



MEDIOBANCA

NOTICE OF MEETING ANNUAL GENERAL MEETING 28 OCTOBER 2019

Notice is hereby given that an ordinary general meeting of shareholders in Mediobanca (the "Company") will take place in a single session starting at 10.00 a.m. on 28 October 2019 in Via Filodrammatici 3, Milan, Italy, with the following

Agenda

- 1) Financial statements as at 30 June 2019, Board of Directors' review of operations and other reports, reports by external auditors and Statutory Audit Committee; related resolutions.
- 2) Group staff remuneration and incentivization policies:
 - a. Staff remuneration policies;
 - b. Cap on variable and fixed remuneration based on a ratio of 2:1;
 - c. Policies in the event of beneficiaries leaving office or ceasing to work for Mediobanca.
- 3) Resolution to update performance share scheme.

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

- ◆ Taking part in the annual general meeting and exercising voting rights (it should be noted in this connection that the record date is 17 October 2019);
- ◆ Taking part in, and voting at, the annual general meeting by proxy, including via the Company's Appointed Representative (Spafid S.p.A.);
- ◆ 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;
- ◆ Exercising the right to ask questions on items on the agenda prior to the meeting;
- ◆ Availability of the reports on the items on the agenda and other documentation for the Annual General Meeting;

is found in the notice of meeting available on the Bank's website at www.mediobanca.com ("Corporate governance/AGM 2019").

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

pp. the Board of Directors
CHAIRMAN
(Renato PAGLIARO)

Milano, 23 September 2019