



**MEDIOBANCA S.p.A.**

Registered Office: Piazzetta Enrico Cuccia 1, Milan  
Share capital € 444.169.467,50 fully paid up  
Tax code and Milan Co. Reg. No. n. 00714490158

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING  
HELD ON 28 OCTOBER 2023**

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

**Ordinary business**

**Item 1 of 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:**

**Item 1.a of the agenda**

**Approval of financial statements for the year ended 30 June 2023**

Shares present at the meeting when the vote was opened No. 648,175,462 equal to 76.323% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	647,707,296	99.928%	76.267%
<b>Votes against</b>	139,203	0.021%	0.017%
<b>Abstentions</b>	206,530	0.032%	0.025%
<b>No votes</b>	122,433	0.019%	0.014%
<b>Total shares</b>	<b>648,175,462</b>	<b>100.000%</b>	<b>76.323%</b>

**Item 1.b of the agenda**

**Allocation of profit for the year and distribution of dividend**

Shares present at the meeting when the vote was opened No. 648,080,723 equal to 76.311% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	647,583,166	99.923%	76.253%
<b>Votes against</b>	194,684	0.030%	0.023%
<b>Abstentions</b>	192,140	0.030%	0.023%
<b>No votes</b>	110,733	0.017%	0.013%
<b>Total shares</b>	<b>648,080,723</b>	<b>100.000</b>	<b>76.311%</b>

**Item 2 of the agenda****Appointment of Board of Directors for 2024-26 three-year period:****Item 2.a of the agenda****Establishment of number of Directors**

Shares present at the meeting when the vote was opened No. 649,895,221 equal to 76.525% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	No. Share	% on shares represented in the meeting	% on share capital
<b>Votes for</b>	649,366,716	99.919%	76.463%
<b>Votes against</b>	113,464	0.017%	0.013%
<b>Abstentions</b>	315,723	0.049%	0.037%
<b>No votes</b>	99,318	0.015%	0.012%
<b>Total shares</b>	<b>649,895,221</b>	<b>100.000%</b>	<b>76.525%</b>

**Item 2.b of the agenda****Appointment of Directors**

Shares present at the meeting when the vote was opened No. 652,353,550 equal to 76.815% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	No. Share	% on shares represented in the meeting	% on share capital
<b>List no. 1*</b>	343,162,473	52.603%	40.407%
<b>List no. 2**</b>	272,324,146	41.745%	32.067%
<b>List no. 3***</b>	30,246,383	4.637%	3.562%
<b>Votes against</b>	82,687	0.013%	0.010%
<b>Abstentions</b>	6,432,978	0.986%	0.757%
<b>No votes</b>	104,883	0.016%	0.012%
<b>Total shares</b>	<b>652,353,550</b>	<b>100.000%</b>	<b>76.815%</b>

\* List no. 1 submitted by the Board of Directors of Mediobanca

\*\* List no. 2 submitted by Delfin S.à.r.l

\*\*\* List no. 3 submitted by a group of institutional investors

**List of the appointed candidate as members of the Board of Directors**

<b>Name</b>	<b>List</b>
Renato Pagliaro	List no. 1
Alberto Nagel	List no. 1
Laura Cioli	List no. 1
Valérie Hortefeux	List no. 1
Francesco Saverio Vinci	List no. 1
Laura Penna	List no. 1
Vittorio Pignatti Morano	List no. 1
Angel Vilà Boix	List no. 1
Virginie Banet	List no. 1
Marco Giorgino	List no. 1
Mana Abedi	List no. 1
Maximo Ibarra	List no. 1
Sandro Panizza	List no. 2
Sabrina Pucci	List no. 2
Angela Gamba	List no. 3

The above mentioned Board of Directors will remain in office for the financial years 2024-2026.

**Item 2.c of the agenda****Establishment of their annual remuneration**

Shares present at the meeting when the vote was opened No. 649,818,921 equal to 76.516% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	633,578,621	97.501%	74.604%
<b>Votes against</b>	3,871,805	0.596%	0.456%
<b>Abstentions</b>	12,262,929	1.887%	1.444%
<b>No votes</b>	105,566	0.016%	0.012%
<b>Total shares</b>	<b>649,818,921</b>	<b>100.000%</b>	<b>76.516%</b>

**Item 3 of the agenda****Appointment of Statutory Audit Committee for 2024-26 three-year period:****Item 3.a of the agenda****Appointment of Committee members and Chairperson**

Shares present at the meeting when the vote was opened No. 650,400,916 equal to 76.585% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>List no. 1*</b>	293,767,626	45.167%	34.591%
<b>List no. 2**</b>	344,311,583	52.938%	40.543%
<b>Votes against</b>	466,111	0.072%	0.055%
<b>Abstentions</b>	11,136,410	1.712%	1.311%
<b>No votes</b>	719,186	0.111%	0.085%
<b>Total shares</b>	<b>650,400,916</b>	<b>100.000%</b>	<b>76.585%</b>

\* List no. 1 submitted by Delfin

\*\* List no. 2 submitted by a group of institutional investors

**List of the appointed candidate as members of the Statutory Audit Committee**

<b>Name</b>	<b>List</b>	<b>Charge</b>
Mario Matteo Busso	List no. 1	Chairman
Ambrogio Virgilio	List no. 2	Statutory Auditor
Elena Pagnoni	List no. 2	Statutory Auditor
Angelo Rocco Bonisconi	List no. 1	Alternate Auditor
Anna Rita de Mauro	List no. 2	Alternate Auditor
Vieri Chimenti	List no. 2	Alternate Auditor

The above mentioned Statutory Audit Committee will remain in office for the financial years 2024-2026.

**Item 3.b of the agenda****Establishment of their annual remuneration**

Shares present at the meeting when the vote was opened No. 648,057,192 equal to 76.309% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	633,041,504	97.683%	74.541%
<b>Votes against</b>	1,899,444	0.293%	0.224%
<b>Abstentions</b>	12,645,023	1.951%	1.489%
<b>No votes</b>	471,221	0.073%	0.055%
<b>Total shares</b>	<b>648,057,192</b>	<b>100.000%</b>	<b>76.309%</b>

**Item 4 of the agenda****Proposed authorization to buy and dispose of treasury shares**

Shares present at the meeting when the vote was opened No. 648,100,475 equal to 76.314% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	645,850,668	99.653%	76.049%
<b>Votes against</b>	532,629	0.082%	0.063%
<b>Abstentions</b>	1,545,420	0.238%	0.182%
<b>No votes</b>	171,758	0.027%	0.020%
<b>Total shares</b>	<b>648,100,475</b>	<b>100.000%</b>	<b>76.314%</b>



**Item 5 of the agenda**

**Remuneration:**

**Item 5.a of the agenda**

**Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2023-24**

Shares present at the meeting when the vote was opened No. 643,476,560 equal to 75.769% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	371,504,893	57.734%	43.745%
<b>Votes against</b>	90,091,049	14.001%	10.608%
<b>Abstentions</b>	180,739,386	28.088%	21.282%
<b>No votes</b>	1,141,232	0.177%	0.134%
<b>Total shares</b>	<b>643,476,560</b>	<b>100.000%</b>	<b>75.769%</b>

**Item 5.b of the agenda**

**Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2022-23**

Shares present at the meeting when the vote was opened No. 643,467,410 equal to 75.768% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	369,742,112	57.461%	43.537%
<b>Votes against</b>	92,248,784	14.336%	10.862%
<b>Abstentions</b>	180,333,094	28.025%	21.234%
<b>No votes</b>	1,143,420	0.178%	0.135%
<b>Total shares</b>	<b>643,467,410</b>	<b>100.000%</b>	<b>75.768%</b>



**Item 5.c of the agenda**

**2023-24 incentivization system based on financial instruments (annual performance share scheme)**

Shares present at the meeting when the vote was opened No. 643,457,960 equal to 75.767% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	542,091,020	84.247%	63.831%
<b>Votes against</b>	87,639,874	13.620%	10.320%
<b>Abstentions</b>	12,618,795	1.961%	1.486%
<b>No votes</b>	1,108,271	0.172%	0.130%
<b>Total shares</b>	<b>643,457,960</b>	<b>100.000%</b>	<b>75.767%</b>

**Item 5.d of the agenda**

**Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments**

Shares present at the meeting when the vote was opened No. 643,491,260 equal to 75.771% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	542,590,734	84.320%	63.890%
<b>Votes against</b>	87,614,162	13.615%	10.317%
<b>Abstentions</b>	12,192,478	1.895%	1.436%
<b>No votes</b>	1,093,886	0.170%	0.128%
<b>Total shares</b>	<b>643,491,260</b>	<b>100.000%</b>	<b>75.771%</b>

**Item 5.e of the agenda**

**Employee Share Ownership and Coinvestment Plan 2023-26 ("ESOP 2023-26") for Mediobanca Group Staff**

Shares present at the meeting when the vote was opened No. 643,338,260 equal to 75.753% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	549,722,560	85.448%	64.730%
<b>Votes against</b>	86,820,891	13.496%	10.223%
<b>Abstentions</b>	5,695,437	0.885%	0.671%
<b>No votes</b>	1,099,372	0.171%	0.129%
<b>Total shares</b>	<b>643,338,260</b>	<b>100.000%</b>	<b>75.753%</b>



**Extraordinary business**

**Item 1 of 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 resolution**

Shares present at the meeting when the vote was opened No. 647,044,645 equal to 76.189% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	646,447,101	99.908%	76.119%
<b>Votes against</b>	32,774	0.005%	0.004%
<b>Abstentions</b>	402,081	0.062%	0.047%
<b>No votes</b>	162,689	0.025%	0.019%
<b>Total shares</b>	<b>647,044,645</b>	<b>100.000%</b>	<b>76.189%</b>

**Item 2 of 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; Article 4 of the company's Articles of Association to be amended accordingly and related resolution**

Shares present at the meeting when the vote was opened No. 647,142,670 equal to 76.201% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	547,030,087	84.530%	64.413%
<b>Votes against</b>	92,284,264	14.260%	10.867%
<b>Abstentions</b>	7,612,013	1.176%	0.896%
<b>No votes</b>	216,306	0.034%	0.025%
<b>Total shares</b>	<b>647,142,670</b>	<b>100.000%</b>	<b>76.201%</b>



**Item 3 of 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; Article 4 of the company's Articles of Association to be amended accordingly and related resolutions**

Shares present at the meeting when the vote was opened No. 647,109,645 equal to 76.197% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	No. Share	% on shares represented in the meeting	% on share capital
<b>Votes for</b>	547,835,944	84.659%	64.507%
<b>Votes against</b>	91,475,682	14.136%	10.771%
<b>Abstentions</b>	7,572,713	1.170%	0.892%
<b>No votes</b>	225,306	0.035%	0.027%
<b>Total shares</b>	<b>647,109,645</b>	<b>100.000%</b>	<b>76.197%</b>

**Item 4 of the agenda**

**Proposal to amend Article 33 of the company's Articles of Association (interim dividend); related resolutions**

Shares present at the meeting when the vote was opened No. 647,017,437 equal to 76.186% of the No. 849,257,474 shares constituting the share capital.

The voting result was the following:

**Votes result**

	No. Share	% on shares represented in the meeting	% on share capital
<b>Votes for</b>	645,596,079	99.780%	76.019%
<b>Votes against</b>	36,752	0.006%	0.004%
<b>Abstentions</b>	1,261,100	0.195%	0.148%
<b>No votes</b>	123,506	0.019%	0.015%
<b>Total shares</b>	<b>647,017,437</b>	<b>100.000%</b>	<b>76.186%</b>