



Excerpt from notice of meeting Ordinary and extraordinary annual general meeting 28 October 2015

An extraordinary and ordinary general meeting of shareholders of Mediobanca (the “Company”) will be held in a single session at 10.30 a.m. on 28 October 2015 in Via Filodrammatici 3, Milan, Italy, with the following

Agenda

Extraordinary business

- 1) Proposal to amend Articles 7, 10, 13, 14, 15, 16, 17, 18, 19, 20, 22, 25, 26, 27, 29 and 30 of the Company’s Articles of Association; and to introduce a new Article 19 and delete Articles 23 and 24; with Articles 20 through to 35 to be renumbered accordingly.
- 2) Proposal to rescind powers assigned to Board of Directors under a resolution adopted by shareholders in annual general meeting on 27 October 2012 and renewal of authorization pursuant to Article 2443 of the Italian Civil Code to increase the Company’s share capital by means of rights issues in a nominal amount of up to €40m, including via warrants, to be set aside for subscription by Italian and non-Italian professional investors with option rights excluded under and pursuant to the provisions of Article 2441, paragraph four, second sentence, of the Italian Civil Code. Amendment to Article 4 of the company’s Articles of Association and related resolutions.
- 3) Proposal to rescind powers assigned to Board of Directors under a resolution adopted by shareholders in annual general meeting on 28 October 2011, and renewal of authorization pursuant to Articles 2443 and 2420-ter of the Italian Civil Code to increase the Company’s share capital by means of rights and/or bonus issues in an amount of up to €100m, and to issue bonds convertible into ordinary shares and/or *cum* warrants, in an amount of up to €2bn. Amendments to Article 4 of the Company’s Articles of Association and related resolutions.
- 4) Authorization to the Board of Directors, under Article 2443 of the Italian Civil Code, to increase the Bank’s share capital free of charge by a nominal amount of up to €10m through the award, as permitted by Article 2349 of the Italian Civil Code, of an equivalent amount of profits or profit reserves as shown in the most recent financial statements approved, through the issue of no more than 20 million ordinary par value €0.50 shares to be reserved to Mediobanca Group employees in execution of the performance share schemes in force at the time. Amendment to Article 4 of the Company’s Articles of Association and related resolutions.

Ordinary business

- 1) Financial statements as at 30 June 2015, Board of Directors’ review of operations, reports by external auditors and Statutory Audit Committee; related resolutions
- 2) Resolutions in respect of staff remuneration policies:
 - a. Cap on variable and fixed remuneration based on a ratio of 2:1
 - b. Policies in the event of beneficiaries leaving office or ceasing to work for Mediobanca
 - c. Staff remuneration policies
- 3) Performance share scheme
- 4) Increase in fees payable to external auditors for FY 2016-21 period.



Information on the Bank's share capital and on the means and deadlines for:

- a. taking part in the annual general meeting and exercising voting rights (it should be noted in this connection that the record date is 19 October 2015);
- b. taking part in, and voting at, the annual general meeting by proxy, including via the Company's Appointed Representative (Spafid S.p.A.);
- c. exercising the right to request additional items to be added to the agenda and to submit new proposals in respect of resolutions already on the agenda (by and no later than 5 October 2015);
- d. exercising the right to ask questions on items on the agenda prior to the meeting (by and no later than 25 October 2015),

is found in the notice of meeting available on the Bank's website at www.mediobanca.com ("Corporate governance/AGM 2015").

The Directors' reports to shareholders in general meeting in respect of the items of extraordinary and ordinary business (items no. 2, 3 and 4 on the agenda), along with the statement on corporate governance and ownership structure, are available at the Bank's headquarters, on the authorized storage website (www.emarketstorage.com) and the Bank's own website at [www.mediobanca.com/Corporate governance/AGM 2015](http://www.mediobanca.com/Corporate%20governance/AGM%202015).

The reports and other documentation on item no. 1 on the agenda for the ordinary business will be made available by the same means by and no later than 7 October 2015.

This excerpt has been published in the following daily newspapers: *Il Sole 24 Ore*, *Il Corriere della Sera* and *Milano Finanza*.

pp. The Board of Directors
CHAIRMAN
(Renato Pagliaro)