



MEDIOBANCA S.p.A.

Registered Office: Piazzetta Enrico Cuccia 1, Milan
Share capital € 443,640,006.50 fully paid up
Tax code and Milan Co. Reg. No. n. 00714490158

**ORDINARY SHAREHOLDERS' MEETING
HELD ON 28 OCTOBER 2022**

**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**

Item 1 of the agenda

Financial statements as at 30 June 2022, 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 2022;

Shares present at the meeting when the vote was opened No. 512,522,009 equal to 60.425% of the No. 848,198,552 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	512,138,097	99.925%	60.380%
Votes against	105,617	0.021%	0.012%
Abstentions	226,186	0.044%	0.027%
No votes	52,109	0.010%	0.006%
Total shares	512,522,009	100.000%	60.425%

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. 512,522,009 equal to 60.425% of the No. 848,198,552 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	512,361,024	99.968%	60.406%
Votes against	23,827	0.005%	0.003%
Abstentions	85,049	0.017%	0.010%
No votes	52,109	0.010%	0.006%
Total shares	512,522,009	100.000%	60.425%



Item 2 of the agenda

Remuneration:

Item 2.a of the agenda

Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2022-23;

Shares present at the meeting when the vote was opened No. 505,789,543 equal to 59.631% of the No. 848,198,552 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	323,500,392	63.959%	38.140%
Votes against	14,169,412	2.801%	1.670%
Abstentions	168,071,630	33.230%	19.815%
No votes	48,109	0.010%	0.006%
Total shares	505,789,543	100.000%	59.631%

Item 2.b of the agenda

Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2021-22;

Shares present at the meeting when the vote was opened No. 505,789,543 equal to 59.631% of the No. 848,198,552 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	329,135,891	65.074%	38.804%
Votes against	8,806,917	1.741%	1.038%
Abstentions	167,798,626	33.175%	19.783%
No votes	48,109	0.010%	0.006%
Total shares	505,789,543	100.000%	59.631%



Item 2.c of the agenda

Policy in the event of the beneficiary leaving office or the employment arrangement being terminated;

Shares present at the meeting when the vote was opened No. 505,789,543 equal to 59.631% of the No. 848,198,552 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	503,634,784	99.574%	59.377%
Votes against	2,005,883	0.396%	0.236%
Abstentions	100,766	0.020%	0.012%
No votes	48,110	0.010%	0.006%
Total shares	505,789,543	100.000%	59.631%

Item 2.d of the agenda

2023 incentivization system based on financial instruments (annual performance share scheme).

Shares present at the meeting when the vote was opened No. 505,789,543 equal to 59.631% of the No. 848,198,552 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	503,315,110	99.511%	59.339%
Votes against	2,419,481	0.478%	0.285%
Abstentions	6,843	0.001%	0.001%
No votes	48,109	0.010%	0.006%
Total shares	505,789,543	100.000%	59.631%