



MEDIOBANCA

PRESS RELEASE

At a Board meeting held today, the Directors of Mediobanca approved the Bank's draft separate financial statements and the consolidated financial statements as at 30 June 2018, which reflect the results approved by the Board on 31 July 2018 and disclosed to the market the following day. The statements show a net profit of €337m for the twelve months earned by Mediobanca S.p.A. (30/6/17: €318.3m) and a net profit of €863.9m (€750.2m) earned by the Mediobanca Group.

As announced on 1 August 2018, a gross dividend of €0.47 per share will be proposed to shareholders at the annual general meeting due to take place on 27 October 2018. The dividend will be paid on 21 November, with the record date 20 November and the shares going ex-rights on 19 November.

The Board of Directors of Mediobanca, at the Appointment Committee's proposal and with the approval of the Statutory Audit Committee, has also co-opted Maximo Ibarra and Vittorio Pignatti-Morano as Directors, to replace César Alierta and Massimo Tononi respectively who had previously tendered their resignations. Maximo Ibarra and Vittorio Pignatti-Morano, non-executive Directors who qualify as independent under the definitions provided in Article 148, paragraph 3 of the Italian Finance Act and Article 19 of the Articles of Association, by law shall remain in office until the next annual general meeting to be held on 27 October 2018. Vittorio Pignatti-Morano has also been appointed as a member of the Risks Committee.

The Board therefore resolved to call an ordinary annual general meeting of shareholders to take place in a single session on 27 October 2018, to pass resolutions on the following issues:

- ◆ Financial statements as at 30 June 2018, Board of Directors' review of operations and other reports, reports by external auditors and Statutory Audit Committee; related resolutions;
- ◆ Resolutions pursuant to Article 15 of the company's Articles of Association: appointment of two directors;
- ◆ Remuneration policies: staff remuneration policies; cap on variable and fixed remuneration based on a ratio of 2:1; policies in the event of beneficiaries leaving office or ceasing to work for Mediobanca;
- ◆ Proposal for authorization to buy back and sell treasury shares; related resolutions.

The notice of meeting and documentation in respect of the various items on the agenda will be published by the means and within the terms set by the regulations in force.

The CVs of the Directors co-opted are already available on the Bank's website at www.mediobanca.com (Corporate governance/AGM 2018).

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