



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

NOTICE OF MEETING

ANNUAL GENERAL MEETING

28 OCTOBER 2023

Notice is hereby given that an Annual General Meeting (ordinary and extraordinary) of shareholders in Mediobanca (the "Company") has been called to take place in a single session starting at 10.00 a.m. on 28 October 2023, at the Bank's headquarters in Via Filodrammatici 3, Milan, Italy, with the following

Agenda

Ordinary business

1. Financial statements as at 30 June 2023, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:
 - a. Approval of financial statements for the year ended 30 June 2023;
 - b. Allocation of profit for the year and distribution of dividend.
2. Appointment of Board of Directors for 2024-26 three-year period:
 - a. Establishment of number of Directors;
 - b. Appointment of Directors;
 - c. Establishment of their annual remuneration.
3. Appointment of Statutory Audit Committee for 2024-26 three-year period:
 - a. Appointment of Committee members and Chairperson;
 - b. Establishment of their annual remuneration.
4. Proposed authorization to buy and dispose of treasury shares.
5. Remuneration:
 - a. Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2023-24;
 - b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2022-23;
 - c. 2023-24 incentivization system based on financial instruments (annual performance share scheme);
 - d. Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments;
 - e. Employee Share Ownership and Coinvestment Plan 2023-26 ("ESOP 2023-26") for Mediobanca Group Staff.



Extraordinary business

1. Cancellation of treasury shares with no reduction of share capital; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.
2. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 3 million ordinary shares to be reserved to Mediobanca Group employees who are recipients of the Long-Term Incentive Plan 2023-26 included as item no. 5 d) on the agenda as ordinary business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.
3. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 1 million ordinary shares to be reserved for use in connection with the Employee Share Ownership Plan 2023-26 included as item no. 5 e) on the agenda as ordinary business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.
4. Proposal to amend Article 33 of the company's Articles of Association (interim dividend); related resolutions.

Right to participate in the Annual General Meeting

Parties are entitled to attend and vote if the Company has received notice by 25 October 2023 of their ownership of the shares sent by the intermediary, based on its own records at the end of the accounting day of **19 October 2023** (the "**Record Date**"). Investors who come to own voting rights after this date shall not be entitled to attend and vote at the general meeting.

Authorization to take part and vote may still be granted in cases where the notice is received by the Company after the deadline, provided it is received before proceedings at the meeting commence.

Representation at the Annual General Meeting

Proxies issued pursuant to Article 135-novies of Italian Legislative Decree 58/98 (the "Ordinary Proxy")

Pursuant to Article 7 of the Company's Articles of Association, shareholders authorized to take part in and vote may elect to be represented in the general meeting by issuing a written proxy; the proxy form available at website www.mediobanca.com (in the section entitled Governance/General Meetings/General Meeting 2023) or at its head office may be used for this purpose. The proxy may be issued on paper and signed with an autograph signature, or via a document signed with an eligible electronic or digital signature, in accordance with Italian regulations in force on this subject.

Ordinary proxies may be notified to the Company by using the relevant section of the Company's website, via email to the following address: azionisti@mediobanca.com, or sent by post via recorded delivery to the company's head office (Group Corporate Affairs – AGM Proxies – Piazzetta E. Cuccia 1, 20121 Milan, Italy).

The representative may deliver or send a copy of the proxy to the Company, *inter alia* in electronic format, stating under their own responsibility that such copy conforms to the original proxy and the identity of the party issuing the proxy.



Proxies issued pursuant to Article 135-undecies of Italian Legislative Decree 58/98 (the "Appointed Representative as Proxy")

Shareholders may issue a proxy, with voting instructions for all or some of the proposed items on the agenda, to Mr Dario Trevisan, domiciled at Viale Majno 45, Milan, Italy (or other persons delegated by him should he be otherwise impeded), in his capacity as the represented appointed by Mediobanca pursuant to Article 135-undecies of Italian Legislative Decree 58/98 (the "Appointed Representative"). The proxy may be issued by completing and signing (by autograph signature, or eligible electronic or digital signature, in accordance with the Italian regulations in force) the specific Appointed Representative Proxy Form available on the Bank's website at www.mediobanca.com or at the Company's head office.

The original proxy, along with the voting instructions, plus a copy of a valid identity document for the delegating party, or, if the latter is a company, for such company's current representative-at-law or another individual vested with the requisite powers, along with documentation suitable for the purpose of proving such capacity and power (e.g. copy of chamber of commerce registration or similar) must reach the Appointed Representative by **26 October 2023** by one or other of the following means : i) for proxies with autograph signatures, delivered or sent via courier or recorded delivery to Mr Dario Trevisan c/o Studio Legale Trevisan & Associati, Viale Majno 45, 20122 Milan, Italy (marked "MEDIOBANCA 2023 AGM PROXY"); ii) for proxies with eligible electronic or digital signatures, via certified email message sent to rappresentante-designato@pec.it.

Proxies and voting instructions issued to the Appointed Representative may also be revoked by the same date and by the same means referred to above.

The company's website may be consulted for further information. Shareholders may contact the Appointed Representative for information and clarification on how to issue the Proxy (and in particular on how to complete the proxy form and voting instructions and how to send them) at the addresses given above and/or at the following freephone telephone number (Italy only): 800 134 679.

The quorum for the Annual General Meeting and for the resolutions adopted with regard to the items on the agenda to be valid are governed by the provisions of the law currently in force.

Additions to the Agenda and submission of proposed new resolutions

As permitted by Article 126-bis of the Italian Finance Act, shareholders representing, *inter alia* jointly, at least one-fortieth of the company's share capital (2.5%) may request, by **25 September 2023**, additions to be made to the list of items for discussion on the Agenda, indicating the further topics proposed by them in their application, or submit proposed resolutions on items included in the Agenda. Applications for such additions must be sent by the term referred to above, to the Company's headquarters at Piazzetta E. Cuccia 1, 20121 Milan, Italy, marked for the attention of Group Corporate Affairs, by recorded delivery, or via email to the following address: affari.societari@pec.mediobanca.com; the application must contain information regarding the identity of the shareholders submitting the request, with an indication of the percentage shareholding owned in the aggregate and the reference details of the notice issued by the intermediary to the company authorizing the person concerned to exercise such right, and a report containing a description of the reasons for the proposed resolutions on the new items, or the reason for the proposed further resolutions on items already included on the Agenda.

Any additions or proposed resolutions on items already included on the Agenda will be published by **13 October 2023** via the same means used to publish this notice. At the same time, the reports prepared by shareholders who have applied for additions to be made or further resolutions to be added to those already included on the Agenda will be published, in the same form, along with an assessment of the proposals by the Board of Directors. No



additions to the Agenda are permitted in the case of items for which shareholders by law are required to adopt resolutions at the proposal of the Board of Directors or based on a project or report prepared by the Board, save as provided under Article 125-ter, paragraph 1 of Italian Legislative Decree 58/98.

Right to ask questions on items on the agenda

Pursuant to Article 127-ter of the Italian Finance Act, shareholders with voting rights may submit questions on the items on the agenda even prior to the Annual General Meeting, by sending them either through the relevant section of website www.mediobanca.com (section Governance/General Meetings/General Meeting 2023), or by email to azionisti@mediobanca.com, indicating in the subject line "Questions for 2023 Annual General Meeting", along with their identification and contact details.

The questions must be accompanied by the reference details of the notice sent by the intermediary to the Company authorizing the party concerned to exercise such right.

Applications must be received by **6.00 p.m. on 23 October 2023**. Questions that are relevant to the items on the agenda will be answered during the Annual General Meeting itself at the latest, in accordance with the procedures provided for by the regulations in force.

The Company may choose to provide single answers to questions with the same content. It will not provide answers to questions that do not comply with the procedures, terms and conditions described above. No answer is required, even at the Annual General Meeting, to questions for which the information requested is already available in "Question and Answer" format in the appropriate section of the website.

Appointments to the Board of Directors and deposit of lists

Appointment to the Board of Directors is made on the basis of lists submitted in accordance with the terms and provisions of Article 15 of the Company's Articles of Association and the applicable regulations. Shareholders are therefore invited to comply with the following provisions.

The lists may be submitted by the Board of Directors and/or by shareholders representing individually or in the aggregate at least 1% of the company's share capital.

Lists submitted by shareholders must be deposited by **3 October 2023**, at the headquarters of Mediobanca (Group Corporate Affairs — Piazzetta E. Cuccia 1, 20121 Milan, Italy) or via certified email to the following email address: affari.societari@pec.mediobanca.com, along with the documentation required by the law, the Articles of Association and the regulations currently in force.

Lists properly submitted by shareholders will be made available to the public by **7 October 2023** at the offices of Mediobanca and Borsa Italiana S.p.A., and on websites www.emarketstorage.com and www.mediobanca.com (Governance/General Meetings/General Meeting 2023).

Ownership of the minimum percentage of the Company's share capital required to submit a list is established on the basis of shares recorded as being in the shareholders' possession at the date on which the lists are filed with the Company.

Certification proving ownership of the minimum number of shares to submit lists may also be produced after the list itself has been deposited, provided it is by the term set for publication of the lists by the company (i.e. by **7 October 2023**), by means of notification to be issued by an intermediary authorized to do so under the regulations in force.



The Board of Directors has availed itself of the right provided for by Article 15 of the Articles of Association to submit its own list which will be published together with the required documentation by the means prescribed by law by 28 September 2023.

The lists undersigned by the shareholder or shareholders submitting them (including by means of a proxy to one of them) must contain a number of candidates not to exceed the maximum number of directors to be elected.

Lists which contain a number of candidates equal to or higher than three must ensure that the gender balance is respected (40% of the candidates must be from the least-represented gender) and must contain a majority of candidates qualifying as independent according to the definition contained in Italian Ministerial Decree No. 169/2020 as supplemented by Article 19 of the Articles of Association.

Shareholders are advised, in submitting lists, to refer to the "Report on the qualitative and quantitative composition of the Board of Directors", regarding the composition which the outgoing Board considers to be optimal in qualitative and quantitative terms for it to perform its duties and responsibilities effectively, as required by the provisions of the law, regulations and Articles of Association in force. The Report is available on the Bank's official website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023).

Shareholders are also reminded of the provisions of Annex 7 of the same Report regarding the documentation required to be filed along with the list, namely: i) information regarding the identity of the shareholders submitting the list, along with an indication of the aggregate shareholding owned by them; ii) CVs for each candidate, with a suitable degree of detail including with reference to their education, personal and professional qualities and the experience they have acquired in the banking, financial and/or other relevant sectors as specified in the "Report on the qualitative and quantitative composition of the Board of Directors", along with a list of the management positions (with an indication of those that are executive) and supervisory roles held by them at other companies and entities; iii) statements whereby the individual candidates declare they agree to serve as Director (conditional upon their being appointed) and declare, under their own responsibility, that there are no grounds for their being incompatible with, or otherwise ineligible for, the post under consideration, and that they are in possession of the requisites specified under law and the Articles of Association. A facsimile statement is available on the Company's website www.mediobanca.com in the section entitled Governance/General Meeting/General Meeting 2023) as annex to the "Report on the qualitative and quantitative composition of the Board of Directors".

Lists submitted which do not conform to the above specifications shall be treated as null and void.

Each shareholder or shareholder from the same group or parties to a shareholders' agreement regarding the share capital of Mediobanca may not submit or vote for more than one list, including via proxies or fiduciary companies. Individual candidates may only feature in one list, failing which they shall become ineligible.

Shareholders intending to submit a list of candidates for appointment to the Board of Directors are invited to take account of Consob communication no. DEM/9017893 of 26 February 2009, in particular regarding the need to file a declaration stating the absence of links, including indirect, with shareholders which hold, *inter alia* jointly, a controlling interest or relative majority.

As provided by Consob Reminder No. 1/22 of 21 January 2022, shareholders depositing lists are reminded they must issue a declaration stating the absence of links with the list which is to be submitted by the Board of Directors, and specifying any significant relations that may exist and, if so, the reasons why such relations are not considered relevant to the existence of a link between them, or the absence of any such relations.



For further information on the submission of lists, please contact Group Corporate Affairs via email at the following address: affari.societari@mediobanca.com or by phone on the following telephone numbers: (0039) 02-8829.543; (0039) 02-8829.455.

Appointments to the Statutory Audit Committee and deposit of lists

Appointment to the Statutory Audit Committee is made on the basis of lists submitted in accordance with the terms and provisions of Article 28 of the Company's Articles of Association.

Lists for appointments to the Statutory Audit Committee may be submitted by shareholders representing at least 1% of the Company's share capital in the aggregate.

Lists must be submitted to the headquarters of Mediobanca (Group Corporate Affairs - Piazzetta E. Cuccia 1, 20121 Milan, Italy) or via certified email to the following email address: affari.societari@pec.mediobanca.com by **3 October 2023**, along with the additional documentation required by the law and regulations currently in force.

Lists properly submitted shall be published by **7 October 2023** at the offices of Mediobanca and Borsa Italiana S.p.A., and on websites emarketstorage.com and mediobanca.com (Governance/General Meetings/General Meeting 2023).

Ownership of the minimum percentage of the Company's share capital required to submit a list is established on the basis of shares recorded as being in the shareholders' possession at the date on which the lists are filed with the Company. Certification proving ownership of the minimum number of shares to submit lists may also be produced after the list itself has been deposited, provided it is by the term set for publication of the lists by the company (i.e. by **7 October 2023**), by means of notification to be issued by an intermediary authorized to do so under the regulations in force.

Each list consists of two sections: one for candidates for the post of Standing Auditor, the other for the post of Alternate Auditor, with at least one candidate in each section. The candidates are to be numbered consecutively.

Lists which contain a number of candidates equal to or higher than three must ensure that the gender balance is respected at least to the degree stipulated by the regulations (40% of the Statutory Auditors appointed, rounded down for Committees which, like that of Mediobanca, consist of three standing auditors). Shareholders are also reminded that lists should include at least one alternate auditor who is a member of the less-represented gender. Such provision is necessary to ensure that the gender quotas are complied with even in cases where standing auditors must be replaced.

Under Article 28 of the Articles of Association, members of the Statutory Audit Committee may not hold posts in governing bodies other than those with responsibility for control in other Group Legal Entities. In addition, candidates who hold the post of director, manager or officer in companies or entities, or who otherwise work with the management of companies operating directly or indirectly (including through subsidiaries), in the same sectors as Mediobanca, cannot be appointed.

In submitting their lists, shareholders are invited to refer to the "Report on the Qualitative and Quantitative Composition of the Statutory Audit Committee", published on the Bank's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023), containing the results of the analysis performed by the Statutory Audit Committee with reference to the control body's composition considered to be optimal in order for it to be able to perform its duties correctly.

Under Article 28 of the Articles of Association, the following documents must be deposited together with the list: i) Information on the identity of the shareholders submitting the lists, with



an indication of the aggregate percentage shareholding owned by them; ownership of the shareholding must be demonstrated in accordance with the requirements of the regulations in force; ii) a statement from the shareholders submitting the list other than those who own, including jointly, a controlling interest or relative majority, declaring the absence or existence, as the case may be, of relations with the latter, as required by the provisions of Article 144-quinquies, paragraph 1, of Consob regulation no. 11971/99; iii) a CV for each candidate, signed and dated, containing exhaustive information on their personal and professional characteristics and a list of the posts held by them in other companies; iv) statements by the individual candidates declaring they agree to stand and stating, under their own responsibility, that there are no grounds that would render them incompatible to hold office or otherwise ineligible, and stating that they are in possession of the requisites stipulated by the law and Articles of Association for such purpose.

A facsimile of the statement is available on the Bank's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023), as an attachment to the "Report on the Qualitative and Quantitative Composition of the Statutory Audit Committee".

Lists submitted which do not conform to the above specifications shall be treated as null and void.

Each shareholder or shareholder from the same group or parties to a shareholders' agreement regarding the share capital of Mediobanca may not submit or vote for more than one list, including via proxies or fiduciary companies. Individual candidates may only feature in one list, failing which they shall become ineligible.

If, when the deadline for submission of lists passes on **3 October 2023** only one list has been deposited, or only lists submitted by shareholders qualifying as related parties under the terms of Article 144-quinquies of the Regulations for Issuers, the deadline for submission of lists may be extended to up to three days following such date (i.e. up to **6 October 2023**). In this case the limit for submission of lists will be reduced by one-half and accordingly shall be 0.5% of the company's share capital.

For further information on the submission of lists, please contact Group Corporate Affairs via email at the following address: affari.societari@mediobanca.com or by phone on the following telephone numbers: (0039) 02-8829.543; (0039) 02-8829.455.

Documentation for the Annual General Meeting and information for shareholders

Documentation for the Annual General Meeting will be made available, within the terms set by law, at the Company's registered office and on the websites emarketstorage.com and www.mediobanca.com (section Governance/General Meetings/General Meeting 2023).

The "Report on the Qualitative and Quantitative Composition of the Board of Directors" and the equivalent report for the Statutory Audit Committee published on 4 September 2023 by the same means.

Information on share capital

The company's share capital, subscribed for and paid up, amounts to €444,169,467.50 made up of 849,257,474 shares with no nominal value. Each share entitles its own to one vote.

The company owns 8,454,929 treasury shares, equal to approx. 1% of its share capital.



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An excerpt from this notice, as provided by Article 125-bis of Italian Legislative Decree 58/98, has also been published in the following daily newspapers: *Il Corriere della Sera* and *MF/Milano Finanza*.

pp. the Board of Directors

CHAIRMAN

(Renato Pagliaro)

Milan, 15 September 2023

Further information regarding the means of participation in the Annual General Meeting may be requested, on working days, from the Group Corporate Affairs – Shareholders office of Mediobanca S.p.A. (tel. no.: (0039) 02-8829.455 or 02-8829.543); or alternatively by sending an email to the following address azionisti@mediobanca.com.

Under Regulation (EU) 2016/679, the data controller of the personal data is Mediobanca S.p.A. For the exercise of rights in relation to the Annual General Meeting, shareholders are invited to read the information notice on personal data processing published on the Bank's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023).