



## Press release

### Annual general meeting, 28 October 2014

At an Annual General Meeting held today, the shareholders of Mediobanca:

- ◆ approved the financial statements for the year ended 30 June 2014;
- ◆ approved the distribution of a gross dividend of €0.15 per share in respect of the 845,658,798 shares granting such entitlement, payable as from 26 November 2014, with record date 25 November 2014 and with coupon no. 31 to be detached on 24 November 2014;
- ◆ set the number of members of the Board of Directors at 18 and determined the amount of their remuneration;
- ◆ appointed the following persons as Directors of Mediobanca until 30 June 2017: Renato Pagliaro, Alberto Nagel, Francesco Saverio Vinci, Gian Luca Sichel, Alexandra Young, Maurizia Angelo Comneno, Marco Tronchetti Provera, Tarak Ben Ammar, Gilberto Benetton, Marie Bolloré, Maurizio Carfagna, Angelo Casò, Maurizio Costa, Alessandro Decio, Vanessa Labérenne, Elisabetta Magistretti and Alberto Pecci, taken from the majority list submitted by Unicredit, and Mauro Bini, taken from the minority list submitted by a group of investors.

The Directors' biographies are published on the Bank's website at [www.mediobanca.com](http://www.mediobanca.com), in the section entitled Corporate Governance;

- ◆ appointed the following persons as Statutory Auditors of Mediobanca until 30 June 2017: Natale Freddi (Chairman) taken from the minority list submitted by a group of investors, and Laura Gualtieri and Gabriele Villa taken from the majority list submitted by Unicredit, having determined the amount of their remuneration.

The following persons were appointed as alternate auditors: Alessandro Trotter and Barbara Negri taken from the majority list submitted by Unicredit and Silvia Olivotto taken from the minority list submitted by a group of investors;

- ◆ approved the "Staff remuneration policies".

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At a Board meeting held after the Annual General Meeting, the Directors of Mediobanca:

- ◆ appointed Renato Pagliaro as Chairman, Maurizia Angelo Comneno and Marco Tronchetti Provera as Deputy Chairs, Alberto Nagel as Chief Executive Officer and Massimo Bertolini as Secretary to the Board of Directors; Francesco Saverio Vinci, Director, remains in the post of General Manager;
- ◆ ascertained that the following Directors qualify as independent under Article 148, para. 3 of Italian Legislative Decree 58/98: Maurizia Angelo Comneno, Marco Tronchetti Provera, Tarak Ben Ammar, Mauro Bini, Marie Bolloré, Angelo Caso', Maurizio Costa, Alessandro Decio, Vanessa Labérenne and Elisabetta Magistretti;
- ◆ ascertained that the following Directors qualify as independent under Article 3 of the Code of Conduct in respect of Listed Companies: Maurizia Angelo Comneno, Tarak Ben Ammar, Mauro Bini, Angelo Caso', Maurizio Costa, Vanessa Labérenne and Elisabetta Magistretti;
- ◆ instituted the following committees from among its own number as required by the company's Articles of Association:



# MEDIOBANCA

- the Executive Committee, to consist of:  
Renato Pagliaro (Chairman), Alberto Nagel, Francesco Saverio Vinci, Gian Luca Sichel, Alexandra Young, Maurizia Angelo Comneno and Angelo Casò;
- the Control and Risks Committee, to consist of the following independent Directors:  
Elisabetta Magistretti (Chair), Mauro Bini and Vanessa Labérenne.  
The Control and Risks Committee also performs the duties of the Related Parties Committee required by the Consob regulations and the Bank of Italy instructions;
- the Appointments Committee, to consist of:  
Renato Pagliaro (Chairman), Alberto Nagel, Francesco Saverio Vinci, Marie Bolloré and Elisabetta Magistretti, plus Mauro Bini and Maurizio Costa exclusively in an advisory capacity for the instances contemplated under Article 19, point i), second sentence of the company's Articles of Association;
- the Remunerations Committee, to consist of:  
Vanessa Labérenne (Chair), Maurizio Carfagna, Maurizio Costa, Elisabetta Magistretti and Alberto Pecci.

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The minutes of the Annual General Meeting will be deposited at the company's head office and the offices of Borsa Italiana and on the authorized storage mechanism ([www.1Info.it](http://www.1Info.it)), and will also be published on the Bank's website at [www.mediobanca.com](http://www.mediobanca.com) in the section entitled "Corporate Governance/General Meetings 2014" within 27 November 2014.

Milan, 28 October 2014

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