



MEDIOBANCA

PRESS RELEASE

CONSULTATION AGREEMENT BETWEEN SHAREHOLDERS OF MEDIOBANCA

At a meeting of the parties to the Consultation Agreement held today, with Angelo Casò in the chair, a proposal was approved to submit the following list of candidates for appointment to the Statutory Audit Committee of Mediobanca at the Annual General Meeting of Mediobanca, with a view to promoting continuity:

Statutory Auditors

1. Francesco Di Carlo
2. Laura Gualtieri
3. Mario Ragusa

Alternate Auditors

1. Roberto Moro
2. Gloria Francesca Marino
3. Francesco Gerla

Attached to this press release are the CVs of all the above candidates.

The list has been compiled having due regard to the provisions of the Articles of Association and the guidance contained in the "Report on the qualitative and quantitative composition of the Statutory Audit Committee" published on 3 September 2020.

It is further proposed to maintain the current annual aggregate compensation payable to the Committee unchanged at €460,000, €180,000 of which for the Chairman and €140,000 for each of the other two Statutory Auditors.

The documentation published regarding the other items on the agenda for the Annual General Meeting of Mediobanca shareholders, extraordinary and ordinary, was also reviewed at the meeting.

Milan, 22 September 2020

Francesco Di Carlo

Born in Milan on October 4, 1969

Degree in economics & commerce – Milan Cattolica University.

Registered on the Milan Order of Certified Accountants and the Roll of Account Auditors.

Founding partners and Managing Partner of FIVELEX Studio Legale, Francesco Di Carlo began practicing in 1995 and after significant experience at leading Italian firms, in 2000 he co-founded Annunziata e Associati, where he was stayed until the foundation of FIVELEX Studio Legale.

He has longstanding experience in advising financial institutions and Italian and foreign funds on banking, financial, insurance and company law matters. His expertise is mainly focused on the incorporation and authorization of financial industry players and funds, M&As and Italian and international corporate reorganizations, the provision of cross-border reserved transactions, the structuring of financial products and assistance to intermediaries with the administrative stage of the penalty proceedings initiated by Supervisory Authorities. He has also developed significant experience with the regulatory supervision of listed companies, with particular regard to the protection of minority shareholders, corporate governance, related-party transactions, reporting obligations and market abuse. He has assisted major international institutional investors in the management of their shareholdings in listed companies at the various stages of their investments, including with respect to governance issues and damages claims. He is often involved in innovative projects related to legislative changes in his areas of practice. He has been working for years with the major Italian and international Authorities.

In 2016, 2017, 2018, 2019 and 2020 he has been named by Who's Who Legal Private Funds as "one of the leading advisers in the Italian funds industry, assisting asset managers and investment funds", "a highly experienced private funds lawyer with a superb reputation for providing expert advice to financial institutions, funds and asset managers". In 2016, 2017, 2018 and 2019 he was included among the 50 Italian advisers who have left their mark in business advisory, according to Legalcommunity.it. In 2018, 2019 and 2020 he received the Lawyer of the Year award in the Finance Regulatory category from the Legalcommunity Finance Awards. In 2020 he has been awarded as Lawyer of the Year in the Banks category in the TopLegal Industry Awards 2020. He was reported by IFLR1000 2020 as "Notable practitioner in the category of Banking".

Between 2007 and 2016 he was President of the Regulatory Committee of the Italian Private Banking Association, of which he is currently a member.

He has held and holds offices in major companies engaged in his practice area.

From 2017 he is Mediobanca's statutory Auditor.

Laura Gualtieri

Born in October 1968 in Reggio Emilia

Graduated with an honours degree in Business Administration from the Bocconi University, Milan and she graduated with an honours Law degree from the University of Milan, she is admitted to the Italian Bar Association.

Since 2004 has been a partner of the tax law firm Tremonti Romagnoli Piccardi e Associati. She joined Tremonti Romagnoli Piccardi e Associati in 1998, following previous professional experience in another leading tax firm.

For several years she has been engaged in professional practice, providing tax consultancy and advisory to the leading industrial, commercial and financial groups. She specialises in M&A, corporate reorganisations and international taxation matters. Furthermore, she has an in-depth knowledge of issues related to real estate sector taxation.

She is a member of both the Italian Chartered Accountants Association and the Italian Accountant Auditors Association.

She is a lecturer in the Company Tax Law Masters programme at Bocconi University, Milan and the Tax Law Masters programme at Ipsoa (of which she is also a member of the scientific committee).

She frequently participates as a speaker at specialist conferences and seminars.

From 2014 she is Mediobanca's statutory Auditor.

studio

DI DIRITTO SOCIETARIO E TRIBUTARIO

CURRICULUM VITAE

Mario Ragusa, born in Rome on March 15, 1963.

Resident in Varese. Married and a son.

Graduated in Business Economics at Luigi Bocconi University.

Accountant and tax advisor.

Legal Auditor (Register of Statutory Auditors by the Ministry of Economy and Finance).

Master in Criminal Law - Master in Civil Procedure Law - Master in Business Communication Technique.

Bankruptcy trustee.

Technical Advisor by the Court of Varese.

Credit broker.

Good knowledge of English, German and French.

Corporate and tax consultant.

A career spanning over 25 years in which he held administration and control positions in various companies, also gaining technical knowledge in the banking sector. In the past statutory auditor by the following companies: (i) J.P. Morgan Asset Management SGR S.p.A.; (ii) Banca Esperia S.p.A.; (iii) CheBanca! S.p.A.

Attached current offices.

September 21th, 2020

Mario RAGUSA - Elenco dei principali incarichi di amministrazione e controllo attualmente ricoperti / List of the main current administration and control positions

21 settembre 2020 / September 21th, 2020

Società / Company	Gruppo / Group	Settore di attività / Business sector	Carica ricoperta / Assignment
Compass Banca S.p.A.	Mediobanca	Credito al consumo	Sindaco effettivo
Futuro S.p.A.	Mediobanca	Finanziaria di credito al consumo - cessione del quinto	Presidente del Collegio Sindacale
MBCredit Solutions S.p.A.	Mediobanca	Amministrazione di crediti c/terzi	Sindaco effettivo
MBFacta S.p.A.	Mediobanca	Finanziaria di credito factoring	Consigliere e Comitato controllo gestione
Mediobanca Innovation Services S.C.p.A.	Mediobanca	Informatica - Elaboraz., trasmis. dati, engineering e consul. informatica	Sindaco effettivo
Mediobanca SGR S.p.A.	Mediobanca	Società di Gestione del Risparmio del Gruppo Mediobanca	Sindaco effettivo
Quarzo CQS S.r.l.	Mediobanca	Operazioni di cartolarizzazione	Sindaco Unico
Ricerche & Studi S.p.A.	Mediobanca	Sviluppo di studi economici e finanziari sulle imprese e sui mercati	Sindaco effettivo
Spafid Connect S.p.A.	Mediobanca	Servizi di assistenza societaria alle società quotate	Sindaco effettivo
Verbano S.p.A.	Provincia di Varese	Opere ed impianti per il collettamento e la depurazione delle acque reflue	Presidente del Collegio Sindacale
CheBanca! S.p.A.	Mediobanca	Banca - Retail banking	Sindaco supplente
Selmbapiemme Leasing S.p.A.	Mediobanca	Finanziaria di credito - Leasing finanziario	Sindaco supplente
Spafid S.p.A.	Mediobanca	Amministrazioni fiduciarie	Sindaco supplente
Fallimento A. Ferrari S.r.l. in liquidazione	-	Commercio di combustibili liquidi, carburanti, lubrificanti	Curatore fallimentare
Società / Company	Gruppo / Group	Settore di attività / Business sector	Carica ricoperta / Assignment
Compass Banca S.p.A.	Mediobanca	Credito al consumo	Membro OdV
Futuro S.p.A.	Mediobanca	Finanziaria di credito al consumo - cessione del quinto	Presidente dell'OdV
MBCredit Solutions S.p.A.	Mediobanca	Amministrazione di crediti c/terzi	Membro OdV
MBFacta S.p.A.	Mediobanca	Finanziaria di credito factoring	Membro OdV
Mediobanca Innovation Services S.C.p.A.	Mediobanca	Informatica - Elaboraz., trasmis. dati, engineering e consul. informatica	Membro OdV
Mediobanca SGR S.p.A.	Mediobanca	Società di Gestione del Risparmio del Gruppo Mediobanca	Membro OdV
Ricerche & Studi S.p.A.	Mediobanca	Sviluppo di studi economici e finanziari sulle imprese e sui mercati	Membro OdV
Spafid Connect S.p.A.	Mediobanca	Servizi di assistenza societaria alle società quotate	Membro OdV
Verbano S.p.A.	Provincia di Varese	Opere ed impianti per il collettamento e la depurazione delle acque reflue	Presidente dell'OdV

PERSONAL INFORMATION

Place and date of birth: Milano – March 4, 1955

Nationality: Italian

PROFESSIONAL ACTIVITY

From 2018 to April 2019 he has been Head of Taxation of the TELECOM ITALIA SpA Group.

From 2014 to 2018 he acted as Head of Taxation and Management of subsidiaries of the TELECOM ITALIA SpA Group.

From 2001 to 2014 he acted as Tax Manager of the TELECOM ITALIA SpA Group.

From 1998 to 2001 he acted as Director of Taxation of the PIRELLI SpA Group.

PROFESSIONAL ACTIVITY From 1986 to 1998 he acted as Head of Tax Affairs of the SNIA BPD Group (FIAT Group).

Author of specialist publications.

Member of various Industry Advisory Committees.

He also acted as Director and Statutory Auditor in companies listed at the stock exchange (i.e. Snia Fibre S.p.A., Olivetti S.p.A., Telecom Italia Finance SpA, Telecom Italia Sparkle SpA) as well as Member of Supervisory Bodies.

Since 1980 he is a Chartered Accountant and acts as Independent Professional as well as Technical Consultant for the Court of Milan.

From 1982 to 1983 he was a Professor of Accounting at "Istituto Pitagora" in Milan.

Chairman of the Statutory Auditors of;
IRE Holding s.r.l.

CURRENT ASSIGNMENTS

Acting Auditor of

- Robert Bosch S.p.A.
- Fidiger S.p.A.
- Sevecom S.p.A.
- Antas s.r.l.
- Energy Wave s.r.l.
- Società per Amministrazioni Fiduciarie SPAFID S.p.A.

Sole Auditor of:

- Quarzo s.r.l.
- Compass Rent s.r.l.
- MBContact Solutions s.r.l.

ROBERTO MORO

Curriculum Vitae

EDUCATION

Scientific maturity achieved in 1975.

Graduated in Economics and Commerce at the Università Cattolica del Sacro Cuore of Milan in 1980.

Chartered Accountant since 1982, member of the "Ordine dei Dottori Commercialisti e degli Esperti Contabili" of Milan (the Italian Association of Chartered Accountants).

Accounting Auditor as per Ministerial Decree of April 12, 1995, published in the Italian Official Journal n° 31bis of April 21, 1995.

English spoken.

Gloria Francesca Marino

dob Milan, 4th of May 1968

WORK EXPERIENCE

1992	Marino Partners Accountancy Firm Chartered Accountant and Auditor Areas of practice Corporate Law and Tax Consultancy	Milan
1993	Chartered Accountant 'Dottore Commercialista' Registration n. 3576 on 15-9-1993	Milan
1995	Chartered Auditor "Revisore Legale" Registration n. 65098, D.M. 13-6-1995, G.U. 46 bis 16-6-1995	Italy

Current Assignments

Board of Directors

Reno De Medici (listed company)	Independent Board Member, Supervisory Board member, member of Remuneration and Related Parties Committees
Amissima Assicurazioni	Independent Board Member, CRC member
Amissima Vita	Independent Board Member, CRC member
Amissima Holdings	Independent Board Member, CRC member

Board of Statutory Auditors

Cairo Communication (listed company)	Statutory Auditor
Kyma Investment Partners Sgr	Statutory Auditor
Travaglini	Statutory Auditor
Uvigal	Statutory Auditor

Recent Assignments

Board of Directors:

Bolzoni (listed company)	Independent Board Member
Mediacontech (listed company)	Board Member

Board of Statutory Auditors:

Banca Leonardo	Statutory Auditor, Supervisory Board Member
AdviseOnly Sim	Chairman of Statutory Auditors
Liguria Società di Assicurazioni (UGF group)	Statutory Auditor
Liguria Vita Assicurazioni (UGF group)	Statutory Auditor
Pronto Assistance (UGF group)	Statutory Auditor
Incontra Assicurazioni (UGF group)	Statutory Auditor
Newco Tech (Eni group)	Statutory Auditor
Hse24	Statutory Auditor

ADDITIONAL ACTIVITIES

From 2017	Centro Studi AIDC Scientific committee member	Milan
From 1996	Chartered Accountants' Association Member of Study Committees of Milan ODCEC From 2017 member of study committee "Corporate Governance of listed companies"	Milan
1995- 2000	Young Chartered Accountants' Association General Secretary: organization of the association's meetings and initiatives	Milan
1992 – 1999	La Tribuna dei Dottori Commercialisti Member of the editing committee	Milan

EDUCATION

1992	L. BOCCONI University Degree in Business Administration: major in Accountancy	Milan
1986	Atlantic College (United World College) International Baccalaureate: two-year scholarship	Wales
	Liceo Classico Parini	Milan

FOREIGN LANGUAGES

English fluent
French fluent

Milan, 21st 2020

Francesco Gerla

I am the partner-in-charge of the International Services Department of **RSM Studio Palea Lauri Gerla - Milano**. With over 20 years of experience in both the industrial, commercial and financial industry, I provide advice to national and international clients, making it a priority to understand their unique perspective and business and proactively finding solutions to their problems.

My expertise mainly focuses on: business set ups; M&A; corporate reorganizations of both Italian and international groups; tax; accounting and business advisory; analysis and interpretation of financial data of both financial and industrial/commercial entities; company law; activity as a member of *Collegio sindacale* (Board of Statutory Auditors) and as a member of *Organismo di Vigilanza* (Watch Structure).

In addition to the above, I am also a prominent member of the "*Commissione norme di comportamento e di comune interpretazione in materia tributaria*" of the Associazione Italiana Dottori Commercialisti (AIDC) and of the "*Consiglio per il diritto d'impresa*" of Assolombarda.

EDUCATION AND PROFESSIONAL QUALIFICATIONS

- | | |
|------------|--|
| 1994 | <i>Summa cum laude</i> degree in Economics, Law and Accountancy at Università Commerciale Luigi Bocconi, Milan, Italy |
| 1994 | Qualification as Dottore commercialista and registration at the Ordine dei Dottori Commercialisti of Milan (Italy) |
| 1994 | Qualification as Auditor (registered with Registro dei Revisori Contabili - Decreto Ministeriale of 12 April 1995, published on Gazzetta Ufficiale n. 87 of 2/11/1998) |
| 1995 -1998 | Professional training courses on UK business law, company law, tax law, accounting and audit at BPP, London, UK |
| 1996 | Qualification as UK Chartered Accountant and registration at the Institute of Chartered Accountants of England and Wales (UK) |
| 2001 -2003 | Master on Italian tax law at Ordine dei Dottori Commercialisti, Milan |

CAREER MILESTONES

In 1994 I graduated *summa cum laude* at Bocconi University and qualified as a Dottore commercialista and Auditor.

in 1995 I moved to London and in 1996 I joined the *Industrial, Consumer and Public Services Department* of Ernst & Young – London, providing assistance and consultancy to companies, both UK and multinationals, active in the financial, industrial, commercial and public service industry.

In 1996 I qualified as a UK Chartered Accountant and became a member of the Institute of Chartered Accountants of England and Wales (ICAEW).

In 1998 I joined the *International Tax Department* of Arthur Andersen – London - where I provided assistance to multinationals groups, both Italian and UK, on international tax matters and on cross border transactions.

In 2000 I moved back to Milan (Italy) where I joined the *Corporate and International Tax Department* of Arthur Andersen – Milan.

In 2001, I joined Studio Gerla Associati with the responsibility to develop the International Division of the firm.

In 2003, I became partner of Studio Gerla Associati which, after it became member of RSM International, was renamed RSM Studio Palea Lauri Gerla - Milano.

ATTIVITÀ PROFESSIONALE

I have been partner of RSM Studio Palea Lauri Gerla - Milano, member of RSM International, since 2003.

My specialisations are:

- *Collegio sindacale* (Board of Statutory Auditors) and *Organismo di Vigilanza* (Watch Structure)
- Company law and corporate governance
- *Business set ups*
- M&A
- Accounting and business advisory
- Analysis and interpretation of balance sheet data of financial and banking institutions and industrial groups
- Tax consultancy, both national and international, and transfer pricing

I am the Chairman of the *Collegio sindacale* (Board of statutory auditors) of

- IMCD ITALIA SPA – Milan (IMCD Group)
- NEUVENDIS SPA – Milan (IMCD Group)
- SPAFID CONNECT SPA – Milan (Mediobanca Group)
- SPAFID TRUST SRL – Milan (Mediobanca Group)

I am member of *Collegio sindacale* (Board of statutory auditors) of

- CHEBANCA! SPA – Milan (Mediobanca Group)
- COMPASS BANCA SPA – Milan (Mediobanca Group)
- Società per amministrazioni fiduciarie SPAFID SPA – Milan (Mediobanca Group)
- SPAFID FAMILY OFFICE SIM SPA – Milan (Mediobanca Group)
- GIUFFRÈ FRANCIS LEFEBVRE SPA – Milan (Francis Lefebvre Group)
- OTSUKA PHARMACEUTICAL ITALY SRL – Milan (Otsuka Group)
- T.O. SRL – Milano (T.O. Group)

I am *Sindaco unico* (sole Statutory auditor) of

- BAINVEST SRL – Milan (T.O. Group)

I am Chairman of the *Organismo di Vigilanza* (Watch Structure) of IMCD ITALIA SPA, SPAFID CONNECT SPA and SPAFID TRUST SRL and member of the *Organismo di vigilanza* (Watch Structure) of

- CHEBANCA! SPA – Milano
- COMPASS BANCA SPA – Milan
- Società per amministrazioni fiduciarie SPAFID SPA – Milan
- SPAFID FAMILY OFFICE SIM SPA - Milan

In the past I have been member of *Collegio sindacale* (Board of statutory auditors) of various companies, including among others:

- BRT SPA – Milan/Bologna
- FUJITSU TECHNOLOGY SOLUTIONS SPA - Milan
- GALBUSERA SPA – Cosio Valtellino (Sondrio)
- RCS COLLEZIONABILI SPA - Milan
- RCS IBERICA SPA – Milan
- INVESTITORI E PARTNER IMMOBILIARI SPA – Milan