



MEDIOBANCA

**Press release**

**Mediobanca**

**Chairman of parties to the Mediobanca shareholders' agreement (the "Agreement")**

At a general meeting held on 26 February 2013, with Angelo Casò in the chair, the parties to the Agreement noted the Mediobanca Group's interim results for the six months ended 31 December 2012 approved by the Board of Directors on the same date which will also be presented to the market later on today.

The parties in general meeting also passed resolutions pursuant to specific suggestions contained in the independent legal opinion received, in accordance with Mr Casò's *super partes* role as chairman, and with a view to enhancing his status as an independent director on the Board of Mediobanca in both form and appearance, whereby, until established otherwise:

- the decision referred to under Article 11.2 of the Agreement<sup>1</sup> will be assigned to the Steering Committee, without prejudice to the Chairman's responsibility for ascertaining the circumstance in question;
- the Chairman shall not exercise his voting right on the Steering Committee.

The parties in general meeting also authorized Poligrafici Editoriale S.p.A. to desyndicate its shareholding from the Agreement, in exemption of the procedures set forth under Article 5 of the Agreement, consisting of 929,100 shares (representing 0.11% of the share capital of Mediobanca).

Finally, with respect to the obligation to sell the investment held by the Unipol Fondiaria - SAI group, the parties in general meeting resolved to decide on this issue at the meeting to be held in September 2013.

Milan, 26 February 2013

<sup>1</sup> In the event of the ownership limit stipulated under the terms of the Agreement being exceeded: "*The Chairman, once the facts have been ascertained, shall decide whether to require the Party to sell its entire syndicated shareholding to the other parties in its Group [...].*".