



MEDIOBANCA
Banca di Credito Finanziario S.p.A.



NOTICE OF MEETING

ANNUAL GENERAL MEETING

28 OCTOBER 2022

Notice is hereby given that an ordinary general meeting of shareholders in Mediobanca has been called to take place in a single session starting at 10.00 a.m. on 28 October 2022, at the Bank's headquarters in Via Filodrammatici 3, Milan, Italy, with the following

Agenda

1. Financial statements as at 30 June 2022, 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 2022;
 - b. allocation of profit for the year and distribution of dividend.
2. Remuneration:
 - a. Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2022-23;
 - b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2021-22;
 - c. Policy in the event of the beneficiary leaving office or the employment arrangement being terminated;
 - d. 2023 incentivization system based on financial instruments (annual performance share scheme).

Right to participate in the Annual General Meeting

Parties are entitled to attend and vote if the Company has received notice of their ownership of the shares sent by the intermediary, based on its own records at the end of the accounting day of the seventh open market day prior to the date set for the Annual General Meeting to be held in a single session (**19 October 2022 – the "Record Date"**). Investors who come to own voting rights after this date shall not be entitled to attend and vote at the general meeting.

Normally such notice must be received by 23:59 of the third open-market day prior to the meeting (**25 October 2022**). Otherwise, authorization to take part and vote in cases where the notice is received by the Company after the deadline may still be granted, provided such notice is received before proceedings at the meeting commence.

Representation at the Annual General Meeting

Proxies issued pursuant to Article 135-novies of Italian Legislative Decree 58/98 (the "Ordinary Proxy")

Pursuant to Article 7 of the Company's Articles of Association, shareholders authorized to take part in and vote may elect to be represented in the general meeting by issuing a written proxy; the proxy form available at website www.mediobanca.com (in the section entitled Governance/General Meetings/General Meeting 2022) or at its head office may be used for this purpose. The proxy may be issued on paper and signed with an autograph signature, or via a document signed with an eligible electronic or digital signature, in accordance with Italian regulations in force on this subject. Proxies may be notified to the Company by using the relevant section of the Company's website, via email to the following address: azionisti@mediobanca.com (Ordinary Proxies, AGM 2022).

The sending of such copies beforehand shall not exempt the proxy from the obligation, during the accreditation process for admission to the proceedings, to prove that the notified copy conforms to the original and to prove the identity of the party issuing the proxy.

Proxies issued pursuant to Article 135-undecies of Italian Legislative Decree 58/98 (the "Appointed Representative as Proxy")

Shareholders may issue a proxy, with voting instructions for all or some of the proposed items on the agenda, to Mr Dario Trevisan, domiciled for the purposes hereof in Viale Majno 45, Milan, Italy (or other persons delegated by him should he be otherwise impeded) in his capacity as the represented appointed by Mediobanca pursuant to Article 135-undecies of Italian Legislative Decree 58/98. The proxy may be issued to the Appointed Representative by completing the Proxy Form to the Appointed Representative which is published, along with instructions on how to compile and send it, on the Bank's website at mediobanca.com in the section entitled Governance/General Meetings/General Meeting 2022, and is also available at the Bank's head office.

The original proxy to the Appointed Representative, along with the voting instructions, plus a copy of a valid identity document for the delegating party, or, if the latter is a company, for such company's current representative-at-law or another individual vested with the requisite powers, along with documentation suitable for the purpose of proving such capacity and power, must reach the Appointed Representative by 23:59 of the second open market day prior to the date set for the Annual General Meeting (**26 October 2022**) by one or other of the following means: i) for proxies with autograph signatures, delivered or sent via courier or recorded delivery with return receipt to: Studio Legale Trevisan & Associati – Viale Majno 45, 20122 Milan (marked "MEDIOBANCA 2022 AGM PROXY"); ii) for proxies with eligible electronic or digital signatures, via certified email message sent to rappresentante-designato@pec.it; or by using the relevant section of the company's website at mediobanca.com (Governance/General Meetings/General Meeting 2022). Proxies and voting instructions issued to the Appointed Representative may also be revoked by the same date and by the same means referred to above.

The company's website may be consulted for further information. Shareholders may contact the Appointed Representative for clarification on how to issue the Proxy (and in particular on how to complete the proxy form and voting instructions and how to send them) at the addresses given above and/or at the following freephone telephone number (Italy only): 800 134 679.

Additions to the Agenda and submission of proposed new resolutions

Shareholders representing, *inter alia* jointly, at least one-fortieth of the company's share capital (2.5%) may request, as permitted by Article 126-bis of Italian Legislative Decree no. 58/1998, and within 10 days of publication of this notice, i.e. by **3 October 2022**, an addition to the list of items on the Agenda, indicating the further topics for discussion proposed by them in the question. The application for additional items must be sent by the term referred to above to the Company's headquarters at Piazzetta E. Cuccia 1, 20121 Milan, Italy, marked for the attention of Group Corporate Affairs, by recorded delivery, or via email to the following address: affari.societari@pec.mediobanca.com; the application must contain information regarding the identity of the shareholders submitting the request, with an indication of the percentage shareholding owned in the aggregate and the reference details of the notice issued by the intermediary to the company authorizing the person concerned to exercise such right, and a report containing an indication of the reasons for the proposed resolutions on the new items, or the reason for the proposed further resolutions on items already included on the Agenda.

Any additions or proposed resolutions on items already included on the Agenda will be published by **13 October 2022** via the same means used to publish this notice. At the same time, the reports prepared by shareholders who have applied for additions to be made or further resolutions to be added to those already included on the Agenda will be published, in the same form as provided for the documentation regarding the Annual General Meeting, along with an assessment of the proposals by the governing body. No additions to the Agenda are permitted in the case of items for which shareholders by law are required to adopt resolutions at the proposal of the Board of Directors or based on a project or report prepared by the Board, save as provided under Article 125-ter, paragraph 1 of Italian Legislative Decree 58/98.

Right to ask questions on items on the agenda

Pursuant to Article 127-ter of Italian Legislative Decree 58/1998, shareholders with voting rights may submit questions on the items on the agenda even prior to the Annual General Meeting, by sending them either through the relevant section of website www.mediobanca.com (section Governance/General Meetings/General Meeting 2022), or by email to azionisti@mediobanca.com, indicating in the subject line "Questions for 2022 Annual General Meeting", along with their identification and contact details.

The questions must be accompanied by the reference details of the notice sent by the intermediary to the Company authorizing the party concerned to exercise such right.

Applications must be received if possible by 6 p.m. on **21 October 2022**. Questions that are relevant to the items on the agenda will be answered during the Annual General Meeting itself at the latest, in accordance with the procedures provided for by the regulations.

The Company may choose to provide single answers to questions with the same content. It will not provide answers to questions that do not comply with the aforementioned procedures, terms and conditions. No answer is due, even at the Annual General Meeting, to the questions asked if the information requested is already available in "Question and Answer" format in the appropriate section of the website.



Documentation for the Annual General Meeting and information for shareholders

Documentation for the Annual General Meeting will be made available, within the terms set by law, at the Company's registered office and on the websites emarketstorage.com and www.mediobanca.com (section Governance/General Meetings/General Meeting 2022).

Information on share capital

The company's share capital, subscribed for and paid up, amounts to €443,640,006.50 made up of 848,198,552 shares with no nominal value. Each share entitles its own to one vote.

The company owns 9,312,945 treasury shares, equal to 1.098% of its share capital.

An excerpt from this notice, as provided by Article 125-bis of Italian Legislative Decree 58/98, has also been published in the following daily newspapers: *Il Corriere della Sera* and *MF/Milano Finanza*.

pp. the Board of Directors

CHAIRMAN

(Renato Pagliaro)

Milan, 23 September 2022

Further information regarding the means of participation in the Annual General Meeting may be requested, on working days, from the Group Corporate Affairs – Shareholders office of Mediobanca S.p.A. (tel. no.: (0039) 02-8829.455 or 02-8829.543; or alternatively by sending an email to the following address azionisti@mediobanca.com).

Under Regulation (EU) 2016/679, the data controller of the personal data is Mediobanca S.p.A. For the exercise of rights in relation to the Annual General Meeting, shareholders are invited to read the information notice on personal data processing published on the Bank's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2022).