

SUPPLEMENT DATED 7 OCTOBER 2019 TO THE BASE PROSPECTUS DATED 21 DECEMBER 2018

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 21 December 2018 (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 "Summary of the Programme";
- (ii) the section "Documents Incorporated by Reference" to incorporate by reference (a) the audited consolidated annual financial statement of Mediobanca as at and for the year ended on 30 June 2019 and 2018 and (b) the audited non-consolidated annual financial statement of Mediobanca International as at and for the year ended on 30 June 2019 and 2018;
- (iii) the section "Information on Mediobanca – Banca di Credito Finanziario S.p.A.";
- (iv) the section "Information on Mediobanca International (Luxembourg) S.A."; and
- (v) the section "General Information".

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**"), which is the competent authority in Ireland for the purpose of Directive 2003/71/EC as amended (the "**Prospectus Directive**") and relevant implementing measures in Ireland, as a base prospectus supplement issued in compliance with Article 16 of the Prospectus Directive and relevant implementing measures in Ireland.

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 two working days after the publication of this Supplement, to withdraw their acceptances. Accordingly, the final date for exercising the withdrawal right is 9 October 2019.

Copies of this Supplement are available on the website of the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") (www.ise.ie) 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 250 of the Base Prospectus) and are available on the websites of Mediobanca (www.mediobanca.com) and Mediobanca International (www.mediobancainst.lu) as applicable.

Each Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, 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 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 7 October 2019.

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 “SUMMARY OF THE PROGRAMME”

The following paragraph “B.12 Selected historical key information/no material adverse change/significant changes” shall replace the paragraph of “B.12 Selected historical key information/material adverse change/significant changes” set out in the section “Summary of the Programme” on pages 3-7 of the Base Prospectus:

“

B.12¹	Selected historical key information/no material adverse change/significant changes	Mediobanca The audited consolidated balance sheet and profit and loss account of Mediobanca as at 30 June 2019 are shown below, along with comparative data for the year ended 30 June 2018, plus a series of key financial indicators.			
		Regulatory capital and solvency margins			
		Indicators and own funds	30/6/19	30/6/18	Minimum levels set by law^{**}
		(€m) or %			
		Common Equity Tier 1 – CET1	6,524.4	6,746.6	
		Additional Tier 1 – AT1	-	-	
		Tier 2 – T2	1,561.2	1,828.7	
		Own funds	8,085.6	8,575.3	
		RWAs [*]	46,309.9	47,362.7	
		Common Equity Tier 1 ratio – CET1 ratio	14.09%	14.24%	7%
		Tier 1 ratio – T1 ratio	14.09%	14.24%	8.5%
		Total capital ratio	17.46%	18.11%	10.5%
		Risk-weighted assets/Total assets	59.2%	65.5%	
		Leverage Ratio (temporary) ^{***}	8.4%	8.8%	
		<p>[*] Risk-weighted assets (RWAs) have been calculated using the standardised methodology for credit and market risks and the base methodology for operational risks.</p> <p>^{**} Limits include the Pillar II requisite (1.25%, as per the SREP decision issued on 22 November 2017) imposed by the regulatory authority and the capital conservation buffer (1.875%) for 2018; these limits, as from 1 January 2019, will have to reflect an increased capital conservation buffer of 2.50%, hence the levels will be 8.25% for the CET1 ratio, 9.75% for the Tier 1 ratio, and 11.75% for the total capital ratio, taking the same Pillar II requisite as the benchmark for this purpose.</p> <p>^{***} The “leverage ratio” is the Group’s regulatory and tier 1 capital as a percentage of its total exposure (i.e. the sum of its assets and off-balance-sheet exposures. This indicator was introduced by the Basel Committee to keep down debt and contain excessive use of financial leverage in the banking sector.</p>			
		MAIN CONSOLIDATED BALANCE SHEET ITEMS	30/6/19	30/6/18	CHANGES 2019/2018 %
			€m	€m	
		Assets			
		Due from banks [*]	7,961.9	7,553.0	5.4%
		Due from clients ^{**}	48,637.9	40,977.9	18.7%
		Financial assets	14,922.0 ^{***}	16,748.3 ^{****}	-10.9%
		Total Assets	78,244.7	72,300.5	8.2%
		Liabilities			
		Debt securities in issue	20,078.2	20,608.5	-2.6%

¹ By virtue of the Supplement dated 7 October 2019, “Selected historical key information/no material adverse change/significant changes” has been updated and integrated with certain financial information of (a) audited consolidated annual financial statement of Mediobanca as at and for the year ended on 30 June 2019 and 2018 and (b) the audited non-consolidated annual financial statement of Mediobanca International as at and for the year ended on 30 June 2019 and 2018.

Financial liabilities*****	22,312.9	18,958.9	17.7%
Direct funding (from customers)*****	23,987.9	21,320.0	12.5%
Net interbank position*****	5,908.9	4,710.5	25.4%
Net equity	9,898.9	9,732.2	1.7%
of which: share capital	460.2	459.9	0.1%

* Item 60 of previously applied IAS39

** Item 70 of previously applied IAS39

*** Includes financial assets measured at FVTPL, financial assets measured at FVOCI and the hedge derivatives.

**** Includes financial assets held for trading, AFS securities, financial assets held to maturity and the hedge derivatives.

***** Includes amounts due to banks, trading liabilities and hedge derivatives.

***** Includes amounts due to clients.

***** Net balance between amounts due to banks and assets due from banks.

MAIN CONSOLIDATED PROFIT AND LOSS ACCOUNT ITEMS	30/6/19	30/6/18	CHANGES 2019/2018
	€m	€m	%
Net interest income	1,404.2	1,366.0	2.8%
Net fee and commission income	440.5	456.3	-3.5%
Total income	2,039.5	2,053.3	-0.7%
Net profit from financial and insurance operations	1,875.5	1,890.0	-0.8%
Operating costs	-1,114.1	-1,074.9	3.6%
Profit before Tax	1,082.7	1,095.8	-1.2%
Net Profit	823.0	863.9	-4.7%

Mediobanca International

The audited balance sheet and profit and loss of Mediobanca International as at and for the year ended on 30 June 2019 are shown below, along with comparative data as at and for the year ended 30 June 2018.

MAIN STATEMENT OF FINANCIAL POSITION ITEMS	30/6/19	30/6/18	CHANGES 2019/2018
	€m	€m	%
Assets			
Loan and advances to credit institutions	3,287.1	2,774.9	18.5%
Loan and advances to customers	4,506.1	4,090.4	10.2%
Financial assets*	74.1	34.1	117.3%
Total Assets	7,888.6	7,014.3	12.5%
Liabilities			
Debt securities in issue	4,127.4	3,625.7	13.8%
Amounts due to credit institutions	3,242.8	2,180.3	48.7%
Amounts due to customers	110.0	792.7	-86.1%
Financial liabilities valued at FVTPL	55.6	19.1	191.1%
Net equity**	338.2	328.6	2.9%
of which: share capital	10.0	10.0	-
Profit/Loss of the period	3.2	12.4	-74.2%
Total liabilities	7,888.6	7,014.3	12.5%

* Includes financial assets valued at FVTPL and hedging derivatives.

** Includes reserves and share capital.

MAIN STATEMENT OF	30/6/19	30/6/18	CHANGE
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COMPREHENSIVE INCOME ITEMS			S 2019/2018
	€m	€m	%
Net interest income	12.2	23.3	-47.6%
Net fee and commission income	5.0	5.2	-3.8%
Total income	17.9	25.8	-30.6%
Net profit from banking activities	14.4	25.7	-44.0%
Administrative expenses	-10.1	-9.1	11.0%
Profit of the ordinary activity before tax	4.3	16.8	-74.4%
Profit for the year	3.2	12.4	-74.2%

CASH FLOW STATEMENT	Year ended 30 June	
	2019	2018
	<i>(Euro thousands)</i>	
CASH FLOW FROM OPERATING ACTIVITIES		
Operating activities	35,213	159,546
Cash generated/(absorbed) by financial assets	-66,898	-2,675,616
Cash (generated)/absorbed by financial liabilities	-2,306	2,477,840
Net cash flow (outflow) from operating activities	-33,991	-38,230
CASH FLOW FROM INVESTMENT ACTIVITIES		
Net cash flow (outflow) from investment activities	-	50,000
FUNDING ACTIVITIES		
Net cash flow (outflow) from funding activities	15,000	-
NET CASH FLOW (OUTFLOW) DURING YEAR/PERIOD	-18,991	11,770

Mediobanca

Material adverse change

Since 30 June 2019 with respect to Mediobanca there have been no material adverse changes to the prospects of either Mediobanca or the Group headed up by it.

Significant changes

There have been no significant changes to the financial or trading position of Mediobanca or the other companies forming part of the Group since the most recent financial information available, which was disclosed in the consolidated annual financial statements for the year ended 30 June 2019.

Mediobanca International

Material adverse change

Since 30 June 2019 with respect to Mediobanca International there have been no material

		adverse changes to the prospects of Mediobanca International.
		<i>Significant changes</i>
		There have been no significant changes to the financial or trading position of Mediobanca International since the most recent financial information available, which was disclosed in the consolidated annual financial statements for the year ended 30 June 2019.

”

AMENDMENTS TO THE SECTION “DOCUMENTS INCORPORATED BY REFERENCE”

The list of documents at page 76 of the Base Prospectus shall be amended by replacing the first two entries as follows:

“

- the audited consolidated annual financial statements as at and for the years ended 30 June 2019 and 2018 of Mediobanca;
- the audited non-consolidated annual financial statements as at and for the years ended 30 June 2019 and 2018 of Mediobanca International;”

The cross-reference list in respect of the Mediobanca and Mediobanca International financial statements shall be replaced in its entirety as follows:

“Cross-reference list in respect of the Mediobanca and Mediobanca International financial statements

Mediobanca - Consolidated annual financial statements Commission Regulation (EC) No. 809/2004, Annex XI, Paragraph 11.1	2019	2018
Balance sheet	Pages 82-83	Pages 78-79
Statement of income	Pages 84-85	Pages 80-81
Statement of changes in equity	Pages 86-87	Pages 82-83
Cash flow statement	Pages 88-89	Pages 84-85
Accounting policies and explanatory notes	Pages 92-339	Pages 87-292
Auditors' reports	Pages 72-79	Pages 66-75

Mediobanca International - Non- Consolidated annual financial statements Commission Regulation (EC) No. 809/2004, Annex XI, Paragraph 11.1	2019	2018
Statement of financial position	Page 40	Page 34
Statement of comprehensive income	Page 42	Page 35
Statement of changes in equity	Pages 43-44	Pages 36-37
Cash flow statement	Page 45	Pages 38
Accounting policies and explanatory notes	Pages 48-176	Pages 40-173
Auditors' reports	Pages 33-38	Pages 26-31

”

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

The first five paragraphs under sub-section headed “*History and development of Mediobanca – Important events in Mediobanca’s recent history*” under section headed “*Information on Mediobanca – Banca di Credito Finanziario S.p.A.*” on page 160 of the Base Prospectus shall be replaced in their entirety as follows:

“*Important events in Mediobanca’s recent history*”

Since 30 June 2019 there have been no negative changes either to the financial position or prospects of either Mediobanca or the Group headed up by it.

Neither Mediobanca nor any company in the Group have carried out transactions that have materially affected or that might be reasonably expected to materially affect, Mediobanca’s ability to meet its obligations towards third parties.

As at 15 May 2019, Fitch rated Mediobanca F2 (short-term debt), BBB (long-term debt) and negative (outlook) – see www.mediobanca.com/en/investor-relations/financing-rating/rating.html.

As at 22 March 2019, S&P rated Mediobanca A-2 (short-term debt), BBB (long-term debt) and negative (outlook) – see www.mediobanca.com/en/investor-relations/financing-rating/rating.html.

As at 4 December 2018 Moody’s rated Mediobanca Baa1 (long-term debt) and stable (outlook) – see www.mediobanca.com/en/investor-relations/financing-rating/rating.html.”

The sub-section headed “*Consolidated financial information as at 30/06/18*” under section headed “*Information on Mediobanca – Banca di Credito Finanziario S.p.A.*” on page 165 of the Base Prospectus shall be replaced in its entirety as follows:

“*Consolidated financial information as at 30/06/19**”

Profit and loss account (€m)	Corporate & Investment Banking	Consumer	Wealth Management	Principal investing	Holding Functions	Total
Net interest income	272.7	898.8	260.2	(7.1)	(47.1)	1,395.6
Total income	627.1	1,026.9	574.3	332.4	(5.3)	2,524.7
Profit before tax	394.9	495.6	102.4	324.0	(236.0)	1,084.1
Net profit	265.8	336.4	71.2	314.2	(167.5)	823.0

* *Source: Mediobanca audited consolidated annual financial statement as at and for the year ended on 30 June 2019”*

The sub-section headed “*Auditors of the Financial Statements*” under section headed “*Information on Mediobanca – Banca di Credito Finanziario S.p.A.*” on page 178 of the Base Prospectus shall be replaced in its entirety as follows:

“**Auditors of the Financial Statements**”

External auditors and auditors responsible for auditing the financial statements

At an annual general meeting held on 27 October 2012, the shareholders of Mediobanca appointed PricewaterhouseCoopers S.p.A. to audit the Bank’s separate and consolidated full-year and interim financial statements up to and including the financial year ending 30 June 2021.

PricewaterhouseCoopers S.p.A. a company with its registered offices in via Monte Rosa 91, Milan, Italy, has audited the separate and consolidated financial statements of Mediobanca as at 30 June 2019 and 2018. PricewaterhouseCoopers S.p.A is registered under No. 119644 in the Register of Accounting Auditors (*Registro dei Revisori Legali*) maintained by MEF (*Ministero dell’Economia e delle Finanze*) in compliance with the provisions of Legislative Decree No. 39 of 27 January 2010 (the “**Decree 39/2010**”).

External supervisory bodies other than the external auditors

There are no external supervisory bodies other than the external auditors.

Information regarding resignations, dismissals or failures to renew the appointment of the external auditors or the auditors responsible for auditing the financial statements

No resignations, dismissals or failures to renew the appointment of the external auditors have occurred during the period under review.”

The sub-section headed “*Significant changes in the Issuer’s financial position*” under section headed “Information on Mediobanca – Banca di Credito Finanziario S.p.A.” on page 179 of the Base Prospectus shall be replaced in its entirety as follows:

“Significant changes in the Issuer’s financial position

There have been no significant changes to financial or commercial position of Mediobanca, Mediobanca International or the other companies forming part of the Group since the most recent financial information available was disclosed in the audited consolidated or non-consolidated, as the case may be, annual financial statements as at 30 June 2019.”

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 180 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 2019 and 2018 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 2019 and 2018 have been audited by PricewaterhouseCoopers S.p.A., whose reports thereon are attached to such annual financial statements.”

AMENDMENTS TO THE SECTION “INFORMATION ON MEDIOBANCA INTERNATIONAL (LUXEMBOURG) S.A.”

The items headed “Reserves” and “Approved independent auditors” under sub-paragraph “General Information” under section “Information on Mediobanca International (Luxembourg) S.A.” on pages 181-182 of the Base Prospectus shall be replaced in their entirety as follows:

“Reserves: EUR 338.2 million as at 30 June 2019.”

“Approved independent auditors: PricewaterhouseCoopers, *Société coopérative*, incorporated under the laws of Luxembourg, with its registered office at 2, rue Gerhard Mercator, B.P. 1443, L-1014 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register under number B.65477 (“**PwC Luxembourg**”), was designated, during a meeting of the Board of Directors held on 11 September 2012, the Mediobanca International’s independent auditors (*réviseur d’entreprises agréé*). Their mandate was renewed by the Board of Directors on 14 December 2016 for a period ending at the shareholders’ annual general meeting which will be held in 2021.

PwC Luxembourg, has audited the non-consolidated financial statements of Mediobanca International as at and for the years ended 30 June 2019 and 30 June 2018 and will audit the non-consolidated financial statements of Mediobanca International as at and for the year ending 30 June 2020.

PwC Luxembourg is registered as a *cabinet de révision* with the public register of company auditors drawn up by the Luxembourg Ministry of Justice and is a member of the Institute of Independent Auditors (*l’Institut des Réviseurs d’Entreprises*) and is approved by the Commission de Surveillance du Secteur Financier (“**CSSF**”) in the context of the law dated 23 July 2016 on the audit profession.”

The sub-paragraph “Main Financial information of Mediobanca International” under section “Information on Mediobanca International (Luxembourg) S.A.” on pages 183-184 of the Base Prospectus shall be replaced in its entirety as follows:

“Main financial information of Mediobanca International

Selected annual financial information. The summary audited balance sheet, profit and loss account and cash flow statement of Mediobanca International as at 30 June 2019 are shown below, along with comparative data for the year ended 30 June 2018.

MAIN STATEMENT OF FINANCIAL POSITION ITEMS	30/6/19	30/6/18	CHANGES 2019/2018
	€m	€m	%
Assets			
Loans and advances to credit institutions	3,287.1	2,774.9	18.5%
Loans and advances to customers	4,506.1	4,090.4	10.2%
Financial assets*	74.1	34.1	117.3%
Total Assets	7,888.6	7,014.3	12.5%
Liabilities			
Debt securities in issue	4,127.4	3,625.7	13.8%

Amounts due to credit institutions	3,242.8	2,180.3	48.7%
Amounts due to customers	110.0	792.7	-86.1%
Financial liabilities valued at FVTPL	55.6	19.1	191.1%
Net equity**	338.2	328.6	2.9%
of which: share capital	10.0	10.0	-
Profit for the period	3.2	12.4	-74.2%
Total Liabilities	7,888.6	7,014.3	12.5%

* Includes financial assets valued at FVTPL and hedging derivatives.

** Includes reserves and share capital.

MAIN STATEMENT OF COMPREHENSIVE INCOME ITEMS	30/6/19	30/6/18	CHANGES 2019/2018
	€m	€m	%
Net interest income	12.2	23.3	-47.6%
Net fee and commission income	5.0	5.2	-3.8%
Total income	17.9	25.8	-30.6%
Net income from banking activities	14.4	25.7	-44.0%
Administrative expenses	-10.1	-9.1	11.0%
Profit of the ordinary activity before tax	4.3	16.8	-74.4%
Profit for the year	3.2	12.4	-74.2%

CASH FLOW STATEMENT	Year ended 30 June	
	2019	2018
CASH FLOW FROM OPERATING ACTIVITIES	<i>(€ thousands)</i>	
Operating activities	35,213	159,546
Cash generated/(absorbed) by financial assets	-66,898	-2,675,616
Cash (generated)/absorbed by financial liabilities	-2,306	2,477,840
Net cash flow (outflow) from operating activities	-33,991	-38,230
CASH FLOW FROM INVESTMENT ACTIVITIES		
Net cash flow (outflow) from investment activities	-	50,000
FUNDING ACTIVITIES		
Net cash flow (outflow) from funding activities	15,000	-
NET CASH FLOW (OUTFLOW) DURING YEAR/PERIOD	-18,991	11,770

”

AMENDMENTS TO THE SECTION “FINANCIAL INFORMATION OF MEDIOBANCA INTERNATIONAL (LUXEMBOURG) S.A.”

The section “*Financial Information of Mediobanca International (Luxembourg) S.A.*” on page 185 of the Base Prospectus shall be replaced in its entirety as follows:

“FINANCIAL INFORMATION OF MEDIOBANCA INTERNATIONAL (LUXEMBOURG) S.A.

Mediobanca International only produces non-consolidated annual financial statements.

The non-consolidated annual financial statements of Mediobanca International as at and for the years ended 30 June 2019 and 2018, in each case together with the notes thereto, are incorporated by reference in this Base Prospectus. See “*Documents Incorporated by Reference*”.

The non-consolidated annual financial statements of Mediobanca International as at and for the years ended 30 June 2019 and 2018 have been prepared in accordance with IFRS as adopted by the European Union.

The non-consolidated annual financial statements as at and for the year ended 30 June 2019 and 2018 have been audited by PricewaterhouseCoopers, *Société coopérative*, whose reports thereon are attached to such non-consolidated annual financial statements.”

AMENDMENTS TO THE SECTION “GENERAL INFORMATION”

Paragraphs from 6 to 10 under section “*General Information*” on pages 243-244 of the Base Prospectus shall be replaced in their entirety as follows:

“

6. In the case of Mediobanca, since 30 June 2019 (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.
7. In the case of Mediobanca International, since 30 June 2019 (being the last day of the financial period in respect of which the most recent and available audited financial statements of Mediobanca International have been prepared) there has been no material adverse change in the prospects of Mediobanca International.
8. There have been no significant changes to the financial or trading position of Mediobanca or the other companies forming part of the Group since the most recent financial information available was disclosed in the financial statements as at 30 June 2019.
9. There have been no significant changes to the financial or trading position of Mediobanca International since the most recent financial information available was disclosed in the non-consolidated financial statements as at 30 June 2019.
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 (vii), (viii), (ix), (x), (xi) and (xii) 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;
 - (ii) the Deeds of Covenant;
 - (iii) the Deed of Guarantee;
 - (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 Notes in global and definitive form);
 - (v) the By-laws (*Statuto*) of Mediobanca and articles of incorporation of Mediobanca International;
 - (vi) the Mediobanca Registration Document 2018;
 - (vii) the published annual financial statements of Mediobanca International as at and for the years ended 30 June 2019 and 2018;
 - (viii) the consolidated annual financial statements of Mediobanca as at and for the years ended 30 June 2019 and 2018;
 - (ix) the unaudited consolidated interim financial report for the six months ended 31 December 2018 of Mediobanca;
 - (x) the unaudited non-consolidated interim financial report for the six months ended 31 December 2018 of Mediobanca International;
 - (xi) Final Terms for Notes which are listed on the Official List of the Euronext Dublin or any other stock exchange;
 - (xii) a copy of this Base Prospectus together with any Supplement to this Base Prospectus or further Base Prospectus;”