



# SPAFID CONNECT

Informazione Regolamentata n. 0187-68-2020	Data/Ora Ricezione 19 Giugno 2020 19:39:36	MTA
--------------------------------------------------	--------------------------------------------------	-----

Societa' : MEDIOBANCA

Identificativo : 134046

Informazione  
Regolamentata

Nome utilizzatore : MEDIOBANCAN05 - Pigozzi

Tipologia : REGEM

Data/Ora Ricezione : 19 Giugno 2020 19:39:36

Data/Ora Inizio : 19 Giugno 2020 19:39:37

Diffusione presunta

Oggetto : MEDIOBANCA LAUNCHES A  
VOLUNTARY BUYBACK OFFER OF  
CERTIFICATES FOR A NOMINAL  
AMOUNT OF EURO 59,920,000.00

*Testo del comunicato*

Vedi allegato.



MEDIOBANCA

## Press Release

### MEDIOBANCA LAUNCHES A VOLUNTARY BUYBACK OFFER OF CERTIFICATES FOR A NOMINAL AMOUNT OF EURO 59,920,000.00

### THE OFFER PERIOD STARTS ON 25 JUNE 2020 AND SHALL END ON 29 JUNE 2020 SUBJECT TO EARLY TERMINATION, EXTENSION, OR REOPENING OF THE OFFER

Mediobanca S.p.A. has today announced its intention to launch a voluntary tender offer for the buyback of its certificates currently negotiated on the Euro TLX multilateral trading facility, with a maturity of 2021, for an overall nominal value equal to Euro 59,920,000.00.

The Offer will, on one hand, facilitate potential portfolio reallocation requirements of the investors as a result of the change in market conditions following the “Covid-19” pandemic and, on the other hand, reduce the banks risks related to trading activities on financial instruments that are aligned with the underlying assets.

The Offer will involve the following certificates (the “Certificates”)

<i>Name</i>	<i>ISIN</i>	<i>Outstanding nominal amount as at the date of the Information Document</i>
Autocallable Certificates linked to Euro STOXX Banks Index due 19th March 2021	XS1787114823	4,920,000
Autocallable Certificates linked to Telecom Italia S.p.A. Share due 8th March 2021	XS1775776005	5,200,000
Autocallable Certificates linked to UniCredit S.p.A. Share due 25 May 2021	XS1814677628	16,360,000
“Phoenix” Certificates linked to Telecom Italia S.p.A. Shares due 13 July 2021	XS1849544603	1,820,000
Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Share due 27 April 2021	XS1802294345	14,540,000
Autocallable Certificates linked to Intesa Sanpaolo S.p.A. Share due 25 May 2021	XS1821801906	6,100,000
“Phoenix” Certificates linked to Eni S.p.A. Shares due 24 September 2021	XS1879557186	9,560,000
“Phoenix” Certificates linked to Unicredit S.p.A. Shares due 4 October 2021	XS1885506730	1,000,000
“Phoenix” Certificates linked to Unicredit S.p.A. Shares due 2 July 2021	XS1839533541	420,000

The Offer has been made in accordance with the terms and subject to the conditions set forth in the information document, drawn up by the Offeror on a voluntary basis. This press release should be read in conjunction with the information document, which will be made available through the publication on the website of the Offeror by the day of commencement of the Offer Acceptance Period (as further defined below) (the “Information Document”).

The offer acceptance period will begin on 25 June 2020 (inclusive) at 9:00 a.m. and will end on 29

THE OFFER HAS NOT BEEN AND WILL NOT BE PROMOTED, EITHER DIRECTLY OR INDIRECTLY, BY MAIL OR BY ANY OTHER MEANS OR INSTRUMENT OF COMMUNICATION (INCLUDING, WITHOUT LIMITATION, BY FAX, TELEX, E-MAIL, TELEPHONE OR INTERNET), OR BY ANY STRUCTURE OR MARKET, OR IN ANY OTHER WAY IN THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA OR ANY OTHER STATE WHERE SUCH OFFERS ARE NOT PERMITTED IN THE ABSENCE OF THE AUTHORIZATION OF THE COMPETENT AUTHORITIES.

June 2020 (inclusive) at 4:30 p.m., unless an early termination, an extension or a reopening of the Offer takes place (the “Offer Acceptance Period”).

The “Buyback Price” for each Certificate will be calculated each business day based on the value of the Certificate determined taking into account the official closing price of the relevant underlying on the relevant trading market on the previous trading day, plus or minus an amount based on the official closing price of the same underlying on the relevant trading market on the acceptance day, plus an amount equal to 0.75% (the “Prize”). The Buyback Price for each acceptance day shall not be less than a minimum price defined as the closing price of the Certificate on the relevant trading market on the trading day before the acceptance day, less a percentage between 5% and 10% of this price from time to time applicable (the “Minimum Price”).

The Minimum Price will be made available to the public by means of a publication of a press release by 8:30 a.m. of each business day during the Offer Acceptance Period on the Offeror’s website [www.mediobanca.it](http://www.mediobanca.it), on the Borsa Italiana’s website and possibly on the website of the banks with whom Certificates are deposited. The Buyback Price will be made available to the public by means of a publication of a press release by 8:00 p.m. of each business day during the Offer Acceptance Period on the Offeror’s website [www.mediobanca.it](http://www.mediobanca.it), on web site of Borsa Italiana S.p.A. and possibly on the website of the banks with whom Certificates are deposited. The Buyback Price published by 8:00 p.m. of a business day applies to the acceptances validly carried out between 9:00 a.m. and 4:30 p.m. of that business day and will be settled by the Offeror in cash on the Settlement Date.

**Accordingly, the Buyback Price for each Certificate may vary, including significantly, from one day to another of the Offer Acceptance Period, according to changes in the indicators based on which the Buyback Price is calculated.**

The consideration payable in respect of the Buyback Price for each Certificate will be settled by the Offeror in cash on the Settlement Date, i.e. on the date falling two business days after the end of the Offer Acceptance Period, 1 July 2020. For further details, please refer to the Information Document.

The acceptances are collected through acceptance forms, made available to the banks with whom Certificates are deposited.

For further information on the methods and terms for accepting the Offer, please refer to the Information Document.

The Accepting Parties which have validly tendered their Certificates in acceptance of the Offer on any business day of the Offer Period shall exclusively be entitled to the Buyback Price calculated for the Certificates tendered on the same business day, and shall not be entitled to any difference if, on any other day of the Offer Period, the Buyback Price calculated or paid by the Offeror is higher than the Buyback Price paid to the said Accepting Party on the day when it accepted the Offer. For the sake of clarity it should be noted that no difference versus the Buyback Price will be requested by the Offeror from the Accepting Parties.

The Offer is being promoted in Italy in exemption from application of the legal and regulatory provisions in respect of public tender and exchange offers set forth under Article 101-bis, para. 3-bis of Italian legislative decree 58/98 as amended, and in accordance with Article 35-bis, para. 4 of Consob resolution no. 11971/99 as amended, and accordingly the Information Document (prepared voluntarily and purely for information purposes by the Offeror in that it is intended to illustrate the terms of the Offer itself, the risks related to it and the methods by which it can be accepted) has not been approved either by Consob or by any other authority. The Offer is being promoted in Italy

THE OFFER HAS NOT BEEN AND WILL NOT BE PROMOTED, EITHER DIRECTLY OR INDIRECTLY, BY MAIL OR BY ANY OTHER MEANS OR INSTRUMENT OF COMMUNICATION (INCLUDING, WITHOUT LIMITATION, BY FAX, TELEX, E-MAIL, TELEPHONE OR INTERNET), OR BY ANY STRUCTURE OR MARKET, OR IN ANY OTHER WAY IN THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA OR ANY OTHER STATE WHERE SUCH OFFERS ARE NOT PERMITTED IN THE ABSENCE OF THE AUTHORIZATION OF THE COMPETENT AUTHORITIES.

with the express exclusion of the United States of America, Canada, Japan and Australia and of any other state in which such offer is not permitted without clearance from the competent authorities.

The Offer is conditional upon the following Offer MAC Condition not occurring, by 11:59 p.m. of the business day prior to the Settlement Date, at national and/or at 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 Certificates or the exercise of property rights over them or the other rights entailed in the Certificates.

The Offer of a single series of Certificates is conditional upon the following MAC Condition of the single series of Certificates not occurring, by 11:59 p.m. of the business day prior to the Settlement Date: reduction of the official closing price of the relevant underlying on the relevant trading market of a series of Certificates likely to result in a reduction of more than 10% on a daily basis of the value of this series of Certificates.

Mediobanca, in its capacity as issuer of financial instruments, listed and unlisted, including the Certificates, makes the documentation required by the applicable regulations in force available to the public for its appraisal of the Issuer and the risk factors associated with it, on its website at [www.mediobanca.it](http://www.mediobanca.it).

Milan, 19 June 2020

**Investor Relations**

tel. +39-02-8829860 /647  
[investor.relations@mediobanca.com](mailto:investor.relations@mediobanca.com)

**Media Relations**

tel. +39-02-8829627 /319  
[media.relations@mediobanca.com](mailto:media.relations@mediobanca.com)

*DISCLAIMER This announcement must be read in conjunction with the Information Document. This announcement and the Information Document contain important information which should be read carefully before any decision is made with respect to the Offer. If you are in any doubt as to the contents of this announcement or the Information Document or the action you should take, you are recommended to seek your own financial and legal advice, including in respect of any tax consequences. Any individual or company whose Certificates are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender the Certificates to the Offer.*

THE OFFER HAS NOT BEEN AND WILL NOT BE PROMOTED, EITHER DIRECTLY OR INDIRECTLY, BY MAIL OR BY ANY OTHER MEANS OR INSTRUMENT OF COMMUNICATION (INCLUDING, WITHOUT LIMITATION, BY FAX, TELEX, E-MAIL, TELEPHONE OR INTERNET), OR BY ANY STRUCTURE OR MARKET, OR IN ANY OTHER WAY IN THE UNITED STATES OF AMERICA, CANADA, JAPAN, AUSTRALIA OR ANY OTHER STATE WHERE SUCH OFFERS ARE NOT PERMITTED IN THE ABSENCE OF THE AUTHORIZATION OF THE COMPETENT AUTHORITIES.

Fine Comunicato n.0187-68

Numero di Pagine: 5