



NOTICE TO SHAREHOLDERS OF MEDIOBANCA S.p.A.

As required by Article 136 of Consob Regulation no. 11971/1999 as amended

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PROXY SOLICITATION PROMOTED BY

MEDIOBANCA

LIMITED COMPANY

CAPITAL PAID UP €444,169,467.5

REGISTERED OFFICE: PIAZZETTA ENRICO CUCCIA 1, MILAN, ITALY

MILAN COMPANIES' REGISTER REGISTRATION NO. AND TAX IDENTIFICATION CODE 00714490158

VAT NO. 10536040966

REGISTERED AS A BANK AND BANKING GROUP UNDER REGISTRATION NO. 10631

PARENT COMPANY OF THE MEDIOBANCA S.P.A. BANKING GROUP

Party engaged to solicit and collect proxies and vote at the Annual General Meeting

Morrow Sodali S.p.A.

Introduction

This notice contains the main information regarding the proxy solicitation that Mediobanca - Banca di Credito Finanziario S.p.A. ("**Mediobanca**", or the "**Company**", or the "**Issuer**"), as Promotor, intends to implement pursuant to Articles 136ff. of Italian Legislative Decree no. 58 of 24 February 1998 (the "**Italian Finance Act**") and Articles 135ff. of Consob resolution no. 11971/1999 (the "**Regulations for Issuers**"), with reference to the Annual General Meeting called to transact ordinary and extraordinary business in a single session to be held at 10.00 a.m. on 28 October 2023 at Via Filodrammatici 3, Milan, Italy (the "**AGM**"), by the means and on the terms set forth in the notice of meeting published on the Issuer's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023).

The solicitation will be performed based on the principle of providing objective information, to ensure that shareholders are able to vote in an informed manner, and to promote active participation in the life of the company, in particular the Annual General Meeting and the resolutions which shareholders have been called to adopt.

This notice is simultaneously (i) sent to Consob, Borsa Italiana S.p.A. and Monte Titoli S.p.A., and (ii) published on the Issuer's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023) and the website of Morrow Sodali S.p.A. (the "**Appointed Party**") www.morrowsodali-transactions.com and on the authorized storage mechanism website of eMarket STORAGE operated by Teleborsa S.r.l., at the following address: www.emarketstorage.com.



A. IDENTIFICATION DATA FOR THE PROMOTER, ISSUER AND APPOINTED PARTY

The party promoting the proxy solicitation for voting (the "**Solicitation**") is Mediobanca - Banca di Credito Finanziario S.p.A., which is also the issuer of the ordinary shares for which the voting proxy is being requested ahead of the Annual General Meeting called to take place in a single session at 10.00 a.m. on 28 October 2023.

The issuer has its registered office at Piazzetta Enrico Cuccia 1, Milan, Italy, share capital of €444,169,467.5, fully paid up, tax identification code and registration no. in the Milan Companies' Register 00714490158, is registered as a bank and a banking group under registration no. 10631, and parent company of the Mediobanca Banking Group.

The Mediobanca shares are admitted to listing on the Euronext Milan regulated market, organized and operated by Borsa Italiana S.p.A., ISIN code IT0000062957.

The Promoter has retained Morrow Sodali S.p.A., a company which provides advisory and shareholder communications and proxy voting services to listed companies, to collect the voting proxies and to vote at the Annual General Meeting in exercise of the proxies thus conferred in connection with the Solicitation.

Morrow Sodali has its registered office in Via XXIV Maggio 43, Rome, Italy, share capital of €200,000, and is registered in the Rome Companies' Register under registration no. 1071740/04, tax identification code and VAT no. 08082221006.

B. DATE FOR WHICH THE AGM HAS BEEN CALLED AND LIST OF ITEMS ON THE AGENDA

The Annual General Meeting of Mediobanca (ordinary and extraordinary business) has been called to take place in a single session at 10.00 a.m. on 28 October 2023 in Via Filodrammatici 3, Milan.

The agenda for the AGM, included in the Notice of Meeting published *inter alia* on the Issuer's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2023) on 15 September 2023 is as follows:

Ordinary business

1. Financial statements as at 30 June 2023, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:
 - a. Approval of financial statements for the year ended 30 June 2023;
 - b. Allocation of profit for the year and distribution of dividend.
2. Appointment of Board of Directors for 2024-26 three-year period:
 - a. Establishment of number of Directors;
 - b. Appointment of Directors;
 - c. Establishment of their annual remuneration.
3. Appointment of Statutory Audit Committee for 2024-26 three-year period:
 - a. Appointment of Committee members and Chairperson;



- b. Establishment of their annual remuneration.
4. Proposed authorization to buy and dispose of treasury shares.
5. Remuneration
 - a. Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2023-24;
 - b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2022-23.
 - c. 2023-24 incentivization system based on financial instruments (annual performance share scheme).
 - d. Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments.
 - e. Employee Share Ownership and Coinvestment Plan 2023-2026 ("ESOP 2023-26") for Mediobanca Group Staff.

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 and related resolution.
2. 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.
3. 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 2023-2026 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 resolution.
4. Proposal to amend Article 33 of the company's Articles of Association (interim dividend); related resolutions.

C. MEANS BY WHICH PROSPECTUS AND PROXY FORM WILL BE PUBLISHED

The solicitation prospectus (the "**Prospectus**") and proxy form (the "**Proxy Form**") will be published, in accordance with the provisions of Article 136(3) of the Regulations for Issuers, and the same time as they are sent to Consob, Borsa Italiana S.p.A., and Monte Titoli S.p.A., and the same documentation will be made available on the website of the Company, at www.mediobanca.com (Governance/General Meetings/General Meeting 2023), on the website of Morrow Sodali www.morrowsodali-transactions.com and on the eMarket STORAGE authorized storage mechanism website at www.emarketstorage.com.



D. DATE AS FROM WHICH THE PARTY AUTHORIZED TO VOTE MAY ASK THE PROMOTER FOR THE PROSPECTUS AND PROXY FORM OR VIEW THEM AT THE MARKET OPERATING COMPANY

All shareholders may obtain or ask for the Prospectus and Proxy Form, or view them, starting from 27 September 2023.

E. ITEMS ON THE AGENDA IN RESPECT OF WHICH SOLICITATION IS BEING SOUGHT

The Promoter intends to solicit voting proxies in respect of **item 2 letters a), b) and c)** on the agenda as ordinary business for the appointment of the Board of Directors for the 2024-26 three-year period.

Items on the agenda in respect of which the Solicitation is being sought	Promoter's proposed resolution Vote solicited
Item no. 2 on the agenda - Appointment of Board of Directors for 2024-26 three-year period a. Establishment of number of Directors	IN FAVOUR of the proposal to establish the number of members of the Issuer's Board of Directors as 15.
Item no. 2 on the agenda - Appointment of Board of Directors for 2024-26 three-year period b. Appointment of Directors	IN FAVOUR of the List no. 1 submitted by the Board of Directors with the following candidates: 1) Renato Pagliaro 2) Alberto Nagel 3) Laura Cioli (*) 4) Valérie Hortefeux (*) 5) Francesco Saverio Vinci 6) Laura Penna (*) 7) Vittorio Pignatti Morano (*) 8) Angel Vilà Boix (*) 9) Virginie Banet (*) 10) Marco Giorgino (*) 11) Mana Abedi (*) 12) Maximo Ibarra (*) 13) Simonetta Iarlori (*) 14) Mimi Kung (*) 15) Stefano Parisse (*) (*) Independent Director



<p>Item no. 2 on the agenda - Appointment of Board of Directors for 2024-26 three-year period</p> <p>c. Establishment of their annual remuneration</p>	<p style="text-align: center;">IN FAVOUR</p> <p>of the proposal to establish the gross annual compensation payable to the Board of Directors as €2.5m, such amount not including the compensation paid as earnings to any Directors who are employees of the Mediobanca Group under the terms of their employment contracts, or the remuneration payable to Directors with special positions (including the Chairman) pursuant to Article 2389(3) of the Italian Civil Code, to be established by the Board itself.</p>
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The reasons underlying the above voting guidance are illustrated in the Prospectus made available by the means referred to in the foregoing letter C) as from 27 September 2023.

Where circumstances change compared those stated in the Prospectus and/or the Proxy Form, the Company will make the required additions to the documents, providing notice to such effect by the same means stated in this notice.

In accordance with the provisions of Article 138(2), second sentence, of the Regulations for Issuers, in cases where the voting instructions issued by the solicited party do not conform to the Promoter's proposals (the "**Proposals**"), the Promoter will vote in accordance with the instructions received, even if these differ from the Proposals referred to above: accordingly, if the solicited party has issued a proxy to vote in favour of different proposals – including with reference to the list of candidates put forward for appointment to the management body – from those formulated by the Promoter, the Appointed party shall exercise the vote in absolute conformity with the instructions received from the party that has responded to the Solicitation.

The Promoter **does not intend** to carry out the Solicitation in respect of items no 1), 3), 4), 5) on the agenda of the Annual General Meeting as ordinary business and/or items no. 1), 2), 3), 4) on the agenda as extraordinary business, without prejudice to the shareholders' right to vote on them, even though they are not covered by the Solicitation, by completing the Proxy Form attached to the Prospectus accordingly.

F. OTHER INFORMATION

It should be noted that for the proxy to be valid, the Proxy Form, made available in the locations listed under the foregoing letter C), as from 27 September 2023, must be undersigned and dated by the party entitled to vote, or alternatively, if such party is a company, by the party legally authorized to represent it.



The Proxy Form must reach the Promoter, via the Appointed Party, duly completed, dated and undersigned, by 11.59 p.m. on 26 October 2023 (the "**Proxy Deadline**") by one or other of the following means:

- ◆ by email to the following address: assemblea.mediobanca@investor.morrowsodali.com
- ◆ by certified email (PEC) to the following address: morrowsodali@legalmail.it
- ◆ By post via a letter sent by recorded delivery, courier or delivered by hand, to the following address: Morrow Sodali S.p.A. - Via XXIV Maggio 43, 00187 Rome, Italy, marked for the attention of: Retail Department

If the proxy is sent via email, without prejudice to the validity of the proxy thus sent, shareholders are recommended to send the original by post or deliver it by hand to the Appointed Party in any case, or to send an information document signed electronically in accordance with the provisions of Article 20, paragraph 1-bis and 1-ter, of Italian Legislative Decree no. 82 of 7 March 2005.

The following must be sent together with the Proxy Form:

- ◆ for individuals: a photocopy of their identity card
- ◆ for companies or other entities, a copy of the certificate issued by the Companies' Register or the special powers of attorney or another such deed which shows clearly the powers to represent the company vested in the person signing the Proxy Form; a photocopy of the identity card of the person signing the Proxy Form
- ◆ A copy of the certification required under Article 83-sexies of the Italian Finance sent by the intermediaries to the Issuer.

The Promoter disclaims all liability in the event of failure to vote in respect of proxies received after the Proxy Deadline and/or of proxies which, despite being received by the deadline, are not fully compliant with the provisions of the law.

Furthermore, as the Promoter is the same as the Issuer of the shares in respect of which the voting proxy is being requested, the provisions which allow the Promoter (in the cases contemplated in Article 137(3) and Article 138(4) of the Regulations for Issuers) to vote differently from the proposal, where expressly authorized to do so by the solicited party, if material circumstances occur that are unknown when the proxy is issued and cannot be disclosed to them, of such a kind as to give reason to believe that the solicited party, had it known them, would have issued different voting instructions, do not apply in this case.

The proxy may be rescinded at any time by issuing a declaration in writing for the Promoter's attention, once again via the Appointed Party, by and no later than 11.59 p.m. on 26 October 2023.

It should be remembered that parties entitled to vote who issue proxies must ask their intermediary to notify the Issuer within the terms and by the means stipulated in the regulations in force, providing proof of their right to participate in the Annual General Meeting and to vote thereat.

In relation to the right to participate in and vote at the Annual General Meeting, shareholders are reminded that:



- Under Article 83-sexies of the Italian Finance Act, the right to participate in the Annual General Meeting and to vote thereat are proven by a notification to be sent to the Issuer by an intermediary which is a member of the centralized management system operated by Monte Titoli S.p.A., on behalf of the party entitled to vote, based on the evidence as at the end of the accounting day for the seventh open market day prior to the date set for the Annual General Meeting itself (in this case 19 October 2023 - the "Record Date");
- Only those parties who are proven to be authorized to vote as at the Record Date (19 October 2023) will be authorized to take part in and vote at the Annual General Meeting.

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For purposes of the Solicitation, collection and exercise of the proxy referred to in this notice, the Promoter will use the services of the Appointed Party, in the persons of:

- Andrea Di Segni, born in Rome on 17/4/1966, tax identification code DSGNDR66D17H501N
- Fabio Bianconi, born in Urbino on 14/5/1980, tax identification code BNCFBA80E14L500I
- Renato Di Vizia, born in Capaccio (Salerno) on 26/8/1970, tax identification code DVZRNT70M26B644G
- Iolanda Casella, born in Salerno on 18/11/1982, tax identification code CSLND82S58H703T

jointly and severally, in relation to whom, as far as the Promoter is aware, none of the situations contemplated in Article 135-decies of the Italian Finance Act applies.

Milan, 22 September 2023