



Annual General Meeting, 28 October 2010

Notice is hereby given that a general meeting of Mediobanca shareholders will be held in Via Filodrammatici 3, Milan, Italy, at 11.00 a.m. on 28 October 2010 in the first instance, and at the same time and place on 29 October 2010 if adjourned, with the following

Agenda

Ordinary business

1. Adoption of financial statements for the year ended 30 June 2010, along with the Board of Directors' Review of Operations, the external auditors' report and the Statutory Audit Committee's report; associated resolutions
2. Resignations of two Directors: procedure pursuant to Article 14 of the company's Articles of Association
3. Staff remuneration policies
4. Performance share scheme
5. Amendment to resolution approved by shareholders in general meeting on 27 October 2007 to use treasury shares also in connection with equity-based compensation schemes for Group staff

Extraordinary business

1. Proposal to amend Articles 6, 7, 10, 12, 14, 28, 29 and 30 of the company's Articles of Association
2. Authorization to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the company's share capital free of charge in a nominal amount of up to €10m, through the award, as permitted under Article 2349 of the Italian Civil Code, of an equivalent amount of profit or profit reserves as per the most recent financial statements approved from time to time, via the issue of up to 20 million ordinary par value €0.50 shares to be reserved to Mediobanca Group employees, in implementation of the above performance share scheme

The company's share capital, subscribed for and paid up, amounts to €430,551,416, made up of 861,102,832 par value €0.50 shares. Each share entitles its owner to one vote. As at the date hereof, the company owns 17,010,000 treasury shares.

Under Article 7 of the Bank's Articles of Association, persons entitled to vote based on their shareholdings may take part in the meeting, provided the company has received due notification from an authorized intermediary at least two working days prior to the date on which the general meeting is scheduled to be held. Shareholders are kindly requested to bring a copy of this notification with them in order to facilitate the entry of the participants to the meeting.

Owners of shares not in dematerialized form are reminded that they may attend the meeting only if the relevant share certificates are delivered to an authorized intermediary in good time for them to be entered into the dematerialized system and the notification referred to above to be issued.

Each shareholder is permitted to have another person represent him/her in general meeting, save in cases of incompatibility and within the limits provided for by law, by means of a written proxy. A proxy form drawn up in accordance with the regulations in force must be reproduced under each copy of the notification that the intermediary is required to issue to the shareholder; an additional proxy form is available on the company's website at www.mediobanca.it or may be collected from its head offices.

In accordance with regulations in force, the reports illustrating the items on the agenda, along with the draft individual and consolidated financial statements for the year ended 30 June 2010, the Board of Directors' Review of Operations, the Statutory Audit Committee's report, the external auditors' report, and the annual report on corporate governance and ownership structure shall be deposited within the term set by law at the Bank's head office and at the offices of Borsa Italiana S.p.A. for anyone wishing to see them, and shall also be available on the Bank's website at www.mediobanca.it

The notice of meeting was published in the *Gazzetta Ufficiale* of the Republic of Italy, issue no. 114, on 25 September 2010.

pp. the Board of Directors
CHAIRMAN
(Renato PAGLIARO)