



MEDIOBANCA

Annual General Meeting, 27 October 2012 Notice of Meeting

Notice is hereby given that a general meeting of shareholders in Mediobanca (the "Company") will be held in Via Filodrammatici 3, Milan, Italy, at 11.00 a.m. on 27 October 2012 in the first instance, and at the same time and place on 29 October 2012 if adjourned, with the following

Agenda

Ordinary business

- 1) Financial statements for the year ended 30 June 2012, the Board of Directors' Review of Operations, the external auditors' report and the Statutory Audit Committee's report; associated resolutions.
- 2) Formalities required under Article 15 of the company's Articles of Association: appointment of Directors
- 3) Appointment of external legal auditors for the 2013-2021 period
- 4) Staff remuneration policies.

Extraordinary business

- 1) Authorization to the Board of Directors under Article 2443 of the Italian Civil Code, to increase the company's share capital by means of rights issues in a nominal amount of up to €40m, including via warrants, to be set aside for subscription by Italian and non-Italian professional investors with option rights excluded under and pursuant to the provisions of Article 2441, paragraph four, second sentence, of the Italian Civil Code; amendment to Article 4 of the company's Articles of Association and related resolutions. Further amendments to the Articles of Association.

Right to participate in Annual General Meetings

Pursuant to Article 7 of the Company's Articles of Association, shareholders 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 (24 October 2012 in this case), a notice 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 in the first instance (18 October 2012 - 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 specific session of 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 on the Company's website at www.mediobanca.it or at its head office may be used for this purpose. 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.it; or by post to Spafid S.p.A. (Foro Buonaparte 10, 20121 Milan, Italy).



Any such advance notification does 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. Such proxy shall be issued by signing the specific form available for this purpose on the Company's website at www.mediobanca.it or at the Company's headquarters; the original proxy must reach Spafid S.p.A. 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, including adjourned sessions, if any, to be delivered by hand or sent via courier or recorded delivery, 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. A copy of the above documentation may be sent in advance, along with a statement declaring that the copy conforms to the original, via email to the following address: servizio.assemblee@spafid.it or by using the relevant section of the Company's website at www.mediobanca.it managed by Spafid S.p.A. 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 S.p.A. hereby declares that it is in a situation of conflict of interest, being a subsidiary of Mediobanca S.p.A., and accordingly may only vote in accordance with the voting instructions received.

Additions to the agenda and proposals for new resolutions

Pursuant to Article 126-bis of the Italian Consolidated Finance Act, shareholders representing (including jointly) at least one-fortieth (2.5%) of the Company's share capital, may ask for additions to be made to the list of items on the agenda for the general meeting, indicating the proposed topics in writing, or submit proposals for resolutions in respect of items already included on the agenda. The application for additional items must reach the Company's headquarters at Piazzetta E. Cuccia 1, 20121 Milan, Italy by 7 October 2012, marked for the attention of the Company Secretary's Office, in the form of a letter sent by recorded delivery or by certified email to the following address: mediobanca@pec.mediobanca.it. 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 certificates attesting ownership of the percentage ownership required in order to submit the application. Shareholders must also prepare a report giving their reasons for the proposed resolutions on new items which they wish to be included on the agenda or for submitting further proposed resolutions on items already on the agenda, by the final deadline for submitting the request for additions.

Further information is available on the Company's website at www.mediobanca.it.

Right to ask questions on items on the agenda

As provided by Article 127-ter of Italian Legislative Decree 58/98, shareholders are also entitled to submit questions regarding the items on the agenda prior to the annual general meeting, sending such questions to the Company by and no later than 24 October 2012, to facilitate preparations for the meeting and to ensure that the proceedings run smoothly.

Questions may be submitted by using the relevant section of the Company's website at www.mediobanca.it, via email to the following address: azionisti@mediobanca.it, or by post,



addressed to Mediobanca S.p.A., Company Secretary's Office (marked "Questions for AGM 2012"), Piazzetta E. Cuccia 1, 20121 Milan, Italy, or by fax to the following fax no.: (0039) 02-8829.550.

Questions must allow the shareholder to be identified and be accompanied by certification which proves that the person concerned is authorized to exercise the above right; if a shareholder has asked his/her own intermediary to send notice regarding his/her participation in the annual general meeting, it will be sufficient to provide reference details of such notice in the question or at least the name of the intermediary that sent the notice.

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.

No answer is considered necessary even in the general meeting itself to questions submitted prior to the meeting requesting information contained in "question and answer" format available in the "FAQ" section of the company's website at www.mediobanca.it. Answers provided in writing and made available to all shareholders entitled to vote at the start of the meeting are considered to be equivalent to answers provided in the general meeting.

Appointments to the Board of 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 by shareholders entitled to vote who are present, and in compliance with the provisions of the aforementioned Article 15.

Interested shareholders are therefore invited to file their proposals in good time ahead of the date set for the general meeting, at the company's head office in Piazzetta E. Cuccia 1, 20121 Milan, Italy (for the attention of the Company Secretary's Office) or alternatively by sending a certified email message to mediobanca@pec.mediobanca.it (please contact the Company Secretary's Office for any further information you may require: tel. no. (0039) 02-8829.543, fax no. (0039) 02-8829.550, email segreteria.societaria@mediobanca.it).

Proposals received by the company will be published on the Bank's website at www.mediobanca.it in the section "Governance/Annual general meetings".

The proposals must include: a statement by the candidate themselves agreeing to stand, and declaring, under their own responsibility, that no grounds exist that would render them ineligible for and/or incompatible with the post, as well as the existence of the prerequisites set by law and the company's Articles of Association and also whether or not they qualify as independent according to the definitions provided in Article 148, paragraph 3, of Italian legislative decree 58/98 and the Code of conduct in respect of listed companies operated by Borsa Italiana; full information regarding their personal and professional qualifications for holding such office; and a list of the management and control posts held by them in other companies.

Documentation for the annual general meeting and information to shareholders

In accordance with regulations in force, the following documents will be made available at the Bank's head office and at the offices of Borsa Italiana S.p.A., and on the Company's website at www.mediobanca.it:

- ◆ on the date on which this notice of meeting is published, the Board of Directors' reports on the items on the agenda other than those indicated hereunder;
- ◆ by 6 October 2012, the financial report and the other documents listed under Article 154-ter of Italian Legislative Decree 58/98, that is, the draft individual and consolidated financial statements for the year ended 30 June 2012, 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;

- ◆ by 6 October 2012, the report on Remuneration and related resolutions under item no. four on the agenda in the ordinary business to be transacted at the annual general meeting;
- ◆ by 6 October 2012, the reports and proposed resolutions in respect of the items on the agenda in the extraordinary business to be transacted at the annual general meeting, that is, the proposed authorization to the Board of Directors and the proposed amendments to the Articles of Association.

Information on share capital

The company's share capital, subscribed for and paid up, amounts to €430,564,606 made up of 861,129,212 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.

pp. the Board of Directors

CHAIRMAN

(Renato PAGLIARO)