



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 27 September 2012 a total 5,861,494 performance shares were awarded to Group 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 may be seen on the company's website at [www.mediobanca.it](http://www.mediobanca.it).

5 October 2012

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**COMPENSATION SCHEMES BASED ON FINANCIAL INSTRUMENTS**

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

*Date: 5 October 2012*

		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	240,304	27 July 2011	N/A	6.342	The shares will be made available in tranches in November 2013 (up to 120,152), 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	2,211,696	27 July 2011	N/A	6.342	The shares will be made available in tranches in November 2013 (up to 1,044,434), November 2014 (up to 583,631), November 2015 (up to 583,631).
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*(\*) 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.it](http://www.mediobanca.it).*

*(\*\*) 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 22 June - 21 July 2011 (30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the Remunerations policy for the 2010/2011 financial year).*



		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	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).
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(\*) 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.it](http://www.mediobanca.it).

(\*\*) 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 14 August - 14 September 2012 (30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the Remunerations policy for the 2011/2012 financial year, adopted at the Board of Directors meeting held subsequently on 20 September 2012).

(\*\*\*) Includes 2,756,816 performance shares awarded under contractual agreements entered into at the recruitment stage