



MEDIOBANCA

NOTICE OF MEETING ANNUAL GENERAL MEETING 27 OCTOBER 2018

Notice is hereby given that an ordinary general meeting of shareholders in Mediobanca (the "Company") will take place in a single session starting at 10.00 a.m. on 27 October 2018 in Via Filodrammatici 3, Milan, Italy, with the following

Agenda

- 1) Financial statements as at 30 June 2018 Board of Directors' review of operations and other reports, reports by external auditors and Statutory Audit Committee; related resolutions.
- 2) Measures required under Article 15 of the company's Articles of Association: appointment of two directors.
- 3) Remuneration policies:
 - a. Staff remuneration policies;
 - b. Cap on variable and fixed remuneration based on a ratio of 2:1;
 - c. Policies in the event of beneficiaries leaving office or ceasing to work for Mediobanca.
- 4) Proposal for authorization to buy back and sell treasury shares; related resolutions.

Right to participate in Annual General Meeting

Pursuant to Article 7 of the Company's Articles of Association, parties are entitled to attend and vote if the Company has received in respect of them, by the end of the third business day prior to the date of the meeting (25 October 2018 in this case), a notice regarding the ownership of the shares sent by the intermediary to Mediobanca, based on its own records at the end of the accounting day of the seventh business day prior to the date set for the annual general meeting to be held in a single session (18 October 2018 – the "record date"). Investors who become shareholders after this date are not entitled to attend and vote in the general meeting.

Authorization to take part and vote in cases where the notice is received by the Company after the deadline may still be granted, provided such notice is received before proceedings at the meeting commence.

Attendance and voting by proxy

Pursuant to Article 7 of the Company's Articles of Association, shareholders authorized to take part in and vote may elect to be represented in the general meeting by issuing a written proxy; the proxy form available at website www.mediobanca.com in the section entitled Corporate governance/General meeting 2018 or at its head office may be used for this purpose. The proxy may be issued on paper and signed with an autograph signature, or via a document signed with an eligible electronic or digital signature, in accordance with Italian regulations in force on this subject. Proxies may be notified to the Company by using the relevant section of the Company's website, via email to the following address: azionisti@mediobanca.com; or by post to Spafid S.p.A. (Foro Buonaparte 10, 20121 Milan, Italy).



The sending of such copies beforehand shall not exempt the proxy from the obligation, during the accreditation process for admission to the proceedings, to prove that the notified copy conforms to the original and to prove the identity of the party issuing the proxy.

Company's appointed representative

Shareholders may issue a proxy, with voting instructions for all or some of the proposed items on the agenda, to Spafid S.p.A., which is the representative appointed by Mediobanca pursuant to Article 135-undecies of Italian Legislative Decree 58/98. Spafid is a specialist operator and market leader in providing corporate services to listed issuers. Such proxy shall be issued by signing, with an autograph signature or alternatively an eligible electronic or digital signature, in accordance with Italian regulations in force on this subject, the specific form available for this purpose at website mediobanca.com or at the Company's headquarters; the original proxy must reach Spafid at Foro Buonaparte 10, 20121 Milan, Italy by close of business on the second open-market day prior to the date set for the annual general meeting (25 October 2018) along with a copy of a valid identity document for the issuing shareholder, or, if the issuing shareholder is a company, for such company's current representative-at-law or another individual vested with the requisite powers, along with documentation suitable for the purpose of proving such capacity and powers have been granted to Spafid according to the following methods: i) for proxies with autograph signatures, delivered or sent via courier or recorded delivery (to Foro Buonaparte 10, 20121 Milan, Italy); ii) for proxies with eligible electronic or digital signatures, via certified email message sent to assemblee@pec.spafid.it, or by using the relevant section of the company's website mediobanca.com in the section entitled Corporate governance/General meeting 2018 managed by Spafid. Proxies and voting instructions may also be revoked by the same date. Proxies are effective only in respect of those proposals for which voting instructions have been provided. Pursuant to Article 135-decies of Italian Legislative Decree 58/98, Spafid hereby declares that it is in a situation of potential conflict of interest, being a subsidiary of Mediobanca and may therefore vote in a way which is not accordance with the instructions received.

Additions to the agenda and submission of proposed new resolutions

Pursuant to Article 126-bis of Italian Legislative Decree 58/98, shareholders representing, *inter alia* jointly, at least one fortieth of the company's share capital (2.5%) may request, within 10 days of publication of this notice, i.e. by 1 October 2018, an addition to the list of items on the agenda, indicating the additional topics for discussion proposed by them in the question. The application for additional items must be sent by the term referred to above to the Company's headquarters at Piazzetta E. Cuccia 1, 20121 Milan, Italy, marked for the attention of the Company Secretary's Office, by recorded delivery, or via email to the following address: affari.societari@pec.mediobanca.com; the application must contain information regarding the identity of the shareholders submitting the request, with an indication of the percentage shareholding owned in the aggregate and the reference details of the notice issued by the intermediary to the company in accordance with Article 43 of the Single measure on post-trading, adopted by Consob and the Bank of Italy with provision of 13 August 2018 authorizing the person concerned to exercise such right. By the same date and the same means, the applicants shall send the Board of Directors a report containing an indication of the reasons for the proposed resolutions on new items to be included on the agenda, or the reason for the proposed further resolutions on items already included on the agenda.

Any additions to the agenda or submission of proposed resolutions on items already included on the agenda will be published by 12 October 2018 at the latest via the same means used for the publication of this notice. At the same time, the reports prepared by shareholders who have applied for additions to be made or further resolutions to be added to those already included on the agenda will be published, in the same form as provided for the documentation regarding the Annual General Meeting, along with an assessment of the proposals by the governing body. No additions to the agenda are permitted in the case of items for which shareholders by law are



required to adopt resolutions at the proposal of the Board of Directors or based on a project or report prepared by the Board, save as provided under Article 125-ter, paragraph 1 of Italian Legislative Decree 58/98.

Right to ask questions on items on the agenda

As provided by Article 127-ter of Italian Legislative Decree 58/98, shareholders entitled to vote may submit questions regarding the items on the agenda prior to the annual general meeting, sending such questions to the company if possible by 6 p.m. and no later than 24 October 2018.

Questions may be submitted by using the relevant section of the Company's website www.mediobanca.com in the section entitled Corporate governance/General meeting 2018, via email to the following address: azionisti@mediobanca.com, or by post, addressed to Mediobanca S.p.A., Company Secretary's Office (marked "Questions for 2018 AGM"), Piazzetta E. Cuccia 1, 20121 Milan, Italy.

Questions must be accompanied the reference details of the notice issued by the intermediary to the company proving that the person concerned is authorized to exercise the above right.

Questions submitted prior to the annual general meeting shall receive a reply during the meeting at the latest. The Company may choose to provide a single reply to questions which have the same content.

The Bank is not required to give an answer, even in the annual general meeting, to questions submitted prior to the meeting if the information requested is already available in "Q&A" format in the relevant section of the company's website or to questions not relevant to the agenda.

Measures required under Article 15 of the company's Articles of Association: appointment of two directors.

In accordance with Article 15 of the company's Articles of Association, the appointments shall be made without recourse to voting lists, under a resolution adopted on a relative majority basis according to the proposals made and in compliance with the provisions of the aforementioned Article 15.

It should be remembered that at the annual general meeting held on 28 October 2017, the shareholders of Mediobanca established that the Board of Directors should consist of fifteen members.

The Board of Directors, having received a favourable opinion from the Appointments Committee, resolved to propose to the shareholders in general meeting that Maximo Ibarra and Vittorio Pignatti-Morano be confirmed in their positions as Directors of Mediobanca.

Shareholders are invited to file any alternative proposals they may have for appointments in good time, i.e. around twenty days prior to the date set for the meeting itself, at the company's head offices (marked for the attention of Corporate Affairs - Piazzetta E. Cuccia 1, 20121 Milan, Italy) or via certified email message sent to affari.societari@pec.mediobanca.it, along with the following documentation:

- ◆ Information regarding the identity of the shareholders submitting the list, along with an indication of the aggregate shareholding owned by them;
- ◆ Declaration from the candidates themselves stating that they accept the position, and under their own responsibility, that no grounds exist that would render them ineligible or otherwise incompatible to hold office, and that they are duly in possession of the requisites stipulated by the law and regulations in force, and whether or not they qualify as



independent according to the definitions provided in Article 148, para. 3, of Italian Legislative Decree 58/98 and Article 19 of the Articles of Association;

- ◆ CV containing exhaustive information on the candidates' personal and professional qualifications, highlighting in particular the experience they have acquired in sectors of relevance to banking services, plus a list of the management and supervisory positions held by them in other companies;
- ◆ ECB "Fit & Proper" questionnaire provided in Annex 2 of the "Report on the qualitative and quantitative composition of the Board of Directors".

A facsimile of the declaration for candidates accepting their position and their CV, along with the ECB "Fit & Proper" questionnaire, are attached to the "Report on the qualitative and quantitative composition of the Board of Directors: recommendations to shareholders and the new Board of Directors", which is available for consultation on the Bank's website at www.mediobanca.com in the section entitled Corporate Governance/AGM 2018.

Shareholders are invited to consider the considerations illustrated in the "Report on the qualitative and quantitative composition of the Board of Directors: recommendations to shareholders and the new Board of Directors" published in June 2017 which among other things defines the qualitative and quantitative profile which the Directors are required to reflect collegiately and the requisites stipulated by the applicable regulatory provisions in force. The need for the candidates to qualify as independent under the definition provided in Article 19 of the Articles of Association in particular should be emphasized, in order to maintain the number of independent Directors stipulated in the Report referred to above.

The Articles of Association establish that persons of more than seventy-five years of age may not be appointed as Board members.

The proposals received by the company will be published on its website at www.mediobanca.com (Corporate Governance/AGM 2018).

For further information on the submission of lists, please contact the Company Secretary's Office via email at the following address: affari.societari@mediobanca.com or by phone at the following telephone numbers: +39 02 8829455, +39 02 8829543, by fax+ 39 02 8829550.



Documentation for the annual general meeting and information to shareholders

In accordance with regulations in force, the following documentation regarding the AGM will be made available, within the term set by law, at the Bank's head office, on the website emarketstorage.com (managed by Spafid Connect S.p.A.) and on the Company's own website at www.mediobanca.com in the section entitled Corporate governance/General meeting 2018:

- ◆ by 27 September 2018: the report illustrating item no. 2 the agenda;
- ◆ By 6 October 2018: the reports and other documents in respect of items no. 1, 3 and 4 on the agenda and Corporate governance statement and ownership structure

Information on share capital

The company's share capital, subscribed for and paid up, amounts to €443,521,470 made up of 887.042.940 par value €0.50 shares. Each share entitles its owner to one vote. As at the date hereof, the company owns 8,714,833 treasury shares.

An excerpt of this notice, as provided by Article 125-bis of Italian Legislative Decree 58/98, has also been published in the following daily newspapers: *Il Sole 24 Ore*, *Il Corriere della Sera* and *MF/Milano Finanza*.

pp. the Board of Directors

CHAIRMAN

(Renato PAGLIARO)

Milan, 21 September 2018