



Press Release

Chairman of parties to the Mediobanca shareholders' agreement

The parties to the shareholders' agreement in respect of Mediobanca at a meeting held today, 29 September 2014, with Angelo Casò in the chair, proposed the following lists of candidates.

1. Provided that the total number of directors is established at eighteen, the list of candidates for appointment to the Board of Directors of to be submitted to the approval of shareholders at the annual general meeting to be held on 28 October 2014 is as follows:

1. Renato Pagliaro (Chairman)
2. Alberto Nagel (Chief Executive Officer)
3. Francesco Saverio Vinci
4. Gianluca Sichel
5. Alexandra Young
6. Maurizia Angelo Comneno (Deputy Chair)
7. Marco Tronchetti Provera (Deputy Chair)
8. Tarak Ben Ammar
9. Gilberto Benetton
10. Marie Bolloré
11. Maurizio Carfagna
12. Angelo Casò
13. Maurizio Costa
14. Alessandro Decio
15. Vanessa Labérenne
16. Elisabetta Magistretti
17. Alberto Pecci
18. Ugo Rock

The list has been prepared bearing in mind the "Report on the qualitative and quantitative composition of the Board of Directors: guidance to shareholders and the new Board of Directors" approved by the Board of Directors on 4 July 2014, and with a view to ensuring an appropriate level of continuity in terms of those present.

The proposed total annual remuneration for directors is €2,750,000, lower than the current figure in view of the lower number of directors.

2. The list of candidates for appointment to the Statutory Audit Committee is as follows:

Standing auditors

1. Laura Gualtieri
2. Gabriele Villa
3. Mario Ragusa

Alternate auditors

1. Alessandro Trotter
2. Barbara Negri
3. Guido Croci

As from FY 2014/15, the Statutory Audit Committee will also perform the duties of the supervisory body instituted pursuant to Italian legislative decree 231/01. The proposed



MEDIOBANCA

remuneration is €350,000, of which €140,000 for the Chairman and €105,000 for each standing auditor.

The parties to the agreement gathered in general meeting also noted that:

- ◆ UniCredit has appointed Maurizia Angelo Comneno to replace Dieter Rampl as member of the steering committee. The committee is therefore currently comprised as follows: Angelo Casò (Chairman), Tarak Ben Ammar, Maurizia Angelo Comneno, Gilberto Benetton, Vincent Bolloré, Ennio Doris, Federico Ghizzoni, Giampiero Pesenti, Marco Tronchetti Provera.
- ◆ Financière du Perquet has tendered a further 3,991,000 Mediobanca shares to the agreement, in partial exercise of its entitlement to increase its syndicated stake; accordingly, the percentage of its shares syndicated to the agreement rose from 7.01% to 7.48%. The total number of shares syndicated thus increased from 31.06% to 31.52%.

Milan, 29 September 2014