



PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes 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 European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended and superseded, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS - The Notes 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 one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended and superseded, the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by FCA Product Disclosure Sourcebook ("**DISC**") 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 or distributing the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, or selling or distributing the Notes or otherwise making them available to any retail investor in the UK may be unlawful under DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024 ("**CCI Regulations**") the UK PRIIPs Regulation.

MIFID II product governance / ECPS only target market – The target market of the Notes is eligible counterparties only. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment. Any subsequent distribution to investors other than eligible counterparties must be subject to a specific product approval process to determine the compatibility of the Notes with such investors.

UK MIFIR product governance / ECPs only target market - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and (ii) all channels for distribution of the Notes to eligible counterparties are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.



MEDIOBANCA
INTERNATIONAL (LUXEMBOURG) SA

Final Terms

MEDIOBANCA INTERNATIONAL (Luxembourg) S.A.
Legal Entity Identifier (LEI): 549300DV870NBWY5W279

Issue of EUR 150,000,000 Senior Preferred Unsecured Notes due 20 June 2030

guaranteed in the case of Notes issued by MEDIOBANCA INTERNATIONAL (Luxembourg) S.A.
Legal Entity Identifier (LEI): 549300DV870NBWY5W279 by

MEDIOBANCA - Banca di Credito Finanziario S.p.A.
Legal Entity Identifier (LEI): PSNL19R2RXX5U3QWHI44

under the

Euro 40,000,000,000

Euro Medium Term Note Programme

Issue Price: 100 per cent.

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

The date of these Final Terms is 25 September 2026



The Base Prospectus dated 17 December 2025 referred to below (as supplemented by the supplement to the Base Prospectus dated 14 April 2026 and completed by these Final Terms) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offer of the Notes. Accordingly any person making or intending to make an offer in that Member State of the Notes may only do so 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 supplement a prospectus pursuant to Article 23 of the Prospectus Regulation, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

This document constitutes the Final Terms relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of English Law Notes in Global Form set forth in the Base Prospectus dated 17 December 2025 and the supplement to the Base Prospectus dated 14 April 2026, which together constitute a base prospectus for the purposes of the Prospectus Regulation (Regulation (EU) 2017/1129). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus, as supplemented from time to time. Full information on the Issuer and the Guarantor and the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing at the Issuer's registered office at 4, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg and on the websites of the Issuer (www.mediobancaint.lu) and copies may be obtained upon request from the Issuer at its registered address.

The Notes cannot be sold, offered or distributed to any retail client in any EEA Member State or in the United Kingdom ("UK") as defined pursuant to point (11) of Article 4(1) of Directive 2014/65/EU, as amended.

PART A – GENERAL

- | | | |
|-----------|---|--|
| 1. | (i) Series Number: | 453 |
| | (ii) Tranche Number: | 1 |
| 2. | Specified Currency or Currencies: | Euro ("EUR") |
| 3. | Aggregate Nominal Amount of Notes admitted to trading: | |
| | (i) Series: | EUR 150,000,000 |
| | (ii) Tranche: | EUR 150,000,000 |
| 4. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount |
| 5. | (i) Specified Denominations: | EUR 100,000 |
| | (ii) Calculation Amount: | EUR 100,000 |
| 6. | (i) Issue Date: | 29 September 2026 |
| | (ii) Interest Commencement Date: | Issue Date |
| 7. | Maturity Date: | The Interest Payment Date falling in June 2030 as adjusted in accordance with the Business Day Convention specified below. |



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|--|---|
| 8. Interest Basis: | €STR + 0.879 per cent. per annum Floating Rate.

(Condition 3(f) (<i>Interest Rate on Floating Rate Notes</i>) of the Terms and Conditions of the English Law Notes in Global Form) |
| 9. Redemption/Payment Basis: | Redemption at par |
| 10. Change of Interest: | Not applicable - Condition 3(q) (<i>Interest Rate Switch</i>) of the Terms and Conditions of the English Law Notes in Global Form shall not apply.

Interest Rate Switch Date: Not Applicable |
| 11. Put/Call Options: | Not Applicable |
| 12. (i) Status of the Notes: | Senior Preferred Notes |
| (ii) Date of approval for issuance of Notes obtained: | 21 October 2025 |
| 13. Method of distribution: | Non-syndicated |
| 14. Business Day Convention | Modified Following Business Date (adjusted) |
| 15. Governing Law: | English law applicable, also in accordance with the provisions of Regulation (EC) no. 864/2007 of 11 July 2007 on the law applicable to non-contractual obligations (the “ Rome II Regulation ”) except for: Conditions 2(b) (<i>Status of the Senior Preferred Notes</i>), 4(b) (<i>Maturities/Final Redemption</i>), 4(h) (<i>Redemption due to MREL Disqualification Event</i>) and 17 (<i>Acknowledgment of the Italian / Luxembourg Bail-in Power</i>) of the Terms and Conditions of the English Law Notes in Global Form are governed by, and shall be construed in accordance with, Luxembourg law. For the avoidance of doubt, articles 470-3 to 470-19 of the Luxembourg Company Law shall not apply to Senior Preferred Notes issued by Mediobanca International. |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | |
|--|--|
| 16. Fixed Rate Note Provisions | Not applicable |
| 17. Reset Note Provisions | Not applicable |
| 18. Floating Rate Note Provisions | Applicable |
| (i) Interest Period(s) | The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Accrual Date and each successive period beginning on (and including) an Interest Accrual Date and ending on (but excluding) the next succeeding Interest Accrual Date. |



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(ii)	Interest Payment Dates:	The 20 th day of March, June, September and December in each year, starting from (and including) 21 December 2026 up to (and including) 20 June 2030, as adjusted in accordance with the Business Day Convention specified below.
(iii)	First Interest Payment Date:	The Interest Payment Date falling on December 2026, as adjusted in accordance with the Business Day Convention specified below.
(iv)	Interest Accrual Dates:	The Interest Accrual Dates shall be the Interest Payment Dates, each as adjusted in accordance with the Business Day Convention specified below.
(v)	Business Day Convention:	Modified Following Business Day Convention (adjusted)
(vi)	Additional Business Centre:	Not Applicable
(vii)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Fiscal Agent):	Mediobanca – Banca di Credito Finanziario S.p.A.
(viii)	Screen Rate Determination:	- Reference Rate: €STR - Observation Method: Lag - Lag Period: Two (2) TARGET Settlement Days - Observation Shift Period: Not Applicable - D: 360 - Specified Duration: Not Applicable - Multiplier: Not Applicable - Reference Rate Multiplier: Not Applicable - Interest Determination Date(s): The Interest Determination Date in respect of each Interest Period is the last day of each Interest Period - Relevant Screen Page: Not Applicable - Relevant Time: Not Applicable - Relevant Financial Centre: Euro-zone (where Euro-zone means the region comprised of the countries whose lawful currency is the euro)
(ix)	Margin(s):	+ 0.879 per cent. per annum
(x)	Minimum Interest Rate:	0.00 per cent. per annum. In any case, the Interest Rate may not be less than zero
(xi)	Maximum Interest Rate:	Not Applicable
(xii)	Day Count Fraction:	Actual/360



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(xiii) Interest calculation method for short or long Interest Periods: Not Applicable

19. Zero Coupon Note Provisions Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. Call Option Not Applicable

21. Redemption due to Tier II Notes Disqualification Event: Not Applicable

(i) Early Redemption Amount payable on redemption (in the case of Subordinated Notes only and subject to the prior approval of the Relevant Authority) as contemplated by Condition 4(g) (*Redemption due to Tier II Notes Disqualification Event*) of the Terms and Conditions of the English Law Notes or by Condition 4(g) (*Redemption due to Tier II Notes Disqualification Event*) of the Terms and Conditions of the Italian Law Notes: Not Applicable

22. Redemption due to MREL Disqualification Event: Not Applicable

23. Redemption for taxation reasons: Not Applicable

24. Put Option Not applicable

25. Final Redemption Amount of each Note EUR 100,000 per Calculation Amount

26. Early Redemption Amount payable on Event of Default: An amount in the Specified Currency being the Nominal Amount of the Notes

GENERAL PROVISIONS APPLICABLE TO THE NOTES

27. Form of Notes: **Bearer Notes:**

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.

28. New Global Note form: Yes

29. Additional Financial Centre(s) relating to Payment Business Dates: Not Applicable



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|--|---------------------------------------|
| 30. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 31. Details relating to Instalment Notes: (amount of each instalment, date on which each payment is to be made): | Not Applicable |
| 32. Total Repurchase Option / Partial Repurchase Option | Not Applicable |
| 33. US Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| 34. Modification of Notes: | Not applicable |
| 35. Redenomination in National Currency: | Not Applicable |



MEDIOBANCA
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RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 
Duly authorised

By: 
Duly authorised

Signed on behalf of the Guarantor:

By: 
Duly authorised

By: 
Duly authorised



PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- | | | |
|-------|---|--|
| (i) | Listing: | Official List of Luxembourg Stock Exchange |
| (ii) | Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Luxembourg Stock Exchange. |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 2,950 |

2. RATINGS

Applicable

Ratings:

The Notes to be issued have been rated BBB by S&P Global Ratings Europe Limited on 22 September 2026, Baa3 by Moody's on 22 September 2026 and BBB- by Fitch Ratings on 26 September 2026.

Each of Standard and Poor's, Moody's and Fitch Ratings is established in the European Union and registered under Regulation (EC) No. 1060/2009 (as amended). As such, Standard and Poor's is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation – see www.esma.europa.eu/page/List-registered-and-certified-CRAs.

3. NOTIFICATION

The Central Bank of Ireland has provided the Commission de Surveillance du Secteur Financier 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

Mediobanca - Banca di Credito Finanziario S.p.A. is the Guarantor of the Notes and acts also as Calculation Agent for the Notes. In its capacity as Calculation Agent, Mediobanca is responsible, among the others, for determining the Interest Amount payable in respect of the Notes. Mediobanca is required to carry out its duties as Calculation Agent in good faith and using its reasonable judgment. Save as described above, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the issue.

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

- | | | |
|-------|--------------------------|----------------|
| (i) | Estimated net proceeds: | Not applicable |
| (ii) | Estimated total expenses | Not applicable |
| (iii) | Reasons for the offer: | Not applicable |

6. YIELD

Not Applicable

7. HISTORIC INTEREST RATES

Applicable



Details of historic €STR rates can be obtained from Reuters.

Benchmarks

Amounts payable under the Notes will be calculated by reference to €STR which is provided by the European Central Bank (“ECB”).

8. OPERATIONAL INFORMATION

ISIN:	XS3519771599
Common Code:	351977159
CFI	DTVXFB
FISN	MEDIOBCA INTL../VAR MTN 20300627

New Global Note intended to be held in a manner which would allow Eurosystem eligibility:

Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking S.A. and the relevant identification number(s):

Not Applicable

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

9. DISTRIBUTION

(i) Method of distribution: Non-syndicated

(ii) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable

If non-syndicated, name of Dealer: Mediobanca – Banca di Credito Finanziario S.p.A.

US Selling Restrictions: Reg. S Compliance Category; TEFRA D

Prohibition of Sales to EEA Retail Investors: Applicable

Prohibition of Sales to UK Retail Investors: Applicable



10. SECONDARY MARKET PRICING

Not Applicable

11. SPECIFIC BUY BACK PROVISIONS

Applicable

The value of the Notes shall reflect and shall be calculated on the basis of the Market Value of the Underlying Transactions.

The Market Value of the Underlying Transactions affects the repurchase price (Buy Back Price), if any, of the Notes, before their maturity.

- Underlying Transactions:

Information on the composition (*unbundling*) of the Interest Basis, in particular the Extra-Yield with respect to the yield of Notes with equal payoff but without Specific Buy Back Provisions, and the composition of the Underlying Transactions, and any relevant changes thereof, shall be published on the website of the Luxembourg Stock Exchange.