



## Ordinary Annual General Meeting, 28 October 2013

### Notice of Meeting

Notice is hereby given that an ordinary general meeting of shareholders in Mediobanca (the “Company”) will be held in Via Filodrammatici 3, Milan, Italy, at 11.00 a.m. on 28 October 2013 in a single session on 28 October 2013, with the following

#### Agenda

1. Financial statements for the year ended 30 June 2013, the Board of Directors’ Review of Operations, the external auditors’ report and the Statutory Audit Committee’s report; associated resolutions
2. Resolutions pursuant to Article 6 of Italian Ministerial Decree 161/98
3. Resolutions required under Article 15 of the company’s Articles of Association: appointment of one director
4. Remuneration policies

#### **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 (23 October 2013 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 a single session (17 October 2013 - 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 on the Company’s website at [www.mediobanca.it](http://www.mediobanca.it) 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](mailto: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. 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 on the Company's website at [www.mediobanca.it](http://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 (24 October 2013), 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, 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](mailto:assemblee@pec.spafid.it), or by using the relevant section of the Company's website at [www.mediobanca.it](http://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

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 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, in writing, by 8 October 2013, 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: [mediobanca@pec.mediobanca.it](mailto: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 requesting additional items to be included on the agenda must also prepare a report on the items they want to be discussed by the same date.

Further information is available on the Company's website at [www.mediobanca.it](http://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 entitled to vote may 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 25 October 2013.

Questions may be submitted by using the relevant section of the Company's website at [www.mediobanca.it](http://www.mediobanca.it), via email to the following address: [azionisti@mediobanca.com](mailto:azionisti@mediobanca.com), or by post, addressed to Mediobanca S.p.A., Company Secretary's Office (marked "Questions for 2013 AGM"), Piazzetta E. Cuccia 1, 20121 Milan, Italy, or by fax to the following fax no.: (0039) 02-8829.550.

Questions must 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.

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 at [www.mediobanca.it](http://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.

## Appointment of a director to the Board of Directors

In accordance with Article 15 of the company's Articles of Association, the appointment 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 (Company Secretary's Office, Piazzetta E. Cuccia 1, 20121 Milan, Italy) or by sending a certified email message to the following address: [mediobanca@pec.mediobanca.it](mailto:mediobanca@pec.mediobanca.it). For any further information shareholders should contact the Company Secretary's Office on tel. no. (0039) 02-8829.543 or fax no. (0039) 02-8829.550; or at email address [segreteria.societaria@mediobanca.com](mailto:segreteria.societaria@mediobanca.com).

Proposals received by the company will be published on the Bank's website at [www.mediobanca.it](http://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; 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](http://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 7 October 2013, 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 2013, 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 7 October 2013, the reports and proposed resolutions in respect of item no. four on the agenda in the ordinary business to be transacted at the annual general meeting.

## 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)