



# MEDIOBANCA

## PRESS RELEASE

The Board of Directors' Report on Remuneration Policies for item no. 3 on the agenda for the Annual General Meeting of shareholders to be held on 27 October 2018 is now available at the Bank's headquarters and at [emarketstorage.com](http://emarketstorage.com) e [mediobanca.com](http://mediobanca.com) (in the section entitled Corporate Governance/General Meetings 2018).

Moreover, as required under Article 84-bis of Consob resolution 11971/99 (Regulations for issuers), notice is hereby given that, for the period 1 October 2017 – 28 September 2018, a total of 1,871,084 Mediobanca shares (performance shares, to be assigned over the next five years) have been approved by way of a capital increase to be awarded to Group employees in application of the staff remuneration policies, from the scheme approved by shareholders at an annual general meeting held on 28 October 2015. Attached hereto is a table showing the updated situation with regard to the share-based compensation schemes issued to this date.

A description of the schemes is published on the company's website at [www.mediobanca.com](http://www.mediobanca.com) in the section entitled Corporate Governance/Remuneration Policy.

Milan, 28 September 2018

### **Investor Relations**

Tel. no.: (0039) 02-8829.1

[jessica.spina@mediobanca.com](mailto:jessica.spina@mediobanca.com) (860)  
[luisa.demaria@mediobanca.com](mailto:luisa.demaria@mediobanca.com) (647)  
[matteo.carotta@mediobanca.com](mailto:matteo.carotta@mediobanca.com) (290)

### **Media Relations**

Tel. no.: (0039) 02-8829.1

[lorenza.pigozzi@mediobanca.com](mailto:lorenza.pigozzi@mediobanca.com) (627)  
[stefano.tassone@mediobanca.com](mailto:stefano.tassone@mediobanca.com) (319)  
[simona.rendo@mediobanca.com](mailto:simona.rendo@mediobanca.com) (914)



## COMPENSATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

Table 1 of scheme 7 of Annex 3A to Regulations for Issuers dated 11971/99

Date: 28 September 2018

Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 1 Instruments issued under valid schemes in force approved on the basis of resolutions adopted by shareholders in previous general meetings						
		Date approved by shareholders in AGM (2)	Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- or three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	29,513	3 February 2014	N/A	6.692	The shares will be made available in November 2018 (up to 29,513).



# MEDIOBANCA

Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	20,646	26 September 2014	N/A	6.691	The shares will be made available in November 2018 (up to 20,646).
Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	177,194	26 September 2014	N/A	6.691	The shares will be made available in November 2018 (up to 177,194).
Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- or three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	7,495	26 January 2015	N/A	7.351	The shares will be made available in January 2019 (up to 7,495).



# MEDIOBANCA

Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	77,790	16 July 2015	N/A	8.926	The shares will be made available in tranches in November 2018 (up to 51,860), November 2019 (up to 25,930).
Alberto Nagel	Mediobanca CEO	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	73,563	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2018 (up to 36,781), November 2019 (up to 36,782).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	61,140	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2018 (up to 30,570), November 2019 (up to 30,570).



# MEDIOBANCA

Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	101,883	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2018 (up to 64,385), November 2019 (up to 37,498).
Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	705,668	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2018 (up to 468,608), November 2019 (up to 237,060).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	11,079	27 January 2016	N.D.	7.508	The shares will be made available in tranches in January 2019 (up to 7,386), January 2020 (up to 3,693).



Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	183,956	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 73,583), November 2019 (up to 44,149), November 2020 (up to 44,149), November 2021 (up to 22,075).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	91,627	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 36,650), November 2019 (up to 21,991), November 2020 (up to 21,991), November 2021 (up to 10,995).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	323,752	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 134,894), November 2019 (up to 78,240), November 2020 (up to 75,004), November 2021 (up to 35,614).



# MEDIOBANCA

Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	1,484,175	27 September 2016	N.D.	5.960	The shares will be made available in tranches in November 2018 (up to 702,379), November 2019 (up to 446,374), November 2020 (up to 282,024), November 2021 (up to 53,398).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	20,891	27 January 2017	N.D.	8.689	The shares will be made available in tranches in January 2019 (up to 8,356), January 2020 (up to 5,014), January 2021 (up to 5,014), January 2022 (up to 2,507).
Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	152,387	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 60,955), November 2020 (up to 36,573), November 2021 (up to 36,573), November 2022 (up to 18,286).



Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	116,830	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 46,732), November 2020 (up to 28,039), November 2021 (up to 28,039), November 2022 (up to 14,020).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	256,802	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 106,505), November 2020 (up to 62,010), November 2021 (up to 59,740), November 2022 (up to 28,547).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	1,073,403	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 526,140), November 2020 (up to 313,255), November 2021 (up to 197,742), November 2022 (up to 36,266).

- 1) The category "strategic management" includes the number of identified staff as at 30 June 2018.
- 2) The performance share schemes approved under a resolution adopted by shareholders in a general meeting held on 28 October 2010 and on 28 October 2015 are published on the bank's website at [www.mediobanca.com](http://www.mediobanca.com)
- 3) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the





MEDIOBANCA

date on which the Remunerations Committee and Board of Directors meetings were held to approve the Remunerations policy or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).



Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 2 Newly-awarded instruments following decision by governing body implementing resolution adopted by shareholders in general meeting						
		Date approved by shareholders in AGM (2)	Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	35,653	12 October 2017	N.D.	9.111	The shares will be made available in tranches in November 2019 (up to 21,392), November 2020 (up to 9,270), November 2021 (up to 4,991).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	55,460	15 December 2017	N.D.	9.377	The shares will be made available in tranches in November 2019 (up to 22,184), November 2020 (up to 13,310), November 2021 (up to 13,310), November 2022 (up to 6,656).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	21,407	27 February 2018	N.D.	9.946	The shares will be made available in tranches in February 2020 (up to 8,356), in February 2021 (up to 5,138), in February 2022 (up to 5,138), in February 2023 (up to 2,568).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	13,895	13 April 2018	N.D.	9.883	The shares will be made available in tranches in November 2020 (up to 8,337), November 2021 (up to 3,613), November 2022 (up to 1,945).
Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	150,981	27 September 2018	N.D.	9.122	The shares will be made available in tranches in November 2020 (up to 60,392), November 2021 (up to 36,235), November 2022 (up to 36,235), November 2023 (up to 18,119).



Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	125,818	27 September 2018	N.D.	9.122	The shares will be made available in tranches in November 2020 (up to 50,327), November 2021 (up to 30,196), November 2022 (up to 30,196), November 2023 (up to 15,099).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	254,309	27 September 2018	N.D.	9.122	The shares will be made available in tranches in November 2020 (up to 106,392), November 2021 (up to 61,500), November 2022 (up to 58,700), November 2023 (up to 27,717).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	1,213,561	27 September 2018	N.D.	9.122	The shares will be made available in tranches in November 2020 (up to 600,196), November 2021 (up to 349,948), November 2022 (up to 222,062), November 2023 (up to 41,355).

- 1) The category "strategic management" includes the number of identified staff as at 30 June 2018.
- 2) The performance share scheme approved under a resolution adopted by shareholders in a general meeting held on 28 October 2015 is published on the bank's website at [www.mediobanca.com](http://www.mediobanca.com)
- 3) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the



MEDIOBANCA

date on which the Remunerations Committee and Board of Directors meetings were held to approve the Remunerations policy or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).



## Compensation schemes based on financial instruments

Table 1 of scheme 7 of Annex 3A to Regulations for Issuers dated 11971/99

Date: 28 September 2018

Name and surname or category (1)	Position (to be indicated only for named awards) (2)	BOX 2							
		Options (option grants)							
		Section 1 Options issued under valid schemes in force approved on the basis of resolutions adopted by shareholders in previous general meetings <sup>1)</sup>							
		Date approved by shareholders in AGM (3)	Description of instrument	No. of financial instruments underlying options awarded but not exercisable	No. of financial instruments underlying options awarded exercisable but not exercised	Date awarded by relevant governing body (BoD)	Strike price	Market price of financial instrument underlying at the award date	Option expires on
Mediobanca Group key staff		27 October 2007	SO	—	150,000	1 August 2011	6.430	6.249	31 July 2019

1) The stock option scheme approved under a resolution adopted by shareholders in a general meeting held on 27 October 2007 with the addenda approved by the Board of Directors on 24 June 2011 is published on the bank's website at [www.mediobanca.com](http://www.mediobanca.com)