



MEDIOBANCA

PRESS RELEASE

Calling of the ordinary and extraordinary Annual General Meeting

At a Board meeting held yesterday, the Directors of Mediobanca resolved to call the shareholders together in ordinary and extraordinary general meeting on 28 October 2023 at 10.00 a.m., in a single session, to adopt resolutions in respect of the following agenda:

- ◆ As ordinary business: i) Approval of the financial statements as at 30 June 2023; ii) Appointment of the Board of Directors for 2024-26 three-year period; iii) Appointment of the Statutory Audit Committee for 2024-26 three-year period; iv) Proposed authorization to buy and dispose of treasury shares; v) Mediobanca Group Remuneration Policy FY 2023-24; 2023-24 incentivization system based on financial instruments (annual performance shares scheme); Long Term Incentive Plan 2023-26 based on financial instruments; Employee Share Ownership and Coinvestment Plan 2023-26 for Group Staff.
- ◆ As extraordinary business: i) Cancellation of treasury shares with no reduction of share capital; ii) 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 through the issue of ordinary shares to be reserved to the Long-Term Incentive Plan 2023-26 (3 million ordinary shares) and to the Employee Share Ownership Plan 2023-26 (1 million ordinary shares) on the agenda as ordinary business; iii) Proposal to amend Article 33 of the company's Articles of Association (introducing of the interim dividend).

The notice of meeting for the Annual General Meeting and the documentation regarding the items on the agenda will be made available to the public by the means and within the terms set by the regulations in force.

Milan, 8 September 2023

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