



Press release

Mediobanca Annual General Meeting

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

- ◆ approve the financial statements for the year ended 30 June 2012;
- ◆ distribute a gross dividend of €0.05 on each of the 844,119,212 shares entitling their holders to receive it; the dividend becomes payable from 22 November 2012, with the shares going ex-rights on 19 November 2012 upon detachment of coupon no. 30;
- ◆ appoint the following as directors: Pier Silvio Berlusconi, Christian Collin, Alessandro Decio and Alberto Pecci, who qualify as independent under Article 148, paragraph 3 of the Italian Consolidated Finance Act, and Bruno Ermolli and Vanessa Labérenne, who qualify as independent under Article 148, paragraph 3 of the Italian Consolidated Finance Act and the Code of Conduct in respect of listed companies; their terms of office expiring on the same date as the other directors currently in office.

The new directors' CVs may be consulted on the Bank's website at www.mediobanca.it;

- ◆ appoint the audit company PricewaterhouseCoopers to audit the accounts of Mediobanca for the 2013-2021 period [for a total aggregate fee of €390,000];
- ◆ adopt the "Staff remuneration policies document".

As extraordinary business, shareholders approved resolutions to:

- ◆ empower the Board of Directors, under Article 2443 of the Italian Civil Code, to increase the company's share capital, in one or more tranches, on or prior to the fifth anniversary of the date of this resolution in a nominal amount of up to €40m, including via warrants, through the issue of up to 80 million par value €0.50 ordinary shares, to be set aside for subscription by Italian and non-Italian professional investors with option rights excluded, under and pursuant to the provisions of 2441, paragraph four, second sentence of the Italian Civil Code, in accordance with the procedure and conditions set forth therein, with the right to establish the issue price of the shares from time to time (again in accordance with the provisions of Article 2441, paragraph four, second sentence of the Italian Civil Code); amend Article 4 of the company's Articles of Association accordingly.
- ◆ amend Articles 6, 7, 10, 15, 19, 22 and 29 of the company's Articles of Association.

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The minutes of the Annual General Meeting will be made available to the public at the Bank's head office and the offices of Borsa Italiana S.p.A., and on the Bank's website at www.mediobanca.it within the term provided by law.

Milan, 27 October 2012