



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

June 2008 results

Milan, September 2008

Further growth achieved despite crisis

MB Group

P&L KPIs (€m)			
	June 2007	June 2008	Δ
Income	1,611	1,735	+8%
Costs	430	542	+26%
Net ptf result	175	173	~
Risk provisions	165	202	+23%
Net profit	953	1,015	+7%

Balance sheet KPIs (€bn)			
	June 2007	June 2008 ¹	Δ
Loans	26.8	34.6	+13% ²
Funding	34.2	45.6	+22% ²
Treasury	7.0	10.2	+43% ²
Total assets	43.5	53.8	+13% ²
Net equity	6.8	5.7	-16%

1) Linea acquisition completed at end-June 2008, only A&L figures as at 30/6/08 consolidated

2) Linea 2008 figures not included (loans: €4.3bn, funding: €3.9bn, treasury accounts: €0.2bn, assets: €4.7bn)

MB business model has proved solid and efficient

MB Group

High liquidity	Acceleration in funding: €13bn raised in 2008 (vs €6bn in 2007)	
Low leverage	Loans/funds	~ 75%
	Total assets/net equity	~ 9x
	RWA/total assets	~ 1x
Solid capital position	Core Tier1 ratio	> 10%
Revenue resiliency	Revenues 2005/08 CAGR	+14%
High efficiency	Cost/income ratio	~ 30%
High profitability	RORWA	~ 2%

No liquidity, leverage, exposure, restructuring or asset quality constraints

Funding duration > loans duration

2008 key facts

MB Group

- **2009-2011 plan for further growth approved¹** ⇒ revenues: up from €2.1bn to €3.1bn
⇒ net profit: up from €1.0bn to €1.4bn

- **Distribution network /product range empowered**
 - International presence enlarged ⇒ Frankfurt, Madrid and London branches operative
 - Italian leader in consumer finance created ⇒ Linea acquired
 - Innovative retail banking activity launched ⇒ CheBanca! operative

- **Competitive positioning improved** ⇒ scaled ranking in invest. banking and consumer

- **Shareholder remuneration preserved** ⇒ 2% buyback completed
⇒ proposed DPS: €0.65, flat

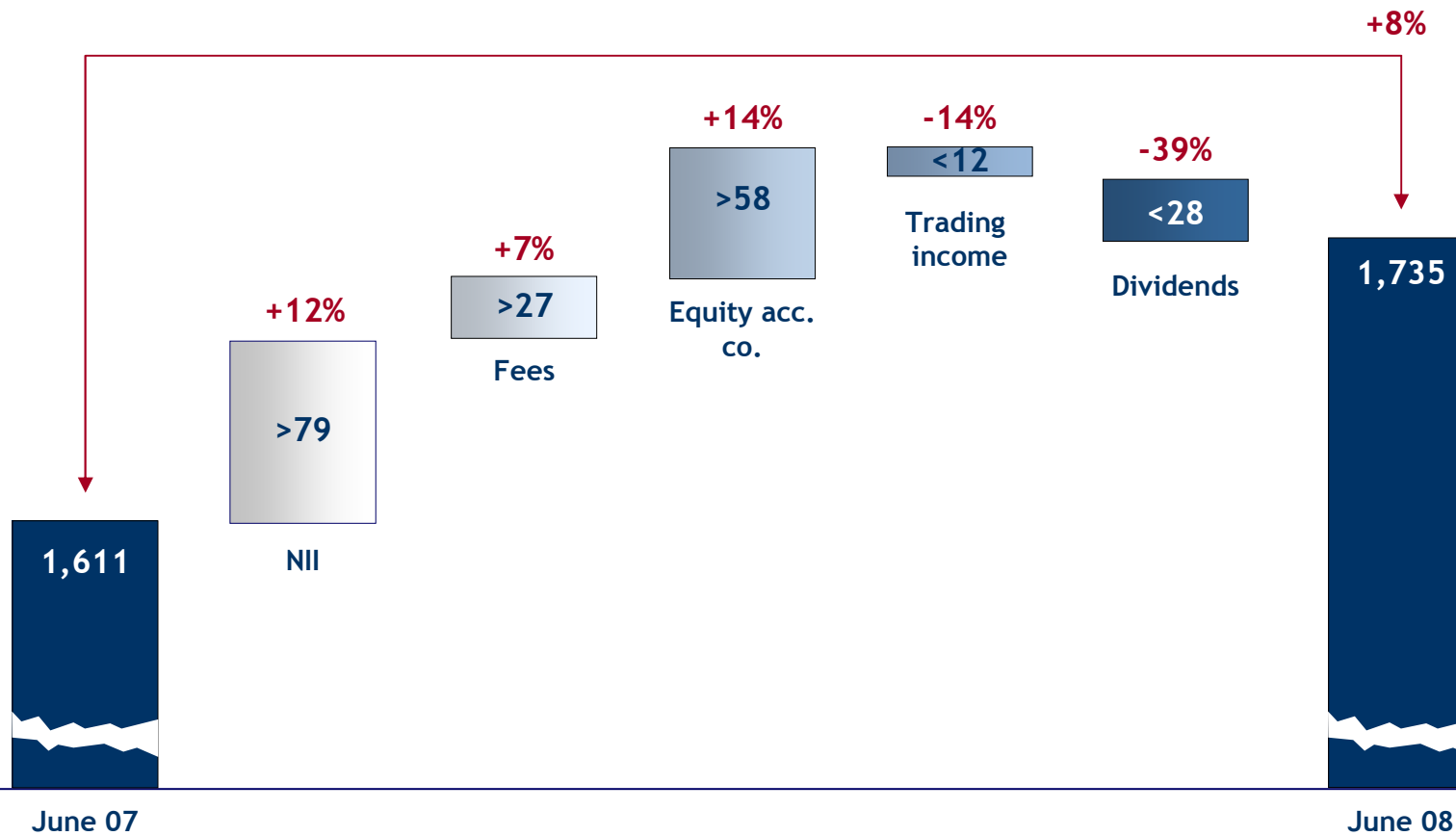
- **Corporate governance revision** ⇒ “innovative single board” model proposed

¹ See MB 2008 figures pro-forma in Annex

Income up 8%

MB Group

Income trend by component (€m)

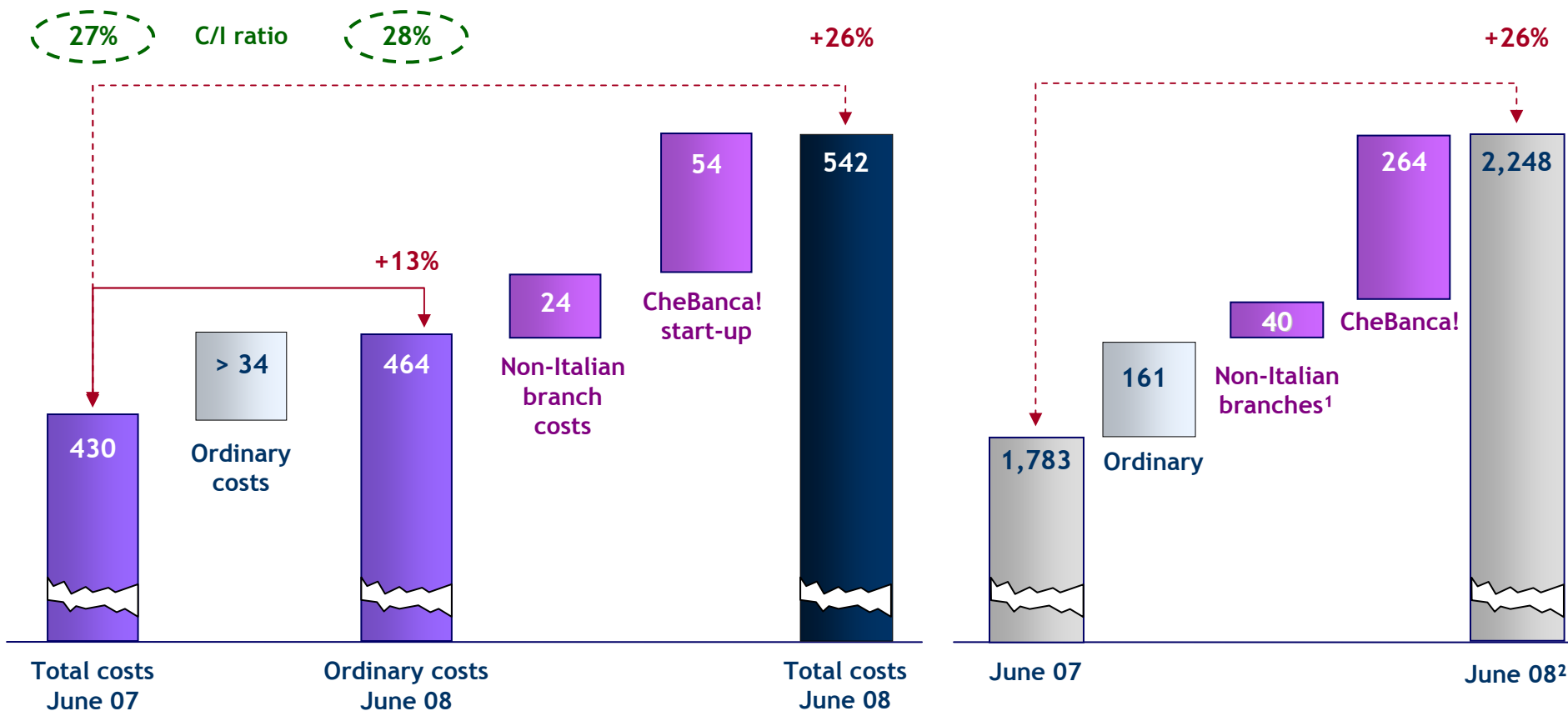


Costs driven by enhancement of distribution network

MB Group

Cost trend by component (€ m)

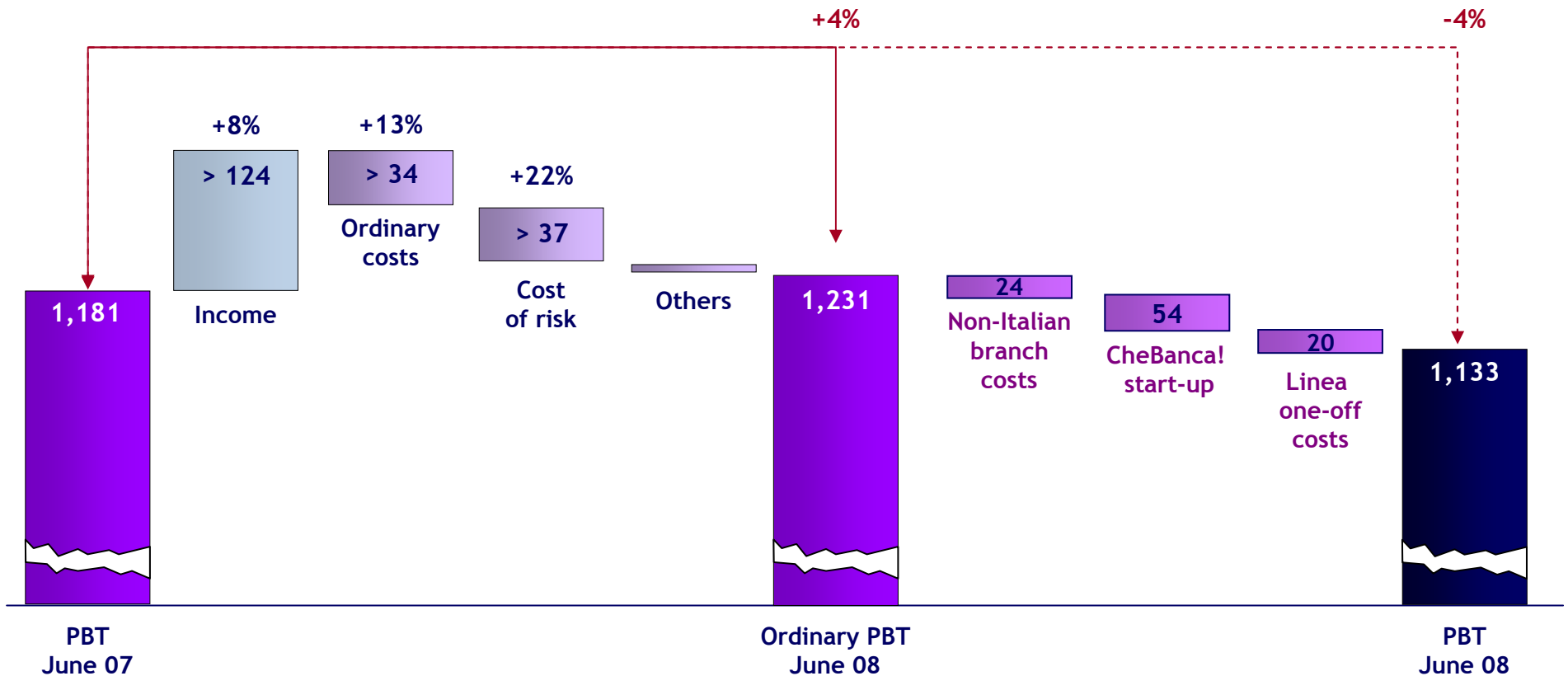
Employees (no.)



Ordinary pre-tax profit up 4%

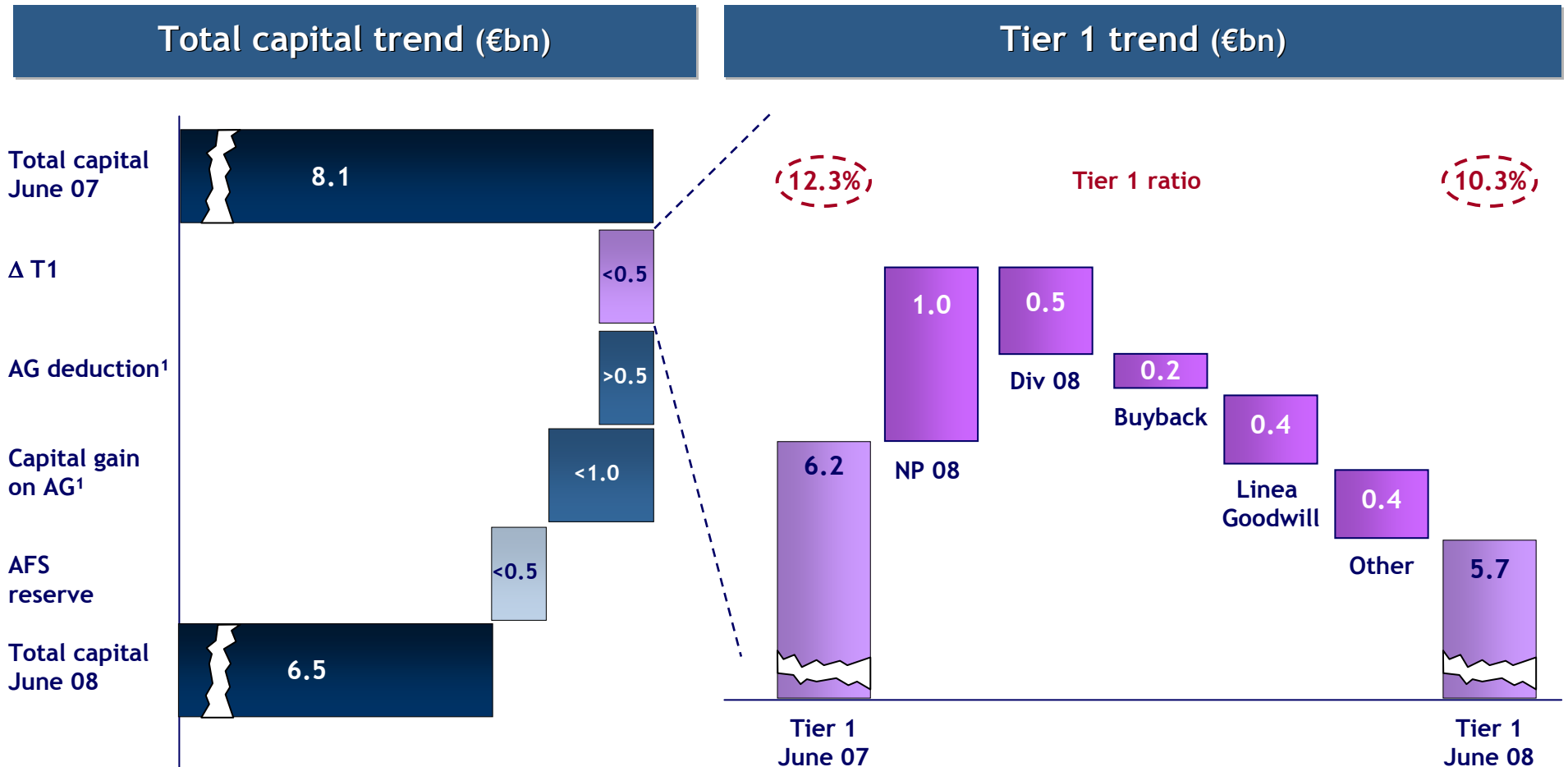
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Profit before tax trend (€m)



Strong capital position: Tier 1 > 10%

MB Group



1) According to regulatory rules in place until Dec. 2007 (no longer in force)

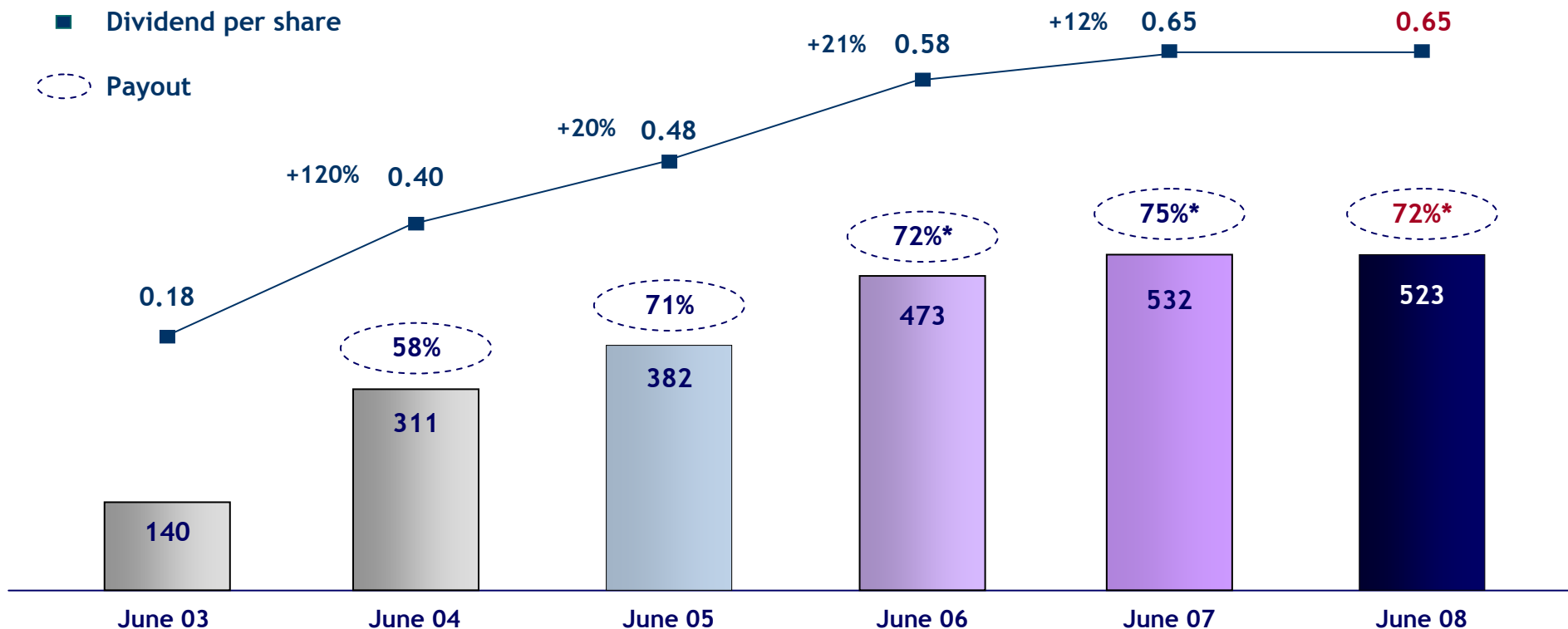
- €2bn holding in AG should have been deducted progressively over four years: 25% as at June 2007
- 35% capital gain on AG could be booked in T2



Shareholder remuneration preserved: proposed DPS €0.65

MB Group

Dividend per share (€), total dividend (€m) and payout trend (%)



* On cashed net profit = net profit - earnings from equity-accounted cos. + dividends from equity-accounted cos.

Group



Last 3Y review: strong growth, ahead of target

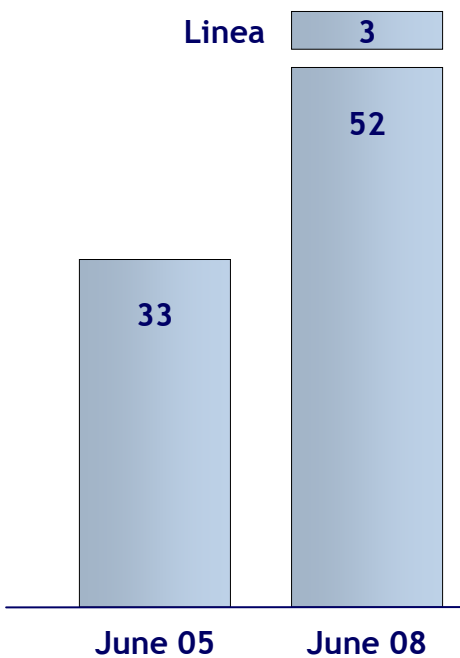
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	June 2005	June 2008	Growth in absolute terms	CAGR 05/08 actual	CAGR 05/08 target
Income €m	1,160	1,735	+50%	+14%	+13%
Net profit €m	630	1,015	+60%	+17%	+10%
RWA €bn	33	55	+65%	+18%	
EPS €	0.80	1.24	+55%	+16%	+10%
C/I ratio	31%	31%			
RORWA gross	2.2%	2.2%			

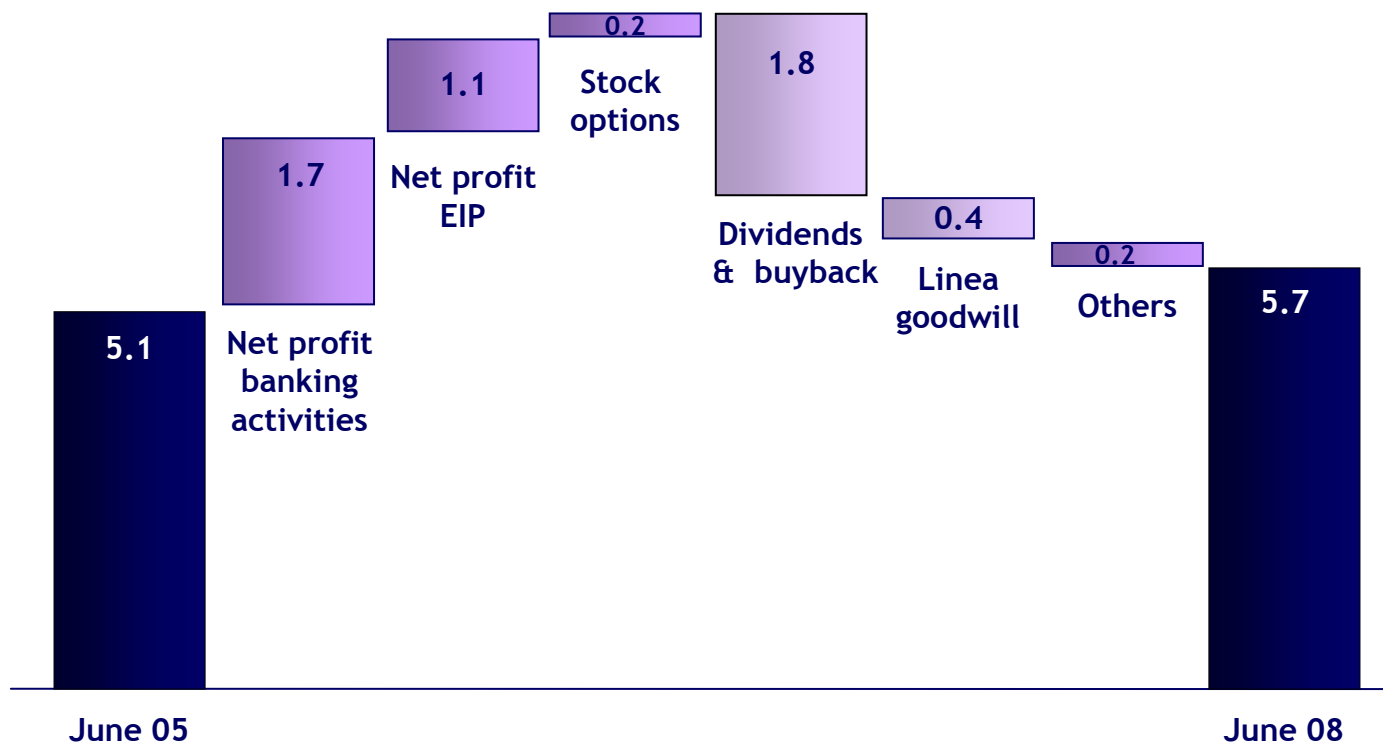
High shareholders' remuneration, T1 enhanced

MB Group

RWA trend (€bn)



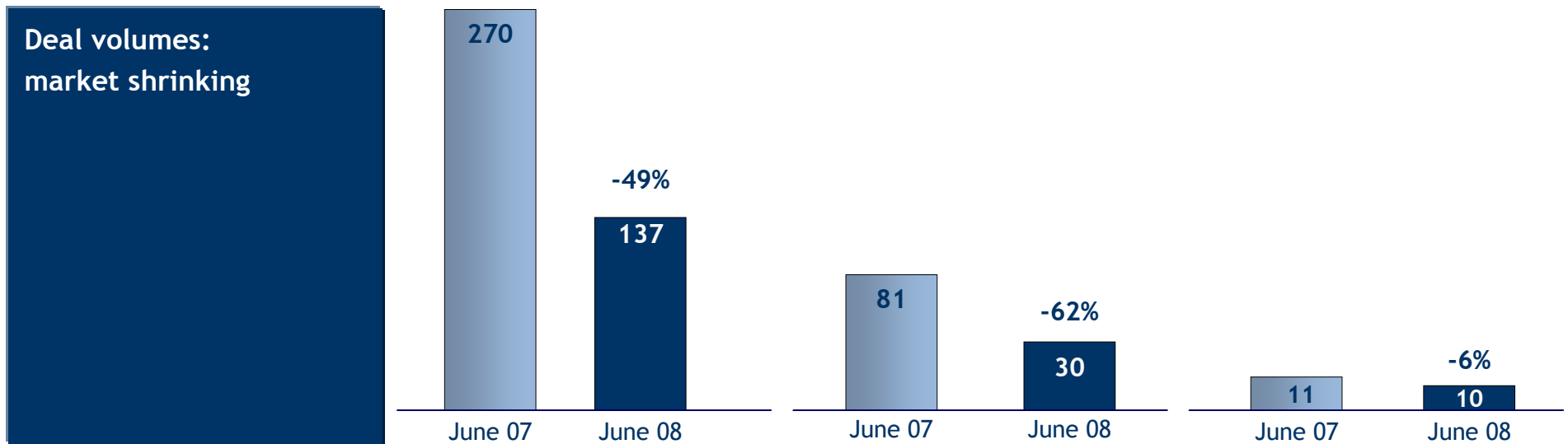
Tier 1 trend (€bn)



Wholesale banking: resilient leadership on Italian market ...

Wholesale Banking

	M&A ¹		Lending ²		ECM ³	
MB ranking	3th	1st	3rd	5th	1st	1st
MB market share		↑		↓		~

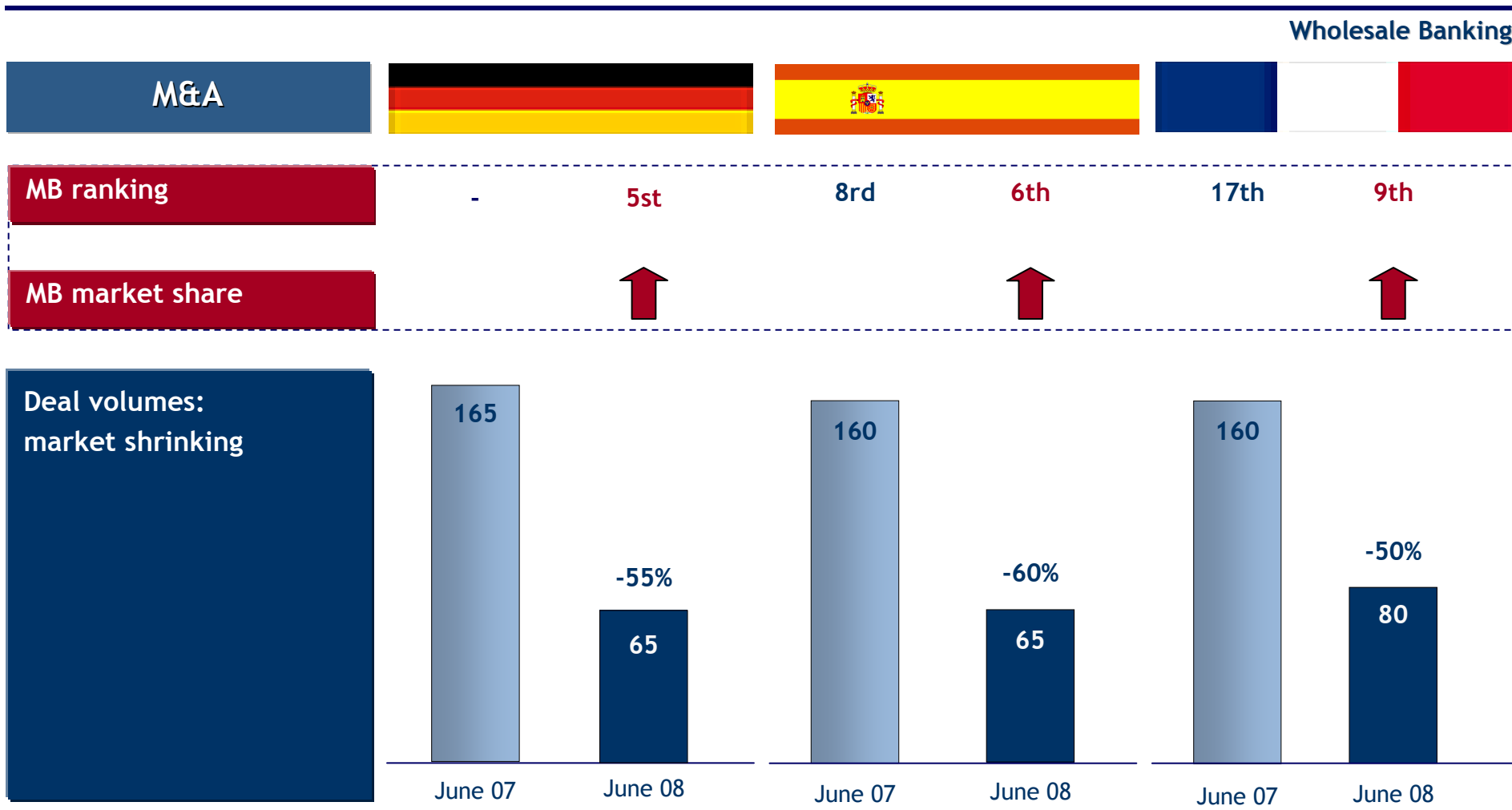


1) Source: Thomson Fin. - Announced deals - \$bn - 12m ending June 2008

2) Source: Loanware - €bn - 12m ending June 08

3) Source: Thomson Financial - €\$bn - 12m ending June 2008

... enhanced positioning on non-domestic markets



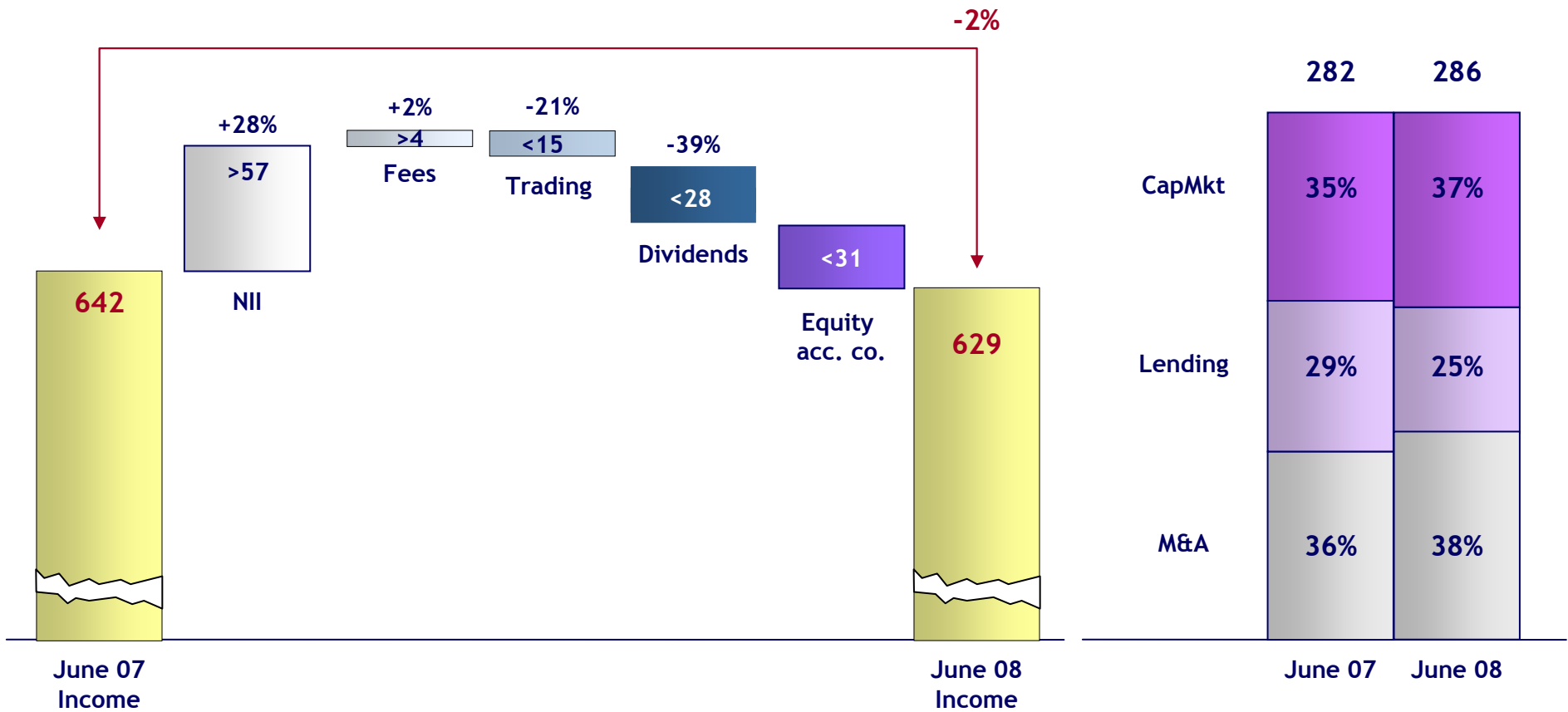
Source: Thomson Fin. - Announced deals - €bn - 6m ending June 2008

Solid NII and fees performance

Wholesale Banking

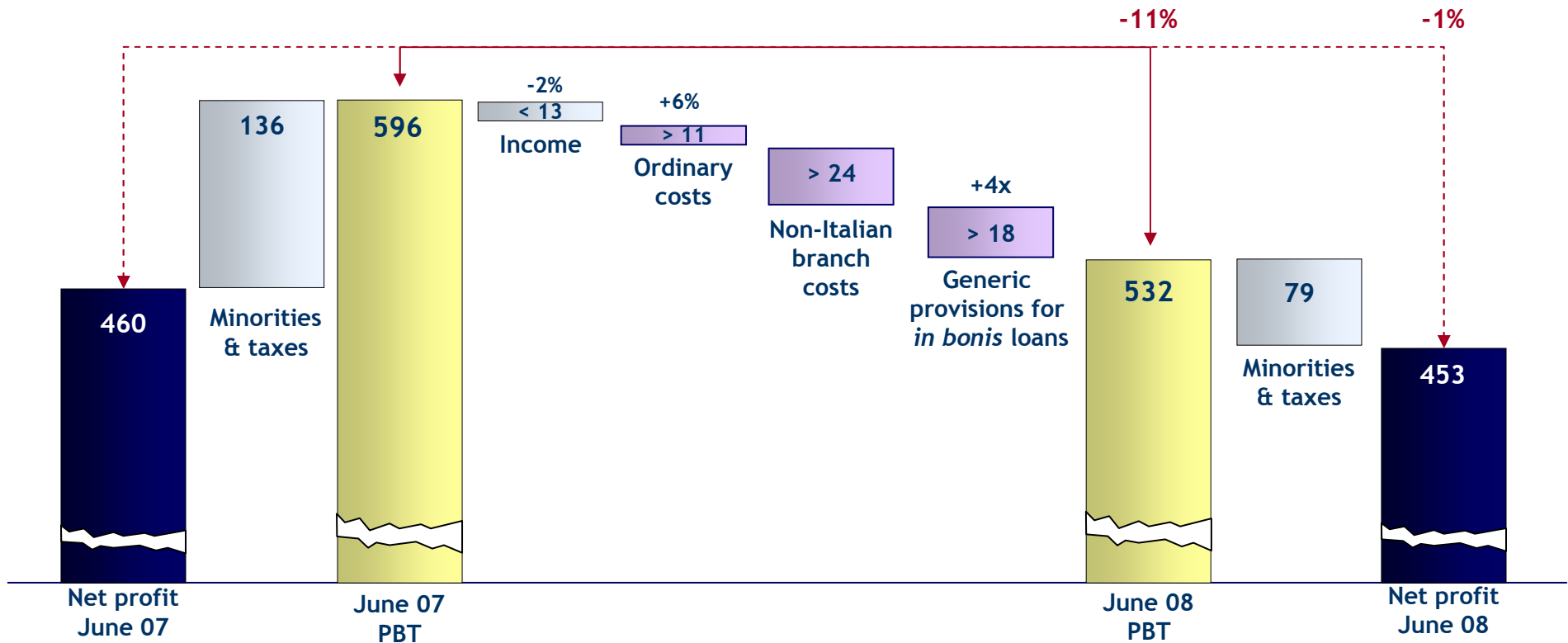
Income trend by component (€m)

Fees trend (€m) and mix (%)



Net profit flat

Net profit trend (€m)

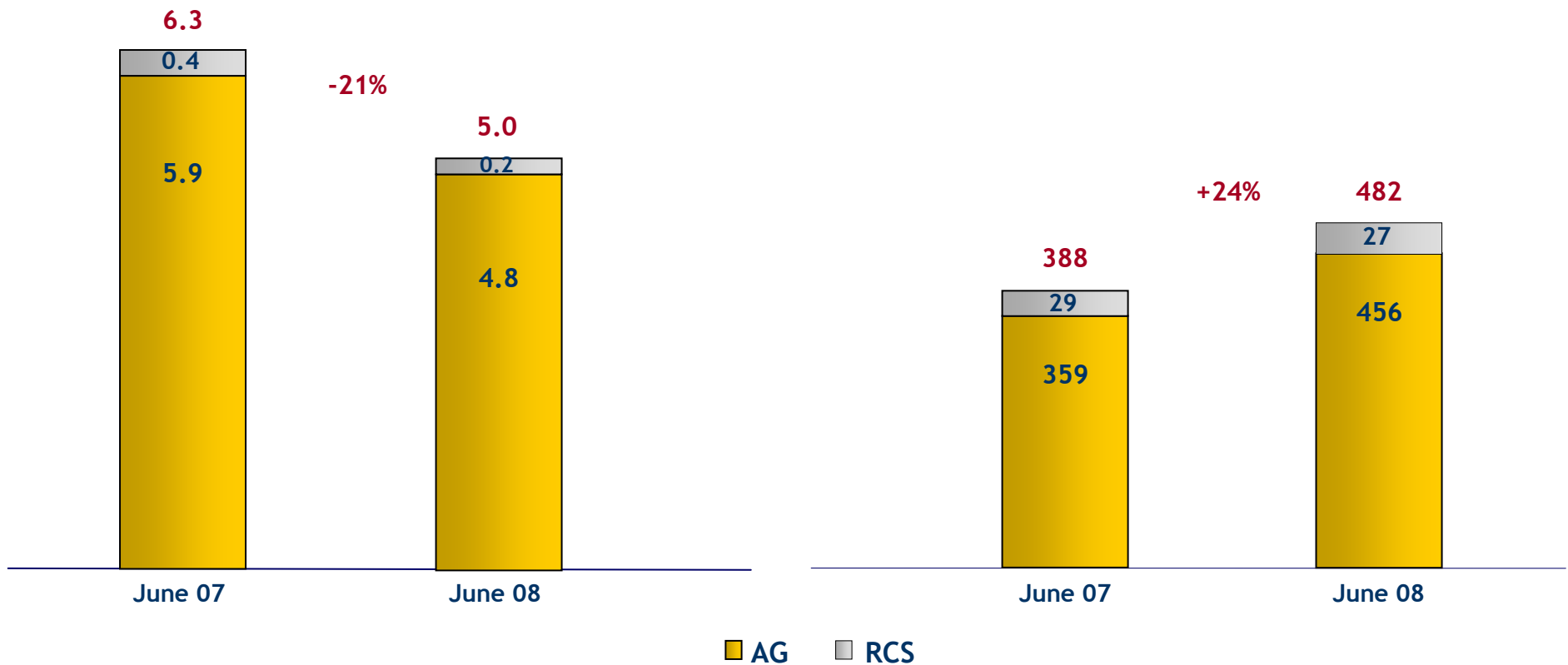


Opposing trends for NAV and income

Equity Investment Portfolio

NAV trend (€bn)

Income trend (€m)

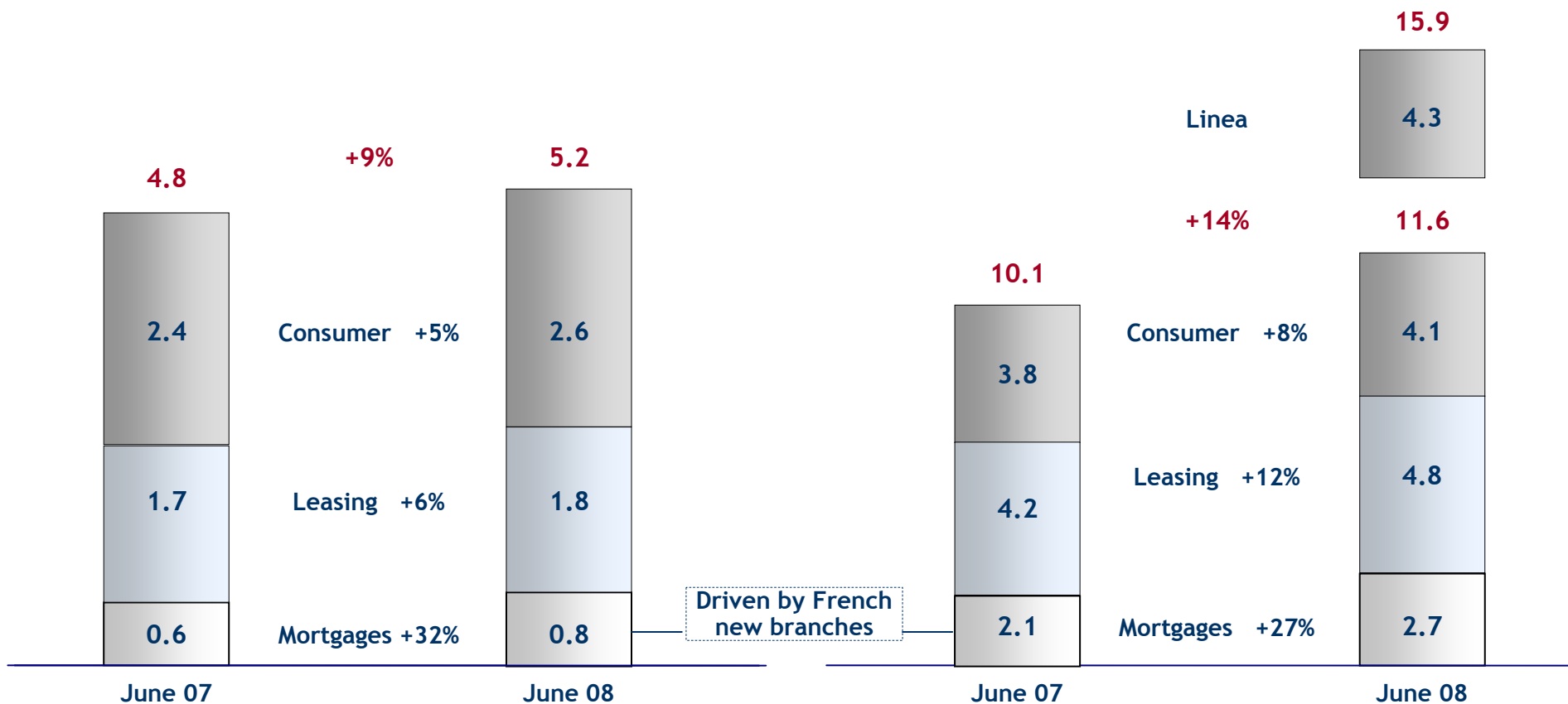


Retail market slowing

Retail Financial Services

New loans trend (€bn)

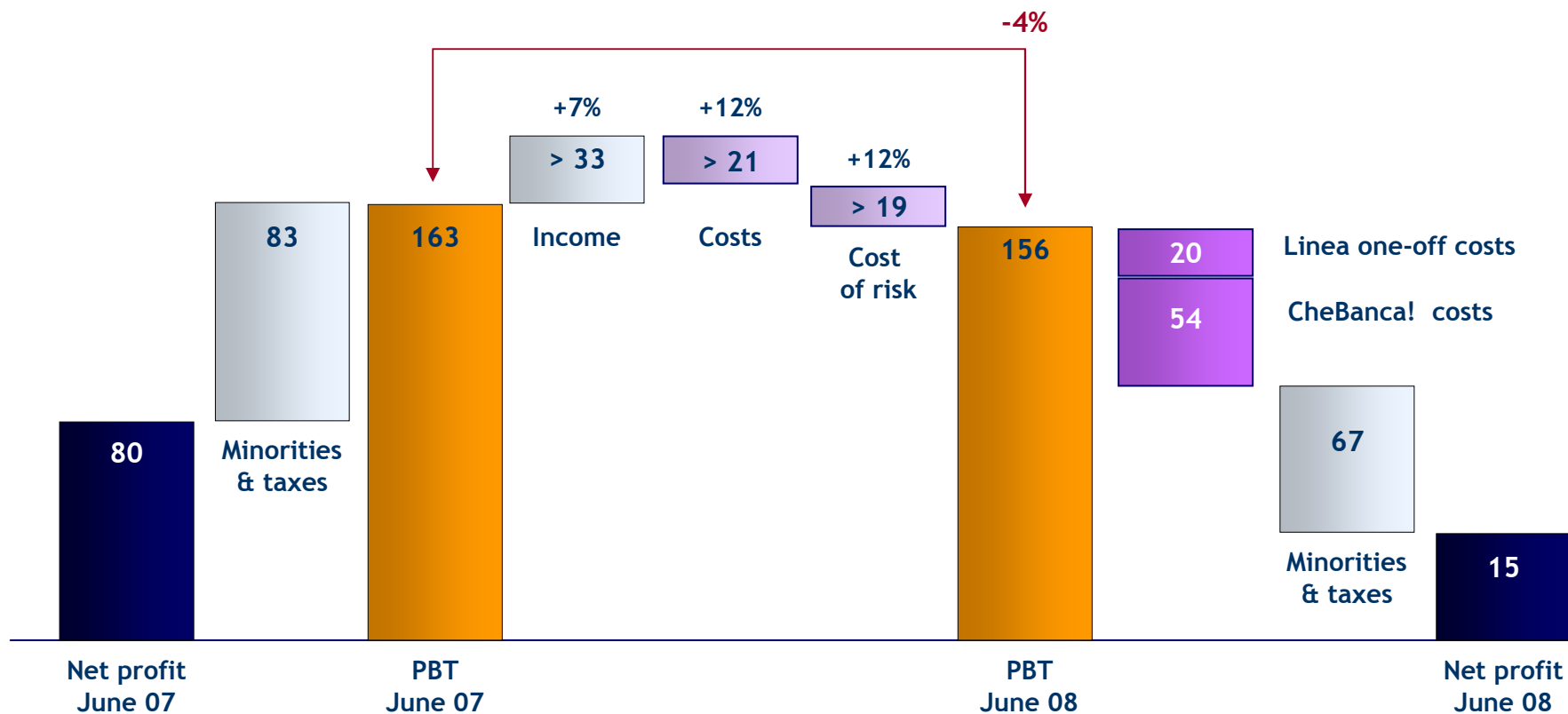
Outstanding loans trend (€bn)



Impact of higher cost of funding and new initiatives

Retail Financial Services

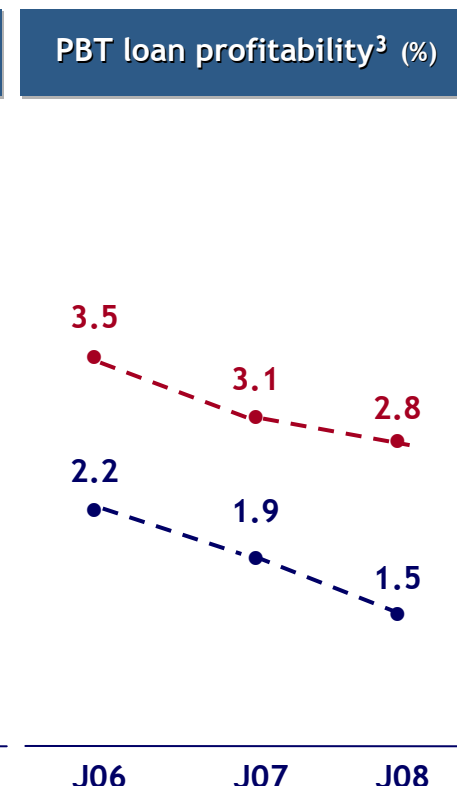
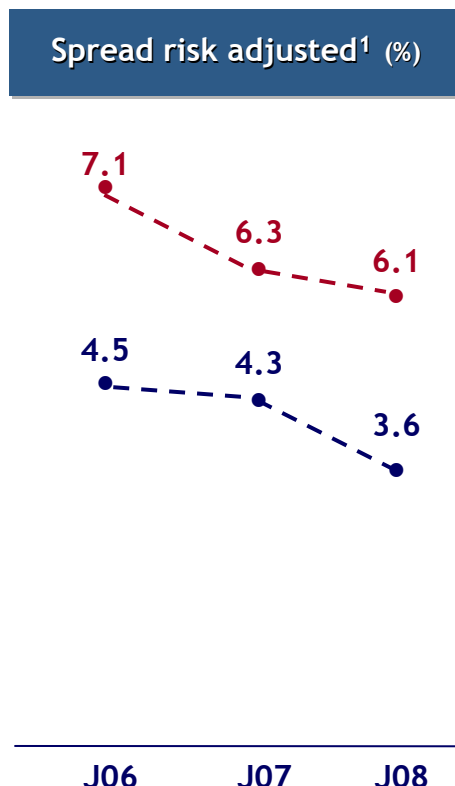
Net profit trend (€m)



Consumer finance: profitability preserved...

Retail Financial Services

Compass KPIs (€m)		
	June 2008	Δ
Income	402	+6%
Costs	139	+12%
Risk provisions	153	+6%
Ordinary PBT	110	+1%



¹ (Income-provisions)/Avg. loans

² Provisions/Avg. loans

³ Profit before tax/Avg. loans

*Source: Assofin sample of top players
 Market: 12m YE to Dec 05/06/07
 Compass: 12m YE to June 06/07/08

... and competitive position enhanced with Linea¹

Retail Financial Services

Premise

- Compass acquired 100% of Linea on 27 June 2008², for a consideration of €405m in cash
- Compass-Linea merger to be effective by October 2008

Key facts and achievements

- First mover in a consolidating market ⇒ an Italian leader established
- €60m synergies confirmed ⇒ €40m cost, €20m revenue
⇒ integration on track (20% achieved), completed by June 2009
- One-off items ⇒ €405m goodwill (before PPA), after alignment of credit risk provision with MB accounting criteria
⇒ €20m integration cost charged to MB Group 2008 P&L

¹ See Linea, Compass and combined figures/positioning in Annex

² In the MB Group June 2008 figures, Linea has been fully consolidated as to A&L, but not yet included in P&L

Retail banking: **CheBanca!**

Retail Financial Services

Premise

- **Customer deposit-raising becoming strongly complementary to WB platform**
- **Opportunities available due to changing retail banking scenario**
- New retail platform launched in May 2008, leveraging on Micos Banca (specialized in mortgage lending)
- Micos Banca renamed CheBanca!

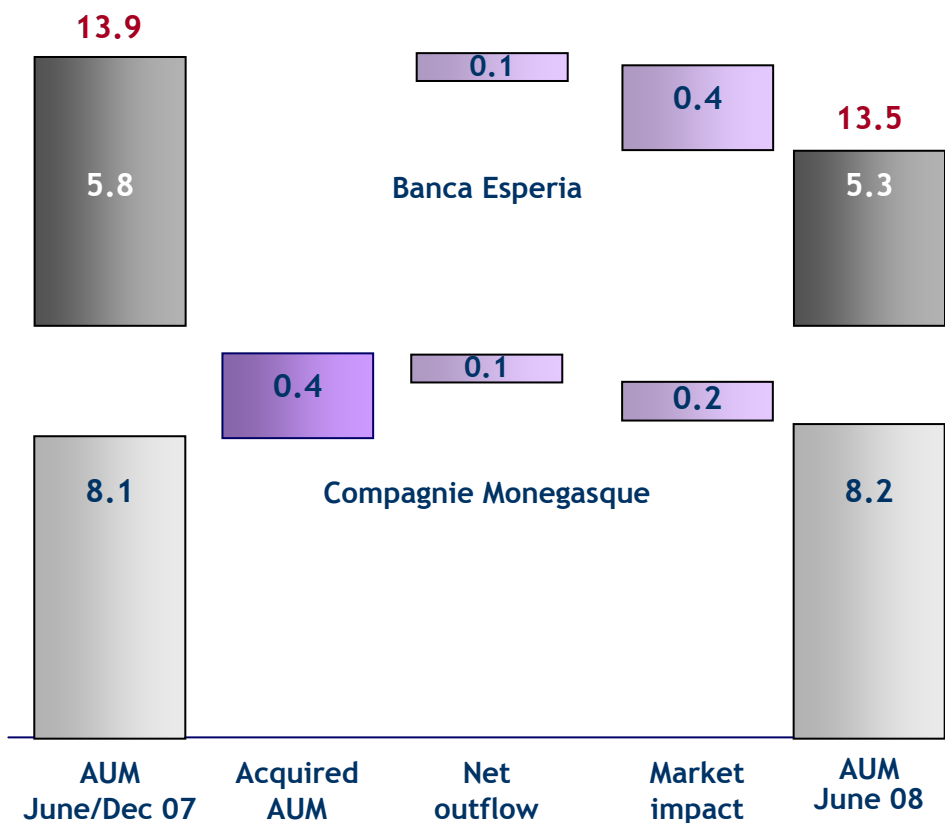
Key facts and achievements

- **Franchise establishment ongoing**
 - ⇒ 12 CheBanca! branches opened to date
 - ⇒ 15 new branches planned over the next 12m
 - ⇒ 470 employed to date, 264 of whom at new platform
- **Net loss of €30m after retail banking operation start-up costs**
- **Products and multi-channel distribution platform extremely well-received by customers**

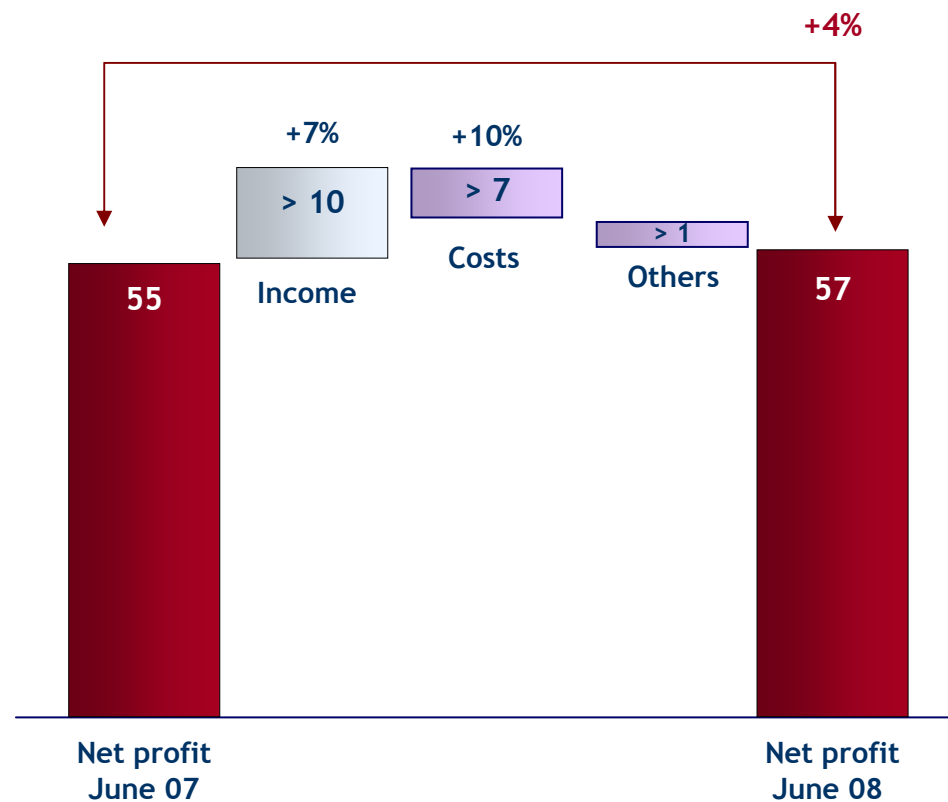
Private banking: results preserved

Private Banking

AUM trend (€bn)



Net profit trend (€m)



Innovative single-board model, strong presence of executives

Corporate governance

- Shareholders, in agreement with management, have decided to adopt an “innovative single board” model incorporating the positive aspects of the bank’s experience under the dualistic system, while at the same time resolving applicational difficulties.
- A general meeting will be called to approve the changes on 28 October 2008

Board of Directors	23 members	incl.	5 MB managers	1 minority shareholders’ rep.
	Chairman			Geronzi
	CEO			Nagel
	General Manager and Deputy Chairman EC			Pagliari
Executive Committee	9 members	incl.	5 MB managers	
Appointments committee	6 members	incl.	2 MB managers	

Committees

Appointments committee

- 6 members including *de jure*
 - Chairman of BoD
 - Deputy Chairman of EC
 - CEO
- Based on the CEO's proposal, adopts decisions to be taken in general meetings of Ass. Generali, RCS and Telco
- Powers of enquiry in respect of proposals for submission of lists for the BoD, and for appointment of EC, CEO and GM of Mediobanca

Internal control committee

- 3 independent members
- Powers of consultation and enquiry with respect to the Bank's systems of internal control and risk management, and the structure of its IT and financial reporting organization

Remunerations committee

- 7 non-executive members
- Powers of consultation and enquiry to determine remuneration of directors vested with particular duties and the GM

Conclusion

MB Group

- ① **In a tough year MB has increased income and net profit**
- ① **Competitive position enhanced through organic growth and acquisitions**
- ① **New corporate governance guarantees management independence**
- ① **MB well positioned to cope with adverse market conditions continuing in near future**



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

Mediobanca Group Pro-forma figures

Annex

Group				Divisions			
€m	MB June 08	Linea1	Pro-forma	CIB	PI	RPB	
Income	1.900	178	2.078	874	475	770	2,078
ow NII	745	95	840	334	-12	522	840
ow Fees	398	78	476	292	-	228	476
Costs	542	81	623	272	8	375	623
Risk provisions	202	72	274	36	-	238	274
PBT	1.133	26	1,159	566	466	134	1159
Net profit	1.015	-1	1,013	464	493	59	1013
RWA (€bn)	52.1	3.0	55.1	43.7	2.1	9.3	55.1

¹ 12m ending June 08

CIB (Corporate and Investment Banking). Includes: Mediobanca S.p.A., Mediobanca International, MB Securities USA, Consortium, Prominvestment, SelmaBipiemme Leasing, Palladio Leasing and Teleleasing.

RPB (Retail and Private Banking). Includes: CheBanca!, Compass, Cofactor, Creditech, Linea, Futuro, Equilon, Compagnie Monégasque de Banque, Spafid, Prudentia Fiduciaria and 48.5% of Banca Esperia.

PI (Principal Investing). Includes shareholdings in Ass. Generali, RCS, merchant banking and private equity.



Consumer finance: Compass + Linea

Annex

June 2008 KPIs

€m	Compass ² group	Linea	Consumer finance
Income	402	178	580
Costs	139	81	220
Risk provisions	153	72	225
Net profit	33	-1	32
Loans (€bn)	4.1	4.3	8.4
Employees (n)	724	798	1,522
Branches (n)	121	47	168

Ranking - New loans¹

	Compass group	Linea	Consumer finance
New loans (€bn)	2.6	2.5	5.1
Total new loans	11 [^]	12 [^]	2 [^]
<i>Automotive</i>	9 [^]	13 [^]	2 [^]
<i>Special purpose</i>	4 [^]	5 [^]	2 [^]
<i>Personal loans</i>	9 [^]	11 [^]	2 [^]
<i>Credit cards</i>	13 [^]	10 [^]	9 [^]
<i>Salary guaranteed</i>	18 [^]	7 [^]	7 [^]

¹ Source: Assofin, 12m ending June 08

² Cofactor and Creditech included

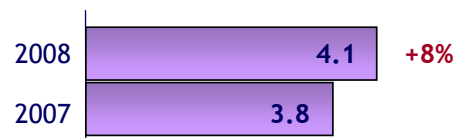


Cost of risk trend

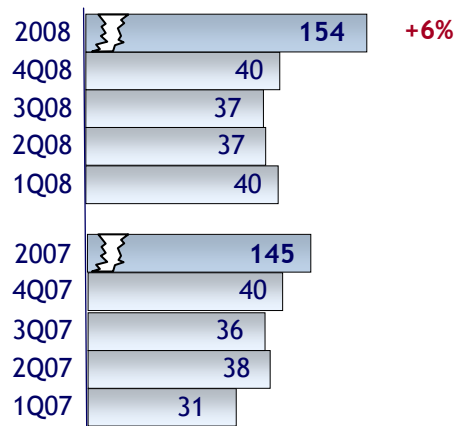
Annex

Consumer finance

Loan book - excluding Linea (YE €bn)

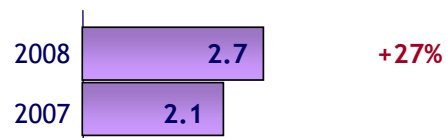


Loan provisions (€m)

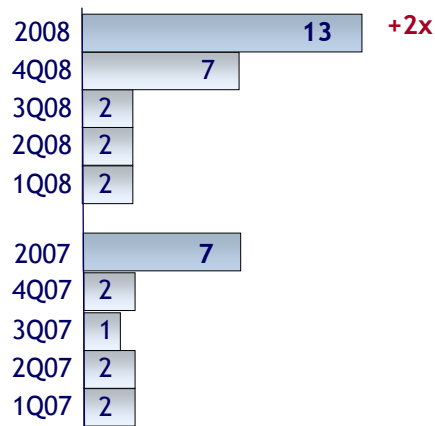


Mortgage lending

Loan book (YE €bn)

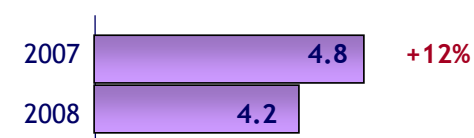


Loan provisions (€m)

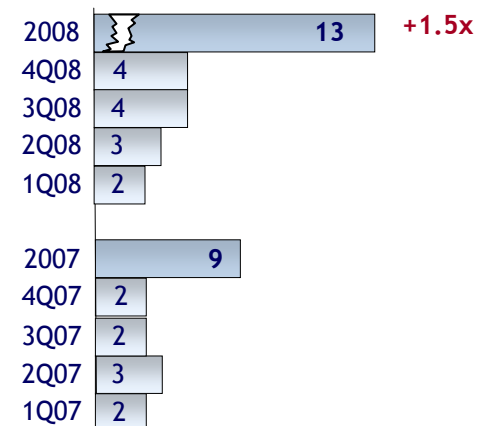


Leasing

Loan book (avg. €bn)



Loan provisions (€m)



Disclaimer

This presentation contains certain forward-looking statements, estimates and targets with respect to the operating results, financial condition and business of the Mediobanca Banking Group. Such statements and information, although based upon Mediobanca's best knowledge at present, are certainly subject to unforeseen risk and change. Future results or business performance could differ materially from those expressed or implied by such forward-looking statements and forecasts. The statements have been based upon a reference scenario drawing on economic forecasts and assumptions, including the regulatory environment.

Declaration by Head of Company Financial Reporting

As required by Article 154-bis, paragraph 2 of Italian Legislative Decree 58/98, the undersigned hereby declares that the stated accounting information contained in this report conforms to the documents, account ledgers and book entries of the company.

Head of Company Financial Reporting

Massimo Bertolini



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