



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). |



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| 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). |



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| 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). |



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| 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). |



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| 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). |



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| 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). |



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| 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
- 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



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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). |



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| 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). |



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| 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
- 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



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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 ¹⁾ | | | | | | | |
| | | 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