



MEDIOBANCA

## **Resolutions pursuant to Article 15 of the company's Articles of Association: appointment of a director**

Dear Shareholders,

On 16 April 2013 Fabio Roversi Monaco, appointed by shareholders in an annual general meeting held on 28 October 2011 from the candidates on the minority list submitted by Fondazione Cassa di Risparmio di Bologna (Carisbo), tendered his resignation from the position of director of Mediobanca. The Board of Directors, at a meeting held on 17 September 2013, having noted the unavailability of the unelected director on the same minority list from which Mr Roversi Monaco was appointed, proceeded, in accordance with the provisions of Article 15 of the Bank's Articles of Association, to co-opt Mr Giorgio Guazzaloca, indicated by the Fondazione Carisbo to the Board pursuant to Article 2386 of the Italian Civil Code, having received the Appointments Committee's opinion and with the agreement of the Statutory Audit Committee. Mr Guazzaloca's term of office shall expire upon the occasion of the next annual general meeting.

You are therefore invited to re-establish the Board of Directors in accordance with the provisions of Article 15, paras. 3 and 4, of the company's Articles of Association, bearing in mind that at the annual general meeting held on 28 October 2011, the shareholders of Mediobanca set the number of directors composing the Board at 22 (twenty-two).

Again as provided by Article 15 of the company's Articles of Association, the appointment will be made without the submission of voting lists, based on a relative majority according to the proposals made by shareholders with voting rights.

To ensure smooth proceedings at the general meeting and to ensure applications are publicized appropriately, please file your proposals at the Bank's headquarters in good time, around five days ahead of the date set for the general meeting. Applications must include a statement by the candidate themselves stating that they agree to stand, and declaring, under their own responsibility, that there are no grounds that would render them ineligible for and/or incompatible with the proposed office, that they are in possession of the requisites stipulated by the law and the Articles of Association, and, if applicable, that they qualify as independent under the terms of Article 148, para. 3, of Italian Legislative Decree 58/98 and the Code of conduct in respect of listed companies, plus exhaustive information on their own personal details and professional qualifications and a list of the managerial and supervisory positions held by them at other companies.

Milan, 17 September 2013

THE BOARD OF DIRECTORS