

Supplement dated 5 October 2007 to the Base Prospectus dated 11 January 2007

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

*(incorporated with limited liability in the Republic of Italy)*

**MEDIOBANCA INTERNATIONAL (Luxembourg) S.A.**

*(incorporated with limited liability in Luxembourg)*

a wholly-owned subsidiary of MEDIOBANCA - Banca di Credito Finanziario S.p.A.

**Euro 16,000,000,000**

**Euro Medium Term Note Programme**

**guaranteed in the case of Notes issued by Mediobanca International (Luxembourg) S.A.**

by

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



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

This supplement (the "**Supplement**") to the base prospectus (the "**Base Prospectus**") dated 11 January 2007 constitutes a supplement to a base prospectus for the purposes of article 13 of Chapter I of Part II of the Luxembourg Law dated 10 July 2005 on prospectuses for securities (the "**Prospectus Law**") and is prepared in connection with the Euro Medium Term Note Programme (the "**Programme**") of Mediobanca - Banca di Credito Finanziario S.p.A. ("**Mediobanca**") and Mediobanca International (Luxembourg) S.A. ("**Mediobanca International**") and, together with Mediobanca, the "**Issuers**"). This document is supplemental to, and should be read in conjunction with, the Base Prospectus issued by the Issuers. Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge and belief of the Issuers (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.

This Supplement has been prepared to disclose the following:

- (i) the resolution of the Management Board of Mediobanca held on 24 September 2007 approved (a) an increase in the maximum aggregate nominal amount of all Notes outstanding from time to time under the Programme from Euro 16,000,000,000 to Euro 25,000,000,000 and (b) an increase for the same amount of the guarantee given by Mediobanca for the issue of Notes by Mediobanca International;
- (ii) the meeting of the Board of Directors of Mediobanca International held on 1 October 2007 approved an increase in the maximum aggregate nominal amount of all Notes outstanding from time to time under the Programme from Euro 16,000,000,000 to Euro 25,000,000,000;

- (iii) the consolidated annual financial statements of Mediobanca as at and for the year ended 30 June 2007 were approved by the meeting of the Management Board of Mediobanca held on 24 September 2007;
- (iv) on 27 June 2007, the general meeting of shareholders of Mediobanca adopted a dualistic model of corporate governance and elected a Supervisory Board. In particular the shareholders passed a resolution as extraordinary business to adopt new Articles of Association based on the so-called "dualistic" model of governance which features both a Supervisory and a Management Board.

As ordinary business, the shareholders of Mediobanca then proceeded to appoint the members of the Supervisory Board to hold office for the financial years ending 30 June 2008, 2009 and 2010, who are as follows: Cesare Geronzi (Chairman), Dieter Rampl (Deputy-Chairman), Jean Azema, Tarak Ben Ammar, Gilberto Benetton, Antoine Bernheim, Roberto Bertazzoni, Vincent Bollorè, Angelo Casò, Giancarlo Cerutti, Francesco Denozza, Ennio Doris, Pietro Ferrero, Jonella Ligresti, Fabrizio Palenzona, Carlo Pesenti, Eugenio Pinto, Eric Strutz, Marco Tronchetti Provera, Gabriele Villa, Luigi Zunino.

Tarak Ben Ammar, Roberto Bertazzoni, Angelo Casò, Eugenio Pinto, Gabriele Villa, Francesco Denozza and Luigi Zunino Declared that they qualify as independent according to the definition provided in the Code of Conduct for listed Companies operated by Borsa Italiana.

Angelo Casò, Eugenio Pinto and Gabriele Villa are registered auditors.

- (v) On 2 July 2007, the Supervisory Board of Mediobanca appointed the members of the Management Board to hold office for the financial years ending 30 June 2008, 2009 and 2010, who are as follows: Renato Pagliaro (Chairman), Alberto Nagel (Managing Director), Maurizio Cereda, Massimo Di Carlo, Francesco Saverio Vinci and Alessandro Trotter. All of the members of the Management Board are Mediobanca executives apart from Alessandro Trotter who is independent.

\* \* \* \*

Accordingly, as from the date of this Supplement all references in the Base Prospectus to the maximum aggregate amount of Notes outstanding from time to time under the Programme shall be changed to Euro 25,000,000,000.

A copy of the press release in respect of the financial statements referred to in paragraph (iii) above have been filed with the *Commission de Surveillance du Secteur Financier* and, by virtue of this Supplement, such press release is incorporated by reference in, and forms part of, the Base Prospectus.

Copies of this Supplement and the information incorporated by reference will be available (i) free of charge at the registered office of the Issuers and from the principal office of the Paying Agents in Luxembourg; and (ii) on the website of the Luxembourg Stock Exchange at <http://www.bourse.lu>.

## **Cross-reference list**

The following table shows where the information can be found in the above mentioned document incorporated by reference. Any information contained in the document incorporated by reference but not set out below is given for information purposes only.

### **Mediobanca press release dated 24 September 2007**

Summary description of financial results as at and for the period ended 30 June 2007.....	Pages 1-6
Consolidated income statement.....	Page 7
Consolidated balance sheet.....	Page 8
Balance sheet and income statement data by division.....	Pages 9-10
Retail financial services data.....	Page 11
Private banking data.....	Page 12
Non-consolidated income statement.....	Page 13
Non-consolidated balance sheet.....	Page 14

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, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

The date of this Supplement to the Base Prospectus dated 11 January 2007 is 5 October 2007.