

Board of Directors' Meeting

Milan, 9 March 2007

Interim report adopted for six months ended 31 December 2006¹

- Met profit: €526m (31/12/05: €515m), significantly higher than targets set in 2005-2008 three-year plan
- Appreciable growth in main revenue sources continued in the period: net interest income up 20% to €332m, net fee and commission income up 15%, to €190m, profits earned by equity-accounted companies up 18% to €214m; reduced contribution from net trading income at €30m, vs €116m this time last year
- Result boosted by €140m gain on disposal of stake in Ferrari, equivalent to €140m gain on disposal of Ciments Français holding in 1H 05²
- M Wholesale banking:
 - corporate lendings up €700m to €13.3bn³
 - total income down 13% to €285m, due to reduced contribution from trading income (down from €114m to €23m); further growth in net interest income (up 29% to €104m) and net fee and commission income (up 21% to €147m)
 - net profit down 8% to €277m, ROAC 23% (29%)
- Equity investment portfolio (AG and RCS)
 - NAV: €6.4bn (30/6/06: €5.5bn)
 - net profit up 25% to €191m, ROAC 17% (14%)
- Retail financial services
 - new loans €2.3bn, consumer credit up 9%, mortgage lending up 20%
 - total income up 17% to €244m
 - net profit unchanged at €40m (€40m), ROAC 16% (18%)
- - AUM up 12% to €12.4bn
 - net profit up 1% to €24m, ROAC 41% (42%)

¹ Percentage changes Y.o.Y.

² Ciments Français: €114m in gains on disposal of AFS securities plus approx. €26m in net gain on €41m trading income in connection with the deal.

³ Excluding loans and advances to other Group companies.

⁴ Includes Compagnie Monégasque de Banque, plus the Group's 48.5% pro-forma share in the profits of Banca Esperia.



At a Board meeting held today, with Gabriele GALATERI di GENOLA in the chair, the Directors of Mediobanca approved the Group's interim financial statements, as illustrated by General manager Alberto NAGEL and Co-general manager Renato PAGLIARO.

Consolidated results

The Mediobanca Group's results for the six months ended 31 December 2006 reflect a net profit of €526m, higher than the €515.4m recorded at the same time last year, and significantly ahead of the targets set in the 2005-2008 business plan.

Profit from ordinary activities rose from €562.7m to €574m, despite a much lower contribution from trading, where income was down to €29.9m from the €116.5m posted at 31 December 2005 (boosted by non-recurring gains of €40.8m linked to disposal of the Group's interest in Ciments Français). Growth by the Group's other main revenue sources drove a 3.7% increase in total income from €741.4m to €768.5m, as follows:

- net interest income rose by 19.9%, from €276.8m to €332m, as average business volumes
 in corporate banking grew by 27% and in retail financial services by 19%;
- net fee and commission income rose by 15.4%, from €164.3m to €189.6m, reflecting
 healthy performances by lending, advisory and capital markets activities, which accounted
 for roughly three-quarters of the total;
- income from equity-accounted companies was up 18.3%, from €180.7m to €213.8m, on the
 back of a robust earnings performance by the Assicurazioni Generali group.

An 8.8% increase in operating costs, from €178.7m to €194.5m, was chiefly due to strengthening in wholesale banking, where an extra 21 staff were recruited, and expansion in terms of operations and geographical coverage in retail financial services, with an extra 49 staff recruited in conjunction with the opening of fifteen new branches.

Bad debt writeoffs rose from €51.5m to €78.2m, due to the increasing share of higher-profit, higher-risk retail (personal) loans against a general deterioration in households' risk profiles.

Gains on disposals of securities totalled €169.3m (€117.7m), and are chiefly linked to sale of the Group's investment in Ferrari.

During the six months under review, the Group continued to grow in line with the targets set in its three-year business plan, through:



- // launch of wholesale banking activities in Germany, with Frank Schönherr joining the Group;
- Micos Banca opening five new branches in France, in Paris and Lyons and on the Côte d'Azur;
- ∠ Compagnie Monégasque de Banque's acquisition of ABN Amro's private banking activities in the Principality, as part of the company's plans for expanding its footprint on the local market.

With regard to the main balance-sheet items, funding grew by 8.3%, from € €29.1bn to €31.5bn, following the issue of an approx. €1bn subordinated bond in October 2006. Loans and advances to customers rose by 8.1%, from €21.4bn to €23.1bn, with growth of approx. €1bn on the corporate side and €600m on the retail side. Treasury funds rose from €6.3bn to €7.6bn, and net equity grew from €5.9bn to €6.5bn.

Divisional results

Wholesale banking: A net profit of €276.7m was recorded during the period under review, lower than the €300.5m recorded one year previously, owing to a reduced contribution from trading activity, which posted income of €23.4m compared with €113.7m last year (boosted by €40.8m in non-recurring gains linked to disposal of the Group's holding in Ciments Français). Net of this item total income rose by 23.1%, from €212.8m to €262m, reflecting higher interest income, up 29.3%, from €80.6m to €104.2m, on the back of growth in corporate finance, and the increase in net fee and commission income referred to above, up 20.8%, from €121.8m to €147.1m. The 10.9% rise in costs, from €74.1m to €82.2m, is entirely due to strengthening the headcount. Below the operating profit line there were gains of €160.9m (31/12/05: €113.6m) on disposal of securities, most of which were in connection with the sale of the Group's shareholding in Ferrari.

Equity investment portfolio: The Group's share in the profits earned by the two companies included in our equity investment portfolio during the period rose by 20.3%, from €167.8m to €201.8m, €189.4m of which was attributable to Assicurazioni Generali and €12.4m to RCS MediaGroup.

Retail financial services: The Compass group's consolidated highlights for the six months ended 31 December 2006 reflect a net profit in line with last year, at €40.2m (31/12/05: €39.9m). The slight increase on the commercial side reflects growth, albeit at slower rates than in previous periods, of 11% in consumer credit, and a marked, 14% downturn in leasing business due to unfavourable legislation in the property sector passed during the summer months of 2006, plus a lower contribution from big tickets; however, figures for the first two



months of 2007 show signs of a recovery. Total income increased by 16.7%, up from €209.3m to €244.3m, after 6.7% growth in lendings compared with 30 June 2006, against a more limited increase in costs than last year, of 8.9%, from €78.3m to €85.3m. This again was attributable to expansion in terms of operations and geographical coverage by Compass, with fifteen more branches than at 31 December 2005, as well as the launch of mortgage lending activity in France, with five new branches opened since 2 January 2007. However, the hefty, 21.4% increase in profit from ordinary activities, from €131m to €159m, was absorbed by the higher cost of risk, due almost entirely to the consumer credit business, which led to a €23.8m increase in bad debt writeoffs, from €52.3m to €76.1m. Asset quality remained satisfactory, with a bad loans/total loans ratio of 0.89%.

Private banking: During the six months under review, total income rose 8.6%, from €54.8m to €59.5m, due to higher treasury income, and fees of €41.8m, largely in line with the €40.8m recorded last year. Against a modest, 3% rise in costs, profit from ordinary activities recorded a 16.9% improvement, from €21.9m to €25.6m. The increase in net profit, from €23.9m to €24.1m, reflects the reduced contribution from other net income, down from €4.7m to €2.2m (including an €8m gain arising on disposal of a 1% share in Ferrari, only partly offset by one-off net provisions of €6m linked to a programme of long-term loans to the Principality of Monaco), and higher tax, up from €2.7m to €3.7m. In November 2006 CMB acquired ABN Amro's private banking activities in the Principality, which contributed to an 8.5% rise in CMB's assets under discretionary and non-discretionary management, from €7.1bn to €7.7bn, while Banca Esperia posted a 12.2% increase, from €4.1bn to €4.6bn.

Mediobanca S.p.A.

In the six months ended 31 December 2006, in which IAS/IFRS were adopted for the first time, Mediobanca earned a net profit of €259.2m, down from the €288m⁵ recorded at the same time last year due to the reduced contribution from trading, which declined from €102.7m (including one-off gains of €40.8m) to €23.1m. Net of this item profit from ordinary activities rose by 17.8%, from €136.1m to €160.3m, driven by a healthy contribution from net interest income, which climbed 13.8%, from €88.2m to €100.4m, on higher lendings. Net fee and commission income also rose 18.8%, from €124.5m to €147.9m, as corporate and investment banking activities continued to perform well. Operating costs rose by 14.4%, from €79.7m to €91.2m, chiefly due to growth in the headcount, from 396 to 414 staff.

Below the operating line, there were gains of €160.9m on disposal of AFS securities (31/12/05: €113.6m) in connection with disposal of the Bank's holding in Ferrari, and income tax for the

⁵⁾ Data for 1H 2005-2006 have been compiled on a IAS/IFRS-compliant basis.



period of €83m (€64.8m), the increase in which was primarily due to ordinary taxation on the gains referred to above.

* * *

Finally, the Board duly noted Mr Gianluigi Gabetti's suspension from the post of Director following a Consob ruling issued pursuant to Article 187-ter of Italian Legislative Decree 58/98 in relation to press releases issued by IFIL Investments and Giovanni Agnelli e C. on 24 August 2005.

* * *

The consolidated, statutory and divisional balance sheets and profit and loss accounts are attached hereto. Reconta Ernst & Young, appointed by the Group to carry out a limited audit of its interim statements, has not yet completed its activities.

9 March 2007



Consolidated profit and loss account

	6 mths to 31/12/05	12 mths to 30/6/06	6 mths to 31/12/06	Y.o.Y. chg.
	€m	€m	€m	%
Net interest income	276.8	593.0	332.0	+19.9
Net trading income	116.5	215.7	29.9	-74.3
Net fee and commission income	164.3	302.7	189.6	+15.4
Dividends on AFS securities	3.1	65.0	3.2	+3.2
Share of profits earned by equity-accounted companies	180.7	335.3	213.8	+18.3
TOTAL INCOME	741.4	1,511.7	768.5	+3.7
Labour costs	(95.0)	(208.7)	(103.1)	+8.5
Administrative expenses	(83.7)	(184.7)	(91.4)	+9.2
OPERATING COSTS	(178.7)	(393.4)	(194.5)	+8.8
PROFIT FROM ORDINARY ACTIVITIES	562.7	1,118.3	574.0	+2.0
Gain (loss) on disposal of AFS securities	117.7	87.8	169.3	+43.8
Gain (loss) on disposal of other securities .	0.5	2.6	_	n.m.
Bad debt writeoffs	(51.5)	(119.4)	(78.2)	+51.8
Extraordinary provisions	_	_	(6.0)	n.m.
PRE-TAX PROFIT	629.4	1,089.3	659.1	+4.7
Income tax for the period	(110.5)	(221.5)	(127.7)	+15.6
Minority interest	(3.5)	(9.4)	(5.4)	+54.3
NET PROFIT	515.4	858.4	526.0	+2.1



Consolidated balance sheet

		31/12/05	30/6/06	31/12/06
		€m	€m	€m
Assets				
Treasury funds		758.6	6,320.6	7,628.8
AFS securities		4,882.6	5,502.7	5,183.3
of which:	fixed-income	2,456.5	2,833.9	2,485.1
	equities	2,255.9	2,423.0	2,285.9
Financial assets held	d to maturity	594.1	626.5	629.9
Loans and advances	s to customers	21,146.6	21,388.1	23,130.3
Equity investments		2,318.5	2,354.9	2,484.7
Tangible and intang	gible assets	305.3	305.7	314.0
Other assets		464.8	510.2	448.4
of which tax asse	ets	272.6	321.5	284.4
Total assets		30,470.6	37,008.7	39,819.4
Liabilities				
Funding		23,059.8	29,067.7	31,477.4
of which debt sed	curities in issue	14,964.6	21,118.0	23,090.3
Other liabilities		929.5	915.3	1,001.8
of which tax liabl	ilities	545.0	645.6	697.7
Provisions		187.6	191.3	197.9
· -		5,778.4	5,976.0	6,616.3
of which:	share capital	398.3	406.0	408.8
	reserves minority interest	5,297.9 82.2	5,480.8 89.2	6,106.6 100.9
Profit for the period		<i>62.2</i> 515.4	858.4	526.0
·		30,470.7	37,008.7	39,819.4
		·		·
,		5,524.7	5,743.7	6,013.4
<i>3 3</i> ,		6,794.6	6,954.2	7,731.1
Tier 1 capital/risk-w	veighted assets	14.59%	14.07%	14.02%
Regulatory capital/I	risk-weighted assets	17.94%	17.24%	18.24%
No. of shares in issu	ue (millions)	797	<i>812</i>	818



Balance-sheet and profit-and-loss figures by division

31/12/06	Wholesale banking	Retail financial services	Private banking	Equity investment portfolio	Group
	€m	€m	€m	€m	€m
Profit-and-loss figures					
Net interest income	104.2	223.7	10.2	(4.6)	332.0
Dividends on AFS securities	3.2	_	_	_	3.2
Net trading income	23.4	_	7.5	_	29.9
Net fee and commission income	147.1	20.6	41.8	_	189.6
Share of profits earned by equity-accounted companies	7.5	_	_	201.8	213.8
TOTAL INCOME	285.4	244.3	59.5	197.2	768.5
Labour costs	(52.9)	(32.5)	(20.1)	(1.9)	(103.1)
Administrative expenses	(29.3)	(52.8)	(13.8)	(0.6)	(91.4)
OPERATING COSTS	(82.2)	(85.3)	(33.9)	(2.5)	(194.5)
PROFIT FROM ORDINARY ACTIVITIES	203.2	159.0	25.6	194.7	574.0
Gain (loss) on disposal of AFS securities .	160.9	_	8.3	_	169.3
Gain (loss) on disposal of other securities	_	_	_	_	_
Extraordinary provisions	_	_	(6.0)	_	(6.0)
Bad debt writeoffs	(2.1)	(76.1)	(0.1)	_	(78.2)
PRE-TAX PROFIT	362.0	82.9	27.8	194.7	659.1
Income tax for the period	(85.3)	(37.3)	(3.7)	(3.8)	(127.7)
Minority interest	_	(5.4)	_	_	(5.4)
NET PROFIT	276.7	40.2	24.1	190.9	526.0
Balance-sheet data					
AFS securities	4,103.3	_	1,100.1	_	5,183.3
Equity investments	152.8	_	_	2,147.7	2,484.7
Loans and advances to customers	17,135.9	9,389.5	608.5	_	23,130.3
of which to Group companies	3,882.3	_	_	_	_
Risk-weighted assets	32,228.4	7,617.0	900.4	1,647.8	42,393.6
No. of employees	458	1,055	277	* –	1,719
Cost/income ratio (%)	28.8	35.0	58.2	1.3	25.3

31/12/05	Wholesale banking	Retail financial services	Private banking	Equity investment portfolio	Group
	€m	€m	€m	€m	€m
Profit-and-loss figures					
Net interest income	80.6	189.2	10.3	(3.3)	276.8
Dividends on AFS securities	3.1	_	_	_	3.1
Net trading income	113.7	1.1	3.7	_	116.5
Net fee and commission income	121.8	19.0	40.8	_	164.3
Share of profits earned by equity-					
accounted companies	7.3			167.8	180.7
TOTAL INCOME	326.5	209.3	54.8	164.5	741.4
Labour costs	(44.8)	(30.9)	(21.6)	(1.6)	(95.0)
Administrative expenses	(29.3)	(47.4)	(11.3)	(1.1)	(83.7)
OPERATING COSTS	(74.1)	(78.3)	(32.9)	(2.7)	(178.7)
PROFIT FROM ORDINARY ACTIVITIES	252.4	131.0	21.9	161.8	562.7
Gain (loss) on disposal of AFS securities	113.6	_	4.0	_	117.7
Gain (loss) on disposal of equity investments	_	_	_	_	_
Gain (loss) on disposal of other securities			0.5		0.5
Bad debt writeoffs	0.4	(52.3)	0.5	_	(51.5)
PRE-TAX PROFIT	366.4	78.7	26.6	161.8	629.4
Income tax for the period	(65.9)	(33.9)	(2.7)	(9.6)	(110.5)
Minority interest	(05.9)	(4.9)	(2.7)	(4.0)	(3.5)
NET PROFIT	300.5	39.9	23.9	152.2	515.4
	300.5	39.9	23.9	152.2	515.4
Balance-sheet data					
AFS securities	3,910.4	_	1,065.4	_	4,882.6
Equity investments	142.4	_	_	2,146.2	2,318.5
Loans and advances to customers	15,616.5	8,058.1	647.5	_	21,146.6
of which to Group companies	3,066.0	_	_	_	_
Risk-weighted assets	27,594.1	6,539.0	1,367.0	2,146.2	37,743.2
No. of employees	437	1,006	257 *	_	1,645
Cost/income ratio (%)	23	37	63	2	24

^{*} Includes 92 staff employed by the Esperia group pro-forma not included in the Group total (31/12/05: 73).

Divisions comprise:
wholesale banking: Mediobanca S.p.A., Mediobanca International and Prominvestment;
retail financial services: Compass, Micos Banca, Cofactor and Creditech (consumer credit),
SelmaBipiemme Leasing, Palladio Leasing and Teleleasing (leasing);
private banking: Compagnie Monégasque de Banque, Spafid and Prudentia Fiduciaria, plus 48.5% of Banca
Esperia pro-forma;
equity investment portfolio: shareholdings owned by the Group in Assicurazioni Generali and RCS MediaGroup.

equity investment portions: shareholdings owned by the Group in Assicurazioni Generali and RCS MediaGroup.
 Sum of divisional data differs from Group total due to:

 Banca Esperia being consolidated pro-rata (48.5%) rather than equity-accounted;
 adjustments/differences arising upon consolidation between different business areas, leading to a shortfall of approx. €6m at 31 December 2005 and €1m at 31 December 2006.
 notional expenses attributable to Mediobanca in respect of stock option scheme operated by Banca Esperia amounting to €5.5m (31/12/05: €1.7m).



Retail financial services (consumer finance and leasing)

Retail financial services 31/12/06	Consumer credit	Mortgage lending	Total consumer finance	Leasing	Total RFS
	€m	€m	€m	€m	€m
Total income	186.4	19.2	205.6	38.7	244.3
Operating costs	(60.9)	(10.6)	(71.5)	(13.8)	(85.3)
PROFIT FROM ORDINARY ACTIVITIES	125.5	8.6	134.1	24.9	159.0
Provisions and bad debt writeoffs	(68.0)	(3.1)	(71.1)	(5.0)	(76.1)
Profit attributable to minorities	_	_	_	(5.4)	(5.4)
Income tax for the period	(26.8)	(2.5)	(29.3)	(8.0)	(37.3)
NET PROFIT	30.7	3.0	33.7	6.5	40.2
New loans	1,178.0	301.2	1,479.2	784.8	2,264.0
Loans and advances to customers	3,518.7	1,912.1	5,430.8	3,958.4	9,389.5
No. of branches	112	22	134	10	144
No. of staff	669	175	844	211	1,055

Retail financial services 31/12/05	Consumer credit	Mortgage lending	Total consumer finance	Leasing	Total RFS
	€m	€m	€m	€m	€m
Total income	153.1	17.8	170.9	38.4	209.3
Operating costs	(55.4)	(8.7)	(64.1)	(14.2)	(78.3)
PROFIT FROM ORDINARY ACTIVITIES	97.7	9.1	106.8	24.2	131.0
Provisions and bad debt writeoffs	(45.8)	(2.4)	(48.2)	(4.1)	(52.3)
Profit attributable to minorities	_	_	_	(4.9)	(4.9)
Income tax for the period	(21.9)	(2.8)	(24.7)	(9.2)	(33.9)
NET PROFIT	30.0	3.9	33.9	6.0	39.9
New loans	1,078.3	251.4	1,329.7	914.9	2,244.6
Loans and advances to customers	2,930.7	1,498.2	4,428.9	3,629.2	8,058.1
No. of branches	98	21	119	10	129
No. of employees	625	168	793	213	1,006



Private banking

Private banking 31/12/06	СМВ	Banca Esperia 48.5%	Others	Total PB
	€m	€m	€m	€m
Total income	37.1	18.8	3.6	59.5
of which net fee and commission income	22.1	16.2	3.5	41.8
Operating costs	(19.9)	(11.2)	(2.8)	(33.9)
PROFIT FROM ORDINARY ACTIVITIES	17.2	7.6	0.8	25.6
Other income (expenses)	2.3	(0.1)	_	2.2
Income tax for the period	_	(3.0)	(0.7)	(3.7)
NET PROFIT	19.5	4.5	0.1	24.1
Assets under management	7,749.6	4,608.5	_	12,358.1
Private banking 31/12/05	СМВ	Banca Esperia 48.5%	Others	Total PB
-	€m	€m	€m	€m
Total income	34.4	17.5	2.9	54.8
of which net fee and commission income	22.4	15.5	2.9	40.8
Operating costs	(20.7)	(9.1)	(3.1)	(32.9)
PROFIT FROM ORDINARY ACTIVITIES	13.7	8.4	(0.2)	21.9
Other income (expenses)	5.1	(0.3)	(0.1)	4.7
Income tax for the period	_	(2.6)	(0.1)	(2.7)
NET PROFIT				•
-	18.8	5.5	(0.4)	23.9



Mediobanca S.p.A. profit and loss account

	6 mths to 31/12/05	12 mths to 30/6/06	6 mths to 31/12/06	Y.o.Y. chg.
	€m	€m	€m	%
Net interest income	88.2	176.9	100.4	+13.8
Net trading income	102.7	200.8	23.1	-77.5
Net fee and commission income	124.5	214.5	147.9	+18.8
Dividends on AFS securities	3.1	169.8	3.2	+3.2
TOTAL INCOME	318.5	762.0	274.6	-13.8
Labour costs	(46.7)	(109.2)	(55.6)	+19.1
Administrative expenses	(33.0)	(75.9)	(35.6)	+7.9
OPERATING COSTS	(79.7)	(185.1)	(91.2)	+14.4
PROFIT FROM ORDINARY ACTIVITIES	238.8	576.9	183.4	-23.2
Gain (loss) on disposal of AFS securities	113.6	85.9	160.9	+41.6
Gain (loss) on disposal of other securities .	_	2.7	_	n.m.
Bad debt writeoffs	0.4	(4.5)	(2.1)	n.m.
PRE-TAX PROFIT	352.8	661.0	342.2	-3.0
Income tax for the period	(64.8)	(115.4)	(83.0)	+28.1
NET PROFIT	288.0	545.6	259.2	-10.0



Mediobanca S.p.A.

	31/12/05	30/6/06	31/12/06
	€m	€m	€m
Assets			
Treasury funds	202.1	5,580.6	5,607.5
AFS securities	3,887.6	4,043.0	4,103.2
of which: fixed-income	1,631.7	1,661.8	1,836.8
equities	2,255.9	2,381.2	2,266.4
Financial assets held to maturity	593.1	625.5	629.0
Loans and advances to customers	15,634.1	15,870.5	17,127.7
Equity investments	1,677.2	1,673.2	1,670.0
Tangible and intangible assets	121.5	122.9	122.5
Other assets	240.0	268.1	174.9
of which tax assets	156.0	182.8	130.5
Total assets	22,355.6	28,183.8	29,434.8
Liabilities			
Funding	16,619.2	22,003.1	23,070.0
of which debt securities in issue	13,881.7	20,192.1	21,260.9
Other liabilities	541.2	539.4	615.7
of which tax liabilities	405.3	449.6	493.9
Provisions	165.2	165.7	166.9
Net equity	4,742.0	4,930.1	5,323.0
of which: share capital	398.3	406.0	408.8
reserves	4,343.7	4,524.1	4,914.2
Profit for the period	288.0	545.5	259.2
Total liabilities	22,355.6	28,183.8	29,434.8

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