



**Excerpt from Notice of Meeting
for Annual General Meeting to be held on 28 October 2021**

Notice is hereby given that an annual general meeting, ordinary and extraordinary, of Mediobanca (the "Company") **will take place in a single session starting at 10.00 a.m. on 28 October 2021** in Piazzetta Cuccia 1, Milan, Italy, with the following:

Agenda

Ordinary business

1. Financial statements as at 30 June 2021 Board of Directors' Review of Operations, reports by external auditors and Statutory Audit Committee:
 - a. Approval of financial statements for the year ended 30 June 2021;
 - b. Allocation of profit for the year and distribution of dividend to shareholders, including through use of part of the Statutory Reserve.
2. Authorization to buy and sell treasury shares.
3. Remuneration:
 - a. Report on remuneration and compensation paid: Section I – Mediobanca Group staff remuneration and incentivization policy FY 2021-22;
 - b. Report on remuneration and compensation paid: resolution not binding on Section II – Disclosure on compensation paid in FY 2020-21;
 - c. Policy in the event of the beneficiary leaving office or the employment arrangement being terminated;
 - d. 2022 Incentivization system based on financial instruments (the "2022 performance share scheme"): partial withdrawal of the 2021-25 incentivization scheme, and approval of new one-year scheme;
4. Insurance policy covering civil liability for members of the Group legal entities' governing bodies.

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.
2. Withdrawal of the existing authorization to the Board of Directors, under a resolution adopted by shareholders at the Annual General Meeting to be held on 28 October 2020, to increase the company's share capital free of charge through the issue of no more than 20 million ordinary shares to be reserved to Mediobanca Group employees in execution of the performance share schemes in force at the time. Article 4 of the company's Articles of Association to be amended accordingly.



In order to minimize the risk of spreading infection due Covid-19, Mediobanca has decided, like last year, to avail itself of the possibility – pursuant to Article 106 of Italian Decree Law 18/20, as extended by Italian Decree law 105/21 – to provide that participation by shareholders in the Annual General Meeting shall be exclusively via the appointed representative retained pursuant to Article 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998 (“Italian Finance Act”). In derogation of Article 135-undecies, proxies or sub-proxies may also be issued to the appointed representative - namely, Studio Legale Trevisan & Associati - in accordance with the provisions of Article 135-novies of the Italian Finance Act.

Information on the Bank's share capital and on the means and terms for:

- ◆ Taking part in the Annual General Meeting and exercising voting rights (the record date is 19 October 2021);
- ◆ Taking part in, and voting at, the annual general meeting by proxy via the Company's Appointed Representative;
- ◆ Requesting additional items to be added to the agenda and submitting new proposals in respect of resolutions already on the agenda;
- ◆ Exercising the right to ask questions on items on the agenda prior to the meeting;
- ◆ Availability of the reports on the items on the agenda and other documentation for the Annual General Meeting;

is found in the notice of meeting available on the Bank's website at www.mediobanca.com (“Governance/General Meetings/General Meeting 2021”).

This excerpt has been published in the following daily newspapers *Il Sole 24 Ore*, *Il Corriere della Sera* and *MF/Milano Finanza*.

pp. the Board of Directors
CHAIRMAN
(Renato Pagliaro)

Milan, 24 September 2021