

MEDIOBANCA - Banca di Credito Finanziario S.p.A.

(incorporated with limited liability in the Republic of Italy)

MEDIOBANCA INTERNATIONAL (Luxembourg) S.A.

(a public limited liability company (société anonyme) incorporated under the laws of the Grand Duchy of Luxembourg, with registered office at 4, Boulevard Joseph II, L-1840 Luxembourg and duly registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés, Luxembourg) under number B112885)

MB FUNDING LUX SA

(a public limited liability company (société anonyme) incorporated under the laws of Luxembourg, with registered office at 6, Rue Eugène Ruppert, L-2453 Luxembourg and duly registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés, Luxembourg) under number B209165)

Issuance Programme

guaranteed in the case of Certificates issued by Mediobanca International (Luxembourg) S.A. and MB Funding Lux SA

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 6 June 2024 as supplemented by the supplement dated 28 November 2024 (the “**Base Prospectus**”) prepared by Mediobanca - Banca di Credito Finanziario S.p.A. (“**Mediobanca**”), Mediobanca International (Luxembourg) S.A. (“**Mediobanca International**”) and MB Funding Lux SA (“**MBFL**”) (each an “**Issuer**” and together the “**Issuers**”) in connection with the Issuance Programme (the “**Programme**”) for the issuance of certificates (“**Certificates**” or the “**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 the section “Documents Incorporated by Reference” to incorporate by reference the press release dated 28 January 2025 related to Mediobanca’s rejection of Banca Monte dei Paschi di Siena’s takeover bid.

*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 Securities 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 Securities 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 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 March 2025. 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 1136 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, 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 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 March 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.

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AMENDMENTS TO THE SECTION “DOCUMENTS INCORPORATED BY REFERENCE”

- (a) The list of documents at page 125 of the Base Prospectus shall be amended by inserting a new entry as follows:

“

- the press release dated 28 January 2025 relating to Mediobanca’s rejection of Banca Monte dei Paschi di Siena’s takeover bid, available at the following link: https://www.mediobanca.com/static/upload_new/pre/press-release-bod-28-01-25-final.pdf,”