

SUPPLEMENT DATED 23 OCTOBER 2024 TO THE BASE PROSPECTUS DATED 28 DECEMBER 2023

**MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.p.A.**

*(incorporated with limited liability in the Republic of Italy)*

**MEDIOBANCA INTERNATIONAL (LUXEMBOURG) S.A.**

*(incorporated with limited liability in Luxembourg)*

**Euro 40,000,000,000**

**Euro Medium Term Note Programme**

**guaranteed in the case of Notes issued by Mediobanca International (Luxembourg) S.A.**

**by**

**MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.p.A.**



This supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 28 December 2023 (the “**Base Prospectus**”) prepared by Mediobanca - Banca di Credito Finanziario S.p.A. (“**Mediobanca**”) and Mediobanca International (Luxembourg) S.A. (“**Mediobanca International**”) (each an “**Issuer**” and together the “**Issuers**”) in connection with the Euro Medium Term Note Programme (the “**Programme**”) for the issuance of up to EUR 40,000,000,000 in aggregate principal amount of notes (“**Notes**”). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

The purpose of the publication of this Supplement is to update certain information contained in the Base Prospectus, in particular:

- (i) the section “Important Notices”;
- (ii) the section “Documents Incorporated by Reference” to incorporate by reference the audited consolidated annual financial statement of Mediobanca as at and for the year ended on 30 June 2024;
- (iii) the section “Information on Mediobanca - Banca di Credito Finanziario S.p.A.”;
- (iv) the section “Financial Information of Mediobanca - Banca di Credito Finanziario S.p.A.”;
- (v) the section “General Information”.

This Supplement has been approved by the Central Bank of Ireland (the “**Central Bank**”), as competent authority in Ireland for the purpose of Regulation (EU) 2017/1129, as amended (the “**Prospectus Regulation**”). The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuers or of the quality of the Notes that are the subject of the Base Prospectus (as supplemented by this Supplement). Investors should make their own assessment as to the suitability of investing in the Notes that are the subject of the Base Prospectus (as supplemented by this Supplement).

In accordance with Article 23 paragraph 2 of the Prospectus Regulation, retail investors who have already agreed to purchase or subscribe for the Notes before this Supplement is published have the right, exercisable within by no later than two working days after the publication of this Supplement, to withdraw their acceptances. Accordingly, the final date for exercising the withdrawal right is 25 October 2024. Retail investors who decide to exercise their right of withdrawal may do so by notifying the banks and financial entities that have agreed to place the Notes and that are identified in the final terms of the Notes. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive 2016/97/EU, (as amended or superseded, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation.

Copies of this Supplement are available on the website of the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) (<https://live.euronext.com/>) and copies of this Supplement and the documents incorporated by reference in this Supplement can be obtained, without charge, at the specified office of the Fiscal Agent in Luxembourg (as per page 356 of the Base Prospectus) and are available on the websites of Mediobanca ([www.mediobanca.com](http://www.mediobanca.com)) and Mediobanca International ([www.mediobancain.lu](http://www.mediobancain.lu)) as applicable.

*Each of the Issuers and the Guarantor accepts responsibility for the information contained in this Supplement and, to the best of the knowledge of each of the Issuers and the Guarantor, declares that the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.*

*To the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement; and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.*

*The language of this Supplement is English. Any foreign language text that is included with or within this Supplement has been included for convenience purposes only and does not form part of this Supplement.*

*Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.*

*This Supplement may only be used for the purposes for which it has been published.*

*The date of this Supplement is 23 October 2024.*

## **AMENDMENTS AND ADDITIONS TO THE BASE PROSPECTUS**

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described in each section below.

## CONTENTS

	<b>Page</b>
Amendments and Additions to the Base Prospectus.....	3
Amendments to the section “Important Notices” .....	5
Amendments to the Section “Documents Incorporated by Reference” .....	6
Amendments to the Section “Information on Mediobanca - Banca di Credito Finanziario S.p.A.”.....	7
Amendments to the Section “Financial Information of Mediobanca - Banca di Credito Finanziario S.p.A.”.....	8
Amendments to the Section “General Information” .....	9

## AMENDMENTS TO THE SECTION “IMPORTANT NOTICES”

- (a) Paragraph “*Experts’ reports*” on page (i) of the Base Prospectus shall be amended by replacing the first sub-paragraph as follows:

*“No statement or report attributed to a person as an expert is included in this Base Prospectus, except for the reports of the auditors of the Issuers who have audited the consolidated annual financial statements as at and for the years ended on 30 June 2024 and 30 June 2023 of Mediobanca and the non-consolidated annual financial statements as at and for the years ended 30 June 2023 and 30 June 2022 of Mediobanca International”*

**AMENDMENTS TO THE SECTION “DOCUMENTS INCORPORATED BY REFERENCE”**

- (a) The list of documents at pages 60-61 of the Base Prospectus shall be amended by replacing the first entry as follows:

“

- the English translation of the audited consolidated annual financial statements as at and for the years ended on 30 June 2024 and 30 June 2023 of Mediobanca;”

- (b) The paragraph “*Cross-reference list in respect of the Mediobanca and Mediobanca International audited financial statements*” under section “*Documents Incorporated by Reference*” on pages 61-62 of the Base Prospectus shall be updated by replacing the first table as follows:

**“Mediobanca - Consolidated annual financial statements**

	<b>2023</b>
Balance sheet .....	Pages 92-93
Profit and loss account.....	Page 94
Statement of income .....	Pages 95
Statement of changes in equity .....	Pages 96-97
Cash flow statement.....	Pages 98-99
Accounting policies and explanatory notes .....	Pages 101-380
Independent auditors’ reports .....	Pages 81-90
	<b>2024</b>
Balance sheet .....	Pages 98-99
Profit and loss account.....	Page 100
Statement of income .....	Page 101
Statement of changes in equity .....	Pages 102-103
Cash flow statement.....	Pages 104-105
Accounting policies and explanatory notes .....	Pages 107-376
Independent auditors’ reports .....	87-96”

**AMENDMENTS TO THE SECTION “INFORMATION ON MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A.”**

- (a) Sub-paragraph “*Independent auditors responsible for auditing the financial statements*” of paragraph “*Independent auditors of the Financial Statements*” under section “*Information on Mediobanca - Banca di Credito Finanziario S.p.A.*” on page 251 of the Base Prospectus shall be updated in its entirety and replaced as follows:

**“Independent auditors responsible for auditing the financial statements**

At the annual general meeting held on 28 October 2020, the shareholders of Mediobanca appointed EY S.p.A. to audit Mediobanca’s separate and consolidated full-year and interim financial statements from and including the financial year ending 30 June 2022 up to and including the financial year ending 30 June 2030.

EY S.p.A. is an independent public accounting firm registered under no. 70945 in the Register of Accountancy Auditors (*Registro Revisori Contabili*) held by the Italian Ministry for Economy and Finance pursuant to Legislative Decree No. 39 of 27 January 2010 and the Ministerial Decree No. 145 of 20 June 2012. EY S.p.A. is also a member of the ASSIREVI – Associazione Nazionale Revisori Contabili, being the Italian Auditors Association. The business address of EY S.p.A. is Via Meravigli 12, 20123 Milan, Italy. EY S.p.A. has audited the separate and consolidated financial statements of Mediobanca and the Group as at 30 June 2024 and 30 June 2023.”

**AMENDMENTS TO THE SECTION “FINANCIAL INFORMATION OF MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A.”**

- (a) The section “*Financial Information of Mediobanca - Banca di Credito Finanziario S.p.A.*” on page 254 of the Base Prospectus shall be updated in its entirety and replaced as follows:

**“FINANCIAL INFORMATION OF MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.p.A.**

The consolidated annual financial statements of Mediobanca as at and for the years ended 30 June 2024 and 30 June 2023 were prepared in accordance with the International Financial Reporting Standards (“**IFRS**”) and International Accounting Standards (“**IAS**”) issued by the International Accounting Standards Board (“**IASB**”), and the respective interpretations issued by the IFRS Interpretations Committee (“**IFRIC**”), which were adopted by the European Union.

All of the above consolidated financial statements, prepared in each case together with the notes thereto, are incorporated by reference in this Base Prospectus. See “*Documents Incorporated by Reference*”.

The annual consolidated financial statements referred to above have both been audited by EY S.p.A., whose reports thereon are attached to such annual financial statements.”



## AMENDMENTS TO THE SECTION “GENERAL INFORMATION”

- (a) Paragraph 6 under section “*General Information*” on page 348 of the Base Prospectus shall be updated in its entirety and replaced as follows:

“6. Except for the developments described in the section headed “*Systemic risks related to the economic/financial crisis, the impact of the current uncertainties in the macroeconomic scenario and the continuation of the Russian-Ukrainian conflict*”, in particular for the possible impact of the economic/financial crisis, the current uncertainties in the macroeconomic scenario and the continuation of the Russian-Ukrainian conflict, since 30 June 2024 (being the last day of the financial period in respect of which the most recent audited annual financial statements of Mediobanca have been prepared) there has been no material adverse change in the prospects of Mediobanca or its subsidiaries.”

- (b) Paragraph 8 under section “*General Information*” on page 349 of the Base Prospectus shall be updated in its entirety and replaced as follows:

“8. There have been no significant changes to the financial or trading position of Mediobanca since the most recent audited financial information available was disclosed in the annual financial statements as at 30 June 2024.”

- (c) Paragraph 10 under section “*General Information*” on page 349 of the Base Prospectus shall be updated in its entirety and replaced as follows:

“10. For so long as the Programme remains in effect or any Notes remain outstanding, the following documents will be available in electronic form (unless the investor requests physical copies), and in the case of paragraphs (iii), (iv), (v) and (vi) below, may be obtained free of charge during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the office of the Fiscal Agent, the Paying Agent and the Italian Paying Agent:

- (i) the Deed of Guarantee. A copy of the Deed of Guarantee will be electronically available for viewing on the Issuers’ websites: [www.mediobanca.it](http://www.mediobanca.it) (in respect of Mediobanca – Banca di Credito Finanziario S.p.A.) and [www.mediobancaint.lu](http://www.mediobancaint.lu) (in respect of Mediobanca International (Luxembourg) S.A.);
- (ii) the By-laws (*Statuto*) of Mediobanca and articles of incorporation of Mediobanca International. A copy of the By-laws (*Statuto*) of Mediobanca and articles of incorporation of Mediobanca International will be electronically available for viewing on the Issuers’ websites: <https://www.mediobanca.com/en/corporate-governance/governance-reports-and-documents/documents.html> (in respect of Mediobanca – Banca di Credito Finanziario S.p.A.) and <https://www.mediobancaint.lu/en/index.html> (in respect of Mediobanca International (Luxembourg) S.A.);
- (iii) the published annual financial statements of Mediobanca International as at and for the years ended 30 June 2023 and 30 June 2022;
- (iv) the consolidated annual financial statements of Mediobanca as at and for the years ended 30 June 2024 and 30 June 2023;
- (v) Final Terms for Notes which are listed on the Official List of the Euronext Dublin or any other stock exchange;

- (vi) a copy of this Base Prospectus together with any Supplement to this Base Prospectus or further Base Prospectus;
- (vii) the Framework;
- (viii) the Second-party Opinion.

A copy of this Base Prospectus will also be electronically available for viewing on Euronext Dublin's website (<https://live.euronext.com/>).

In compliance with Article 21(3) of the Prospectus Regulation, a copy of this Base Prospectus along with the documents incorporated by reference in this Base Prospectus and any applicable supplement and final terms will be electronically available for viewing on Euronext Dublin website. For the avoidance of doubt, the Framework and/or the Second-party Opinion are not incorporated in and/or does not form part of this Base Prospectus.”