

SUPPLEMENT DATED 19 OCTOBER 2022 TO THE BASE PROSPECTUS DATED 3 DECEMBER 2021

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)

Issuance Programme

guaranteed in the case of Warrants 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 3 December 2021 (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 Issuance Programme (the "**Programme**") for the issuance of ("**Securities**"). 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 "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 2022;
- (ii) the section "Financial Information of Mediobanca – Banca di Credito Finanziario S.p.A."; and
- (iii) 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 (the "**Prospectus Regulation**"). The Central Bank of Ireland 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 Issuer or the quality of the Securities issued under the Programme. Investors should make their own assessment as to the suitability of investing in the securities issued under the Programme.

In accordance with Article 23 paragraph 2(a) of the Prospectus Regulation, retail investors who have already agreed to purchase or subscribe for the securities before this Supplement is published have the right, exercisable within by no later than three working days after the publication of this Supplement, to withdraw their acceptances. Accordingly, the final date for exercising the withdrawal right is 24 October 2022. 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 Securities and that are identified in the final terms of the Securities. 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 511 of the Base Prospectus) and are available on the websites of Mediobanca (www.mediobanca.com) and Mediobanca International (www.mediobancainet.lu) as applicable.

Each Issuer accepts responsibility for the information contained in this Supplement and declares that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

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 Securities 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 19 October 2022.

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

	Page
AMENDMENTS AND ADDITIONS TO THE BASE PROSPECTUS	2
AMENDMENTS TO THE SECTION “DOCUMENTS INCORPORATED BY REFERENCE”	4
AMENDMENTS TO THE SECTION “FINANCIAL INFORMATION OF MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A.”	5
AMENDMENTS TO THE SECTION “GENERAL INFORMATION”	6

AMENDMENTS TO THE SECTION “DOCUMENTS INCORPORATED BY REFERENCE”

The list of documents at page 67 of the Base Prospectus shall be amended by replacing the first entry as follows:

“

- the audited consolidated annual financial statements as at and for the years ended on 30 June 2022 and 2021 of Mediobanca;”

The first cross-reference lists on page 67 of the Base Prospectus in respect of the Mediobanca audited consolidated annual financial statements for the years ended on 30 June 2022 and 2021, shall be replaced in its entirety as follows:

“

Mediobanca - Consolidated annual financial statements		
	2022	2021
Balance sheet	Pages 98-99	Pages 94-95
Statement of income	Pages 100-101	Pages 96-97
Statement of changes in equity	Pages 102-103	Pages 98-99
Cash flow statement	Page 104-105	Page 100-101
Accounting policies and explanatory notes	Pages 107-387	Pages 103-371
Auditors' reports	Pages 84-96	Pages 80-91

”

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

The section “*Financial Information of Mediobanca – Banca di Credito Finanziario S.p.A.*” on page 428 of the Base Prospectus shall be replaced in its entirety 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 2022 and 2021 were prepared in accordance with IFRS as 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 as at 30 June 2021 have been audited by PricewaterhouseCoopers S.p.A., whose report thereon is attached to such annual financial statements.

The annual consolidated financial statements as at 30 June 2022 have been audited by Ernst & Young S.p.A., whose report thereon is attached to such annual financial statements.”

AMENDMENTS TO THE SECTION “GENERAL INFORMATION”

Paragraph 6 under section “*General Information*” on page 510 of the Base Prospectus shall be replaced in its entirety as follows:

“

6. Except for the developments described in the section headed “*Systemic risks in connection with the economic/financial crisis and the Covid-19 Pandemic*”, in particular for the possible impact of the Covid-19 crisis, since 30 June 2022 (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.”

Following the above-mentioned amendment, paragraph 8 under section “*General Information*” on page 510 of the Base Prospectus shall be replaced in its entirety as follows:

“

8. There have been no significant changes to the financial or trading position or to the financial performance of Mediobanca or the other companies forming part of the Group since the most recent financial information available was disclosed in the annual financial statements as at 30 June 2022.”

Following the above-mentioned amendment, paragraph 10 under section “*General Information*” on page 511 of the Base Prospectus shall be replaced in its entirety as follows:

“

10. For so long as the Programme remains in effect or any Securities remain outstanding, the following documents will be available in electronic form (unless the investor requests physical copies), and in the case of paragraphs (vi), (vii), (viii) and (ix) 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 and the Paying Agent:
- (i) the Issue and Paying Agency Agreement. A copy of the Issue and Paying Agency Agreement will be electronically available for viewing on the website: <https://www.mediobanca.com/en/products-issued/documents/framework-documentation.html>;
 - (ii) the Deeds of Covenant. A copy of the Deeds of Covenant will be electronically available for viewing on the website: <https://www.mediobanca.com/en/products-issued/documents/framework-documentation.html>;
 - (iii) the Deed of Guarantee. A copy of the Deed of Guarantee will be electronically available for viewing on the website: <https://www.mediobanca.com/en/products-issued/documents/framework-documentation.html>;
 - (iv) the Programme Manual (being a manual signed for the purposes of identification by the Issuers and the Fiscal Agent, containing suggested forms and operating procedures for the Programme, including the forms of the Securities in global and definitive form). A copy of the Programme Manual will be electronically available for viewing on the website: <https://www.mediobanca.com/en/products-issued/documents/framework-documentation.html>;
 - (v) 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.);
 - (vi) the published annual financial statements of Mediobanca International as at and for the years ended 30 June 2021 and 2020;
 - (vii) the consolidated annual financial statements of Mediobanca as at and for the years ended 30 June 2022 and 2021;

- (viii) Final Terms for Securities which are listed on Euronext Dublin or any other stock exchange or market;
- (ix) a copy of this Base Prospectus together with any Supplement to this Base Prospectus or further Base Prospectus.

A copy of this Base Prospectus will also be electronically available for viewing on Euronext Dublin's website (www.euronext.com/en/markets/dublin).

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 (www.euronext.com/en/markets/dublin).”