



Press Release

Mediobanca Annual General Meeting (Extraordinary and Ordinary)

At the Annual General Meeting, extraordinary and ordinary, held today in accordance with the provisions of Article 106 of Italian Decree Law 18/20 as amended (with Prof. Carlo Marchetti acting as secretary to the meeting, and Studio Legale Trevisan & Associati in the person of Mr Dario Trevisan as the appointed representative), the shareholders of Mediobanca adopted the following resolutions:

Extraordinary business:

- ◆ To approve the proposed amendments to Articles 2, 4, 7, 9, 13, 15, 16, 17, 18, 19, 21, 23, 24, 25, 27 and 28 of the Company's Articles of Association, with 98.9% of the shares represented voting in favour;
- ◆ To approve the three renewals for authorizations to the Board of Directors to increase the company's share capital pursuant to Article 2443 of the Italian Civil Code.

Ordinary business:

- ◆ To approve the financial statements for the twelve months ended 30 June 2020, with 99.2% of the shares represented voting in favour, and the entire profit for the period being allocated to reserves;
- ◆ To establish the number of Directors at fifteen, and appoint the following as Directors until the approval of the financial statements for the year ending 30 June 2023: Renato Pagliaro, Alberto Nagel, Francesco Saverio Vinci, Maurizia Angelo Comneno, Virginie Banet, Maurizio Carfagna, Laura Cioli, Maurizio Costa, Valérie Hortefeux, Maximo Ibarra, Elisabetta Magistretti, Vittorio Pignatti Morano and Gabriele Villa, appointed from the list submitted by the Board of Directors; and Angela Gamba and Alberto Lupoi from the minority list submitted by lawyers Ferrero and Tonelli on behalf of a group of investors; the aggregate annual gross compensation payable to the Board was set at €2.5m. Of the shares represented, 67.6%, equal to 44.2% of share capital, voted in favour of the list submitted by the Board of Directors, while 29.2%, equal to 19.1% of share capital, voted in favour of the list submitted by Ferrero and Tonelli;
- ◆ To appoint the following as Statutory Auditors of Mediobanca until the approval of the financial statements for the year ending 30 June 2023: Francesco Di Carlo (Chairman), appointed from the list submitted by Banca Mediolanum; and Ambrogio Virgilio and Elena Pagnoni, appointed from the list submitted by lawyers Ferrero and Tonelli on behalf of a group of investors; with an aggregate annual gross compensation €460,000, €180,000 of which payable to the Chairman, and €140,000 to each of the other Standing Auditors; all the Statutory Auditors have declared that they qualify as independent under the definition stipulated by Article 148(3) of Italian Legislative Decree 58/98.

The following candidates have been appointed as Alternate Auditors: Stefano Sarubbi and Marcella Caradonna, appointed from the list submitted by lawyers



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Ferrero and Tonelli on behalf of a group of investors; and Roberto Moro, appointed from the list submitted by Banca Mediolanum;

- ◆ To approve the staff remuneration and incentivization policies for FY 2020-21, the report on compensation paid in FY 2019-20, the policy in the event of the beneficiary leaving office or the employment arrangement being terminated, and the 2021-25 performance share scheme;
- ◆ To engage audit firm Ernst & Young to audit the company's accounts for the period from 30 June 2022 to 30 June 2030, setting the remuneration payable to the auditor at €565,250 per annum (net of any statutory ISTAT increases, out-of-pocket expenses, VAT and supervisory contributions).

The CVs of the new Directors and Statutory Auditors have been published on the Bank's website at www.mediobanca.com (Governance).

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The minutes of the Annual General Meeting will be published within the terms set by law at the company's head office and on the following websites: www.mediobanca.com (Governance/General Meetings/General Meeting 2020) and www.emarketstorage.com.

A summary of the voting at the AGM will be published on Mediobanca's website at www.mediobanca.com by this evening.

Milan, 28 October 2020

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