SUPPLEMENT NO. 2 DATED 16 JUNE 2026 TO THE BASE PROSPECTUS DATED 16 MARCH 2026

MEDIOBANCA - BANCA DI CREDITO FINANZIARIO S.p.A.

(incorporated with limited liability as a "Società per Azioni" under the laws of the Republic of Italy)

Euro 10,000,000,000 Covered Bond Programme

unconditionally and irrevocably guaranteed as to payments of interest and principal by Mediobanca Covered Bond S.r.l.

(incorporated with limited liability as a "Società a responsabilità limitata" under the laws of the Republic of Italy)

*This supplement (the "Supplement") to the base prospectus dated 16 March 2026, as supplemented by the supplement no.1 dated 13 May 2026 (the "**Base Prospectus**") constitutes a supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**") and is prepared by Mediobanca – Banca di Credito Finanziario S.p.A. ("**Mediobanca**" or the "**Issuer**") in connection with its Euro 10,000,000,000 Covered Bond Programme (the "**Programme**") for the issuance of covered bonds (the "**Covered Bonds**") guaranteed by Mediobanca Covered Bond S.r.l. (the "**Guarantor**").*

The purpose of the publication of this Supplement is to update certain information contained in the Base Prospectus in order to inform investors about the Intesa Sanpaolo's decision to launch a voluntary public tender and exchange offer in respect of all ordinary shares of Banca Monte dei Paschi di Siena S.p.A., the parent company of the MPS Group, to which the Issuer belongs.

*This Supplement has been approved by the Commission de Surveillance du Secteur Financier (the "**CSSF**"), which is the competent authority in Luxembourg for the purpose of the Prospectus Regulation. The CSSF approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Covered Bonds issued under the Programme. Investors should make their own assessment as to the suitability of investing in the securities issued under the Programme.*

This Supplement is a supplement to and should be read in conjunction with the Base Prospectus. The Base Prospectus is qualified in its entirety by any change made in this Supplement. With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described in each section below.

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and the Guarantor, having taken all reasonable care to ensure that such is the case, the information and data contained in this Supplement are in accordance with the facts and do not contain any omission likely to affect the import of such information and data.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Base Prospectus which is capable of affecting the assessment of the Covered Bonds to be issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

Terms defined in the Base Prospectus, unless the context otherwise requires, have the same meaning when used in this Supplement, and references in the Base Prospectus, unless the context otherwise requires, to "this Base Prospectus" shall mean the Base Prospectus as supplemented by this Supplement. To the extent that there is any inconsistency between (a) any statement in, or incorporated by reference into, the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Copies of this Supplement are available on the website of the Luxembourg Stock Exchange (www.luxse.com) and can be obtained, without charge, at the specified office of BNP Paribas, Luxembourg Branch, Luxembourg Listing Agent of the Programme and are available on the websites of Mediobanca (www.mediobanca.com).

The language of this Supplement is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

This Supplement may only be used for the purposes for which it has been published.

The date of this Supplement is 16 June 2026.

AMENDMENTS AND ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described in each section below.

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

The paragraph “Recent Developments” at page 98 of the Base Prospectus shall be amended by inserting a new section as follows:

“Intesa Sanpaolo launched a voluntary public tender and exchange offer for the ordinary shares of Banca Monte dei Paschi di Siena

On 8 June 2026, Intesa Sanpaolo published a press release pursuant to Article 102 of Legislative Decree 24 February 1998, no. 58 and Article 37 of Consob Regulation no. 11971 of 14 May 1999 announcing its decision to launch a voluntary public tender and exchange offer in respect of all the ordinary shares of Banca Monte dei Paschi di Siena S.p.A., the parent company of the MPS Group, to which the Issuer belongs.

As specified in the press release, Intesa Sanpaolo is offering 16 newly issued ordinary shares for every 10 MPS shares tendered as well as €1.0 cash for every MPS share tendered, with a 12.5% premium versus the official closing price as at 5 June 2026. For further information, the press release is available at the following link: https://group.intesasanpaolo.com/content/dam/portalgroup/repository-documenti/investor-relations/comunicati-stampa-en/2026/06/20260608_csm0626_def_uk.pdf”