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MEDIOBANCA

FACT SHEET

june 2016

**MEDIOBANCA
BANKING GROUP**

SHAREHOLDERS

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MEDIOBANCA BANKING GROUP

june 2016

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 and branches in Frankfurt, Istanbul, London, Madrid, Moscow, New York, and Paris
- ▶ **a top player in consumer credit** in Italy
- ▶ **a prominent multi-channel retail bank** with CheBanca!, set to become the leading digital Italian bank.

KEY FINANCIAL INFORMATION¹

Revenues:	€2.0bn	CETI B3 phased-in:	12.1%
Net profit:	€605m	CETI B3 fully phased:	12.6%
ROE adj. ² :	7%	S&P rating:	BBB-
C/I ratio:	44%	Fitch rating:	BBB+
Total assets:	€56bn	DPS:	€0.27
Loan book:	€35bn	Stated payout:	38%
AUM ³ :	€34bn	Loan/funding ratio:	75%
No. of staff:	4,036	Market cap. ⁴ :	€6bn

Revenues (€m)



Net profit (€m)



ROE adjusted²



1) Figures as at June-end 2016 (annual period)

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

3) Including Cairn Capital AUM and Barclays AUM

4) As at 10 August 2016

SHAREHOLDERS

june 2016



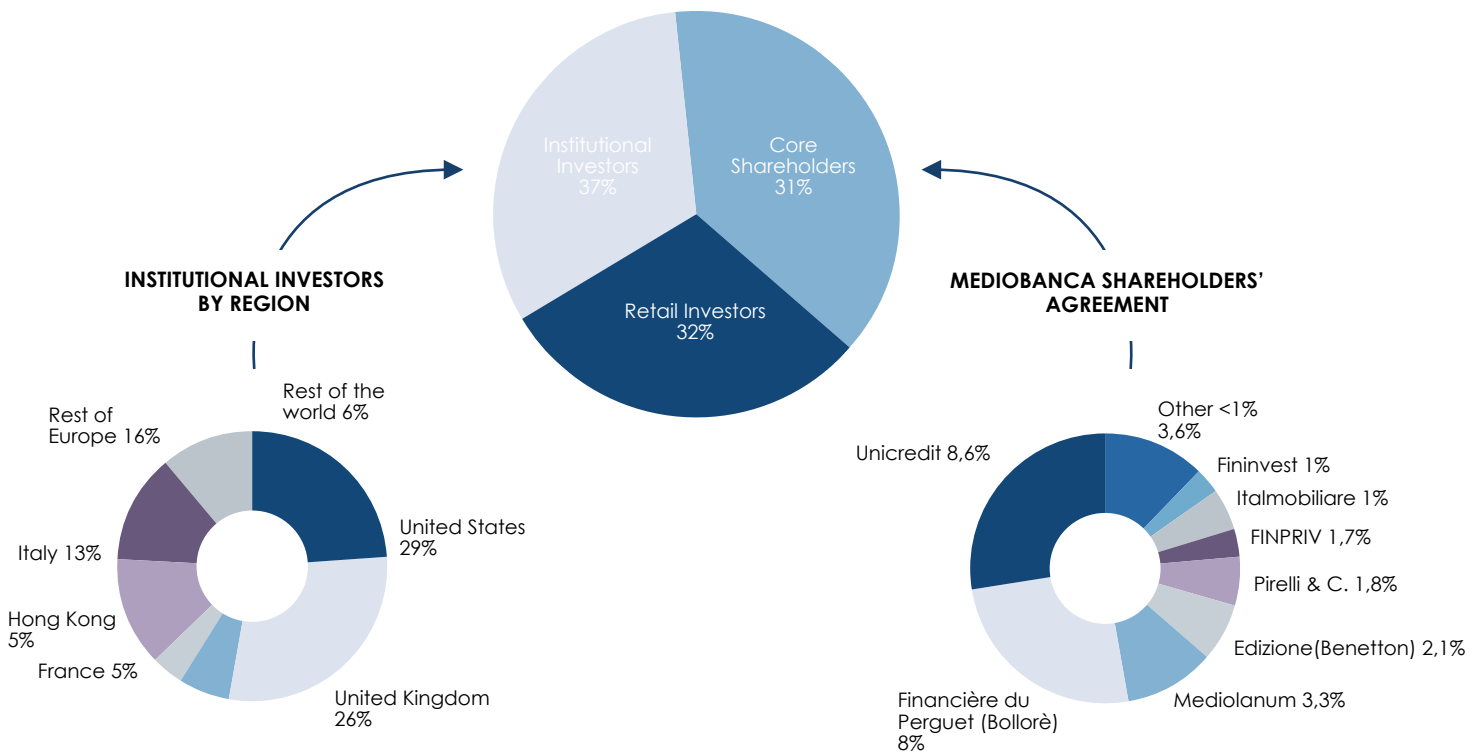
MEDIOBANCA HAS APPROXIMATELY 46,000 SHAREHOLDERS

SHARE CAPITAL

Subscribed share capital totals € 438,725,079, represented by 877,450,158 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 46,000 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 2016

THE BOARD OF DIRECTORS CONSISTS OF EIGHTEEN MEMBERS



The Board of Directors actually consists of eighteen members. Of the Directors thus appointed, five are managers with at least three years' experience of holding management positions at companies belonging to the Mediobanca Banking Group, at least three must qualify as independent as defined in Article 148, para. 3 of Italian Legislative Decree 58/98, and at least four, who may coincide with the three qualifying as independent referred to above, must qualify as independent based on the Code of Conduct for Listed Companies issued by Borsa Italiana. No person aged seventy-five or over may be appointed Director. The Board of Directors appointed on 28 October 2014 for the 2015, 2016 and 2017 financial years consists of 18 members, 11 of whom qualify as independent pursuant to Article 148, para. 3 of Italian Legislative Decree 58/98, 8 of whom also qualify as independent pursuant to the Code of Conduct operated by Borsa Italiana.

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	
Marco Tronchetti Provera ▪	Deputy Chairman	18/01/1948		X	
Alberto Nagel ▪	CEO	07/06/1965			X
Francesco Saverio Vinci ▪	General Manager	10/11/1962			X
Tarak Ben Ammar ▪	Director	12/06/1949	X	X	
Gilberto Benetton ▪	Director	19/06/1941			
Mauro Bini •	Director	20/10/1957	X	X	
Marie Bolloré ▪	Director	08/05/1988		X	
Maurizio Carfagna ▪	Director	13/11/1947	X	X	
Angelo Casò ▪	Director	11/08/1940	X	X	
Maurizio Costa ▪	Director	29/10/1948	X	X	
Vanessa Labérenne ▪	Director	08/01/1978	X	X	
Elisabetta Magistretti ▪	Director	21/07/1947	X	X	
Marina Natale^	Director	15/05/1961		X	
Alberto Pecci ▪	Director	18/09/1943			
Gian Luca Sichel ▪	Director	19/06/1968			X
Alexandra Young ▪	Director	14/02/1968			X

* Independent as required in Code of conduct for listed companies.

** Independent as required by Article 148, para. 3 of Italian Legislative Decree 58/98.

▪ 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 Studio Trevisan on behalf of a group of investors owning 1.699% of the company's share capital

^ Voted by General Meeting, 28 October 2016

MEDIOBANCA FACT SHEET

BUSINESS MODEL

november 2016



MEDIOBANCA GROUP

Holding Functions

Group ALM & Treasury

Corporate & Investment Banking (CIB)

Wholesale Banking

Mediobanca Spa

M&A, CapMkt,
Corporate Lending,
Trading

Specialty Finance

Factoring – MB Facta
Credit Mgt – Creditech

Consumer Banking (CB)

Consumer Banking

Compass

Wealth Management (WM)

Affluent & Premier

CheBanca!

Private & HNWI

Banca Esperia
CMB
Spafid

Mediobanca AM

Cairn, Duemme, CMG

Principal Investing (PI)

Principal Investing

Ass. Generali
AFS stake ptf

KEY MARKET DATA

june 2016

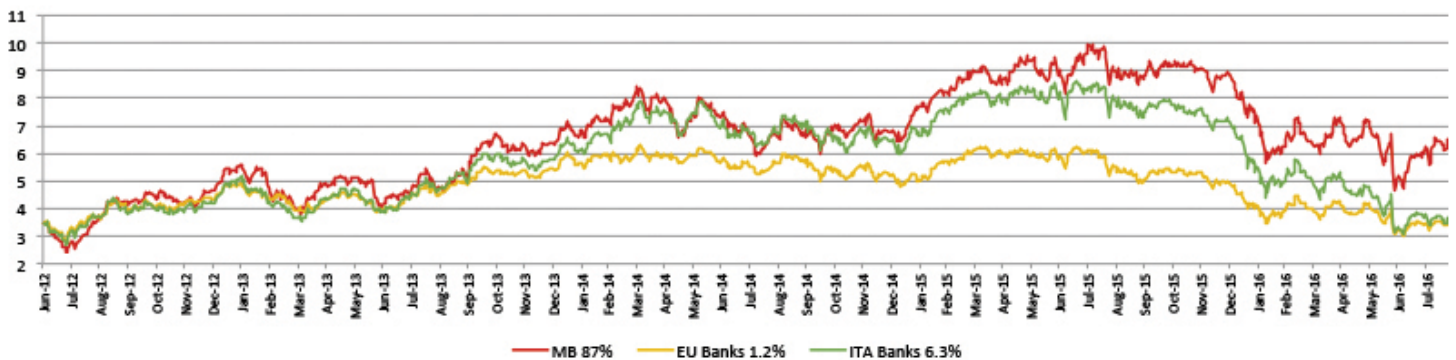


- Price (as at 23 August 2016): €6.50
- 52 - week high: €9.3
- 52 - week low : €4.6
- No. of shares outstanding: 871m
- Market Cap (as at 23 August 2016): €5,657m

PRICE AND PERFORMANCE AT YEAR END

	30/06/12	30/06/13	30/06/14	30/06/15	30/06/16
Price (€)	3.5	4.0	7.3	8.8	5.2
Performance (%)	48.4%	28.9%	-29.2%	-41.4%	-
Market Cap (€m)	2,992	3,445	6,271	7,627	4,490
EPS (€)	0.09	neg.	0.54	0.68	0.69
DPS (€)	0.05	-	0.15	0.25	0.27
BVPS (€)	7.5	8.1	8.6	9.4	9.4
P/TBV	0.5x	0.5x	0.9x	1.0x	0.6x
P/E	37.0x	neg.	13.5x	12.9x	7.4x

MARKET PERFORMANCE (30/06/2012 - 23/08/2016)



LOCATIONS

june 2016



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