PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("**UK**"). For these purposes, a "retail investor" means a person who is neither: (i) a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID II product governance / Retail investors, professional investors and ECPs target market – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Securities has led to the conclusion that: (i) the target market for the Securities is eligible counterparties, professional clients and retail clients, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) all channels for distribution to eligible counterparties and professional clients are appropriate, except for pure execution services for the latter; and (iii) the following channels for distribution of the Securities to retail clients are appropriate - investment advice, portfolio management and execution with appropriateness (no distribution via execution only), subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable. Any person subsequently offering, selling or recommending the Securities (a "**Distributor**") should take into consideration the manufacturer's target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Securities (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels, subject to the distributor's suitability and appropriateness obligations under MiFID II, as applicable.

Final Terms

Mediobanca International (Luxembourg) S.A.

Legal entity identifier (LEI): 549300DV870NBWY5W279

Issue of up to 30,000 Certificates "Constant Percentage Securities linked to Ferrari NV and Kering SA Shares due 18 December 2030"

commercially named

"Mediobanca Memory Protection Basket Lusso Dicembre 2030"

guaranteed in the case of Securities issued by MEDIOBANCA INTERNATIONAL (Luxembourg) S.A. by

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

under the

Issuance Programme

SERIES NO: 246

TRANCHE NO: 1

Issue Price: EUR 1,000 per Security

Dealer: Mediobanca - Banca di Credito Finanziario S.p.A.

The date of these Final Terms is 5 November 2026

Any person making or intending to make an offer of the Securities may only do so:

(i) in those Non-exempt Offer Jurisdictions mentioned in Paragraph 11 of Part B below, provided such person is a Dealer or an Authorised Offeror (as such term is defined in the Base Prospectus) and that the offer is made during the Offer Period specified in that paragraph and that any conditions relevant to the use of the Base Prospectus are complied with; or

(ii) otherwise in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or to supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer.

Neither the Issuer nor the Dealer has authorised, nor do they authorise, the making of any offer of Securities in any other circumstances.

Investors should note that if a supplement to or an updated version of the Base Prospectus referred to below is published at any time during the Offer Period (as defined below), such supplement or updated base prospectus, as the case may be, will be published and made available in accordance with the arrangements applied to the original publication of these Final Terms. Any investors who have indicated acceptances of the Offer (as defined below) prior to the date of publication of such supplement or updated version of the Base Prospectus, as the case may be, (the "**Publication Date**") have the right within three working days of the Publication Date to withdraw their acceptances.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 4 June 2026, each Supplement to the Base Prospectus published and approved on or before the date of these Final Terms (copies of which are available as described below) and any other Supplement to the Base Prospectus which may have been published and approved before the issue of any additional amount of Securities (the "**Supplements**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Conditions of the Securities such changes

shall have no effect with respect to the Conditions of the Securities to which these Final Terms relate) which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") (the "**Base Prospectus**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8 of the Prospectus Regulation. Full information on Mediobanca International (Luxembourg) S.A. (the "**Issuer**"), on Mediobanca - Banca di Credito Finanziario S.p.A. (the "**Guarantor**") and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Securities is annexed to these Final Terms.

The Base Prospectus and any Supplement to the Base Prospectus are available for viewing at the Issuer's registered office at 4, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg and at each office of Banca Monte dei Paschi di Siena S.p.A. (acting as Lead Manager and Distributor) and on the website of the Issuer (www.mediobancaint.lu), Banca Monte dei Paschi di Siena S.p.A. (https://www.gruppomps.it) and Banca Widiba S.p.A. (https://www.widiba.it acting as Distributor) and copies may be obtained free of charge from the Issuer upon request at its registered address and from the Distributor Banca Monte dei Paschi di Siena S.p.A. at each of its offices.

References herein to numbered Conditions are to the terms and conditions of the relevant series of Securities and words and expressions defined in such terms and conditions shall bear the same meaning in these Final Terms in so far as they relate to such series of Securities, save as where otherwise expressly provided.

GENERAL PROVISIONS

The following terms apply to each series of Securities:

1.	Issuer:	Mediobanca International (Luxembourg) S.A.
2.	Guarantor:	Mediobanca - Banca di Credito Finanziario S.p.A.
3.	Series Number:	246
4.	Tranche Number:	1

5.	Issue Currency:	Euro ("EUR")
6.	Notional Amount of Security:	EUR 1,000
	Aggregate Notional Amount	Up to EUR 30,000,000 The Aggregate Notional Amount will not exceed EUR 30,000,000 and will be determined at the end of the Offer Period (as defined in paragraph 11 of Part B below) and such final amount will be filed with the Central Bank of Ireland as competent authority provided that, during the Offer Period, the Issuer will be entitled to increase the Aggregate Notional Amount as more fully described under paragraph 12 of Part B below.
7.	Issue Price per Security	EUR 1,000
8.	Trade Date:	16 October 2026
9.	Issue Date:	18 December 2026
10.	Date of approval for issuance of Securities obtained and Guarantee obtained:	29 April 2026
11.	Consolidation:	Not applicable
12.	Type of Securities:	(a) Certificates

(b) The Securities are Share Securities

The provisions of Annex 3 (Additional Terms and Conditions for Share Securities) shall apply.

Unwind Costs: Applicable

Standard Unwind Costs: Applicable

13.	Exercise Date:	The Exercise Date is 11 December 2030 or, if such day is not a Business Day, the immediately succeeding Business Day.
14.	Form of Securities:	Temporary Global Security exchangeable for a Permanent Global Security which is exchangeable for Definitive Securities only in the limited circumstances specified in the Permanent Global Security. TEFRA D Rules shall apply.
15.	Business Day Centre(s):	The applicable Business Day Centre for the purposes of the definition of "Business Day" in General Security Condition 3 is: T2 System
16.	Settlement:	Settlement will be by way of cash payment (Cash Settled Securities).

17.	Settlement Date:	The Settlement Date for the Securities is 18 December 2030 as adjusted in accordance with the Following Business Day Convention
18.	Rounding Convention for Cash Settlement Amount:	Not applicable
19.	Variation of Settlement:	
	(a) Issuer's option to vary settlement:	The Issuer does not have the option to vary settlement in respect of the Securities
20.	Redenomination:	Not applicable
	(a) Redenomination in National Currency:	Not applicable
21.	FX Settlement Disruption Event Determination:	Not applicable
22.	Cash Settlement:	Applicable
	(i) Guaranteed Cash Settlement:	Not applicable
	(ii) Maximum Amount:	Not applicable
	(iii) Minimum Amount:	Not applicable

	(iv) Cash Settlement Amount:	Is the amount determined by the Calculation Agent in accordance with the Final Payout indicated in item 23 below.
23.	Final Payout	**Multiple Final Payout – Constant Percentage Securities**
	MFP Payouts	Multiple Final Payout – Constant Percentage Securities Notional Amount * Constant Percentage 1 Where: **"Constant Percentage 1"** means 100%
	Payout Switch:	Not applicable
	• Payout Switch Election:	Not applicable
	• Automatic Payout Switch:	Not applicable
	• Target Switch Payout:	Not applicable
24.	Entitlement	Not applicable
25.	Exchange Rate:	Not applicable

26. Settlement Currency: The settlement currency for the payment of the Cash Settlement Amount is EUR.

27. Calculation Agent: The Calculation Agent is Mediobanca - Banca di Credito Finanziario S.p.A..

The address of the Calculation Agent is Piazzetta Enrico Cuccia, 1, 20121 Milan, Italy.

28. Governing law: English Law

PRODUCT SPECIFIC PROVISIONS

29. Hybrid Securities: Not applicable

30. Index Securities: Not applicable

31. Share Securities: Applicable

(a) Share(s)/Share Company/Basket Company/GDR/ADR: The Securities are linked to the performance of 2 Shares (each an **"Underlying Reference^{k}"** and together the "**Basket of Shares**") as set out in the table below

k	Share	Bloomberg Code
1	Ferrari NV	RACE IM Equity
2	Kering SA	KER FP Equity

(b) Relative Performance Basket: Not applicable

(c) Share Currency:

k	Share	Currency
1	Ferrari NV	EUR
2	Kering SA	EUR

(d) ISIN of Share(s):

k	Share	ISIN
1	Ferrari NV	NL0011585146
2	Kering SA	FR0000121485

(e) Exchange(s):

k	Share	Exchange
1	Ferrari NV	Borsa Italiana S.p.A. - M.T.A.
2	Kering SA	Euronext Paris

(f) Related Exchange(s):

k	Share	Related Exchange(s)
1	Ferrari NV	Borsa Italiana S.p.A. - IDEM (Mercato italiano degli strumenti derivati)
2	Kering SA	Euronext Derivatives

(g) Exchange Business Day: All Shares Basis

(h) Scheduled Trading Day: All Shares Basis

(i) Weighting: Not applicable

(j) Settlement Price: Official closing price

(k) Closing Price: Official closing price

(l) Specified Maximum Days of Disruption: 3 (three) Scheduled Trading Days

(m) Valuation Time: Scheduled Closing Time as defined in General Security Condition 3

(n)	Settlement on Occurrence of an Extraordinary Event:	Delayed Settlement on Occurrence of an Extraordinary Event: Not applicable.
(o)	Share Correction Period:	As per Share Security Condition 1
(p)	Dividend Payment:	Not applicable
(q)	Listing Change:	Applicable
(r)	Listing Suspension:	Applicable
(s)	Illiquidity:	Not applicable
(t)	Tender Offer:	Applicable
(u)	CSR Event:	Not applicable
(v)	Hedging Liquidity Event:	Applicable As per Share Security Condition 5.3
(w)	Dividend Protection	Not applicable

32. ETI Securities: Not applicable

33. Debt Securities: Not applicable

34. Commodity Securities: Not applicable

35.	Inflation Index Securities:	Not applicable
36.	Currency Securities:	Not applicable
37.	Fund Securities:	Not applicable
38.	Futures Securities:	Not applicable
39.	Credit Securities:	Not applicable
40.	Underlying Interest Rate Securities:	Not applicable
41.	This section is intentionally left blank	
42.	Additional Disruption Events and Optional Additional Disruption Events:	(a) Additional Disruption Events: Applicable (b) Optional Additional Disruption Events: Applicable The following Optional Additional Disruption Events apply to the Securities: Increased Cost of Hedging Insolvency Filing Extraordinary External Event

Jurisdiction Event

Significant Alteration Event

(c) Settlement: Settlement pursuant to General Securities Condition 13.2(b): Applicable

Delayed Settlement on Occurrence of an Additional Disruption Event and/or Optional Additional Disruption Event: Not applicable

43. Knock-in Event: Not applicable

44. Knock-out Event Not applicable

45. PROVISIONS RELATING TO REMUNERATION IN RESPECT OF CERTIFICATES

(a) Remuneration: Applicable

Coupon Switch: Not applicable

(i) Remuneration Period(s): Not applicable

(ii) Remuneration Payment Date(s): Means:

With reference to **MFP Memory Snowball Digital Coupon**

		Remuneration Valuation Date	**Remuneration Payment Date**
		13/12/2027	20/12/2027
		11/12/2028	18/12/2028
		11/12/2029	18/12/2029
		11/12/2030	18/12/2030

Record Date(s): the second Business Day preceding the relevant Remuneration Payment Date.

(iii)	Business Day Convention for Remuneration Payment Date(s):	All the dates are subject to the Following Business Day Convention
(iv)	Party responsible for calculating the Remuneration Rate(s) and Remuneration Amount(s) (if not the Calculation Agent)	Not applicable
(v)	Margin(s):	Not applicable
(vi)	Maximum Remuneration Rate:	Not applicable
(vii)	Minimum Remuneration Rate:	Not applicable

(viii)	Day Count Fraction:		Not applicable
(ix)	Remuneration Settlement:	to	Not applicable
(x)	Remuneration Basis:		Linked Remuneration Amount Certificates
(xi)	Remuneration Rate:		Applicable

MFP Memory Snowball Digital Coupon applicable

(i) If the MFP Memory Snowball Digital Coupon Condition is satisfied in respect of MFP Coupon Valuation Date(i):
Rate 1(i) + Sum Rate(i); or

(ii) if the MFP Memory Snowball Digital Coupon Condition is not satisfied in respect of MFP Coupon Valuation Date(i):
Rate 2(i)

Where:

"**Rate 1(i)**" means:

i	**Remuneration Valuation Date**	**Rate 1**
1	13/12/2027	6.55%
2	11/12/2028	6.55%

3	11/12/2029	6.55%
4	11/12/2030	6.55%

"Sum Rate(i)" means the sum of Rate 1(i) for each MFP Coupon Valuation Date, as applicable, in the period from (but excluding) the last occurring MFP Memory Snowball Date (or if none the Issue Date) to (but excluding) the relevant MFP Coupon Valuation Date;

"Rate 2(i)" means

i	**Remuneration Valuation Date**	**Rate 2**
1	13/12/2027	0.00%
2	11/12/2028	0.00%
3	11/12/2029	0.00%
4	11/12/2030	0.00%

"MFP Memory Snowball Date" means each date on which the relevant MFP Memory Snowball Digital Coupon Condition is satisfied

"i" means the relevant MFP Coupon Valuation Dates;

"MFP Memory Snowball Digital Coupon Condition" means that the Snowball Barrier Value for the relevant MFP Coupon Valuation Date is equal to or greater than the Snowball Level;

"Snowball Level" means

i	Remuneration Valuation Date	Snowball Level
1	13/12/2027	100%
2	11/12/2028	100%
3	11/12/2029	100%
4	11/12/2030	100%

"Snowball Barrier Value" means the Worst Value

"Worst Value" means in respect of a MFP Valuation Date, the lowest Underlying Reference Value for any Underlying Reference in the Basket in respect of such MFP Valuation Date;

"Basket" means the Basket of Shares as set out in item 31(a)

"Underlying Reference Value" means, in respect of the Underlying Reference and the MFP Valuation Date, (i) the Underlying Reference Closing Price Value for such Underlying Reference in respect of such MFP Valuation Date (ii) divided by the Underlying Reference Strike Price;

"Underlying Reference" means each "Underlying Reference^{k}"

"Underlying Reference[k]" means the Basket of Shares as set out in item 31(a)

"Underlying Reference Closing Price Value" means in respect of the MFP Valuation Date, the Closing Price in respect of such day;

"Closing Price" means the official closing price of each Underlying Reference on such day as determined by the Calculation Agent, subject to certain adjustments.

"MFP Valuation Date" means the MFP Coupon Valuation Date;

"MFP Coupon Valuation Date" means the relevant Settlement Price Date;

"Settlement Price Date" means the relevant Valuation Date;

"Valuation Date" means the relevant Remuneration Valuation Date(s);

"Remuneration Valuation Date(s)" means as set out in item 45(f)(vii)

Strike Price Closing Value Applicable

		"Underlying Reference Strike Price" means the Underlying Reference Closing Price Value for such Underlying Reference on the Strike Date; In respect of the Strike Date: **"Underlying Reference Closing Price Value"** means in respect of the MFP Valuation Date, the Closing Price in respect of such day; Where **"MFP Valuation Date"** means the Strike Date;
(b)	Fixed Rate Provisions:	Not applicable
(c)	Floating Rate Provisions:	Not applicable
(d)	Linked Remuneration Amount Certificates:	Applicable - see Share Linked Remuneration Amount Certificates below
(e)	Index Linked Remuneration Amount Certificates:	Not applicable
(f)	Share Linked Remuneration Amount Certificates:	Applicable

(i)	Share(s)/Share Company/Basket Company/GDR/ADR:	As set out in item 31(a) above
(ii)	Relative Performance Basket:	Not applicable
(iii)	Share Currency:	As set out in item 31(c) above
(iv)	ISIN of Share(s):	As set out in item 31(d) above
(v)	Averaging:	Averaging does not apply to the Securities
(vi)	Remuneration Valuation Time:	As set out in item 31(m) above
(vii)	Remuneration Valuation Date(s):	Means: With reference to MFP Memory Snowball Digital Coupon

i	**Remuneration Valuation Date**
1	13/12/2027
2	11/12/2028
3	11/12/2029
4	11/12/2030

(viii)	Observation Dates:	Not applicable

(ix)	Observation Period:	Not applicable
(x)	Specified Maximum Days of Disruption:	As set out in item 31(l) above
(xi)	Exchange(s):	As set out in item 31(e) above
(xii)	Related Exchange(s):	As set out in item 31(f) above
(xiii)	Exchange Business Day:	All Shares Basis
(xiv)	Scheduled Trading Day:	All Shares Basis
(xv)	Settlement Price:	Official closing price
(xvi)	Closing Price:	Official closing price
(xvii)	Weighting:	Not applicable
(xviii)	Settlement on Occurrence of an Extraordinary Event:	Delayed Settlement on Occurrence of an Extraordinary Event: Not applicable.
(xix)	Share Correction Period:	As per Share Security Condition 1
(xx)	Dividend Payment:	Not applicable
(xxi)	Listing Change:	Applicable

	(xxii)	Listing Suspension:	Applicable
	(xxiii)	Illiquidity:	Not applicable
	(xxiv)	Tender Offer:	Applicable
	(xxv)	CSR Event:	Not applicable
	(xxvi)	Hedging Liquidity Event:	Applicable Maximum Hedging Liquidity Level: As per Share Security Condition 5.3
	(xxvii)	Dividend Protection	Not applicable
(g)	ETI Linked Remuneration Amount Certificates:		Not applicable
(h)	Debt Linked Remuneration Amount Certificates:		Not applicable
(i)	Commodity Linked Remuneration Amount Certificates:		Not applicable
(j)	Inflation Index Linked Remuneration Amount Certificates:		Not applicable

(k)	Currency Linked Remuneration Amount Certificates:	Not applicable
(l)	Fund Linked Remuneration Amount Certificates:	Not applicable
(m)	Futures Linked Remuneration Amount Certificates:	Not applicable
(n)	Underlying Interest Rate Linked Remuneration Amount Provisions:	Not applicable

46. EXERCISE, VALUATION AND SETTLEMENT

(a)	Instalment Certificates:	The Certificates are not Instalment Certificates
(b)	Issuer Call Option:	Not applicable
(c)	Securityholders Put Option:	Not applicable
(d)	Automatic Early Settlement:	Not applicable
(e)	Events of Default	Not applicable
(f)	Strike Date:	18 December 2026
(g)	Strike Price:	Not applicable

(h)	Settlement Valuation Dates:	11 December 2030
(i)	Averaging:	Averaging does not apply to the Securities.
(j)	Observation Dates:	Not applicable
(k)	Observation Period:	Not applicable
(l)	Settlement Business Day:	Not applicable
(m)	Security Threshold on the Issue Date:	Not applicable

PROVISIONS RELATING TO SECURITY

47.	Whether Securities are Secured Securities:	The Securities are Unsecured Securities

RESPONSIBILITY

The Issuer and the Guarantor assume responsibility for the information set out in these Final Terms.

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i)	Listing:	None
(ii)	Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX which is not a regulated market for the purpose of Directive 2014/65/EU with effect from or around the Issue Date. The Issuer reserves the right to make further applications for the Securities to be admitted to listing and/or trading on additional markets/trading venues. Mediobanca - Banca di Credito Finanziario S.p.A. will act as Liquidity Provider with reference to the Securities traded on Euro TLX.

2. RATINGS

Ratings:	The Securities to be issued have not been rated.

3. NOTIFICATION

The Central Bank of Ireland has provided the Commissione Nazionale per la Società e la Borsa (CONSOB) with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Regulation.

4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER/LISTING

Mediobanca is the Guarantor of the Securities and acts also as Calculation Agent and liquidity provider for the Securities. In its capacity as Calculation Agent, Mediobanca is responsible, among the others, for determining the Remuneration Amount. Mediobanca is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment.

The Issuer, Banca Monte dei Paschi di Siena S.p.A. and Banca Widiba S.p.A. are, with respect to the offering of the Certificates, in a position of conflict of interest with investors because they belong to the same banking group (the Montepaschi Banking Group), of which Banca Monte dei Paschi di Siena S.p.A. is the parent company, and they have economic interests in connection with the placement of the Certificates. The Distributors will receive from the Issuer, through the Lead Manager, the Placement Fee and the Co-arranging Fee, as specified in Paragraph 12 (Terms and Conditions of the Offer - Offer Price) here below.

Banca Monte dei Paschi di Siena S.p.A. is also in a position of conflict of interest because it acts as Lead Manager in relation to the issuance of the Certificates.

Investors should also consider that the Issuer and the Distributors, or other companies belonging the Montepaschi Banking Group, may, in the course of their ordinary business activities, maintain business relationship with or hold equity interests with the issuers of the Underlyings, engage in transactions relating to the Underlyings, issue or place other financial instruments with the same Underlying/Underlyings, or participate in transactions involving such Underlying/Underlyings, or obtain information relating to such Underlying/Underlyings which they will not be obliged to disclose or share with investors; the existence of such relationships could give rise to a conflict of interest with respect to investors, as they may affect the value of the Underlying/Underlyings and, consequently, the Securities.

Save as described above, and except for the fees paid by the Issuer to the Distributors as described in Paragraph 12 (Terms and Conditions of the Offer - Offer Price), so far as the

Issuer is aware, no other person involved in the Offer of the Securities has an interest material to the Offer.

5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for the offer:	The net proceeds of the issue of the Securities will be used for the general corporate purposes of the Issuer.
(ii)	Estimated net proceeds:	The net proceeds of the Issue of the Securities (being the proceeds of such issue net of the fees and costs referred to in Paragraph 12 (Terms and Conditions of the Offer) here below) are estimated to be up to EUR 28,932,000.00.
(iii)	Estimated total expenses:	Not applicable

6. YIELD Not applicable

7. HISTORIC INTEREST RATES

Historic interest rates: Not applicable

8. FURTHER INFORMATION PUBLISHED BY THE ISSUER

The Issuer does not intend to provide any further information on the past and future performance and/or volatility of the Underlying Reference.

9. INFORMATION RELATING TO THE UNDERLYING REFERENCE

Information on the past and future performance of the Underlying Reference and its volatility can be obtained free of charge on the public websites:

Share	Exchange Website(s)
Ferrari NV	www.borsaitaliana.it
Kering SA	www.euronext.com

10. OPERATIONAL INFORMATION

ISIN:	XS3550459518
Common Code:	355045951
CFI:	DMMXXB
FISN:	MEDIOBCA INTL../VAR OTH DBT
Relevant Clearing System(s):	Euroclear and Clearstream
If other that Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme include the relevant identification number(s):	Not applicable
Delivery:	Delivery against payment
Initial Paying Agents:	BNP Paribas Luxembourg Branch 60, avenue J.F Kennedy L-1855 Luxembourg

	Names and addresses of additional Paying Agent(s) (if any):	Not applicable

11. DISTRIBUTION

(i)	If syndicated, names and addresses of Managers and underwriting commitments:	Not applicable
(ii)	Date of Subscription Agreement:	The Issuer and the Distributors have signed on 5 November 2026 a confirmation letter (accordo supplementare) in relation to the issue of the Securities.
(iii)	Stabilising Manager(s) (if any):	Not applicable
(iv)	If non-syndicated, name of Dealer:	Mediobanca - Banca di Credito Finanziario S.p.A.
(v)	Non-exempt offer:	An offer of the Securities may be made by the Distributors other than pursuant to Article 1(4) of the Prospectus Regulation in the Republic of Italy (**"Public Offer Jurisdictions"**) during the period from 6 November 2026 (included) until 15 December 2026 (included), subject to any early closing or extension of the offer period (**"Offer Period"**). See further Paragraph 12 (Terms and Conditions of the Offer) of Part B below.

(vi)	Prohibition of Sales to EEA Retail Investors:	Not applicable
(vii)	Prohibition of Sales to UK Retail Investors:	Applicable
(viii)	Prohibition of Sales to Swiss private clients:	Applicable
(ix)	Swiss withdrawal right pursuant to Article 63 para. 5 Fin SO:	Not applicable

12. TERMS AND CONDITIONS OF THE OFFER

Offer Period:	From 6 November 2026 (included) until 15 December 2026 (included), subject to any early closure or extension of the Offer Period as described below. The Securities will be offered to the public in Italy at the offices (filiali) of Banca Monte dei Paschi di Siena S.p.A. from 6 November 2026 (included) until 15 December 2026 (included), subject to any early closing or extension of the Offer Period as described below. The Securities will be distributed by Banca Widiba S.p.A. through door- to-door selling by means of financial advisors *("consulenti finanziari abilitati*

all'offerta fuori sede") pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the **"Italian Financial Services Act"**) and through long distance selling techniques (*"tecniche di comunicazione a distanza"*) pursuant to article 32 of the Italian Financial Services Act from and including 6 November 2026 to and including 1 December 2026, subject to any early closing or extension of the Offer Period as described below.

The Issuer reserves the right, in agreement with the Lead Manager, to close the Offer Period early on the date (excluded) following the date on which the Securities requested to be subscribed will be equal to the Aggregate Notional Amount of EUR 30,000,000.

The Issuer reserves the right, in agreement with the Lead Manager, to close the Offer Period earlier, also in circumstances where subscription requests of Securities are not yet equal to the Aggregate Notional Amount. The Issuer and the Lead Manager will promptly inform the public of the early closure by means of a notice to be published on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).

The Issuer reserves the right, in agreement with the Lead Manager, to withdraw the Offer and cancel the issuance of the Securities for any reason at any

	time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, all subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Securities. The Issuer and the Lead Manager will promptly inform the public of the withdrawal of the offer of the Securities and the cancellation of the issuance of the Securities by means of a notice to be published on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it). The Issuer reserves the right, in agreement with the Lead Manager, to extend the Offer Period. The Issuer and the Lead Manager will inform the public of the postponement of the closure of the Offer Period by means of a notice to be published, within the end of the Offer Period, on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).
Offer Amount:	Up to EUR 30,000,000 provided that, during the Offer Period, the Issuer, in accordance with the Lead Manager, will be entitled to increase such Offer Amount. The Issuer and the Lead Manager will promptly inform the public of such increase by

	means of a notice to be published on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).
Offer Price:	EUR 1,000 per Security The Offer Price includes, per each Notional Amount per Security, the following fees and costs: - Placement Fees from a minimum of 2.75% up to a maximum of 3.25%. Placement Fees shall be paid, on the Issue Date, by the Issuer to the Distributors through the Lead Manager up to the Aggregate Notional Amount of Securities effectively placed. The final value of the Placement Fees shall be announced by notice to be published, within the Issue Date, on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it). - Co-arranging Fees: 0.50%. Co-arranging Fees shall be paid, on the Issue Date, by the Issuer to the Distributors up to the Aggregate Notional Amount of Securities effectively placed.

	The total costs (including the costs described above) are represented in the Key Information Document (KID). Investors should take into consideration that if the Securities are sold on the secondary market after the Issue Date, the above mentioned fees and costs included in the Offer Price are not taken into consideration in determining the price at which such Securities may be sold in the secondary market.
Conditions to which the offer is subject:	The offer of the Securities is conditional upon the Securities having been admitted to trading on the multilateral trading facility of EuroTLX by the Issue Date. In the event that the Securities are not admitted to trading on the multilateral trading facility of EuroTLX by the Issue Date, the Issuer reserves the right, in agreement with the Lead Manager, to withdraw the offer of the Securities and cancel the issuance of the Securities. The Issuer and the Lead Manager will inform the public of the withdrawal of the offer of the Securities and the cancellation of the relevant issue by means of a notice to be published, promptly, on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it). For the avoidance of doubt, upon any withdrawal of the offer of the Securities and cancellation of the

	relevant issue, all subscriptions applications will become void and have no effect without further notice and no potential investor will be entitled to receive the relevant Securities.
Description of the application process:	During the Offer Period the investors may apply for the subscription of the Securities during normal Italian banking hours, at the offices (*filiali*) of the Distributor where appropriate, by completing, duly signing (also by appropriate attorneys) and delivering a specific acceptance form (the **"Acceptance Form"** (*"Scheda di Adesione"*). Acceptance Forms are available, where appropriate, at each office (*filiali*) of the Distributor. The Distributor intending to distribute Securities through door-to-door selling (*"offerta fuori sede"*) pursuant to art. 30 of the Italian Financial Services Act will collect the Acceptance Forms, through financial advisors authorised to make off-premises offers *("consulenti finanziari abilitati all'offerta fuori sede"*) pursuant to art. 31 of the Italian Financial Services Act to whom the Subscription Form must be duly completed, signed and delivered, or shall, following the delivery of the Subscription Form, proceed to acquire the subscription request through the Instruction File (*"Fascicolo Dispositivo"*) used by Banca Widiba S.p.A.

In addition to what stated above, pursuant to art. 30, par. 6 of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of the subscription of the relevant Acceptance Form by the investor.

Within such period investors may notify the relevant authorised office of the Distributor and/or financial advisors authorised to make off-premises offers (*"consulenti finanziari abilitati all'offerta fuori sede"*) of their withdrawal without payment of any charge or commission.

Investors may also subscribe the Certificates through long distance selling techniques (*"tecniche di comunicazione a distanza"*) pursuant to Article 32 of the Italian Financial Services Act.

In such case, pursuant to art. 59-*octies* of Italian Legislative Decree No. 206/2005 as amended (the so-called "Codice del Consumo"), the validity and enforceability of contracts subscribed through long distance selling techniques by consumers is suspended for a period of 14 (fourteen) calendar days beginning on the date of the acceptance of the offer by the relevant investor.

Within such period investors may notify the Distributor of their withdrawal without incurring any penalty and without having to provide any reason.

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not applicable
Details of the minimum and/or maximum amount of application:	The Securities may be subscribed in a minimum subscription lot of no. 1 Security (the "**Minimum Lot**") equal to an amount of EUR 1,000 or an integral number of Securities greater than the Minimum Lot. There is no maximum subscription amount of the Securities to be applied for by each investor within the Aggregate Notional Amount.
Details of the method and time limits for paying up and delivering the Securities:	The Securities will be issued by the Issuer on a delivery against payment basis on the Issue Date. Prospective investors will be notified by the Distributors of the settlement arrangements in respect of the Securities.
Manner in and date on which results of the offer are to be made public:	The result of the Offer of the Securities will be made available to the public at the end of the Offer Period, through a notice to be published within the Issue Date on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).
Procedure for exercise of any right of pre-emption, negotiability of	Not applicable

subscription rights and treatment of subscription rights not exercised:	
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	The Distributors will notify applicants of amounts allotted immediately after the publication of the notice mentioned in par. "Manner in and date on which results of the offer are to be made public" above. Subscription applicants will be accepted up to the Aggregate Notional Amount.
Amount of any expenses and taxes specifically charged to the subscriber:	See above paragraph "Offer Price"
Name(s) and address(es), to the extent known to the relevant Issuer, of the placers in the various countries where the offer takes place:	The **Issuer** is: Mediobanca International (Luxembourg) S.A. with its registered office at 4, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg. The **Lead Manager** is: Banca Monte dei Paschi di Siena S.p.A., with its registered office at Piazza Salimbeni, 3 - 53100 Siena, Italia. The **Distributors** (and each a "**Distributor**") are: - Banca Monte dei Paschi di Siena S.p.A., with its registered office at Piazza Salimbeni, 3 - 53100 Siena, Italia.

		- Banca Widiba S.p.A. with its registered office at Via Messina 38, Torre D - 20154 Milano, Italia.
	Consent to use of Base Prospectus:	None
	Other intermediaries in case of public distribution through trading venues (including SeDeX):	None
13.	**SECONDARY MARKET PRICING**	Applicable Mediobanca - Banca di Credito Finanziario S.p.A. will provide liquidity on the multilateral trading facility of EuroTLX (with a bid/ask contribution with a maximum bid/ask spread of 1.00 per cent., under normal market conditions, or with a bid-only contribution) in compliance with the relevant market regulation.
14.	**SPECIFIC BUY BACK PROVISIONS**	Not applicable
15.	**EU BENCHMARKS REGULATION**	Not applicable

SUMMARY OF THE SPECIFIC ISSUE

INTRODUCTION AND WARNINGS

The Summary should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. In certain circumstances, the investor could lose all or part of the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national law, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the Summary, including any translation thereof, but only where the Summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities. ***You are about to purchase a product that is not simple and may be difficult to understand.***

The Securities: Issue of up to 30,000 Certificates "Constant Percentage Securities linked to Ferrari NV and Kering SA Shares due 18 December 2030" (ISIN: XS3550459518)

The Issuer: Mediobanca International (Luxembourg) S.A., legal entity identifier (LEI) code: 549300DV870NBWY5W279 (the "**Issuer**"). The Issuer's registered office is at 4, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg. The Issuer may be contacted at the following website: www.mediobancaint.lu or at the telephone number: +352 267 303 1.

The Distributor: The Distributors are Banca Monte dei Paschi di Siena S.p.A., with its registered office at Piazza Salimbeni, 3 - 53100 Siena, Italia and Banca Widiba S.p.A. with its registered office at Via Messina 38, Torre D - 20154 Milano, Italia (together, the "**Distributors**" and each, a "**Distributor**").

Competent authority: The Base Prospectus was approved on 4 June 2026 by the Central Bank of Ireland of New Wapping Street, North Wall Quay, Dublin 1, D01 F7X3, Ireland (Telephone number: +353 1 224 6000).

KEY INFORMATION ON THE ISSUER

Who is the Issuer of the Securities?

Domicile and legal form of the Issuer, LEI, law under which the Issuer operates and country of incorporation: Mediobanca International (Luxembourg) S.A. ("**Mediobanca International (Luxembourg) S.A.**"), LEI code: 549300DV870NBWY5W279. Mediobanca International (Luxembourg) S.A. was established in Luxembourg. Mediobanca International (Luxembourg) S.A. is public limited liability company (société anonyme) incorporated under Luxembourg law and having its registered office in Luxembourg. Mediobanca International (Luxembourg) S.A. registered office is at 4, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg. On 15 December 2005 the Luxembourg Minister of the Treasury and the Budget, on the recommendation of the CSSF, granted Mediobanca International a full banking licence pursuant to which its operations include raising funds in the international markets and lending, consistent with Mediobanca International's articles of association approved by the shareholders in the general meeting held on 21 December 2005.

Issuer's principal activities: Article 3 of Mediobanca International (Luxembourg) S.A.'s Article of Association provides, among other things, that the object of Mediobanca International (Luxembourg) S.A. is to carry out, either within or outside the Grand Duchy of Luxembourg, any banking or financial operations authorised by the law relating to the financial sector. Mediobanca International (Luxembourg) S.A. is mainly focused on corporate lending operations and on raising funds on international markets via specific short and medium-term notes programmes guaranteed by Mediobanca – Banca di Credito Finanziario S.p.A. ("Mediobanca S.p.A." or "Mediobanca").

Major shareholders, including whether it is directly or indirectly owned or controlled and by whom: The major shareholder of Mediobanca International is Mediobanca S.p.A..

Key managing directors: members of the Board of Directors are: Giovanni Mancuso (Chairman & Director), Rocco Cosimo Damiano Di Leo (Managing Director & CEO), Massimo Amato (Director), Piero Pezzati (Director), Lara Pizzimiglia (Director), Erika Botticella (Director) and Vanessa Labèrenne (Director).

Statutory auditors: statutory audit commitee of the Issuer is composed as follows: Piero Pezzati (Chairman of the Committee), Massimo Amato (Director) and Giovanni Mancuso (Director).

What is the key financial information regarding the Issuer?

Key financial information relating to the Issuer

Mediobanca International (Luxembourg) S.A. has derived the selected consolidated financial information relating to the Income Statement included in the table below from the audited consolidated financial statements for the period ended 31 December 2025, and the selected consolidated financial information relating to the Balance Sheet as at 30 June 2025 from the audited consolidated financial statements for the financial year ended 30 June 2025.

Income statement

EUR millions, except where indicated	**31.12.2025**	**30.06.2025**	**31.12.2024**
**Net interest income (or equivalent)*	8.2	21.2	12.6

**Net fee and commission income*	0.4	2.7	2.6
*Loan loss provisions	-0.5	0.2	0.2
*Total income	11.4	26.0	18.1
*Profit before tax	8.0	22.3	13.8
*Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	7.4	18.3	10.3

Balance sheet

EUR millions, except where indicated	**31.12.2025**	**30.06.2025**	**30.06.2024**
*Total assets	8,469.0	7,626.0	6,903.5
*Loans and receivables from customers (net)	3,265.0	5,360.8	5,031.9
*Total Group net equity	425.8	442.5	449.4
of which: share capital	10.0	10.0	10.0
	31.12.2025	**30.06.2025**	**30.06.2024**
#Non performing loans (based on net carrying amount/Loans and receivables) (°°)	-	-	12.8
#Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance (%)	13.3	13.8	13.4
#Total Capital Ratio	19.0	19.9	19.8
#Leverage Ratio calculated under applicable regulatory framework (%)	4.5	5.0	5.5

#Value as outcome from the most recent Supervisory Review and Evaluation Process ('SREP')
***Total Group net equity: the item includes € 100 mln of AT1 instrument fully subscribed by parent bank**

Qualifications in the audit report: PricewaterhouseCoopers Assurance, Société coopérative, audit report on the Issuer's consolidated financial statements as at and for the period of six months ended on 31 December 2025 was issued without qualification or reservation.
Ernst & Young Société Anonyme audit reports on the Issuer's consolidated financial statements for the financial years ending 30 June 2025 and 30 June 2024 were issued without qualification or reservation.

What are the key risks that are specific to the Issuer?

The Issuer is subject to the following key risks:

- Starting from 15 September 2025, Mediobanca and its subsidiaries are subject to the management and coordination of Banca Monte dei Paschi di Siena (**"BMPS"**), falling within the scope of its group (the **"MPS Group"**). As part of the integration process, the Boards of Directors of BMPS and Mediobanca, meeting on 10 March 2026, approved the merger plan (the **"Merger Plan"**) for the incorporation of Mediobanca into BMPS (the **"Merger"**). On 29 October 2026, the Extraordinary Shareholders' Meeting of BMPS, called to resolve, inter alia, on the approval of the Merger and the related amendments to the By-laws, voted against the aforementioned item on the agenda. On 8 June 2026, Intesa Sanpaolo S.p.A. announced its decision to launch a voluntary public tender and exchange offer for all of the ordinary shares of Banca Monte dei Paschi di Siena S.p.A., the parent company of the MPS Group. These events, together with a possible success of the voluntary public offer launched by Intesa Sanpaolo S.p.A., could give rise to uncertainty as to the manner in which such integrations will be implemented. Therefore, as at the date of the Base Prospectus and in light of the above, any reorganizations in the process of integrating Mediobanca and its subsidiaries into the MPS Group or into another banking group could have a negative impact on their economic, equity and financial position.
- Following Mediobanca's inclusion in the MPS Group, rating agencies downgraded Mediobanca's ratings to align them more closely with those of BMPS, reflecting the higher risk profile of the combined group. Further downgrades, particularly if linked to integration risk, liquidity pressure or a reduction in loss-absorbing capacity, could impair Mediobanca's and Mediobanca International's access to funding on favourable terms and increase its cost of funding. This could have a material adverse effect on the Issuer's earnings, capital position and financial condition.
- The Issuer is exposed to adverse developments in the Italian and global macroeconomic environment, including the effects of the Russia-Ukraine conflict, tensions in the Middle East, military action involving Iran, instability in China and global trade disruptions. Such events may negatively affect growth, inflation, energy prices, financial markets and investor confidence. Any deterioration in these conditions could adversely affect the Issuer's business, profitability, capital position and financial condition.
- The Issuer is exposed to the risk that borrowers or counterparties may fail to perform its obligations or provide incomplete or inaccurate financial information. Although asset quality indicators have shown some improvement, the Issuer remains exposed to non-performing loans and to concentration risk in certain counterparties and sectors. Any deterioration in customers' creditworthiness or in the broader credit environment could negatively affect the Issuer's results of operations, capital adequacy and financial condition.

- Following Mediobanca's and Mediobanca International's inclusion in the MPS Group, its strategic objectives are now determined within the framework of the MPS Group's 2026–2030 Strategic Plan. However, as at the date of the Base Prospectus, it is not yet possible to determine with certainty which targets will ultimately be pursued or amended, including sustainability targets. The implementation of the plan is also dependent on external factors, including macroeconomic and regulatory developments, which may adversely affect the Issuers' ability to achieve the plan's objectives.

KEY INFORMATION ON THE SECURITIES

What are the main features of the Securities?

Type, class and security identification number

The Securities are Certificates. The ISIN is: XS3550459518. The Common Code is: 355045951. The CFI is: DMMXXB. The FISN is: MEDIOBCA INTL../VAR OTH DBT. The Series Number of the Securities is 246. The Tranche number is 1. The Securities are governed by English Law. The Securities are cash settled Securities.

Currency, calculation amount, aggregate notional amount and settlement date of the Securities

Subject to compliance with all relevant laws, regulations and directives, the Securities are issued in EUR.
The issue price per Security is EUR 1,000 (the "Issue Price"). The calculation amount is EUR 1,000. The aggregate notional amount of the Securities to be issued is up to EUR 30,000,000 provided that, during the Offer Period, the Issuer will be entitled to increase such Offer Amount. The Issuer and the Lead Manager will promptly inform the public of such increase by means of a notice to be published on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).
Settlement Date: 18 December 2030. This is the date on which the Securities are scheduled to be settled, subject to an early settlement of the Securities and adjustments in accordance with the applicable Terms and Conditions.

Rights attached to the Securities

The product offers the total protection of the Notional Amount per Security. This product is linked to the performance of the Underlyings and is designed to correspond, to the occurrence of certain conditions:
i) at maturity date, a cash settlement amount equal to 100 per cent. of the Notional Amount per Security
ii) on predetermined dates, a conditional remuneration, with a memory effect.
In particular, on the Settlement Date, the investor will receive a cash settlement amount equal to 100 per cent. of the Notional Amount per Security.
Furthermore, the product offers a Conditional Remuneration on the relevant Conditional Remuneration Payment Dates, if the worst Performance of the Underlyings is greater than or equal to the Conditional Remuneration Payment Level on the relevant Conditional Remuneration Valuation Date. If this condition occurs, the product pays an amount equal to the sum of the Conditional Remunerations not paid on the preceding Conditional Remuneration Payment Dates (memory effect). Otherwise, investors will not receive any Conditional Remuneration.
Notional Amount and Issue Price per Security: EUR 1,000
Issue Date: 18/12/2026
Maturity Date: 18/12/2030
Underlyings: Ferrari NV and Kering SA Shares
Initial Reference Level: closing price of the relevant Underlying on the Initial Valuation Date
Initial Valuation Date: 18/12/2026
Settlement Date: 18/12/2030
Final Reference Level: closing price of the relevant Underlying on the relevant Conditional Remuneration Valuation Date.
Settlement Valuation Date: 11/12/2030
Performance: is calculated as the percentage of the ratio of the Final Reference Level to Initial Reference Level
Conditional Remuneration: 6.55%
Conditional Remuneration Payment Level: 100%
Conditional Remuneration Valuation Date: annually, starting from 13/12/2027 (included) to 11/12/2030 (included)
Conditional Remuneration Payment Dates: annually, starting from 20/12/2027 (included) to 18/12/2030 (included). The last payment date is equal to the Settlement Date.
Trading Market: Multilateral Trading System – EuroTLX
Record Date: the second business day preceding the relevant Conditional Remuneration Payment Date.
Calculation Agent: Mediobanca – Banca di Credito Finanziario S.p.A.
Payments in respect of Securities in global form: All payments in respect of Securities represented by a Global Security will be made against presentation for endorsement and, if no further payment falls to be made in respect of the Securities, surrender of that Global Security to or to the order of the Fiscal Agent or such other Paying Agent as shall have been notified to the Securityholders for such purpose. A record of each payment so made will be endorsed on each Global Security, which endorsement will be prima facie evidence that such payment has been made in respect of the Securities.
Payments in respect of Securities in definitive form: All payments in respect of the Securities in definitive form shall be made against presentation and surrender of the relevant Securities at the specified office of any Paying Agent outside the United States by a cheque payable in the currency in which such payment is due drawn on, or, at the option of the holder, by transfer to an account denominated in

that currency with a bank in the principal financial centre of that currency; provided that in the case of Euro, the transfer may be to a Euro account.

Illegality and force majeure: If the Issuer determines that the performance of its obligations under the Securities or that any arrangements made to hedge the Issuer's obligations under the Securities have become (i) illegal in whole or in part for any reason, or (ii) by reason of a force majeure event (such as an act of God, fire, flood, severe weather conditions, or a labour dispute or shortage) or an act of state, impossible or impracticable the relevant Issuer may settle the Securities by giving notice to Security holders.

Further issues and consolidation: The Issuer may from time to time without the consent of the Securityholders create and issue further Securities so as to be consolidated with and form a single series with the outstanding Securities.

Substitution: Subject to the fulfilment of certain conditions, Mediobanca may at any time (subject to certain conditions as provided in the Terms and Conditions) without the consent of the Securityholders, substitute Mediobanca International, or any other third party entity as Issuer in place of Mediobanca.

Seniority of the Securities: The Securities are issued by the relevant Issuer on an unsubordinated basis. The Securities will constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and will rank pari passu among themselves and (save for certain obligations required to be preferred by law and subject to the application of the bail-in legislation applicable to the Issuer) equally with all other unsecured obligations other than unsubordinated obligations, if any, of the Issuer from time to time outstanding. Each holder of the Securities acknowledges, accepts, consents and agrees, by its acquisition of the Securities, to be bound by the exercise of, any bail-in power by the relevant resolution authority in respect of the Securities. Any exercise of such bail-in power or other action taken by a resolution authority in respect of the Issuer could materially adversely affect the value of and return on the Securities.

Any restrictions on the free transferability of the Securities: there are restrictions on sales of the Securities into, amongst other jurisdictions, the United States, the European Economic Area (including Italy), the United Kingdom and Japan.

Where will the Securities be traded?

Application has been made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the multilateral trading facility of EuroTLX which is not a regulated market for the purpose of Directive 2014/65/EU with effect from or around the Issue Date.

The Issuer reserves the right to make further applications for the Securities to be admitted to listing and/or trading on additional markets/trading venues.

Mediobanca - Banca di Credito Finanziario S.p.A. will act as Liquidity Provider with reference to the Securities traded on EuroTLX.

What are the key risks that are specific to the Securities?

The Securities are subject to the following key risks:

General

- The Securities may not be a suitable investment for all investors. Investors should be aware that they may lose the value of their entire investment or part of it, as the case may be. An investment in the Securities, which are linked to the Underlying References, may entail significant risks not associated with investments in conventional securities such as debt or equity securities. Set out below is a description of the most common risks.

Risks related to the structure of a particular issue of Securities

- The Securities involve a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks. Investors should be prepared to sustain a partial or total loss of the subscription or purchase price of the Securities. Certain general risk factors related to the Securities referencing an Underlying Reference, including that the market price of the Securities may be volatile; that investors may receive no remuneration; that investors may lose all or a substantial portion of their principal in case of non-capital guaranteed Securities; that the Underlying References may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other securities or indices; that the timing of changes in an Underlying Reference may affect the actual yield to investors, even if the average level is consistent with their expectations;; and Securities are of limited maturity and, unlike direct investments in a share, investors are not able to hold Securities beyond the Settlement Date in the expectation of a recovery in the price of the underlying.
- The Issuer may, but is not obliged to, list or ask for admission to trading of Securities on a stock exchange or a trading venue. If the Securities are listed or admitted to trading on any stock exchange or trading venue, there can be no assurance that at a later date, the Securities will not be delisted or that trading on such stock exchange or trading venue will not be suspended. The Issuer or any of its Affiliates may, but is not obliged to, be a market-maker for an issue of Securities. However, during certain periods, it may be difficult, impractical or impossible for the entity acting as market-maker to quote bid and offer prices. Even if the relevant Issuer or such other entity is a market-maker for an issue of Securities, the secondary market for such Securities may be limited.

Considerations Associated with specific types of Securities

- Risks associated with Multiple Final Payout – Constant Percentage Securities - Investors receive a fixed return on the Securities. This payout provides investors with total capital protection.

Risks relating to Underlying Reference Asset(s)

- In addition, there are specific risks in relation to Securities which are linked to an Underlying Reference (including Hybrid Securities) and an investment in such Securities will entail significant risks not associated with an investment in a conventional debt security. Risk

factors in relation to Underlying Reference linked Securities include exposure to one or more index, adjustment events and market disruption or failure to open of an exchange which may have an adverse effect on the value and liquidity of the Securities

- In case of remuneration payable on linked remuneration amount Certificates, investors should be aware that: the market price of such Securities may be volatile, they may receive no remuneration, Underlying Reference may be subject to significant fluctuations, the timing of changes in an Underlying Reference may affect the actual yield to investors, remuneration may only be payable and/or calculated in respect of certain specified days and/or periods on or during which the Underlying Reference or its value equals, exceeds and/or is less than certain specified thresholds.

Risks related to the market generally

- Issue price and the offer price of the Securities include placement fees. The placement fees shall be paid by the Issuer to the Distributors through the Lead Manager. Any such fees may not be taken into account for the purposes of determining the price of such Securities on the secondary market and could result in a difference between the original issue price, the theoretical value of the Securities, and/or the actual bid/offer price quoted by any intermediary in the secondary market.

Certain considerations associated with public offers of Securities

- The Issuer has the right under certain conditions to withdraw the offer in relation to the Securities, which in such circumstances will be deemed to be null and void. Investors who have already paid or delivered subscription monies for the relevant Securities will be entitled to reimbursement of such amounts, but will not receive any compensation that may have accrued in the period between their payment or delivery of subscription monies and the reimbursement of such amounts.

Is there a guarantee attached to the Securities?

Brief description of the Guarantor: Mediobanca - Banca di Credito Finanziario S.p.A. (**"Mediobanca"**), LEI code: PSNL19R2RXX5U3QWHI44. Mediobanca was established in Italy. Mediobanca is a company limited by shares under Italian law with registered office at Piazzetta Enrico Cuccia, 1, 20121 Milan, Italy. Mediobanca holds a banking licence from the Bank of Italy authorising it to carry on all permitted types of banking activities in Italy.

Mediobanca is a bank organised and existing under the laws of Italy, carrying out a wide range of banking, financial and related activities throughout Italy.

Nature and scope of guarantee: Under the Mediobanca International Deed of Guarantee, and in accordance with its terms and subject to the limitations thereof, Mediobanca (the "Guarantor") unconditionally and irrevocably guarantees payment of all amounts due and the performance of any non-cash delivery obligations in respect of Securities issued by Mediobanca International. The payment obligations of the Guarantor under the Mediobanca International Deed of Guarantee constitute direct, unconditional, unsubordinated and unsecured obligations of the Guarantor which will rank at all times at least pari passu without any preference among themselves and equally with all other present and future unsecured and unsubordinated obligations of the Guarantor (save for certain mandatory exceptions of applicable law and subject to the application of the bail-in legislation applicable to the Guarantor). In particular, pursuant to the Deed of Guarantee, to the extent under the applicable law, a cap to the maximum amount to be guaranteed is required, the Guarantor shall only be liable up to an amount which is the aggregate of 110 per cent. of the aggregate notional amount of any Tranche of the Securities (in each case as specified in the applicable Final Terms) and 110 per cent. of the remuneration on such Securities due but not paid as at any date on which the Guarantor's liability falls to be determined. In addition, pursuant to the Mediobanca International Deed of Guarantee, the Guarantor has also undertaken to issue an additional guarantee in an amount equal to any liability exceeding the maximum amount mentioned above in relation to any Tranche.

Key financial information relating to Mediobanca

Mediobanca has derived the selected consolidated financial information relating to the Income Statement included in the table below from the audited consolidated financial statements for the period ended 31 December 2025, and the selected consolidated financial information relating to the Balance Sheet as at 30 June 2025 from the audited consolidated financial statements for the financial year ended 30 June 2025. (**).

Income statement

EUR millions, except where indicated	**31.12.2025**	**30.06.2025(*)**	**31.12.2024(*)**
Net interest income (or equivalent)	961.9	1,971.5	978.9
Net fee and commission income	477.8	1,078.1	549.4
Loan loss provisions	(144.8)	(233.3)	(133.4)
Total income	1,786.0	3,724.5	1,850.4
Profit before tax	819.6	1,854.4	932.3

Net profit or loss (for consolidated financial statements net profit or loss attributable to equity holders of the parent)	512.6	1,331.5	660.4

Balance sheet

EUR millions, except where indicated	**31.12.2025**	**30.06.2025**	**30.06.2024**
Total assets	106,006.6	104,197.3(*)	99,226.3
Senior debt	12,288.5	11,670.5	11,340.7
Subordinated debt	1,281.2	2,006.7	1,679.0
Loans and receivables from customers (net)	55,865.6	54,343.5	52,447.4
Deposits from customers (°)	30,284.4	30,371.4	27,898.6
Total net equity	11,447.9	11,377.4(*)	11,243.2
of which: share capital	444.7	444.7	444.5
	31.12.2025	**30.06.2025**	**30.06.2024**
#Non performing loans (based on net carrying amount/Loans and receivables) (°°)	1,163.0	1,175.1	1,336.7
#Common Equity Tier 1 capital (CET1) ratio or other relevant prudential capital adequacy ratio depending on the issuance (%)	16.43%	15.1%	15.20%
#Total Capital Ratio	18.68%	17.9%	17.7%
#Leverage Ratio calculated under applicable regulatory framework (%)	7.25%	6.8%	7.10%

#Value as outcome from the most recent Supervisory Review and Evaluation Process ('SREP')

(°) Customer deposits include both Retail Banking and Private Banking deposits.

(°°) The item does not include NPLs acquired from MBCredit Solutions.

(*) The figures for the previous financial year have been restated following the application of a voluntary change in accounting policy regarding the valuation criterion of investment property (from cost to fair value), as required by the applicable accounting standards.

(**) It should be noted that the figures as at 31 December 2025 refer to a six-month period, from 1 July 2025 to 31 December 2025, with comparative data based on the financial statements approved as at 30 June 2025 and 30 June 2024 for balance sheet data, and as at 30 June 2025 and 31 December 2024 for income statement data. Investors should consider the inevitable discontinuity and the limitations in comparability of the financial statements as at 31 December 2025 with the Issuer's historical consolidated financial statements.

Qualifications in the audit report: PricewaterhouseCoopers S.p.A., with registered office in Milan, to which the engagement for the audit of Mediobanca's separate and consolidated financial statements as at 31 December 2025 was entrusted, has issued the relevant report without qualification or reservation.

Ernst & Young, with registered office in Milan, to which the engagement for the audit of Mediobanca's separate and consolidated financial statements as at 30 June 2024 and 30 June 2025 was entrusted, has issued the relevant reports without qualification or reservation.

Key risks in respect of the Guarantor: Please refer to Section: "What are the key risks that are specific to the Issuer?" above.

KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND/OR THE ADMISSION TO TRADING ON A REGULATED MARKET

Under which conditions and timetable can I invest in the Securities?

Terms and conditions of the offer:

From 6 November 2026 (included) until 15 December 2026 (included), subject to any early closure or extension of the Offer Period as described below.

The Securities will be offered to the public in Italy at the offices (filiali) of Banca Monte dei Paschi di Siena S.p.A. from 6 November 2026 (included) until 15 December 2026 (included), subject to any early closing or extension of the Offer Period as described below.

The Securities will be distributed by Banca Widiba S.p.A. through door- to-door selling by means of financial advisors ("consulenti finanziari abilitati all'offerta fuori sede") pursuant to Article 30 of the Italian Legislative Decree No. 58 of 24 February 1998, as amended from time to time (the "Italian Financial Services Act") and through long distance selling techniques ("tecniche di comunicazione a distanza") pursuant to article 32 of the Italian Financial Services Act from and including 6 November 2026 to and including 1 December 2026, subject to any early closing or extension of the Offer Period as described below.

The Issuer reserves the right, in agreement with the Lead Manager, to close the Offer Period early on the date (excluded) following the date on which the Securities requested to be subscribed will be equal to the Aggregate Notional Amount of EUR 30,000,000.

The Issuer reserves the right, in agreement with the Lead Manager, to close the Offer Period earlier, also in circumstances where subscription requests of Securities are not yet equal to the Aggregate Notional Amount. The Issuer and the Distributor will promptly inform the public of the early closure by means of a notice to be published on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).

The Issuer reserves the right, in agreement with the Lead Manager, to withdraw the Offer and cancel the issuance of the Securities for any reason at any time on or prior to the Issue Date. For the avoidance of doubt, if any application has been made by a potential investor and the Issuer exercises such a right, all subscription applications will become void and have no effect and no potential investor will be entitled to receive the relevant Securities.

The Issuer and the Lead Manager will promptly inform the public of the withdrawal of the offer of the Securities and the cancellation of the issuance of the Securities by means of a notice to be published on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).

The Issuer reserves the right, in agreement with the Lead Manager, to extend the Offer Period. The Issuer and the Lead Manager will inform the public of the postponement of the closure of the Offer Period by means of a notice to be published, within the end of the Offer Period, on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).

The offer of the Securities is conditional upon the Securities having been admitted to trading on the multilateral trading facility of EuroTLX by the Issue Date. In the event that the Securities are not admitted to trading on the multilateral trading facility of EuroTLX by the Issue Date, the Issuer reserves the right, in agreement with the Lead Manager, to withdraw the offer of the Securities and cancel the issuance of the Securities. The Issuer and the Lead Manager will inform the public of the withdrawal of the offer of the Securities and the cancellation of the relevant issue by means of a notice to be published, promptly, on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).

For the avoidance of doubt, upon any withdrawal of the offer of the Securities and cancellation of the relevant issue, all subscriptions applications will become void and have no effect without further notice and no potential investor will be entitled to receive the relevant Securities.

During the Offer Period the investors may apply for the subscription of the Securities during normal Italian banking hours, at the offices (filiali) of the Distributors, where appropriate, by completing, duly signing (also by appropriate attorneys) and delivering a specific acceptance form (the **"Acceptance Form"** (Scheda di Adesione). Acceptance Forms are available at each office (filiali), where appropriate, of the Distributors.

The Distributor intending to distribute Securities through door-to-door selling (offerta fuori sede) pursuant to art. 30 of the Italian Financial Services Act will collect the Acceptance Formsthrough financial advisors authorised to make off-premises offers (consulenti finanziari abilitati all'offerta fuori sede) pursuant to art. 31 of the Italian Financial Services Act to whom the Subscription Form must be duly completed, signed and delivered, or shall, following the delivery of the Subscription Form, proceed to acquire the subscription request through the Instruction File ("Fascicolo Dispositivo") used by Banca Widiba S.p.A.

In addition to what stated above, pursuant to art. 30, par. 6 of the Italian Financial Services Act, the validity and enforceability of contracts entered into through door-to-door selling is suspended for a period of 7 (seven) days beginning on the date of the subscription of the relevant Acceptance Form by the investor.

Within such period investors may notify the relevant authorised office of the Distributor and/or financial advisors authorised to make off-premises offers (consulenti finanziari abilitati all'offerta fuori sede) of their withdrawal without payment of any charge or commission.

Investors may also subscribe the Certificates through long distance selling techniques (tecniche di comunicazione a distanza) pursuant to Article 32 of the Italian Financial Services Act.

In such case, pursuant to art. 59-*octies* of Italian Legislative Decree No. 206/2005 as amended (the so-called "Codice del Consumo"), the validity and enforceability of contracts subscribed through long distance selling techniques by consumers is suspended for a period of 14 (fourteen) calendar days beginning on the date of the acceptance of the offer by the relevant investor.

Within such period investors may notify the Distributor of their withdrawal without incurring any penalty and without having to provide any reason.

The Securities may be subscribed in a minimum subscription lot of no. 1 Security (the "Minimum Lot") equal to an amount of EUR 1,000 or an integral number of Securities greater than the Minimum Lot. There is no maximum subscription amount of the Securities to be applied for by each investor within the Aggregate Notional Amount.

The result of the Offer of the Securities will be made available to the public at the end of the Offer Period, through a notice to be published within the Issue Date on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).

The Global Securities will be delivered to the relevant clearing system no later than on the Issue Date.

Estimated expenses or taxes charged to investor by issuer

The Offer Price includes, per each Notional Amount per Security, the following fees and costs:

- Placement Fees from a minimum of 2.75% up to a maximum of 3.25%. Placement Fees shall be paid, on the Issue Date, by the Issuer to the Distributors through the Lead Manager up to the Aggregate Notional Amount of Securities effectively placed.

The final value of the Placement Fee shall be announced by notice to be published, within the Issue Date, on the website of the Issuer (www.mediobancaint.lu) and on the websites of the Distributors (https://www.gruppomps.it and https://www.widiba.it).

- Co-arranging Fees: 0.50%. Co-arranging Fees shall be paid, on the Issue Date, by the Issuer to the Distributors up to the Aggregate Notional Amount of Securities effectively placed.

The total costs (including the costs described above) are represented in the Key Information Document (KID).

Investors should take into consideration that if the Securities are sold on the secondary market after the Issue Date, the above mentioned fees and costs included in the Offer Price are not taken into consideration in determining the price at which such Securities may be sold in the secondary market.

Who is the offeror and/or the person asking for admission to trading?

The Issuer is the entity requesting for the admission to trading of the Securities

Why is the Prospectus being produced?

Use and estimated net amount of proceeds

The estimated net amount of proceeds is up to EUR 28,932,000.00. The net proceeds of the issue of the Securities will be used for the general corporate purposes of the Issuer.

Underwriting agreement on a firm commitment basis: The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

Description of the most material conflicts of interest pertaining to the offer or the admission to trading

The following constitute material interests with respect to the issue of Securities:

Mediobanca is the Guarantor of the Securities and acts also as Calculation Agent and liquidity provider for the Securities. In its capacity as Calculation Agent, Mediobanca is responsible, among the others, for determining the Remuneration Amount. Mediobanca is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment.

The Issuer, Banca Monte dei Paschi di Siena S.p.A. and Banca Widiba S.p.A. are, with respect to the offering of the Certificates, in a position of conflict of interest with investors because they belong to the same banking group (the Montepaschi Banking Group), of which Banca Monte dei Paschi di Siena S.p.A. is the parent company, and they have economic interests in connection with the placement of the Certificates. The Distributors will receive from the Issuer, through the Lead Manager, the Placement Fee and the Co-arranging Fee, as specified in Paragraph 12 (Terms and Conditions of the Offer - Offer Price) of Final Terms.

Banca Monte dei Paschi di Siena S.p.A. is also in a position of conflict of interest because it acts as Lead Manager and as Distributor in relation to the issuance of the Certificates.

Investors should also consider that the Issuer and the Distributors, or other companies belonging the Montepaschi Banking Group, may, in the course of their ordinary business activities, maintain business relationship with or hold equity interests with the issuers of the Underlyings, engage in transactions relating to the Underlyings, issue or place other financial instruments with the same Underlying/Underlyings, or participate in transactions involving such Underlying/Underlyings, or obtain information relating to such Underlying/Underlyings which they will not be obliged to disclose or share with investors; the existence of such relationships could give rise to a conflict of interest with respect to investors, as they may affect the value of the Underlying/Underlyings and, consequently, the Securities.

Save as described above, and except for the fees paid by the Issuer to the Distributors as described in Paragraph 12 (Terms and Conditions of the Offer - Offer Price) of Final Terms, so far as the Issuer is aware, no other person involved in the offer of the Securities has an interest material to the offer.