



**MEDIOBANCA**  
*Banca di Credito Finanziario S.p.A.*

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## **Annual General Meeting**

**Milan, 28 October 2008**

**€0.65 per share dividend approved**

**New Articles of Association approved**

**based on "traditional" corporate governance model**

**Board of Directors and Statutory Audit Committee appointed**

At an annual general meeting held today, the shareholders of Mediobanca resolved to pay a dividend of €0.65 per share, with the shares going ex-rights on 24 November 2008 and the dividend becoming payable as from 27 November 2008 upon detachment of coupon no. 25.

A resolution was also approved to adopt new Articles of Association based on the so-called "traditional" model of corporate governance, which features a Board of Directors and a Statutory Audit Committee, and appointments were made to:

/// the Board of Directors for the three financial years ending 30 June 2009, 2010 and 2011, made up as follows:

Cesare Geronzi

Alberto Nagel

Renato Pagliaro

Maurizio Cereda

Massimo Di Carlo

Francesco Saverio Vinci

Dieter Rampl

Marco Tronchetti Provera

Jean Azema

Tarak Ben Ammar

Gilberto Benetton

Marina Berlusconi

Antoine Bernheim

Roberto Bertazzoni

Vincent Bolloré

Angelo Caso



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Ennio Doris

Pietro Ferrero

Jonella Ligresti

Fabrizio Palenzona

Carlo Pesenti

Eric Strutz

taken from the list submitted by the PARTIES to the MEDIOBANCA SHAREHOLDERS' AGREEMENT

and:

Marco Parlangei, taken from the list submitted by shareholder FONDAZIONE MONTE dei PASCHI di SIENA.

Dieter Rampl, Marco Tronchetti Provera, Jean Azéma, Marina Berlusconi, Antoine Bernheim, Vincent Bolloré, Ennio Doris, Pietro Ferrero, Jonella Ligresti, Carlo Pesenti and Eric Strutz have declared that they qualify as independent pursuant to Article 148, paragraph 3 of Italian Legislative Decree 58/98.

Tarak Ben Ammar, Roberto Bertazzoni, Angelo Casò, Fabrizio Palenzona and Marco Parlangei have declared that they qualify as independent pursuant to the Code of Conduct for Listed Companies operated by Borsa Italiana and pursuant to Article 148, paragraph 3 of Italian Legislative Decree 58/98.

/// the Statutory Audit Committee for the three financial years ending 30 June 2009, 2010 and 2011, made up as follows:

Marco Reboa (Chairman), taken from the list submitted by shareholder FONDAZIONE CASSA di RISPARMIO in BOLOGNA

and:

Gabriele Villa

Maurizia Angelo Comneno

taken from the list submitted by the PARTIES to the MEDIOBANCA SHAREHOLDERS' AGREEMENT.

Gabriele Villa and Marco Reboa are registered auditors.

The *curricula vitae* of the members of the Board of Directors and the Statutory Audit Committee may be consulted on the Bank's website at [www.mediobanca.it](http://www.mediobanca.it).

At a Board meeting held subsequent to the Annual General Meeting, the Directors of Mediobanca appointed Cesare Geronzi as Chairman, Dieter Rampl and Marco Tronchetti Provera as Deputy



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Chairmen, Alberto Nagel as Chief Executive Officer and Renato Pagliaro as General Manager and Antonio Scala as Secretary to the Board.

The Board also established the three committees provided for under the company's Articles of Association, as follows:

- /// **Executive committee**, consisting of:  
Cesare Geronzi, Chairman of the Board of Directors; Alberto Nagel, Chief Executive Officer; Renato Pagliaro, General Manager; Maurizio Cereda, Massimo Di Carlo, Francesco Saverio Vinci, Vincent Bolloré, Angelo Casò and Eric Strutz;
- /// **Appointments committee**, consisting of:  
Cesare Geronzi, Chairman of the Board of Directors; Dieter Rampl and Marco Tronchetti Provera, Deputy Chairmen; Alberto Nagel, Chief Executive Officer; Renato Pagliaro, General Manager; Vincent Bolloré; Roberto Bertazzoni, independent director solely in an advisory capacity as permitted under Article 18, paragraph 1, point 1 of the Articles of Association;
- /// **Remunerations committee**, consisting of:  
Cesare Geronzi, Chairman of the Board of Directors; Tarak Ben Ammar, Roberto Bertazzoni, Vincent Bolloré, Angelo Casò, Carlo Pesenti and Jonella Ligresti;
- /// **Internal control committee**, consisting of:  
Angelo Casò, Chairman, registered auditor and qualifying as independent pursuant to the Code of conduct for listed companies; Tarak Ben Ammar and Roberto Bertazzoni, qualifying as independent pursuant to the Code of conduct for listed companies.

Milan, 28 October 2008

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