



MEDIOBANCA

Press release

Chairman of parties to the Mediobanca shareholders' agreement

With reference to the Mediobanca shareholders' agreement, notice in respect of the following withdrawals was received by the deadline of 30 September 2015

- ◆ Italmobiliare S.p.A., partially, in respect of 4,826,272 shares (0.56% of the Bank's share capital);
- ◆ Candy S.p.A. in respect of 1,155,000 shares (0.13%);
- ◆ United Tiles S.A. (Zannoni group), in respect of 265,000 shares (0.03%)
- ◆ Arca S.p.A. (Zannoni group) partially, in respect of 155,000 shares (0.02%).

The parties in general meeting authorized the release of the shares from syndication to the agreement as of today's date.

As a result of the foregoing, the percentage share syndicated to the agreement falls from its current level of 31.82% to 31.09% of the Bank's share capital.

The Mediobanca shareholders' agreement is thus automatically renewed for a further two years starting from 1 January 2016 until 31 December 2017.

In addition, the parties in general meeting, in view of the capital increases implemented as a result of the exercise of stock options and the award of performance share, also approved revisions to each shareholder's entitlement to increase their investment (in terms of number of shares) as shown in the attached tables, to allow the maximum percentages approved in 2014 to remain unchanged. The parties also adopted a resolution to increase the said entitlements progressively upon the occurrence of future capital increases implemented as described above.

Milan, 1 October 2015



Annex 1

Mediobanca shareholders' agreement: revised entitlements to increase investments (1 October 2015)

Parties	Maximum percentage approved and in force (1)		Percentage applied to existing share capital (30 September 2015)		Shares currently syndicated		Revised entitlement to increase investment	
	Max. no. shares syndic.	as % of share cap.	No. of shares	as % of share cap.	No. of shares	as % of share cap.	No. of shares	as % of share cap.
			a		b		a-b	
UniCredit S.p.A.	74,531,792	8.66%	75,072,179	8.66%	74,531,792	8.59%	540,387	0.06%
Financière du Perquet S.A.	68,890,337	8.00%	69,389,821	8.00%	68,887,075	7.94%	502,746	0.06%
Mediolanum group	29,238,213	3.40%	29,450,202	3.40%	29,095,110	3.35%	355,092	0.04%
Edizione S.r.l.	18,625,029	2.16%	18,760,068	2.16%	18,625,029	2.15%	135,039	0.02%
Pirelli & C. S.p.A.	16,337,418	1.90%	16,455,871	1.90%	15,753,367	1.82%	702,504	0.08%
FIN.PRIV. S.r.l.	15,750,712	1.83%	15,864,911	1.83%	14,340,218	1.65%	1,524,693	0.18%
Italmobiliare S.p.A.	10,703,223	1.24%	10,780,826	1.24%	8,673,728	1.00%	2,107,098	0.24%
Fininvest S.p.A.	8,600,531	1.00%	8,662,888	1.00%	8,600,531	0.99%	62,357	0.01%
Gavio group	9,343,284	1.09%	9,411,027	1.09%	5,852,784	0.67%	3,558,243	0.41%
Ferrero S.p.A.	6,437,310	0.75%	6,483,983	0.75%	5,722,500	0.66%	761,483	0.09%
Pecci group	5,301,267	0.62%	5,339,704	0.62%	4,087,650	0.47%	1,252,054	0.14%
Angelini Partecipazioni Fin. S.r.l.	4,000,000	0.46%	4,029,002	0.46%	4,000,000	0.46%	29,002	0.00%
Sinpar S.p.A.	3,370,500	0.39%	3,394,938	0.39%	3,370,500	0.39%	24,438	0.00%
Zannoni group	2,205,000	0.26%	2,220,987	0.26%	2,205,000	0.25%	15,987	0.00%
Mais Partecipazioni Stabili S.r.l.	9,828,000	1.14%	9,899,257	1.14%	1,911,315	0.22%	7,987,942	0.92%
Fin.Prog.Italia sapa di Ennio Doris & C.	1,818,886	0.21%	1,832,074	0.21%	1,818,886	0.21%	13,188	0.00%
Vittoria Assicurazioni S.p.A.	2,450,700	0.28%	2,468,469	0.28%	1,225,350	0.14%	1,243,119	0.14%
Romano Minozzi	1,929,100	0.22%	1,943,087	0.22%	929,100	0.11%	1,013,987	0.12%
Total percentage syndicated	289,361,302	33.60%	291,459,294	33.60%	269,629,935	31.09%	21,829,359	2.52%
<i>Share capital (no. of shares)</i>	<i>861,129,212</i>		<i>867,372,761</i>					

1) February 2014



Annex 2

Mediobanca shareholders' agreement: composition as at 1 October 2015

Parties	No. of shares syndic.	% of shares syndic.	% of share cap.	Right to increase inv. (no. of shares)	% of share cap.	No. of shares "not syndic."	% of share cap.
UniCredit S.p.A.	74,531,792	27.64%	8.59%	540,387	0.06%		
Financière du Parguet S.A.	68,887,075	25.55%	7.94%	502,746	0.06%		
Mediolanum group	29,095,110	10.79%	3.35%	355,092	0.04%		
Mediolanum S.p.A.	22,644,712	8.40%	2.61%				
Mediolanum Vita S.p.A.	6,450,398	2.39%	0.74%				
Edizione S.r.l.	18,625,029	6.91%	2.15%	135,039	0.02%		
Pirelli & C. S.p.A.	15,753,367	5.84%	1.82%	702,504	0.08%		
FIN.PRIV. S.r.l.*	14,340,218	5.32%	1.65%	1,524,693	0.18%		
Italmobiliare S.p.A.	8,673,728	3.22%	1.00%	2,107,098	0.24%		
Fininvest S.p.A.	8,600,531	3.19%	0.99%	62,357	0.01%	9,113,254	1.05%
Gavio group	5,852,784	2.17%	0.67%	3,558,243	0.41%		
Aurelia S.r.l.	3,300,000	1.22%	0.38%				
Beniamino Gavio	1,271,642	0.47%	0.15%				
Daniela Gavio	577,500	0.21%	0.07%				
Eredi Marcellino Gavio	371,642	0.14%	0.04%				
Marcello Gavio	332,000	0.12%	0.04%				
Ferrero S.p.A. (Ferrero International S.A.)	5,722,500	2.12%	0.66%	761,483	0.09%		
Pecci	4,087,650	1.52%	0.47%	1,252,054	0.14%		
TOSCO-FIN S.r.l.	3,465,000	1.29%	0.40%				
S.M.I.L. di Alberto Pecci & C. s.a.s.	622,650	0.23%	0.07%				
Angelini Partecipazioni Fin. S.r.l. (Angelini family)	4,000,000	1.48%	0.46%	29,002	0.00%		
Sinpar S.p.A. (Lucchini family)	3,370,500	1.25%	0.39%	24,438	0.00%		
Zannoni group	2,205,000	0.82%	0.25%	15,987	0.00%	44,500	0.01%
Cinca S.A.	1,205,000	0.45%	0.14%				
Arca S.p.A.	1,000,000	0.37%	0.12%				
Mais Partecipazioni Stabili S.r.l. (I. Seragnoli)	1,911,315	0.71%	0.22%	7,987,942	0.92%	1,612,080	0.19%
Fin.Prog.Italia sapa di Ennio Doris & C. (E. Doris)	1,818,886	0.67%	0.21%	13,188	0.00%		
Vittoria Assicurazioni S.p.A. (C. Acutis)	1,225,350	0.45%	0.14%	1,243,119	0.14%		
Romano Minozzi	929,100	0.34%	0.11%	1,013,987	0.12%		
	269,629,935	100.00%	31.09%	21,829,359	2.52%	10,769,834	1.24%

* Shareholders: Assicurazioni Generali 14.3%, Fiat Chrysler Automobiles 14.3%, UnipolSai 28.5%, Italmobiliare 14.3%, Pirelli & C. 14.3%, Telecom Italia 14.3%