First Supplement dated 11 November 2022 to the Base Prospectus dated 13 September 2022

Banca Mediolanum S.p.A.
(incorporated as a Società per Azioni in the Republic of Italy)

€1,000,000,000
Euro Medium Term Note Programme

This first supplement (the **Supplement**) is supplemental to, forms part of and should be read and construed in conjunction with, the base prospectus of Banca Mediolanum S.p.A. dated 13 September 2022 (the **Base Prospectus**). This Supplement constitutes a supplement for the purposes of Article 23(1) of Regulation EU 2017/1129, as amended, and is prepared in connection with the €1,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Banca Mediolanum S.p.A. (the **Issuer** or **Banca Mediolanum**). Unless otherwise defined in this Supplement, the terms defined in the Base Prospectus have the same meaning when used in this Supplement.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to, respectively: (i) replace and supplement the sub-paragraph headed "*Cyber risk and risks relating to information technology systems*" set out in the section "*Risk Factors*" of the Base Prospectus; (ii) amend and supplement the section "*Documents Incorporated by Reference*" of the Base Prospectus and incorporate by reference the Issuer's press releases dated 9 November 2022 and 17 October 2022, respectively; (iii) replace and supplement the sub-paragraph "*A brief description of the Issuer's distribution model and principal activities and principal categories of products sold and/or services provided*", the sub-paragraph "*Disclosure in respect of business segments*", the sub-paragraph "*Family Bankers*", the sub-paragraph "*Entities controlling the Issuer*", the paragraph "*Asset Quality*", the paragraph "*Regulatory Capital*", the sub-paragraph "*Sustainability Rating*" and the sub-paragraph "*Alternative Performance Measures*" set out in the section "*The Issuer*" and (iv) replace and supplement the paragraph headed "*Significant or Material Adverse Change*" set out in the section "*General Information*" of the Base Prospectus.

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I. SUPPLEMENT

Any reference in the Base Prospectus to the defined term "*Base Prospectus*" shall be intended as a reference to the Base Prospectus as supplemented by this Supplement.

II. RISK FACTORS

On page 27 of the Base Prospectus, the sub-paragraph headed *"Cyber risk and risks relating to information technology systems"* set out in the section "*Risk Factors*" is deleted and replaced as follows:

"*Cyber risk and risks relating to information technology systems*

*The Group depends on its own and the outsourcer's information technology (**IT**) and data processing systems to operate its business, as well as on its continuous maintenance and constant updates. The Group is exposed to the risk that data could be damaged or lost, removed, disclosed or processed (**data breach**) for purposes other than those authorised by the customer, including by unauthorised parties.*

Among the risks that the Issuer faces relating to the management of IT systems are the possible violations of their systems due to unauthorised access to the Group corporate network, or IT resources, the introduction of viruses into computers or any other form of abuse committed via the internet. Like attempted hacking, such violations have become more frequent globally in recent years. Both the aggregation of new services for members and clients and the exposure of online services are becoming increasingly complex and gradually extending to more areas and products. In addition, the authors of cyber threats are using increasingly sophisticated methods and strategies for criminal purposes.

Although the Issuer has adopted business continuity and disaster recovery plans, and implemented other IT risk policy, its IT systems may experience outages, delays or other failures or malfunctions due to design flaws, malicious attacks, hacking or other reasons.

The possible destruction, damage or loss of customer, employee or third party data, as well as its removal, unauthorised processing or disclosure, would have a negative impact on the Group's business and reputation and could subject the Group to fines, with consequent negative effects on the Group's business, results of operations or financial condition.

In addition, changes to relevant regulation could impose more stringent sanctions for violations and could have a negative impact on the Group's business insofar as they lead the Group to incur additional compliance costs.

In this respect, it is worth noticing that, on 3 November 2022, the Bank of Italy issued the 40th amendment to Circular No. 285 implementing EBA Guidelines on ICT and security risk management and introducing – inter alia – an obligation for banks to assign the responsibility for managing and overseeing information and communication technology (ICT) and security risks, alternatively, to (i) an ad hoc control function adhering to the EU and Italian requirements for second-level control functions; or (ii) risk management and compliance functions in accordance with the roles, responsibilities and competences of each function, as long as the proper performance of the task is ensured. Banks shall (i) comply with those new provisions by 30 June 2023 and (ii) file a report to the Bank of Italy by 1st September 2023, describing the action taken to comply."

III. DOCUMENTS INCORPORATED BY REFERENCE

This Supplement has been prepared to disclose and to incorporate by reference in the Base Prospectus the documents identified in the table below, which have previously been published and have been filed with the CSSF.

On page 51 of the Base Prospectus, following the letter (d) of the section headed "*Documents Incorporated by Reference*" the following new letters (e) and (f) are added as follows:

"(e)	*the press release dated 9 November 2022 (relating to the unaudited consolidated results of the Issuer as at 30 September 2022).* *The document is available at the following link:* *https://www.bancamediolanum.it/static-assets/documents/comunicazioni/2022/CS-BM-091122.pdf*	*All pages other than table indicated at page 2 relating to the business results of the Issuer for the month of October 2022*[1]
(f)	*the press release dated 17 October 2022 (relating to the shareholders' agreement containing the information required under Article 130 of Consob Regulation No. 11971/1999).* *The document is available at the following link:* *https://www.bancamediolanum.it/static-assets/documents/comunicazioni/2022/CS-171022_ENG.pdf*	*All pages"*

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Only the parts of the above-mentioned documents which are included in the cross-reference list are incorporated by reference into this Supplement and the parts of the above-mentioned documents which are not incorporated by reference into this Supplement are either not relevant for investors or covered elsewhere in the Base Prospectus as amended by this Supplement.

[1] *Please note that these pages refer to the PDF pages of the document.*

IV. THE ISSUER

(a) On page 149 of the Base Prospectus, the sub-paragraph headed "*A brief description of the Issuer's distribution model and principal activities and principal categories of products sold and/or services provided*" shall be deleted and replaced as follows:

"A brief description of the Issuer's distribution model and principal activities and principal categories of products sold and/or services provided

The Issuer's distribution model is able to fulfill clients' financial needs with full-integrated approach, as it combines the holistic advisory model (which involves the Family Bankers) with a technological multi-channel platform.

This model offers in a simple and easily accessible way products and services that meet the needs of private individuals and families, who are the main target of the Issuer's services. Due to its numerous communication channels, the client is put in the position to choose how to access the Issuer's services, deciding the timing and mode of relationship that he or she prefers from time to time.

Through its 6,018 Family Bankers (enrolled in the single register of financial advisors (albo unico dei consulenti finanziari) and distributed in 489 administrative offices), the Issuer offers its customers assistance in asset management and investment advice in Italy, combined with the wide range of banking, financial and insurance services offered, such as mortgages and loans, life and non-life insurance, insurance investment products and pension plans and banking services in general.

In addition, the Issuer's multichannel model, with no physical branches, provides its customers with a state-of-the-art home banking site and mobile app, as well as a "banking center" with more than 650 banking specialists who provide telephone assistance and operational support.

A network of more than 18,000 affiliated branches (from Intesa Sanpaolo S.p.A. and Poste Italiane S.p.A.) is also made available to customers to withdraw or deposit cash and checks throughout Italy.

The multichannel model is vertically integrated, so the Issuer mainly distributes products created by other companies belonging to the Group, and to a lesser extent third party products, in particular:

- *banking products such as current accounts, deposit accounts, mortgages, personal loans, including consumer credit, payment instruments (credit and debit cards) offered by the Issuer;*

- *insurance products such as protection policies, operating both in the non-life classes (such as Mediolanum Capitale Casa, Mediolanum Capitale Salute and Mediolanum Capitale Umano), issued by Mediolanum Assicurazioni S.p.A., and in the life classes (such as Mediolanum Personal Life Serenity) issued by Mediolanum Vita S.p.A., all distributed by Banca Mediolanum S.p.A;*

- *collective savings investment undertakings, insurance investment products and forms of supplementary pension schemes (mutual funds under Italian and foreign law, unit-linked policies, individual pension plans, open pension funds and other investment instruments), are created by Mediolanum Gestione Fondi SGR p.A, Mediolanum International Funds Ltd., Mediolanum Vita S.p.A. and Mediolanum International Life DAC., Mediolanum Gestion S.A. S.G.I.C and Mediolanum Pensiones S.A. S.G.F.P. and distributed by Banca Mediolanum S.p.A. in Italy and Banco Mediolanum S.A. in Spain;*

- *Banca Mediolanum has also promoted a fully digital "selfy" offering (i.e. current accounts, smart policies and other products, which are placed exclusively through the Mediolanum web-app made available to each customers, who can sign up for using the relevant service with full* *independence);*

- *other services, such as online trading and portfolio management service; and*

- *among the products placed by the Issuer on behalf of third party companies, insurance and investment products, including structured products*."

(b) On page 152 of the Base Prospectus, the sub-paragraph headed "*Disclosure in respect of business segments*" shall be deleted and replaced as follows:

"***Disclosure in respect of business segments***

This section presents the consolidated segment results which, pursuant to IFRS 8, were prepared using a format that reflects the management system of the Group (the "management reporting approach"), in accordance with all the information provided to the market and to the various stakeholders.

The disclosure in respect of business segments is prepared in accordance with the provisions of IFRS8 and the following segments are identified:

- *Italy, Banking;*

- *Italy, Asset Management;*

- *Italy, Insurance;*

- *Spain; and*

- *Germany.*

As of the date hereof, the Group has a total of 488 financial consultants' offices in Italy.

In Italy, the Issuer operates through the Issuer's distribution network.

The principal territories where the Issuer operates are Lombardy, Sicily, Tuscany, Piedmont, Triveneto (West part), Liguria and Umbria, as well as online internet banking within the same territories.

Distribution of the offices of the financial consultants of the Issuer as of the date hereof:

Region / Territory	***Offices***
Triveneto (West part)	*63*
Lombardy	*57*
Sicily	*54*

Region / Territory	***Offices***
Piedmont – Liguria – Valle d'Aosta	*45*
Tuscany – Umbria	*48*
Triveneto (East part)	*44*
Marche – Abruzzo – Molise	*36*
Lazio	*33*
Emilia (West part)	*32*
Romagna	*28*
Apulia – Calabria	*24*
Campania – Basilicata	*20*
Sardina	*5*
Total offices	*489*

(c) On page 154 of the Base Prospectus, the sub-paragraph headed "*Family Bankers*" shall be deleted and replaced as follows:

"***Family Bankers***

The Issuer has an extensive and widespread network of Family Bankers - comprising a total of 6,018 members (of which 4,420 in Italy and 1,598 in Spain), as of 30 September 2022, who play an essential role within the functioning of the Issuer's "multichannel model"."

(d) On page 161 of the Base Prospectus, the sub-paragraph headed "*Entities controlling the Issuer*" shall be deleted and replaced as follows:

"***Entities controlling the Issuer***

As of 30 September 2022, according to the public information currently available to the Issuer, the following entities hold directly or indirectly stakes higher than 5% in the capital of the Issuer:

– *Mr. Ennio Doris (died on 24 November 2021), Mrs. Lina Tombolato, Mr. Massimo Antonio Doris and Mrs. Annalisa Sara Doris (collectively, the* **Doris Family***) 40.343%;*[2] *and*

– *Finanziaria d'Investimento Fininvest S.p.A. 30.091%.*

The remaining shares equal to 29.550 (free float) are held by other shareholders.

No arrangements, the operation of which may at a subsequent time result in a change in control of the Issuer, are known to the same Issuer."

(e) On page 162 of the Base Prospectus, the paragraph headed "*Asset Quality*" shall be deleted and replaced as follows:

"***4. ASSET QUALITY***

As at 30 September 2022, the Group has a credit book with total stock of Euro 15.9 billion, largely (ca 70%) represented by mortgages. This result poses in line with the positive trend of growth reached in years 2019, 2020 and 2021 (with a total stock of Euro 10.3, 12.1 and 14.4 billion, respectively). It is also brought out that the Group's lending activity is purely aimed at retail clients. The quality of assets is extremely high, since the Group connotes itself as "best in class" in the credit scene, with very low non-performing exposures (NPE) and cost of risk values (1.30%, gross value, 0.71% net value and 0.10% as at 30 September 2022, respectively)."

(f) On page 162 of the Base Prospectus, the paragraph headed "*Regulatory Capital*" shall be deleted and replaced as follows:

"***5. REGULATORY CAPITAL***

*On 28 December 2021, the Bank of Italy's banking and financial supervision department introduced the minimum capitalization limits for the Group, as a result of the periodic prudential review and assessment process (***SREP***) as of the year 2022. These requirements were defined as binding, starting from 1 January 2022 until 31 December 2022 as follows:*

- *primary tier 1 capital ratio (CET1 ratio) of 7.75%, consisting of a binding measure of 5.25% (including 4.5% against the regulatory minimum requirements and 0.75% against the additional requirements determined as a result of the SREP) and the remainder from the capital conservation buffer component;*

- *Tier 1 capital ratio (Tier1 ratio) of 9.51% composed of a binding measure of 7.01% (of which 6.0% against minimum regulatory requirements and 1.01% against additional requirements determined as a result of the SREP) and for the remainder by the capital conservation buffer*

[2] The Doris family is bound by a shareholders agreement, which includes FINPROG ITALIA S.p.A. (a 20.08% shareholder of the Issuer), for a total of 40.386% of syndicated shares. FINPROG ITALIA is owned by the three members of the Doris family but has no controlling entity.

component; and

- *total capital ratio of 11.85%, consisting of a binding measure of 9.35% (of which 8.0% against minimum regulatory requirements and 1.35% against additional requirements determined as a result of the SREP) and the remainder from the capital conservation reserve component.*

To ensure compliance with the binding measures described above, even if the economic and financial environment deteriorates, the Bank of Italy also identified the following levels of capital, which the Group was required to maintain on an ongoing basis:

- *primary tier 1 capital ratio (CET1 ratio): 8.25%, composed of an Overall Capital Requirement (OCR) CET1 ratio of 7.75% and a Target Component (Pillar 2 Guidance – P2G), against a higher risk exposure under stress conditions, of 0.5%;*

- *Tier 1 capital ratio (Tier 1 ratio): 10.01%, consisting of an Overall Capital Requirement Tier 1 ratio of 9.51% and a Target Component (P2G), against a higher risk exposure under stress conditions, of 0.5%;*

- *Total capital ratio: 12.35% composed of an Overall Capital Requirement Total capital ratio of 11.85% and a Target Component (P2G), against higher risk exposure under stress conditions, of 0.5%.*

On a fully loaded basis as of 30 June 2022, Group's capital ratio was Common Equity Tier 1 ratio of 21.1%.

It should also be noted that the Issuer is the parent company of the Group and the Financial Conglomerate (Conglomerato Finanziario), which also includes the subsidiaries Mediolanum Vita S.p.A., Mediolanum Assicurazioni S.p.A. and Mediolanum International Life DAC dedicated to the insurance sector. As of 30 September 2022, the capital adequacy of the Financial Conglomerate was determined in accordance with the relevant regulatory requirements for bank-dominated financial conglomerates. Specifically, against the conglomerate's capital needs of EUR 2,324 million, the financial conglomerate's capital resources to cover the required margin amounted to EUR 2,952 million with a surplus of Euro 628 million. The requirement of the insurance sectors are relating to the last quarterly report (31 March 2022) sent by the Gruppo Assicurativo Mediolanum to the supervisory authority.

With reference to the insurance business of the Group, as of 30 June 2022, the solvency ratio (i.e. the ratio of the eligible amount of own funds to cover the solvency capital requirement) is equal to 219.1%, with a Solvency capital requirement of EUR 980.7 million and own funds equal to EUR 2,149.3 million.

*In addition to the CRD IV Directive capital requirements, the BRRD (as defined below) introduced requirements for banks to have a sufficient aggregate amount of own funds and liabilities ("Minimum Requirement for Own Funds and Eligible Liabilities" – "MREL") at all times. The MREL requirement is equivalent to the amount of the Issuer's own funds and eligible liabilities (passività ammissibili) necessary in order to absorb losses measured against total risk exposures and leverage exposure. The Issuer is required to meet the MREL requirements on a consolidated basis; these requirements bind the issuer's liabilities and potentially also require the use of subordinated liabilities with an impact on costs and potentially on the Issuer's funding capacity. Also within the comprehensive package of reforms, proposed by the European Commission, on 23 November 2016, to further strengthen the resilience of EU banks and investment firms (**Banking Reform Package**). Furthermore, the Directive 2019/879/EU (as amended, **BRRD II**), which amended the BRRD (as defined below), introduced, inter alia, significant changes to the rules regarding the calibration of the MREL requirement and the* *timing of its introduction.*

On 9 December 2021, the "Single Resolution Committee" (Comitato di Risoluzione Unico) has notified the decision on the minimum requirement for own funds and eligible liabilities. As of 1 January 2024, Group will have to comply on a consolidated basis with an MREL-TREA requirement,[3] *of 17.77% of risk-weighted assets – 20.27%, including the "Combined Buffer Requirement (as defined under Article 128 pt. 6 of Directive 2013/36/EU" – and an MREL-LRE requirement*[4] *of 5.33% of leverage exposure, on a consolidated basis.*

From 1 January 2022, pending the implementation of the Single Resolution Committee decision referred to above, the Issuer is required to comply on a consolidated basis with an intermediate MREL-TREA requirement of 8% of risk-weighted assets – 10.5% including the combined buffer requirement component – and an intermediate MREL-LRE requirement of 3% of the leverage exposure.

According to capital projections Banca Mediolanum will be compliant with the final MREL requirement (2024) with CET1 capital. In particular, as of 31 December 2021, the MREL-TREA is equal to 20.95% and the MREL-LRE is equal to 5.99%."

(g) On page 178 of the Base Prospectus, the sub-paragraph headed "*Sustainability Rating*" shall be deleted and replaced as follows:

"***Sustainability Rating***

In 2021, the Issuer has been assigned a sustainability rating being the "Corporate Sustainability Assessment" (which is a benchmark tool for companies to assess the financial materiality of their sustainability performance from the perspective of investors) equal to "52 out of 100" by the independent agency Standard & Poor's Global, at the end of an analysis process conducted for the first time in a solicited form.

During 2021, the first ESG index dedicated to Italian blue-chips was launched, designed to identify large Italian listed issuers with the best ESG practices (the so-called "MIB ESG Index"). The composition of such index is based on the analysis of ESG criteria by Vigeo Eiris (V.E.), a Moody's ESG Solutions company, which evaluates the ESG performance of issuers. In October 2021, the Issuer entered into the composition of the MIB ESG index Ranking. Furthermore, in 2022 the Issuer has been rated "AA" in respect of the ESG rating being the "MSCI ESG Rating", which aims at measuring a company's management of financially relevant ESG risks and opportunities.

In addition, the Issuer has been assigned a rating equal to "2.5 out of 5" by FTSE Russel (being a wholly owned subsidiary of London Stock Exchange Group which provides benchmarks, analytics, and data solutions with multi-asset capabilities globally).

Moreover, the Issuer has been rated "EE" (long-term) and "EE-" by Standard Ethics. Such rating is issued to companies and organizations wishing to compare their ESG performance with guidelines and models promoted by, inter alios, the EU and OECD."

(h) On page 178 of the Base Prospectus, the table headed Measures of Profitability-paragraph headed "*Alternative Performance Measures*" shall be deleted and replaced as follows:

[3] Amount of own funds and eligible liabilities expressed as a percentage of the bank's total risk exposure.

[4] Amount of own funds and eligible liabilities expressed as a percentage of the leverage ratio exposure (**LRE**).

"***Alternative Performance Measures***

*In order to facilitate the understanding of economic and financial performance of the Group, the Issuer's directors have identified certain Alternative Performance Measures (***APMs***).*

This Base Prospectus contains or incorporates by reference the following alternative performance measures, as defined by the European Securities and Markets Authority's Guidelines on Alternative Performance Measures (ESMA/2015/1415), which are used by the management of the Issuer to monitor its financial and operating performance and to facilitate management in identifying operational trends and take about investment decisions, resource allocation and other operational decisions.

With reference to the interpretation of these APMs, the management draws attention to the matters illustrated below:

(i) *these indicators are constructed exclusively from the Group's historical data and is not indicative of the future performance of the Group;*

(ii) *the APMs are not required by IFRS and, although derived from the Issuer's consolidated financial statements, have not been audited;*

(iii) *these financial measures should not be seen as a substitute for measures defined according to IFRS;*

(iv) *reading of these APMs should be carried out together with the Group's financial information from the Issuer's audited consolidated financial statements for the years ended 31 December 2021 and 2020 and the unaudited condensed consolidated interim financial statements as of and for the six months ended 30 June 2022 and 2021; and*

(v) *it is to be noted that, since not all companies calculate APMs in the same manner, these APMs are not always comparable to measurements used by other companies.*

APMs used by the Group are processed with continuity and consistency of definition and representation for all periods for which financial information is included in this Base Prospectus.

Measures of profitability

Altenative Performance Measures	***30-Sep-22***	***30-Jun-22***	***31-Dec-21***	***31-Dec-20***
Return On Equity	***17.05%***	*16.72%*	*25.37%*	*17.10%*
CET1 Ratio	***20.73%***	*21.08%*	*20.95%*	*20.39%*
Cost/Income Ratio (ex mkt effect)	***48.69%***	*49.08%*	*50.58%*	*54.32%*
Asset Under Management (€/mld)	***99.9***	*100.8*	*108.4*	*93.3*

Loan/Deposit Ratio	***61.90%***	*59.78%*	*57.63%*	*54.30%*
Loan Loss Provision	***10bps***	*10 bps*	*15 bps*	*16 bps*
Gross NPL Ratio	***1.30%***	*1.32%*	*1.35%*	*1.13%*
Net NPL Ratio	***0.71%***	*0.72%*	*0.74%*	*0.57%*

V. GENERAL INFORMATION

On page 196 of the Base Prospectus, the paragraph headed "*Significant or Material Adverse Change*" shall be deleted and replaced as follows:

"*The current market environment is still characterized by uncertainties due to the Russia/Ukraine conflict and related spill-over macroeconomic effects and by the persisting COVID-19 pandemic that could have potential impacts also on the financial markets, the unexpected materially adverse impact of which on the profitability of the Issuer, in particular in terms of operating income and cost of risk, cannot be finally assessed as at the date of this Base Prospectus. Except for the possible impact of the Russia/Ukraine conflict and related spill-over effect and COVID-19 crisis indicated above, there has been no material adverse change in the prospects of the Issuer since the date of its last published audited financial statements as at 31 December 2021.*

There has been no significant change in the financial performance or position of the Group since 30 September 2022."

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Copies of this Supplement and the documents incorporated by reference into this Supplement can be obtained free of charge from the registered office of the Issuer, from the specified office of the Paying Agent for the time being in Luxembourg, from the website of the Issuer (www.bancamediolanum.it) and from the website of the Luxembourg Stock Exchange *www.bourse.lu*. Unless specifically incorporated by reference into this Supplement, information contained on the website of the Issuer does not form part of this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference into the Base Prospectus, the statements in (a) above will prevail.

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