

SECOND SUPPLEMENT DATED 13 MAY 2025 TO THE BASE PROSPECTUS DATED 18 DECEMBER 2024

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 18 December 2024, as supplemented by the first supplement dated 12 March 2025 (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 order to inform investors about the launch of a voluntary public exchange offer by Mediobanca S.p.A. for 100% of Banca Generali shares worth €6.3bn, to be paid for entirely in Assicurazioni Generali shares.

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).

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 can be obtained, without charge, at the specified office of the Fiscal Agent in Luxembourg (as per page 362 of the Base Prospectus) and are available on the websites of Mediobanca (www.mediobanca.com) and Mediobanca International (www.mediobancaint.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 (which have taken all reasonable care to ensure that such is the case), 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 13 May 2025.

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 “INFORMATION ON MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.P.A.”	4

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

- (a) The paragraph “Recent Developments” at page 263 of the Base Prospectus shall be amended by inserting a new section as follows:

Voluntary public exchange offer launched by Mediobanca S.p.A. on the ordinary shares of the Banca Generali S.p.A.

On 27 April 2025, the Board of Directors of Mediobanca approved the launch of a voluntary public exchange offer pursuant to Articles 102 of the Financial Services Act (the “**Exchange Offer**”) on all the ordinary shares of Banca Generali S.p.A.; the consideration will consist of shares in Assicurazioni Generali S.p.A. owned by Mediobanca. The Exchange Offer is subject to certain conditions, including the approval of the transaction by the shareholders of Mediobanca in an ordinary business general meeting, as required by Article 104 of the Finance Service Act and the authorizations required by the applicable laws and regulations. For further information on the Exchange Offer, please refer to the press release dated 28 April 2025, available at the following link: https://www.mediobanca.com/static/upload_new/pre/press-release---28-april-2025.pdf