



MEDIOBANCA

Press Release

Performance share awards

As required by Article 84-bis of Consob Regulation No. 11971/99 (Regulations for Issuers), notice is hereby given that in the period from 1 November 2022 to 27 September 2023, in application of the staff remuneration policies approved on 28 October 2022, a total of n. 1,640,554 Mediobanca performance shares (ordinary shares) were granted to be awarded over the course of five years, from against the scheme approved by shareholders at the Annual General Meeting held last year (cf. attached table).

The characteristics of the instruments assigned are described on the Bank's official website www.mediobanca.com in the section entitled Governance/Remuneration/Performance Share scheme.

28 September 2023

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COMPENSATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

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

Date: 28 September 2023

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
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	18,119	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2023 (up to 18,119).



Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	15,099	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2023 (up to 15,099).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	13,129	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2023 (up to 13,129).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	55,943	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2023 (up to 55,943).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	1,305	22 February 2019	N/A	8.258	The shares will be made available in tranches in November 2023 (up to 1,305).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	9.619	15 May 2019	N/A	8.931	The shares will be made available in tranches in February 2024 (up to 9.619).
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	51,249	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2023 (up to 34,166), and November 2024 (up to 17,083).



Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	36,744	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2023 (up to 24,496), and November 2024 (up to 12,248).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	49,882	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2023 (up to 34,217), and November 2024 (up to 15,665).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	241,511	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2023 (up to 204,476), and November 2024 (up to 37,035).



Alberto Nagel	Chief Executive Officer, Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI Plan 19-23)	150,597	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2024 (up to 56,829), November 2026 (up to 31,256), November 2027 (up to 31,256), November 2028 (up to 31,256).
Francesco Saverio Vinci	Group General Manager	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI Plan 19-23)	125,496	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2024 (up to 47,358), November 2026 (up to 26,046), November 2027 (up to 26,046), November 2028 (up to 26,046).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI Plan 19-23)	62,748	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2024 (up to 23,679), November 2026 (up to 13,023), November 2027 (up to 13,023), November 2028 (up to 13,023).



Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	46,119	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 15,373), November 2024 (up to 15,373), and November 2025 (up to 15,373).
Francesco Saverio Vinci	Group General Manager	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	56,214	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 18,738), November 2024 (up to 18,738), and November 2025 (up to 18,738).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	83,726	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 31,098), November 2024 (up to 26,314), and November 2025 (up to 26,314).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	335,643	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 215,572), November 2024 (up to 60,583), and November 2025 (up to 59,528).
Mediobanca Group key staff		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	8,078	13 November 2020	N/A	7.157	The shares will be made available in tranches in November 2023 (up to 4,039) and November 2024 (up to 4,039)
Mediobanca Group key staff		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	43,636	27 January 2021	N/A	7.360	The shares will be made available in tranches in February 2024 (up to 18,682), February 2025 (up to 12,477), February 2026 (up to 12,477).



Alberto Nagel	Chief Executive Officer, Mediobanca	28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	60,477	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2024 (up to 20,159), November 2025 (up to 20,159), and November 2026 (up to 20,159).
Francesco Saverio Vinci	Group General Manager, Mediobanca	28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	50,397	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2024 (up to 16,799), November 2025 (up to 16,799), and November 2026 (up to 16,799).
Mediobanca strategic management		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	88,869	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2023 (up to 3,298), November 2024 (up to 30,675), November 2025 (up to 27,519), November 2026 (up to 27,377).



Mediobanca Group key staff		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	682,617	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2023 (up to 259,043), November 2024 (up to 313,768), November 2025 (up to 55,081), November 2026 (up to 54,725).
Mediobanca Group key staff		28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	35,445	27 January 2022	N/A	9.95	The shares will be made available in tranches in February 2025 (up to 11,815), February 2026 (up to 11,815), February 2027 (up to 11,815).
Alberto Nagel	Mediobanca CEO	28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	163,042	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2023 (up to 61,525), November 2025 (up to 33,839), November 2026 (up to 33,839), and November 2027 (up to 33,839).



Francesco Saverio Vinci	Mediobanca Group General Manager	28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	125,542	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2023 (up to 47,374), November 2025 (up to 26,056), November 2026 (up to 26,056), and November 2027 (up to 26,056).
Mediobanca strategic management		28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	434,302	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2023 (up to 172,515), November 2024 (up to 6,664), November 2025 (up to 89,395), November 2026 (up to 82,997), and November 2027 (up to 82,751).
Mediobanca Group key staff Mediobanca		28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	1,278,570	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2023 (up to 612,853), November 2024 (up to 260,590), November 2025 (up to 306,452), November 2026 (up to 550,660), and November 2027 (up to 48,015).

- 1) As at 30 June 2023, the total number of strategic management members is eight.
- 2) Performance share schemes approved under a resolution adopted by shareholders in general meetings held on 28 October 2015 (updated on 28 October 2019), on 28 October 2020, on 28 October 2021, and on 28 October 2022 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 Policy 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 Remuneration Committee and Board of Directors meetings were held to approve the incentivization system 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 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	237,203	31 January 2023	N.D.	9.85	The shares will be made available in tranches in February 2024 (up to 110,448), February 2025 (up to 37,396), February 2026 (up to 50,470), February 2027 (up to 21,568), February 2028 (up to 17,321).
Alberto Nagel	Mediobanca CEO	28 October 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	103,856	27 September 2023	N.D.	12.324	The shares will be made available in tranches in November 2024 (up to 39,191), November 2026 (up to 21,555), November 2027 (up to 21,555), November 2028 (up to 21,555).



Francesco Saverio Vinci	Mediobanca General Manager	28 October 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	95,857	27 September 2023	N.D.	12.324	The shares will be made available in tranches in November 2024 (up to 36,172), November 2026 (up to 19,895), November 2027 (up to 19,895), November 2028 (up to 19,895).
Mediobanca strategic management		28 October 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	236,918	27 September 2023	N.D.	12.324	The shares will be made available in tranches in November 2024 (up to 96,907), November 2025 (up to 5,538), November 2026 (up to 48,427), November 2027 (up to 43,157), November 2028 (up to 42,889).
Mediobanca Group key staff		28 October 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	966,720	27 September 2023	N.D.	12.324	The shares will be made available in tranches in November 2024 (up to 446,921), November 2025 (up to 205,859), November 2026 (up to 240,055), November 2027 (up to 37,858), November 2028 (up to 36,027).

*Value of Mediobanca shares at 26 September 2023

- 1) As at 30 June 2023, the total number of strategic management members is eight.
- 2) Performance share schemes approved under a resolution adopted by shareholders in general meetings held on 28 October 2015 (updated on 28 October 2019), on 28 October 2020, on 28 October 2021, and on 28 October 2022 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 Policy 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 Remuneration Committee and Board of Directors meetings were held to approve the incentivization system or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).