



MEDIOBANCA S.p.A.

Registered Office: Piazzetta Enrico Cuccia 1, Milan
Share capital € 443.640.006,50 fully paid up
Tax code and Milan Co. Reg. No. n. 00714490158

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
HELD ON 28 OCTOBER 2021**

**Summary account of the votes on the items of the Agenda in accordance
with art.125-quarter, paragraph No. 2, Legislative Decree No. 58/98**

Ordinary business

Shares present at the meeting (ordinary business) when it was opened No. 620,998,326 equal to 69.9890%.

Item 1 of the agenda

Financial statements as at 30 June 2021 Board of Directors' Review of Operations, reports by external auditors and Statutory Audit Committee:

Item 1.a of the agenda

Approval of financial statements for the year ended 30 June 2021;

Shares present at the meeting when the vote was opened No. 620,998,326 equal to 69.9890% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	620,655,752	99.9448%	69.9504%
Votes against	10	0.0000%	0.0000%
Abstentions	342,564	0.0552%	0.0386%
No votes	0	0.0000%	0.0000%
Total shares	620,998,326	100%	69.9890%

Item 1.b of the agenda

Allocation of profit for the year and distribution of dividend to shareholders, including through use of part of the Statutory Reserve.

Shares present at the meeting when the vote was opened No. 620,998,326 equal to 69.9890% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	620,433,445	99.9090%	69.9253%
Votes against	385,191	0.0620%	0.0434%
Abstentions	179,690	0.0289%	0.0203%
No votes	0	0.0000%	0.0000%
Total shares	620,998,326	100%	69.9890%

**Item 2 of the agenda****Authorization to buy and sell treasury shares.**

Shares present at the meeting when the vote was opened No. 620,998,326 equal to 69.9890% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	620,373,565	99.8994%	69.9186%
Votes against	623,727	0.1004%	0.0703%
Abstentions	1,034	0.0002%	0.0001%
No votes	0	0.0000%	0.0000%
Total shares	620,998,326	100%	69.9890%

Item 3 of the agenda**Remuneration:****Item 3.a of the agenda****Report on remuneration and compensation paid: Section I – Mediobanca Group staff remuneration and incentivization policy FY 2021-22;**

Shares present at the meeting when the vote was opened No. 614,439,629 equal to 69.2498% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	431,756,890	70.2684%	48.6607%
Votes against	182,223,323	29.6568%	20.5373%
Abstentions	459,416	0.0748%	0.0518%
No votes	0	0.0000%	0.0000%
Total shares	614,439,629	100%	69.2498%



Item 3.b of the agenda

Report on remuneration and compensation paid: resolution not binding on Section II – Disclosure on compensation paid in FY 2020-21;

Shares present at the meeting when the vote was opened No. 614,439,629 equal to 69.2498% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	432,702,886	70.4224%	48.7673%
Votes against	175,832,365	28.6167%	19.8170%
Abstentions	5,904,378	0.9609%	0.6654%
No votes	0	0.0000%	0.0000%
Total shares	614,439,629	100%	69,2498%

Item 3.c of the agenda

Policy in the event of the beneficiary leaving office or the employment arrangement being terminated;

Shares present at the meeting when the vote was opened No. 614,439,629 equal to 69.2498% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	611,121,218	99.4599%	68.8758%
Votes against	3,138,421	0.5108%	0.3537%
Abstentions	179,990	0.0293%	0.0203%
No votes	0	0.0000%	0.0000%
Total shares	614,439,629	100%	69.2498%

Item 3.d of the agenda

2022 Incentivization system based on financial instruments (the “2022 performance share scheme”): partial withdrawal of the 2021-25 incentivization scheme, and approval of new oneyear scheme.

Shares present at the meeting when the vote was opened No. 614,439,629 equal to 69.2498% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	611,430,149	99.5102%	68.9106%
Votes against	3,008,446	0.4896%	0.3391%
Abstentions	1,034	0.0002%	0.0001%
No votes	0	0.0000%	0.0000%
Total shares	614,439,629	100%	69.2498%

**Item 4 of the agenda****Insurance policy covering civil liability for members of the Group legal entities' governing bodies.**

Shares present at the meeting when the vote was opened No. 620,998,326 equal to 69.9890% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	452,378,039	72.8469%	50.9848%
Votes against	616,174	0.0992%	0.0695%
Abstentions	168,004,103	27.0539%	18.9347%
No votes	10	0.0000%	0.0000%
Total shares	620,998,326	100%	69.9890%

Extraordinary business

Shares present at the meeting (Extraordinary business) when it was opened No. 620,998,326 equal to 69.9890%.

Item 1 of the agenda**Cancellation of treasury shares with no reduction of share capital; Article 4 of the company's Articles of Association to be amended accordingly.**

Shares present at the meeting when the vote was opened No. 620,998,326 equal to 69.9890% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	620,997,582	99.9999%	69.9889%
Votes against	0	0.0000%	0.0000%
Abstentions	734	0.0001%	0.0001%
No votes	10	0.0000%	0.0000%
Total shares	620,998,326	100%	69.9890%

**Item 2 of the agenda**

Withdrawal of the existing authorization to the Board of Directors, under a resolution adopted by shareholders at the Annual General Meeting to be held on 28 October 2020, to increase the company's share capital free of charge through the issue of no more than 20 million ordinary shares to be reserved to Mediobanca Group employees in execution of the performance share schemes in force at the time. Article 4 of the company's Articles of Association to be amended accordingly.

Shares present at the meeting when the vote was opened No. 620,998,326 equal to 69.9890% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	620,997,582	99.9999%	69.9889%
Votes against	0	0.0000%	0.0000%
Abstentions	734	0.0001%	0.0001%
No votes	10	0.0000%	0.0000%
Total shares	620,998,326	100%	69.9890%

Item 3 of the agenda

Amendments to Article 15, paragraphs 4, 9, and 15, to Article 18, paragraph 4, and to Article 23, paragraph 3, of the Articles of Association; ensuing and consequent resolutions.

Shares present at the meeting when the vote was opened No. 620,998,326 equal to 69.9890% of the No. 887,280,013 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	620,755,221	99.9608%	69.9616%
Votes against	63,105	0.0102%	0.0071%
Abstentions	179,990	0.0290%	0.0203%
No votes	10	0.0000%	0.0000%
Total shares	620,998,326	100%	69.9890%