



Press release

Disclosure of provisional results of voluntary buyback offer announced by Mediobanca S.p.A. on 20 November 2013 in respect of its own senior unsecured bonds up to a maximum amount of €1,000,000,000 (the “Offer”)

Notice is hereby given that the provisional total nominal amount of the bonds tendered validly by Parties accepting the terms of the Offer during the Acceptance period is Euro 378.262.000. All acceptances validly tendered have been accepted by the Offeror. The table below shows the breakdown per individual Bond Issue of the nominal Amount bought back and the respective nominal Amount still in issue at the Offer's expiry.

Name of bond issue	ISIN CODE	Nominal amount in issue as at 15/11/13	Nominal amount bought back	Nominal amount in issue post buyback
Mediobanca 2005-2015 Inflation Performance	IT0003935241	Euro 132,500,000	Euro 2,098,000	Euro 130,402,000
Mediobanca 2005-2015 indicizzato all'inflazione europea con moltiplicatore	IT0003806855	Euro 114,823,000	Euro 7,468,000	Euro 107,355,000
Mediobanca TF 2009/2014	IT0004540719	Euro 776,458,000	Euro 56,327,000	Euro 720,131,000
Mediobanca TV 2009/2014	IT0004540842	Euro 629,182,000	Euro 53,632,000	Euro 575,550,000
Mediobanca 3,51% 2011/2014 (MB1)	IT0004725559	Euro 75,000,000	Euro 18,050,000	Euro 56,950,000
Mediobanca 2009/2014 2,65% Tasso Fisso	IT0004543978	Euro 399,495,000	Euro 34,736,000	Euro 364,759,000
Mediobanca 2004-2014 indicizzato al rendimento medio dei titoli pubblici	IT0003681910	Euro 165,294,000	Euro 14,357,000	Euro 150,937,000
Mediobanca S.p.A. 2009/2015 “Tasso Fisso Plus BancoPosta II collocamento” legate all'andamaneto di tre indici azionari internazionali	IT0004452386	Euro 508,668,000	Euro 71,006,000	Euro 437,662,000
Mediobanca S.p.A. 2009/2015 “Tasso Fisso Plus BancoPosta III collocamento” legate all'andamaneto di tre indici azionari internazionali	IT0004464407	Euro 680,736,000	Euro 95,659,000	Euro 585,077,000
Mediobanca Terzo Atto Variabile 2010/2015	IT0004669138	Euro 400,000,000	Euro 24,929,000	Euro 375,071,000



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It should be remembered that the Offer is conditional upon the following Conditions Precedent not occurring by 07:59 a.m. on the Business Day prior to the Settlement Date at both national and/or international level: (a) extraordinary events or circumstances which give rise, or which could give rise, to serious changes in the political, financial, economic, foreign currency or market situation or which have, or could have, substantially negative effects in relation to the Offer; or (b) events or circumstances which worsen, or which could cause to worsen as a result of the Offer, the capital, earnings, financial, tax, regulatory, corporate or judiciary situation of the Offeror; or (c) regulatory changes which are such as would limit, or otherwise prejudice, the buyback of the Bonds or the exercise of property rights over them or the other rights entailed in the Bonds.

Therefore, save as provided in the paragraph above, on 16 December 2013, the consideration due in respect of the bonds validly tendered by the bearers who have accepted the terms of the Offer during the Offer Period will be paid.

The definitive results of the Offer and the non-occurrence of the events, circumstances and regulatory changes on which the Offer is conditional (the "Conditions Precedent") will be disclosed by 7:59 a.m. on 13 December 2013.

The Consideration shall be paid by Mediobanca S.p.A. (in its capacity *inter alia* as Tender Agent), directly or via the Trading Intermediaries, to the Deposit Banks retained by the Accepting Parties, for them to transfer it to the Accepting Parties in accordance with the instructions provided by them at the time of the Acceptance and in accordance with the methods specified therein.

All capitalized terms not defined in this press release shall have the same meaning provided in the Information Document.

Milan, 11 December 2013