



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

Press release

A Board meeting of Mediobanca was held today, with Mr Renato Pagliaro in the chair, to examine – *inter alia* at Consob’s request – ahead of the Annual General Meeting of shareholders called to take place on 28 October 2011 to reappoint the company’s governing bodies, the material nature of the relations between Fondazione CariVerona, UniCredit and Mediobanca with respect to the existence of relations of affiliation as defined in Article 148, paragraph 2, of the Italian Consolidated Finance Act and the Consob regulations enacting it. Mediobanca asked Professor Pietro Trimarchi to issue a legal opinion on this issue, the conclusion of which was as follows: “Between Fondazione CariVerona and UniCredit, the latter being the shareholder submitting what might be expected to be the “majority” list of Mediobanca, the particular relation of affiliation as envisaged under Article 148, paragraph 2, of the Italian Consolidated Finance Act does exist”.

At the end of the discussion the Board of Directors agreed with this conclusion, which Consob itself had reiterated in a letter dated 19 October 2011.

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