



MEDIOBANCA

FACT SHEET

june 2017

**MEDIOBANCA
BANKING GROUP**

SHAREHOLDERS

**COMPOSITION AND
ROLE**

BUSINESS MODEL

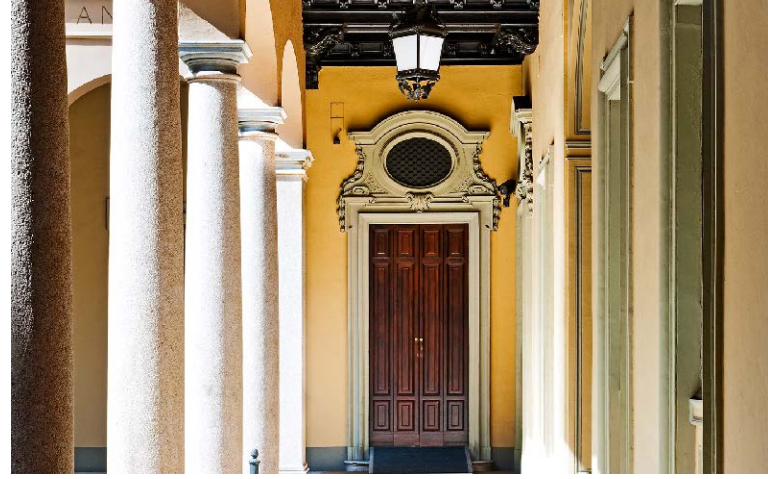
KEY MARKET DATA

LOCATIONS

MEDIOBANCA BANKING GROUP

june 2017

MEDIOBANCA IS THE LEADING ITALIAN PLAYER IN CORPORATE & INVESTMENT BANKING, CONSUMER FINANCE AND ONLINE BANKING



For over 70 years we have helped our clients grow, offering high-quality advisory services and providing finance in all its various forms, from more traditional bank credit to the most sophisticated solutions available on capital markets.

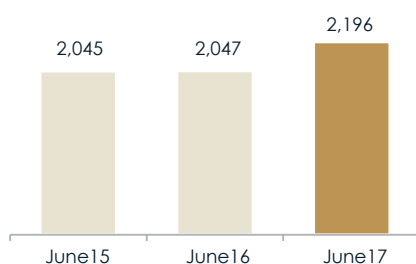
Today Mediobanca is:

- ▶ **the leading Italian investment bank**, with operations in lending, advisory and capital market services, with presences in Frankfurt, Istanbul, London, Madrid, New York, Paris.
- ▶ **a top player in consumer credit** in Italy
- ▶ **a fast growing wealth manager** serving Affluent & Premier Italian clients through CheBanca! - the multi-channel retail bank of the Group - and Private & HNWI clients through MB Private Banking in Italy and CMB in Principato di Monaco.

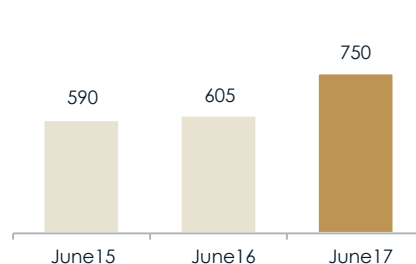
KEY FINANCIAL INFORMATION¹

| | | | |
|-------------------------|--------|----------------------------|--------|
| Revenues: | €2.2bn | CETI B3 phased-in: | 13.3% |
| Net profit: | €750m | CETI B3 fully phased: | 13.5% |
| ROE adj. ² : | 8% | S&P rating: | BBB- |
| C/I ratio: | 47% | Fitch rating: | BBB |
| Total assets: | €70bn | DPS: | €0.37 |
| Loan book: | €38bn | Stated payout: | 43% |
| AUM ³ : | €60bn | Loan/funding ratio: | 76% |
| No. of staff: | 4,798 | Market cap. ³ : | €7.5bn |

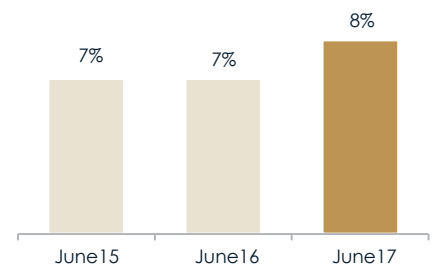
Revenues (€m)



Net profit (€m)



ROE adjusted²



1) Figures as at June-end 2017 (annual period)

2) Profit/losses from AFS disposals, impairments and positive one-off items excluded

3) As at 24 August 2017

SHAREHOLDERS

june 2017



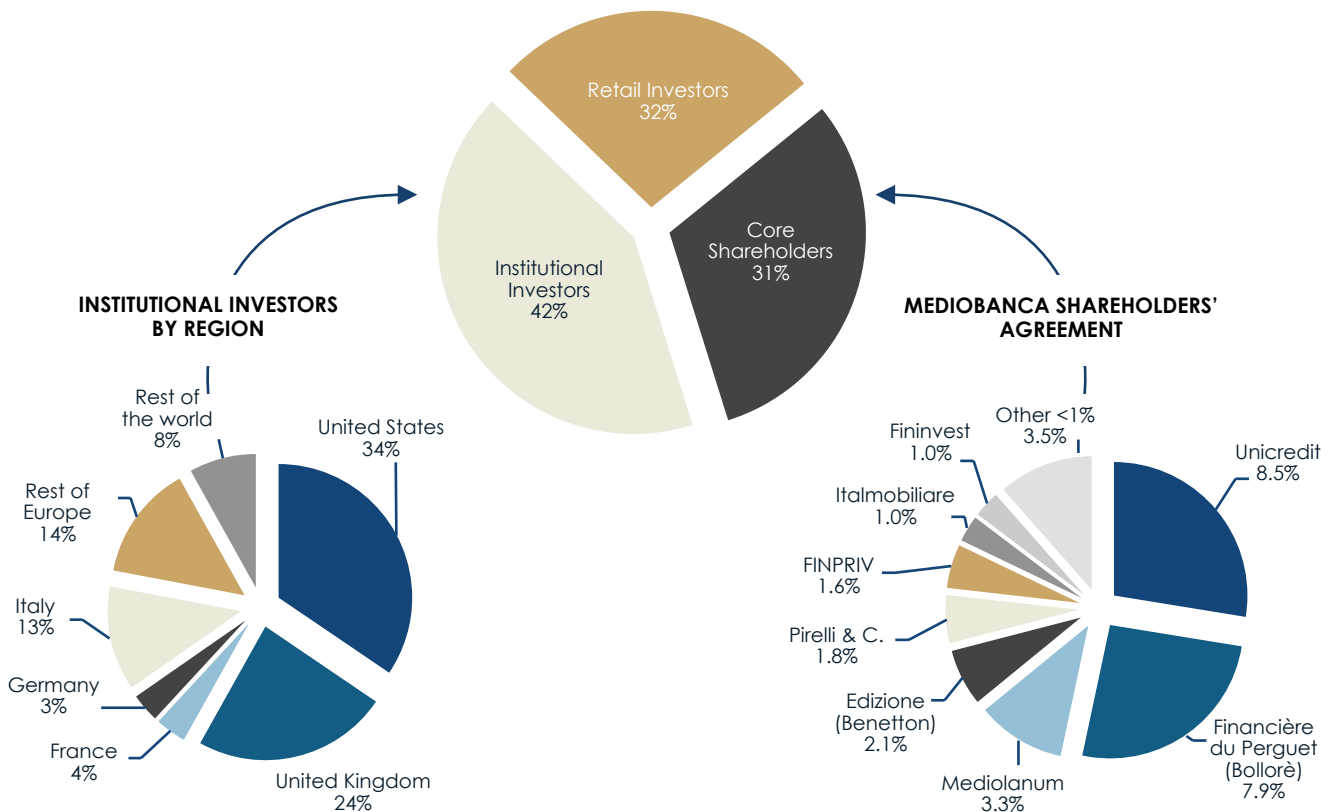
MEDIOBANCA HAS APPROXIMATELY 41,000 SHAREHOLDERS

SHARE CAPITAL

Subscribed share capital totals € 440,617,579, represented by 881,235,158 shares with a par value of € 0.50 each. The shares are registered and each share gives the right to one vote in general meetings.

SHAREHOLDERS

Mediobanca has approximately 41,000 shareholders. Certain shareholders representing 31% of the Bank's share capital have entered into an agreement aimed at preserving a stable shareholder base combined with a representative Board of Directors in order to ensure consistent management objectives (the "Agreement"). Compliance with the Agreement is organised by a Committee of which the chairman is Mr. Angelo Casò. The agreement is filed with the Milan Companies' Register



COMPOSITION AND ROLE

june 2017

THE BOARD OF DIRECTORS CONSISTS OF FIFTEEN MEMBERS



The board of directors is the body responsible for strategic supervision of the group's operations. It develops and approves business plans, risk management policies and the overall corporate governance structure.

Our board as at 30 June 2017 was made up of 18 members, down from 20 in the previous term and with a significant increase in the number of women on the board. **The current Board of Directors, appointed on 28 October 2017**, reflects the shift in this direction, the number of members will decrease further to a maximum of 15, two of whom to be appointed from the minority list. A total of 60% of the directors qualify as independent according to the criteria established by the Italian Consolidated Finance Act, and 70% meet those set out in the code of conduct for listed companies.

We place great importance on **diversity of capabilities and experience**, and this is reflected in the variety of professionals from the banking industry and the industrial sector on the board, the increasing percentage of female representation, and the decision to include executives from the Mediobanca group, who provide know-how and in-depth knowledge of the bank's business.

| MEMBERS | POST HELD | DATE OF BIRTH | INDEPENDENT* | INDEPENDENT** | MANAGER |
|---------------------------|-----------------|---------------|--------------|---------------|---------|
| Renato Pagliaro ♦ | Chairman | 20/02/1957 | | | X |
| Maurizia Angelo Comneno ♦ | Deputy Chairman | 18/06/1948 | X | X | |
| Alberto Pecci ♦ | Deputy Chairman | 18/09/1943 | | | |
| Alberto Nagel ♦ | CEO | 07/06/1965 | | | X |
| Francesco Saverio Vinci ♦ | General Manager | 10/11/1962 | | | X |
| César Alierta ♦ | Director | 05/05/1945 | X | X | |
| Marie Bolloré ♦ | Director | 08/05/1988 | | X | |
| Maurizio Carfagna ♦ | Director | 13/11/1947 | X | X | |
| Maurizio Costa ♦ | Director | 29/10/1948 | X | X | |
| Angela Gamba □ | Director | 15/08/1970 | X | X | |
| Valérie Hortefeux ♦ | Director | 14/12/1967 | X | X | |
| Alberto Lupoi □ | Director | 29/03/1970 | X | X | |
| Elisabetta Magistretti ♦ | Director | 21/07/1947 | X | X | |
| Massimo Tononi ♦ | Director | 22/08/1964 | X | X | |
| Gabriele Villa ♦ | Director | 18/06/1964 | | X | |

* Independence requirements according to the art.19 of Articles of Association

** Independence requirements according to Article 148.3 of Italian legislative decree 58/1998

♦ Taken from the list submitted by shareholder UniCredit S.p.A., owner of 8.65% of the company's share capital

□ Taken from the List submitted by the shareholder UniCredit S.p.A., owner of 8.46% of the share capital

MEDIOBANCA FACT SHEET

BUSINESS MODEL

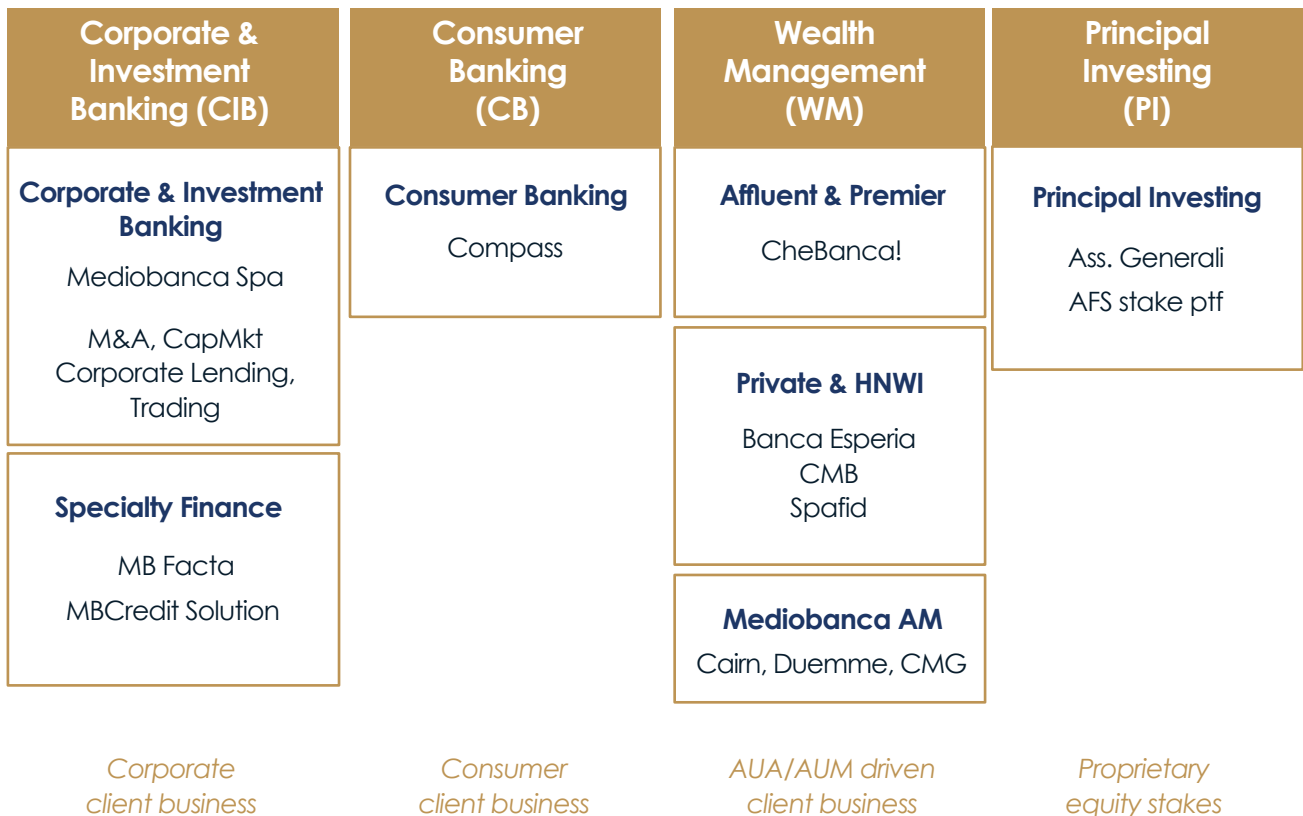
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MEDIOBANCA GROUP

Holding Functions

Group ALM & Treasury



KEY MARKET DATA

june 2017



PRICE AND PERFORMANCE AT YEAR END

| SHARE INFORMATION | 30/06/13 | 30/06/14 | 30/06/15 | 30/06/16 | 30/06/17 |
|--------------------------|----------|----------|----------|----------|----------|
| Year low price (€) | 2.4 | 4.2 | 5.9 | 4.6 | 4.7 |
| Year high price (€) | 5.6 | 8.4 | 9.6 | 9.9 | 9.2 |
| Yearly average price (€) | 4.4 | 6.4 | 7.6 | 7.9 | 7.4 |
| Price (end of period, €) | 4.0 | 7.3 | 8.8 | 5.2 | 8.6 |
| Market Cap (€m) | 3,445 | 6,271 | 7,627 | 4,490 | 7,614 |

PER SHARE DATA

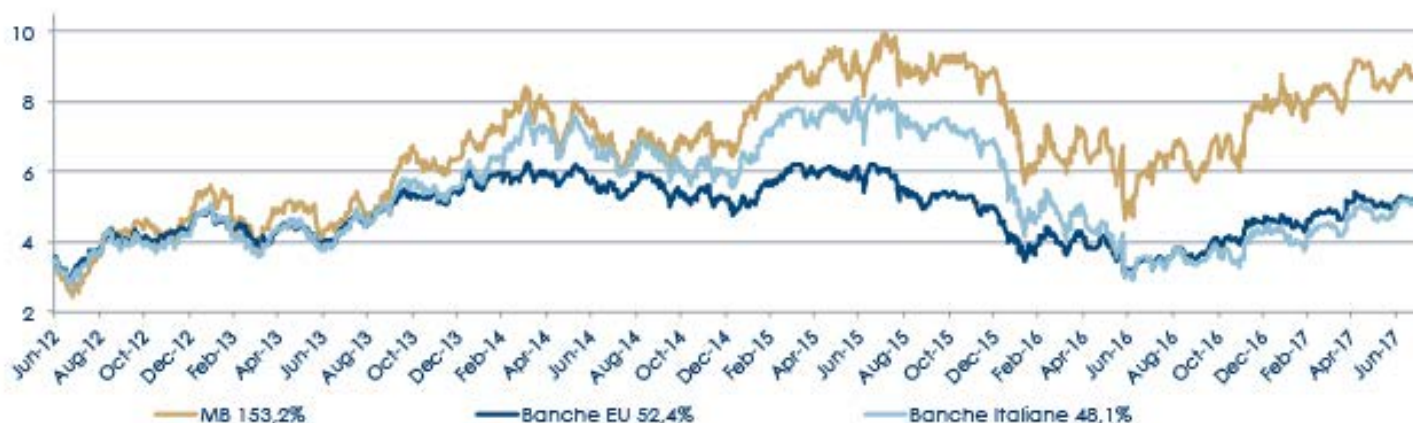
| | | | | | |
|-----------------------------|--------|-------|-------|-------|-------|
| Shareholders' Equity (€mln) | 6,948 | 7,943 | 8,867 | 8,922 | 9,192 |
| N. of shares (mln)* | 861.1 | 861.4 | 867.2 | 871.0 | 881.0 |
| Net profit (€lm) | -176.2 | 464.8 | 589.8 | 604.5 | 750.2 |
| EPS (€) | NEG. | 0.54 | 0.68 | 0.69 | 0.85 |
| DPS (€)** | 0.00 | 0.15 | 0.25 | 0.27 | 0.37 |
| Total dividend (€mln) | 0 | 127 | 213 | 231 | 320 |
| Pay-out | 0% | 27% | 36% | 38% | 43% |
| BVPS | 7.9 | 9.0 | 9.9 | 9.9 | 10.0 |
| Dividend/avg. price (%) | 0.0% | 2.3% | 3.3% | 3.4% | 5.0% |

* Number of shares outstanding at the end of fiscal year

** Dividend per share distributed in respect of entitled share

*** Shareholders equity net of third parties interests and dividend

MARKET PERFORMANCE (30/06/2012 - 23/08/2017)



LOCATIONS

june 2017



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