



MEDIOBANCA

PRESS RELEASE

AGM DOCUMENT FILING AND PERFORMANCE SHARE AWARDS

The draft statutory and consolidated financial statements for the year ended 30 June 2017, along with the Board of Directors' review of operations and reports by the Statutory Audit Committee and the external auditors, are available as of today at the company's head office and on the following websites: www.emarketstorage.com and mediobanca.com (section entitled Corporate Governance/General Meetings 2017).

The lists of candidates for appointment to the Board of Directors and Statutory Audit Committee deposited on 3 October 2017 by Unicredit S.p.A. – pursuant to a resolution adopted by parties to the Mediobanca Shareholders' Agreement – and by lawyers Trevisan on behalf of a group of institutional investors have also been published, along with the relevant supporting documentation, via the same means.

As required under Article 84-bis of Consob resolution 11971/99 (Regulations for issuers), notice is hereby given that in the twelve months ended 30 September 2017, a total of 1,728,960 Mediobanca shares (performance shares, to be assigned in the course of the next five years) were awarded to Group employees in application of the staff remuneration policies, from the scheme approved by shareholders at an annual general meeting held on 28 October 2015. Attached to this press release is a table showing the updated situation for the share-based payment schemes already in force.

The characteristics of the instruments awarded are described on the company's website at www.mediobanca.com.

Milan, 6 October 2017



COMPENSATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

Table 1 of scheme 7 of Annex 3A to Regulations for Issuers dated 11971/99

Date: 30 September 2017

Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 1 Instruments issued under valid schemes in force approved on the basis of resolutions adopted by shareholders in previous general meetings						
		Date approved by shareholders in AGM (2)	Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- or three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	210,157	27 September 2013	N/A	5.287	The shares will be made available in tranches in November 2017 (up to 210,157).



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Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two- or three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	169,631	3 February 2014	N/A	6.692	The shares will be made available in tranches in November 2017 (up to 140,118), November 2018 (up to 29,513).
Gianluca Sichel	Director, Mediobanca	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	17,697	26 September 2014	N/A	6.691	The shares will be made available in tranches in November 2017 (up to 11,797), November 2018 (up to 5,900).
Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	571,442	26 September 2014	N/A	6.691	The shares will be made available in tranches in November 2017 (up to 379,502), November 2018 (up to 191,940).



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Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- or three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	22,192	26 January 2015	N/A	7.351	The shares will be made available in tranches in January 2018 (up to 14,697), January 2019 (up to 7,495).
Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	21,725	1 April 2015	N/A	8.942	The shares will be made available in tranches in April 2018 (up to 21,725).
Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	129,650	16 July 2015	N/A	8.926	The shares will be made available in tranches in November 2017 (up to 51,860), November 2018 (up to 51,860), November 2019 (up to 25,930).



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Alberto Nagel	Mediobanca CEO	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	122,605	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 49,042), November 2018 (up to 36,781), November 2019 (up to 36,782).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	101,898	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 40,758), November 2018 (up to 30,570), November 2019 (up to 30,570).
Gianluca Sichel	Director, Mediobanca	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	29,970	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 11,988), November 2018 (up to 8,991), November 2019 (up to 8,991).



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Alexandra Young	Director, Mediobanca	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	11,089	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 5,656), November 2018 (up to 3,083), November 2019 (up to 2,350).
Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	100,809	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 41,413), November 2018 (up to 39,561), November 2019 (up to 19,835).
Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	1,298,148	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 573,408), November 2018 (up to 481,358), November 2019 (up to 243,382).



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Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	18,465	27 January 2016	N.D.	7.508	The shares will be made available in tranches in January 2018 (up to 7,386), January 2019 (up to 7,386), January 2020 (up to 3,693).
Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	183,956	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 73,583), November 2019 (up to 44,149), November 2020 (up to 44,149), November 2021 (up to 22,075).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	91,627	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 36,650), November 2019 (up to 21,991), November 2020 (up to 21,991), November 2021 (up to 10,995).



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Gianluca Sichel	Director, Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	55,719	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 22,287), November 2019 (up to 13,373), November 2020 (up to 13,373), November 2021 (up to 6,686).
Alexandra Young	Director, Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	21,181	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 10,049), November 2019 (up to 5,241), November 2020 (up to 4,295), November 2021 (up to 1,596).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	122,462	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 52,453), November 2019 (up to 29,737), November 2020 (up to 27,658), November 2021 (up to 12,614).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	1,637,472	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 769,828), November 2019 (up to 483,779), November 2020 (up to 315,749), November 2021 (up to 68,116).
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- 1) The category "strategic management" includes the number of identified staff as at 30 June 2017.
- 2) The performance share schemes approved under a resolution adopted by shareholders in a general meeting held on 28 October 2010 and on 28 October 2015 are published on the bank's website at www.mediobanca.com
- 3) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the Remunerations policy or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).



Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 2 Newly-awarded instruments following decision by governing body implementing resolution adopted by shareholders in general meeting						
		Date approved by shareholders in AGM (2)	Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	20,891	27 January 2017	N.D.	8.689	The shares will be made available in tranches in January 2019 (up to 8,356), January 2020 (up to 5,014), January 2021 (up to 5,014), January 2022 (up to 2,507).
Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	152,387	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 60,955), November 2020 (up to 36,573), November 2021 (up to 36,573), November 2022 (up to 18,286).



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Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	116,830	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 46,732), November 2020 (up to 28,039), November 2021 (up to 28,039), November 2022 (up to 14,020).
Gianluca Sichel	Director, Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	50,796	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 20,319), November 2020 (up to 12,191), November 2021 (up to 12,191), November 2022 (up to 6,095).
Alexandra Young	Director, Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	18,174	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 8,479), November 2020 (up to 4,482), November 2021 (up to 3,757), November 2022 (up to 1,456).



Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	85,676	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 36,732), November 2020 (up to 20,808), November 2021 (up to 19,331), November 2022 (up to 8,805).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	1,284,206	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 617,629), November 2020 (up to 364,565), November 2021 (up to 244,750), November 2022 (up to 57,262).

- 1) The category "strategic management" includes the number of identified staff as at 30 June 2017.
- 2) The performance share scheme approved under a resolution adopted by shareholders in a general meeting held on 28 October 2015 is published on the bank's website at www.mediobanca.com
- 3) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the Remunerations policy or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).



Compensation schemes based on financial instruments

Table 1 of scheme 7 of Annex 3A to Regulations for Issuers dated 11/97/99

Date: 30 September 2017

Name and surname or category (1)	Position (to be indicated only for named awards) (2)	BOX 2							
		Options (option grants)							
		Section 1 Options issued under valid schemes in force approved on the basis of resolutions adopted by shareholders in previous general meetings ^a							
		Date approved by shareholders in AGM (3)	Description of instrument	No. of financial instruments underlying options awarded but not exercisable	No. of financial instruments underlying options awarded exercisable but not exercised	Date awarded by relevant governing body (BoD)	Strike price	Market price of financial instrument underlying at the award date	Option expires on
Renato Pagliaro	Mediobanca Chairman	27 October 2007	SO	—	150,000	2 August 2010	6.537	7.013	1 August 2018
Alberto Nagel	Mediobanca CEO	27 October 2007	SO	—	350,000	2 August 2010	6.537	7.013	1 August 2018
Saverio Vinci	Mediobanca General Manager	27 October 2007	SO	—	250,000	2 August 2010	6.537	7.013	1 August 2018
Pierluigi Gastone	Mediobanca CEO Securities USA	27 October 2007	SO	—	5,000	2 August 2010	6.537	7.013	1 August 2018
Mediobanca strategic management		27 October 2007	SO	—	80,000	2 August 2010	6.537	7.013	1 August 2018



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Mediobanca Group key staff		27 October 2007	SO	—	3,385,000	2 August 2010	6.537	7.013	1 August 2018
Mediobanca Group key staff		27 October 2007	SO	—	200,000	1 August 2011	6.430	6.249	31 July 2019

- 1) The category "strategic management" includes the number of identified staff as at 30 June 2017
- 2) Posts held as at 1 July 2017.
- 3) The stock option scheme approved under a resolution adopted by shareholders in a general meeting held on 27 October 2007 with the addenda approved by the Board of Directors on 24 June 2011 is published on the bank's website at www.mediobanca.com