



MEDIOBANCA

MEDIOBANCA S.p.A.

Registered Office: Piazzetta Enrico Cuccia 1, Milan

Share capital €443.608.088,50 fully paid up

Tax code and Milan Co. Reg. No. n. 00714490158

ORDINARY SHAREHOLDERS' MEETING HELD ON 28 OCTOBER 2019

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

**Directors' liability action pursuant to art. 2393, paragraph 2, of the Italian civil code,
proposed by the shareholder Bava Marco Geremia Carlo**

Shares present at the meeting when the vote was opened No. 578,194,151 equal to 65.1695% of the No. 887,216,177 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	30,897	0.0053%	0.0035%
Votes against	506,744,440	87.6426%	57.1162%
Abstentions	71,410,314	12.3506%	8.0488%
No votes	8,500	0.0015%	0.0010%
Total shares	578,194,151	100.0000%	65.1695%

Item 1 of the agenda

Financial statements as at 30 June 2019 Board of Directors' review of operations and other reports, reports by external auditors and Statutory Audit Committee; related resolutions

Shares present at the meeting when the vote was opened No. 578,194,151 equal to 65.1695% of the No. 887,216,177 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	577,711,600	99.9165%	65.1151%
Votes against	221,614	0.0383%	0.0250%
Abstentions	251,236	0.0435%	0.0283%
No votes	9,701	0.0017%	0.0011%
Total shares	578,194,151	100.0000%	65.1695%



Item 2a of the agenda

Group staff remuneration and incentivization policies

a. Staff remuneration policies;

Shares present at the meeting when the vote was opened No. 578,194,151 equal to 65.1695% of the No. 887,216,177 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	565,833,155	97.8621%	63.7762%
Votes against	11,820,482	2.0444%	1.3323%
Abstentions	524,507	0.0907%	0.0591%
No votes	16,007	0.0028%	0.0018%
Total shares	578,194,151	100.0000%	65.1695%

Item 2b of the agenda

Group staff remuneration and incentivization policies

b. Cap on variable and fixed remuneration based on a ratio of 2:1;

Shares present at the meeting when the vote was opened No. 578,189,551 equal to 65.1690% of the No. 887,216,177 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	575,181,020	99.4797%	64.8299%
Votes against	2,971,438	0.5139%	0.3349%
Abstentions	26,310	0.0045%	0.0030%
No votes	10,783	0.0019%	0.0012%
Total shares	578,189,551	100.0000%	65.1690%



Item 2c of the agenda

Group staff remuneration and incentivization policies

c. Policies in the event of beneficiaries leaving office or ceasing to work for Mediobanca

Shares present at the meeting when the vote was opened No. 578,185,181 equal to 65.1685% of the No. 887,216,177 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	571,186,007	98.7894%	64.3796%
Votes against	6,949,119	1.2019%	0.7832%
Abstentions	37,471	0.0065%	0.0042%
No votes	12,584	0.0022%	0.0014%
Total shares	578,185,181	100.0000%	65.1685%

Item 3 of the agenda

Resolution to update to performance share scheme

Shares present at the meeting when the vote was opened No. 578,185,181 equal to 65.1685% of the No. 887,216,177 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	577,075,737	99.8081%	65.0434%
Votes against	1,074,920	0.1859%	0.1212%
Abstentions	23,242	0.0040%	0.0026%
No votes	11,282	0.0020%	0.0013%
Total shares	578,185,181	100.0000%	65.1685%