



NOTICE OF MEETING ANNUAL GENERAL MEETING 28 OCTOBER 2017

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 2017 in Via Filodrammatici 3, Milan, Italy, with the following

Agenda

- 1) Financial statements as at 30 June 2017, Board of Directors' review of operations and other reports, reports by external auditors and Statutory Audit Committee; related resolutions.
- 2) Appointment of Board of Directors for 2018-20 three-year period:
 - a. Establishment of number of Board members;
 - b. Appointment of Directors;
 - c. Establishment of their remuneration.
- 3) Appointment of Statutory Audit Committee for 2018-20 three-year period:
 - a. Appointment of Committee members and Chairman;
 - b. Establishment of their remuneration.
- 4) Remuneration 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.
- 5) Increase in fee payable to external auditors for audit of the Company's financial statements for the 2017-21 period.

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 19 October 2017);
- ◆ 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;
- ◆ Filing lists of candidates for appointment to the Board of Directors and Statutory Audit Committee;
- ◆ Availability of the reports on the items on the agenda and other documentation for the Annual General Meeting;



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is found in the notice of meeting available on the Bank's website at www.mediobanca.com ("Corporate governance/AGM 2017).

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

pp. the Board of Directors
CHAIRMAN
(Renato PAGLIARO)

Milan, 14 September 2017