fin SO:

<b>12.</b>	<b>TERMS AND CONDITIONS OF THE OFFER</b>	Not applicable
<b>13.</b>	<b>SECONDARY MARKET PRICING</b>	<p>Applicable</p> <p>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.</p>
<b>14.</b>	<b>SPECIFIC BUY BACK PROVISIONS</b>	Not applicable
<b>15.</b>	<b>EU BENCHMARKS REGULATION</b>	Not applicable





MEDIOBANCA

*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 2,000 Certificates "Knock-In Reverse Convertible Securities linked to Medtronic PLC Shares due 20 January 2027" (ISIN: XS2977943450)

**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 at the 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

(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 (Director), Marco Giorgino (Director), Valérie Hortefeux (Director), Maximo Ibarra (Director), Sandro Panizza (Director), Laura Penna (Director), Vittorio Pignatti-Morano (Director), Sabrina Pucci (Director), 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), 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: XS2977943450. The Common Code is: 297794345. The CFI is: DMMXXB. The FISN is: MEDIOBANCA SPA/VAR OTH DBT 20270120. The Series Number of the Securities is 1286. 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 1,000 (the "Issue Price"). The calculation amount is EUR 1,000. The aggregate notional amount of the Securities to be issued is EUR 2,000,000.00.

Settlement Date: 20 January 2027. 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 under the occurrence of certain conditions, therefore the investor might incur in a capital loss of 100 per cent. of the Notional Amount.

This product is linked to the performance of the Underlying and is designed to provide, 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, ii) on predetermined dates, a conditional remuneration, with a memory effect, and an unconditional remuneration unless an automatic early redemption event occurs.

In particular, on the Settlement Date, the redemption amount will be determined on the Settlement Valuation Date as follows:

a) if the Performance of the Underlying is greater than or equal to the Barrier Level, the investor will receive a cash settlement amount equal to 100 per cent. of the Notional Amount per Security;

b) if the Performance of the Underlying is less than the Barrier Level, the investor will be entitled to receive a physical delivery of the Underlying to be intended as a number of shares determined by dividing (i) 100 per cent. of the Notional Amount per Security and (ii) the Initial Reference Level of the Underlying. The value of such shares will depend on the performance of the Underlying on the Settlement Date. If, as a result of the calculation, fractions of shares of the Underlying are determined, investors will receive a residual cash settlement amount equal to the value of the fraction of the share on the Settlement Valuation Date. In this case, the value of the shares allotted, and the residual cash settlement amount might be less than the amount invested, therefore, investors would incur in a partial or total loss of the Notional Amount per Security.

Furthermore, the product offers:

i) an Unconditional Remuneration on the relevant Unconditional Remuneration Payment Dates and

ii) a Conditional Remuneration on the relevant Conditional Remuneration Payment Dates, if the Performance of the Underlying is greater than or equal to the Conditional Remuneration Payment Level on the relevant Conditional Remuneration Valuation Date. If this condition occurs, the product pays an amount equal to the sum of the Conditional Remunerations not paid on the preceding Conditional Remuneration Payment Dates (memory effect). Otherwise, investors will not receive any Conditional Remuneration.

If an Automatic Early Settlement Event occurs, the product will be early redeemed and investors will receive, on the relevant Automatic Early Settlement Date, a settlement amount equal to 100 per cent of Notional Amount per Security. If an Automatic Early Settlement Event occurs, the product early redeemed and no other payments will be paid to the investors.

Notional Amount and Issue Price per Security: EUR 1,000

Issue Date: 23/01/2025

Maturity Date: 20/01/2027

Underlying: Medtronic plc

Initial Reference Level: closing price of the Underlying on the Initial Valuation Date

Initial Valuation Date: 13/01/2025

Settlement Date: 20/01/2027

Final Reference Level: closing price of the Underlying on the Settlement Valuation Date, on the relevant Conditional Remuneration Valuation Date and on the relevant Automatic Early Settlement Valuation Date

Settlement Valuation Date: 13/01/2027

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

Barrier Level: 65%

Unconditional Remuneration: 0.345%

Unconditional Remuneration Payment Dates: monthly, starting from 20/02/2025 (included) to 21/07/2025 (included)

Conditional Remuneration: 0.345%

Conditional Remuneration Payment Level: 65%

Conditional Remuneration Valuation Date: monthly observation starting from 13/08/2025 (included) to 13/01/2027 (included)

Conditional Remuneration Payment Dates: monthly starting from 21/08/2025 (included) to 20/01/2027 (included). The last payment date is equal to the Settlement Date.

Automatic Early Settlement Event: occurs when the Performance is greater than or equal to the Automatic Early Settlement Level on the Automatic Early Settlement Valuation Date.

Automatic Early Settlement Level: 100% and 95%

Automatic Early Settlement Valuation Date: 13/01/2026 (100%), 13/02/2026 (100%), 13/03/2026 (100%), 13/04/2026 (100%), 13/05/2026 (100%), 15/06/2026 (100%), 13/07/2026 (95%), 13/08/2026 (95%), 14/09/2026 (95%), 13/10/2026 (95%), 13/11/2026 (95%), 14/12/2026 (95%).

Automatic Early Settlement Date: monthly starting from 20/01/2026 (included) to 21/12/2026 (included)

Trading Market: Multilateral Trading System - EuroTLX

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

**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 Security holders.

**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.

Mediobanca - Banca di Credito Finanziario S.p.A. will act as Liquidity Provider with reference to the Securities traded on EuroTLX.

#### 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. 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 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 particular 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. Investors should be prepared to sustain a partial or total loss of the subscription or purchase price of the Securities. 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 a share, 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 Cash Settlement Amount and the value of the Entitlement less the Exercise Price (the "Physical Settlement Value") at any time prior to expiration is typically expected to be less than the trading price of such Securities at that time. The difference between the trading price, the Cash Settlement Amount, the Physical Settlement Value, will reflect, among other things, a "time value" for the Securities;
- With respect to physically settled Securities, the Calculation Agent may determine that a settlement disruption event or a failure to deliver due to illiquidity occurred. Any such determination may affect the value of the Securities and/or may delay settlement and/or

lead to cash settlement rather than physical settlement in respect of the Securities;

**Considerations Associated with specific types of Securities**

- Risks associated with Multiple Final Payout - Reverse Convertible Securities: Investors may be exposed to a partial or total loss of their investment. The return on the Securities depends on the performance of the Underlying Reference(s) and the application of a knock-in event occurs. In addition, the value of the Securities and the amount that Securityholders receive upon an Automatic Early Settlement may not correlate with the value of the Underlying Reference, which may trigger such Automatic Early Settlement.

**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. Risk factors in relation to Underlying Reference linked Securities include exposure to one or more share, similar market risks to a direct equity investment, global depositary receipt ("GDR") or American depositary receipt ("ADR"), potential adjustment events or extraordinary events affecting shares and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities.
- 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.
- Settlement may be postponed following the occurrence or existence of a Settlement Disruption Event and, in these circumstances, the Issuer may pay a Disruption Cash Settlement Price (which may be less than the fair market value of the Entitlement) in lieu of delivering the Entitlement.
- In certain circumstances, the Issuer may substitute a Substitute Asset or Substitute Assets, as the case may be, for the Relevant Asset or Relevant Assets or (ii) not to deliver or procure the delivery of the Entitlement or the Substitute Asset or Substitute Assets, as the case may be, to the relevant holders, but in lieu thereof to make payment to the relevant holders on the Settlement Date of the Alternate Settlement Cash Amount.

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

**Under which conditions and timetable can I invest in the Securities?**

**Terms and conditions of the offer:** Not applicable

The Global Securities will be delivered to the relevant clearing system no later than on the Issue Date.

**Estimated expenses or taxes charged to investor by issuer**

Not applicable - No expenses will be specifically charged to the investors who purchase Securities by the Issuer.

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

The Issuer is the entity requesting for the admission to trading of the Securities

**Why is the Prospectus being produced?**

**Use and estimated net amount of proceeds**

The issue of the Securities is not subject to an underwriting agreement on a firm commitment basis.

**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**

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 or the Entitlement 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.