

Mediobanca SICAV
Société Anonyme - Société d'investissement à capital variable
60, avenue J.F. Kennedy
L-1855 Luxembourg – Grand Duchy of Luxembourg
R.C.S. Luxembourg N° B65834
(the “**Company**”)

NOTICE TO SHAREHOLDERS OF THE SUB-FUNDS

- I) Mediobanca SICAV: Mediobanca Euro Equities**
- II) Mediobanca SICAV: Mediobanca Corporate Bond Euro**
- III) Mediobanca A SICAV: Mediobanca Private Equity Strategies**
- IV) Mediobanca A SICAV: C-Quadrat Euro Investments Plus**
- V) Mediobanca SICAV: Mediobanca Systematic Diversification**
- VI) Mediobanca SICAV: C-Quadrat Global Convertible Plus**
- VII) Mediobanca SICAV: Russell Investments Global Equity Fund**
- VIII) Mediobanca SICAV: C-Quadrat Efficient**
- IX) Mediobanca SICAV: Alkimis Absolute**
- X) Mediobanca SICAV: Mediobanca World Megatrend ESG**

(the “**Sub-Funds**”, each the “**Sub-Fund**”)

Dear shareholder,

The board of directors of the Company (the “**Board of Directors**”) would like to inform the Sub-Funds’ shareholders (the “**Shareholders**”) that, as of 1 October 2022, BNP Paribas Securities Services S.C.A. (“**BP2S**”) has been merged into BNP Paribas S.A. (“**BNPP**”) (the “**Merger**”). As a result, as from 1 October 2022, BNPP has taken over the role of depositary and central administrator, including the role as transfer agent, of the Company.

From a practical point of view, this Merger does not have any impact on the operational, organisational and commercial flows currently in place and will not cause any additional costs to the Shareholders. It does not affect the commitments between BP2S and its clients as they are fully taken over by BNPP.

The Board of Directors would also like to inform the Shareholders of the following changes concerning the Sub-Funds which will enter into force with effect as of 1 January 2023, as further set out in the prospectus of the Company (the “**Prospectus**”). This follows a review of the Company’s legal documentation to ensure that the Company continues to operate in line with the applicable rules and the industry best practice.

A) GENERAL AMENDMENTS

In addition to the Sub-Funds’ related amendments stated in points (B) and (C) below, a number of other amendments has been implemented in the Prospectus:

- a.** Addition of UCITS KIID and PRIIPs KID’s relevant disclosures;
- b.** Replacement of all the references to BP2S with BNPP to reflect the occurrence of the Merger;
- c.** Specification, in the section on investment restrictions, (i) that ancillary liquid assets are bank deposits at sight, such as cash held in current accounts with a bank accessible at any time, and (ii) that the holding of such ancillary liquid assets is limited to 20% of the net assets, in compliance with the updated CSSF FAQ on the Luxembourg law of 17 December 2010 relating to undertakings for collective investment;
- d.** Update of the section on investment restrictions, by amending the sub-section on covered bonds in order to comply with the Luxembourg law of 8 December 2021 on the issuance of covered bonds (implementing the Directive (EU) 2019/2162 of the European Parliament and of the Council of 27 November 2019 on the issue of covered bonds and covered bond public supervision and amending Directives 2009/65/EC and 2014/59/EU), which has amended article art. 43(4) of the 2010 Law;

- e. Decrease of the number of days from thirty (30) days to five (5) business days of prior written notice in case of compulsory redemptions of shares to align the Prospectus with clause 11.10. of the articles of association of the Company;
- f. Removal of the obligation to publish the notice regarding the decision and method applying to the closing of a Sub-Fund, categories or classes in newspaper in the sub-section 'Dissolution of Sub-Funds, categories or Classes of Shares' of the section 'Dissolution and Merger of Sub-Funds'; and
- g. Other minor amendments due to consistency purposes.

B) CHANGE OF DENOMINATION OF CERTAIN SUB-FUNDS

- a. To rename the Sub-Fund 'Mediobanca SICAV: Mediobanca Euro Equities' as 'Mediobanca SICAV: Mediobanca Euro Core Equity Value'; and
- b. To rename the Sub-Fund 'Mediobanca SICAV: Mediobanca Corporate Bond' as 'Mediobanca SICAV: Mediobanca Euro Rates Total Return'.

C) MEDIOBANCA SICAV: Mediobanca World Megatrend ESG: PRE-CONTRACTUAL TEMPLATE

To add to the Prospectus as Appendix A the pre-contractual template for the aforementioned Sub-Fund, qualifying as an article 8 financial product pursuant to the Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector in order to comply with the requirements set forth by the Commission Delegated Regulation 2022/1288.

The above-mentioned changes will be reflected in an updated Prospectus, dated 1 January 2023. The revised Prospectus and comparison version showing all changes made is available free of charge on request from the Company's registered office.

The Board of Directors

Luxembourg, 22 December 2022