



Press Release

Annual General Meeting of Mediobanca Shareholders

At the Annual General Meeting held today, the shareholders of Mediobanca:

- ◆ Approved the financial statements as at 30 June 2017;
- ◆ Approved the distribution of a gross dividend of €0.37 per share in respect of each of the 865,476,647 shares in issue granting such entitlement, payable as from 22 November 2017, with record date 21 November 2017 after coupon no. 34 has been detached on 20 November 2017;
- ◆ Established the number of Board members at 15 and established their aggregate gross annual remuneration at €2,500,000;
- ◆ Appointed the following persons as Directors until approval of the financial statements for the year ending 30 June 2020: Renato Pagliaro, Alberto Nagel, Francesco Saverio Vinci, César Alierta, Maurizia Angelo Comneno, Marie Bolloré, Maurizio Carfagna, Maurizio Costa, Valérie Hortefeux, Elisabetta Magistretti, Alberto Pecci, Massimo Tononi, Gabriele Villa, from the majority list submitted by Unicredit, Angela Gamba and Alberto Lupoi, from the minority list submitted by Studio Legale Trevisan on behalf of a group of investors; the following directors have declared that they qualify as independent under the terms of the definition provided in Article 148, para. 3 of Italian Legislative Decree 58/98: César Alierta, Maurizia Angelo Comneno, Marie Bolloré, Maurizio Carfagna, Maurizio Costa, Angela Gamba, Valérie Hortefeux, Alberto Lupoi, Elisabetta Magistretti, Massimo Tononi and Gabriele Villa;
- ◆ Appointed the following persons as Statutory Auditors approval of the financial statements for the year ending 30 June 2020: Natale Freddi (Chairman), from the minority list submitted by Studio Legale Trevisan, Francesco Di Carlo and Laura Gualtieri, from the majority list submitted by Unicredit, with annual aggregate remuneration of €460,000, €180,000 of which for the Chairman and €140,000 for each of the other two Statutory Auditors; all the Statutory Auditors have declared that they qualify as independent under the terms of the definition provided in Article 148, para. 3 of Italian Legislative Decree 58/98.
The following persons were also appointed as Alternate Auditors: Alessandro Trotter and Barbara Negri, from the majority list submitted by Unicredit, and Stefano Sarubbi from the minority list submitted by Studio Legale Trevisan;
- ◆ Approved the "Staff Remunerations Policies", including the cap on variable and fixed remuneration based on a ratio of 2:1 and the criteria for establishing the compensation due in cases where beneficiaries leave office or cease to work for Mediobanca;
- ◆ Approved the increase in the annual fee payable to external auditors PricewaterhouseCoopers S.p.A. for audit of the company's financial statements from €440,000 to €490,000 for the financial year ended 30 June 2017 and from €440,000 to €510,000 for the 2018-21 period.

The CVs of the new Directors and Statutory Auditors are available on the Bank's website at www.mediobanca.com, in the Corporate Governance section.

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MEDIOBANCA

At a Board meeting held after the Annual General Meeting had finished, the Directors of Mediobanca:

- ◆ Appointed Renato Pagliaro as Chairman, Maurizia Angelo Comneno and Alberto Pecci as Deputy Chairs, Alberto Nagel as Chief Executive Officer and Massimo Bertolini as Secretary to the Board; Director Francesco Saverio Vinci retains the position of General Manager;
 - ◆ Established that the following Directors qualify as independent under the terms of the definition provided in Article 19 of the Articles of Association: César Alierta, Maurizia Angelo Comneno, Maurizio Carfagna, Maurizio Costa, Angela Gamba, Valérie Hortefeux, Alberto Lupoi, Elisabetta Magistretti, and Massimo Tononi;
 - ◆ Instituted the following committees from among its own number, in accordance with the provisions of the Articles of Association and the regulations in force:
 - ◆ Executive Committee, consisting of:
Alberto Nagel (Chairman), Francesco Saverio Vinci, Maurizia Angelo Comneno and Gabriele Villa;
 - ◆ Risks Committee, consisting of the following independent Directors:
Elisabetta Magistretti (Chair), Maurizio Carfagna, Angela Gamba, Valérie Hortefeux and Massimo Tononi.
- The Risks Committee also performs the duties of the Related Parties Committee as permitted by the Consob Regulations and the Bank of Italy's Supervisory Instructions;
- ◆ Appointments Committee, consisting of:
Maurizio Costa (Chairman), Marie Bolloré, Alberto Lupoi, Elisabetta Magistretti and Renato Pagliaro;
 - ◆ Remunerations Committee, consisting of:
Maurizio Carfagna (Chairman), César Alierta, Valérie Hortefeux, Alberto Lupoi and Alberto Pecci;
 - ◆ Committee instituted pursuant to Article 18, para. 4, of the Articles of Association, consisting of:
Alberto Nagel (Chairman), Francesco Saverio Vinci, Marie Bolloré and Elisabetta Magistretti.

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The minutes of the Annual General Meeting will be made available to the general public by 27 November 2017 at the company's head offices and on the following websites: www.emarketstorage.com and www.mediobanca.com, in the section entitled Corporate Governance/General Meetings 2017.

Milan, 28 October 2017

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