



MEDIOBANCA

Press release

Performance share awards

As required under Article 84-bis of Consob resolution 11971/99 (Regulations for issuers), notice is hereby given that in application of the staff remuneration policy and related resolution adopted by the Board of Directors, on 26 September 2014 a total of 1,716,902 performance shares were awarded to Group staff members, from the scheme approved by shareholders at an annual general meeting held on 28 October 2010 (cf. table attached).

The characteristics of the instruments awarded are described on the company's website at www.mediobanca.com, in the section entitled Corporate Governance.

7 October 2014

Investor Relations
Tel. no.: (0039) 02-8829.860/647
investor.relations@mediobanca.it

Media Relations
Tel. no.: (0039) 02-8829.627/319
media.relations@mediobanca.it



COMPENSATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

Table 1 of scheme 7 of Annex 3A to Regulations for Issuers dated 11971/99

Date: 7 October 2014

		BOX 1						
		Financial instruments other than stock options						
		Section 1 Instruments issued under valid schemes in force approved on the basis of resolutions adopted by shareholders in previous general meetings						
Name and surname or category	Position (to be indicated only for named awards)	Date approved by shareholders in AGM	Type of financial instrument	No. of financial instruments	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
		(*)		(**)				
Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	120,152	27 July 2011	N/A	6.342	The shares will be made available in tranches in November 2014 (up to 60,076), and November 2015 (up to 60,076).



Mediobanca key staff		28 October 2010	Bonus award of Mediobanca shares conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	1,167,262	27 July 2011	N/A	6.342	The shares will be made available in tranches in November 2014 (up to 583,631) and November 2015 (up to 583,631).
Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two-year and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	335,075	27 September 2012	N/A	4.189	The shares will be made available in tranches in November 2014 (up to 134,030), November 2015 (up to 134,030), and November 2016 (up to 67,015).
Mediobanca key staff		28 October 2010	Bonus award of Mediobanca shares with two-year and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	5,526,419	27 September 2012	N/A	4.189	The shares will be made available in tranches in November 2014 (up to 1,807,176), November 2015 (up to 3,213,574), November 2016 (up to 505,669).



Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two-year and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	101,724	27 September 2013	N/A	5.287	The shares will be made available in tranches in November 2015 (up to 40,690), November 2016 (up to 40,690), November 2017 (up to 20,344).
Mediobanca key staff		28 October 2010	Bonus award of Mediobanca shares with two-year and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	949,077	27 September 2013	N/A	5.287	The shares will be made available in tranches in November 2015 (up to 379,632), November 2016 (up to 379,632), November 2017 (up to 189,813).

(*) The performance share scheme approved under a resolution adopted by shareholders in a general meeting held on 28 October 2010 with the addenda approved by the Board of Directors on 24 June 2011 is published on the bank's website at www.mediobanca.com under the section entitled Corporate Governance.

(**) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the date on which the Board of Directors meetings was held to approve the Remunerations policy.



BOX 1								
Financial instruments other than stock options								
Section 2 Newly-awarded instruments following decision by governing body implementing resolution adopted by shareholders in general meeting								
Name and surname or category	Position (to be indicated only for named awards)	Date approved by shareholders in AGM	Type of financial instrument	No. of financial instruments	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
		(*)		(**)				
Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two-year and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	634,113	3 February 2014	N/A	6.692	The shares will be made available in tranches in November 2015 (up to 243,273), November 2016 (up to 221,209), and November 2017 (up to 140,118).



Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two-year and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	121,662	26 September 2014	N/A	6.691	The shares will be made available in tranches in November 2016 (up to 48,664), November 2017 (up to 48,664), November 2018 (up to 24,334).
Mediobanca key staff		28 October 2010	Bonus award of Mediobanca shares with two-year and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	961,127	26 September 2014	N/A	6.691	The shares will be made available in tranches in November 2016 (up to 428,175), November 2017 (up to 353,843), and November 2018 (up to 179,109).

(*) The performance share scheme approved under a resolution adopted by shareholders in a general meeting held on 28 October 2010 with the addenda approved by the Board of Directors on 24 June 2011 is published on the bank's website at www.mediobanca.com under the section entitled Corporate Governance.

(**) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 2 January - 31 January 2014 for the award made on 3 February 2014 (30 days prior to the date on which the award was made under contractual arrangements entered into upon staff recruitment) and from 18 August 2014 - 16 September 2014 (30 days prior to the date on which the Board of Directors meeting was held to approve the Remunerations policy for the 2013/2014 financial year).