



MEDIOBANCA

Mediobanca – Banca di Credito Finanziario S.p.A.

Annual General Meeting (Ordinary and Extraordinary), 28 October 2023

Results of voting proxy solicitation promoted by MEDIOBANCA – Banca di Credito Finanziario S.p.A.

MEDIOBANCA – Banca di Credito Finanziario S.p.A., in the capacity of promoter of the voting proxy solicitation in relation to the Annual General Meeting, Ordinary and Extraordinary, held on 28 October 2023, hereby discloses, as required by Article 137(5) of Consob Resolution no. 11971/1999, that:

- It received, through the appointed representative Morrow Sodali S.p.A., a total of 247 valid and effective proxies, for a total of 13,602,905 ordinary Mediobanca S.p.A. shares, representing 1.602% of the share capital;
- It received nine proxies, representing 95,001 ordinary Mediobanca S.p.A. shares, representing 0.011% of the share capital, not admitted to voting due to the lack of notification provided by the intermediary required by law;

Based on the proxies received from the delegating parties and the related voting instructions, it voted as follows, again via the appointed representative Morrow Sodali S.p.A., on the items on the agenda for the Annual General Meeting (Ordinary and Extraordinary) held on 28 October 2023.

Ordinary business

Item no. 1.a) on the agenda (*Financial statements as at 30 June 2023; Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee – Approval of financial statements as at 30 June 2023*)

- Voted in favour: 11,678,846 ordinary Mediobanca S.p.A. shares representing 1.375% of the share capital;
- Voted against: none;
- Abstained: 104,600 ordinary Mediobanca S.p.A. shares representing 0.012% of the share capital;
- Shareholders with voting rights owning 69,700 ordinary Mediobanca S.p.A. shares representing 0.008% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,749,759 ordinary Mediobanca S.p.A. shares representing 0.206% of the share capital;

Item no. 1.b) on the agenda (*Financial statements as at 30 June 2023; Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee – Allocation of profit for the year and distribution of dividend*)

- Voted in favour: 11,591,282 ordinary Mediobanca S.p.A. shares representing 1.365% of the share capital;
- Voted against: none;
- Abstained: 97,425 ordinary Mediobanca S.p.A. shares representing 0.011% of the share capital;

- Shareholders with voting rights owning 69,700 ordinary Mediobanca S.p.A. shares representing 0.008% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,844,498 ordinary Mediobanca S.p.A. shares representing 0.217% of the share capital;

Item no. 2.a) on the agenda (Appointment of Board of Directors for 2024-26 three-year period – Establishment of number of Directors)

- Voted in favour: 13,418,271 ordinary Mediobanca S.p.A. shares representing 1.580% of the share capital;
- Voted against: 9,101 ordinary Mediobanca S.p.A. shares representing 0.001% of the share capital;
- Abstained: 155,533 ordinary Mediobanca S.p.A. shares representing 0.018% of the share capital;
- Shareholders with voting rights owning 5,000 ordinary Mediobanca S.p.A. shares representing 0.001% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 15,000 ordinary Mediobanca S.p.A. shares representing 0.002% of the share capital;

Item no. 2.b) on the agenda (Appointment of Board of Directors for 2024-26 three-year period – Appointment of Directors)

- Voted in favour of List no. 1: 13,484,255 ordinary Mediobanca S.p.A. shares representing 1.588% of the share capital;
- Voted in favour of List no. 2: 118,649 ordinary Mediobanca S.p.A. shares representing 0.014% of the share capital;
- No shareholder voted in favour of List no. 3;
- Voted against: one ordinary Mediobanca S.p.A. share representing 0.000% of the share capital;
- No shareholder abstained;
- In relation to the above proposal for this item on the agenda, all shareholders issued proxies and voting instructions.

Item no. 2.c) on the agenda (Appointment of Board of Directors for 2024-26 three-year period – Establishment of their annual remuneration)

- Voted in favour: 12,871,922 ordinary Mediobanca S.p.A. shares representing 1.516% of the share capital;
- Voted against: 41,724 ordinary Mediobanca S.p.A. shares representing 0.005% of the share capital;
- Abstained: 535,159 ordinary Mediobanca S.p.A. shares representing 0.063% of the share capital;
- Shareholders with voting rights owning 47,800 ordinary Mediobanca S.p.A. shares representing 0.006% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 106,300 ordinary Mediobanca S.p.A. shares representing 0.013% of the share capital;

Item no. 3.a) on the agenda (Appointment of Statutory Audit Committee for 2024-26 three-year period – Appointment of Committee members and Chairperson)

- Voted in favour of List no. 1: 4,262,897 ordinary Mediobanca S.p.A. shares representing 0.502% of the share capital;

- Voted in favour of List no. 2: 1,823,152 ordinary Mediobanca S.p.A. shares representing 0.215% of the share capital;
- Voted against: 15,000 ordinary Mediobanca S.p.A. shares representing 0.002% of the share capital;
- Abstained: 4,926,790 ordinary Mediobanca S.p.A. shares representing 0.580% of the share capital;
- Shareholders with voting rights owning 622,432 ordinary Mediobanca S.p.A. shares representing 0.073% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,952,634 ordinary Mediobanca S.p.A. shares representing 0.230% of the share capital;

Item no. 3.b) on the agenda (*Appointment of Statutory Audit Committee for 2024-26 three-year period – Establishment of their annual remuneration*)

- Voted in favour: 10,643,441 ordinary Mediobanca S.p.A. shares representing 1.253% of the share capital;
- Voted against: 6,300 ordinary Mediobanca S.p.A. shares representing 0.001% of the share capital;
- Abstained: 709,395 ordinary Mediobanca S.p.A. shares representing 0.084% of the share capital;
- Shareholders with voting rights owning 375,740 ordinary Mediobanca S.p.A. shares representing 0.044% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,868,029 ordinary Mediobanca S.p.A. shares representing 0.220% of the share capital;

Item no. 4. on the agenda (*Proposed authorization to buy and dispose of treasury shares*)

- Voted in favour: 11,295,352 ordinary Mediobanca S.p.A. shares representing 1.330% of the share capital;
- Voted against: 110,000 ordinary Mediobanca S.p.A. shares representing 0.013% of the share capital;
- Abstained: 305,982 ordinary Mediobanca S.p.A. shares representing 0.036% of the share capital;
- Shareholders with voting rights owning 87,392 ordinary Mediobanca S.p.A. shares representing 0.010% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,804,179 ordinary Mediobanca S.p.A. shares representing 0.212% of the share capital;

Item no. 5.a) on the agenda (*Remuneration – Group Remuneration Policy and Report – Section I – Mediobanca Group Remuneration Policy FY 2023-24*)

- Voted in favour: 11,109,458 ordinary Mediobanca S.p.A. shares representing 1.308% of the share capital;
- Voted against: 5,600 ordinary Mediobanca S.p.A. shares representing 0.001% of the share capital;
- Abstained: 517,827 ordinary Mediobanca S.p.A. shares representing 0.061% of the share capital;
- Shareholders with voting rights owning 132,291 ordinary Mediobanca S.p.A. shares representing 0.016% of the share capital did not issue voting proxies;

- No voting instructions were received in respect of 1,837,729 ordinary Mediobanca S.p.A. shares representing 0.216% of the share capital;

Item no. 5.b) on the agenda (Item no. 5.a) on the agenda (Remuneration – Group Remuneration Policy and Report – Non-Binding Opinion on Section II – Group Remuneration Report FY 2022-23)

- Voted in favour: 11,093,608 ordinary Mediobanca S.p.A. shares representing 1.306% of the share capital;
- Voted against: 6,100 ordinary Mediobanca S.p.A. shares representing 0.001% of the share capital;
- Abstained: 529,839 ordinary Mediobanca S.p.A. shares representing 0.062% of the share capital;
- Shareholders with voting rights owning 126,479 ordinary Mediobanca S.p.A. shares representing 0.015% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,846,879 ordinary Mediobanca S.p.A. shares representing 0.217% of the share capital;

Item no. 5.c) on the agenda (Remuneration – 2024 incentivization system based on financial instruments – Annual Performance Share Scheme)

- Voted in favour: 11,096,158 ordinary Mediobanca S.p.A. shares representing 1.307% of the share capital;
- Voted against: 6,600 ordinary Mediobanca S.p.A. shares representing 0.001% of the share capital;
- Abstained: 518,888 ordinary Mediobanca S.p.A. shares representing 0.061% of the share capital;
- Shareholders with voting rights owning 124,930 ordinary Mediobanca S.p.A. shares representing 0.015% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,856,329 ordinary Mediobanca S.p.A. shares representing 0.219% of the share capital;

Item no. 5.d) on the agenda (Remuneration – Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments (“LTI Plan 2023 – 2026”) for Mediobanca Group staff)

- Voted in favour: 11,132,658 ordinary Mediobanca S.p.A. shares representing 1.311% of the share capital;
- Voted against: 3,000 ordinary Mediobanca S.p.A. shares representing 0.000% of the share capital;
- Abstained: 533,788 ordinary Mediobanca S.p.A. shares representing 0,063% of the share capital;
- Shareholders with voting rights owning 110,430 ordinary Mediobanca S.p.A. shares representing 0.013% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,823,029 ordinary Mediobanca S.p.A. shares representing 0.215% of the share capital;

Item no. 5.e) on the agenda (Employee Share Ownership and Coinvestment Plan 2023-26 (“ESOP 2023-26”) for Mediobanca Group Staff)

- Voted in favour: 10,871,278 ordinary Mediobanca S.p.A. shares representing 1.280% of the share capital;

- Voted against: 137,712 ordinary Mediobanca S.p.A. shares representing 0.016% of the share capital;
- Abstained: 494,156 ordinary Mediobanca S.p.A. shares representing 0.058% of the share capital;
- Shareholders with voting rights owning 123,730 ordinary Mediobanca S.p.A. shares representing 0.015% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,976,029 ordinary Mediobanca S.p.A. shares representing 0.233% of the share capital;

Extraordinary business

Item no. 1. on 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 and related resolutions*)

- Voted in favour: 11,230,733 ordinary Mediobanca S.p.A. shares representing 1.322% of the share capital;
- Voted against: 5,000 ordinary Mediobanca S.p.A. shares representing 0.001% of the share capital;
- Abstained: 332,888 ordinary Mediobanca S.p.A. shares representing 0.039% of the share capital;
- Shareholders with voting rights owning 113,230 ordinary Mediobanca S.p.A. shares representing 0.013% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,921,054 ordinary Mediobanca S.p.A. shares representing 0.226% of the share capital;

Item no. 2. on the agenda (*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. Amendment to Article 4 of the company's Articles of Association and related resolutions*)

- Voted in favour: 10,883,228 ordinary Mediobanca S.p.A. shares representing 1.281% of the share capital;
- Voted against: 88,112 ordinary Mediobanca S.p.A. shares representing 0.010% of the share capital;
- Abstained: 626,106 ordinary Mediobanca S.p.A. shares representing 0.074% of the share capital;
- Shareholders with voting rights owning 175,430 ordinary Mediobanca S.p.A. shares representing 0.021% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,830,029 ordinary Mediobanca S.p.A. shares representing 0.215% of the share capital;

Item no. 3. on the agenda (*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; amendment to Article 4 of the company's Articles of Association and related resolutions*)

- Voted in favour: 11,074,378 ordinary Mediobanca S.p.A. shares representing 1.304% of the share capital;

- Voted against: 14,087 ordinary Mediobanca S.p.A. shares representing 0.002% of the share capital;
- Abstained: 482,956 ordinary Mediobanca S.p.A. shares representing 0.057% of the share capital;
- Shareholders with voting rights owning 175,430 ordinary Mediobanca S.p.A. shares representing 0.021% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,856,054 ordinary Mediobanca S.p.A. shares representing 0.219% of the share capital.

Item no. 4 on the agenda (Proposal to amend Article 33 of the company's Articles of Association; related resolutions)

- Voted in favour: 11,403,858 ordinary Mediobanca S.p.A. shares representing 1.343% of the share capital;
- Voted against: 20,012 ordinary Mediobanca S.p.A. shares representing 0.002% of the share capital;
- Abstained: 148,343 ordinary Mediobanca S.p.A. shares representing 0.017% of the share capital;
- Shareholders with voting rights owning 82,430 ordinary Mediobanca S.p.A. shares representing 0.010% of the share capital did not issue voting proxies;
- No voting instructions were received in respect of 1,948,262 ordinary Mediobanca S.p.A. shares representing 0.229% of the share capital.

For further details on the resolutions adopted by the shareholders of Mediobanca – Banca di Credito Finanziario S.p.A. At the annual General Meeting (Ordinary and Extraordinary), reference is made to the issuer's press releases published on its website at www.mediobanca.com (section Governance/General Meetings/General Meeting 2023).

This disclosure is published through being sent to Consob, Borsa Italiana S.p.A. and Titoli S.p.A., and by being made available on the website of Mediobanca – Banca di Credito Finanziario S.p.A. www.mediobanca.com (section Governance/General Meetings/General Meeting 2023), on the website of the appointed representative, www.morrowsodali-transactions.com, and on the website of the eMarket STORAGE authorized storage mechanism (www.emarketstorage.com).

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