



## **Press release**

### **Mediobanca**

#### **Chairman of Parties to Shareholders' Agreement**

At a general meeting of parties to the shareholders' agreement of Mediobanca held today, with Mr Angelo Casò in the chair, the parties adopted resolutions approving:

- 1) the list of candidates for appointment to the Board of Directors of Mediobanca to be submitted to shareholders at the general meeting to be held on 28 October 2011, having established their number as 22: 1. Renato Pagliaro,\* 2. Alberto Nagel,\* 3. Francesco Saverio Vinci,\* 4. Massimo Di Carlo,\* 5. Maurizio Cereda,\* 6. Tarak Ben Ammar, 7. Gilberto Benetton, 8. Marina Berlusconi, 9. Roberto Bertazzoni, 10. Vincent Bolloré, 11. Angelo Casò, 12. Ennio Doris, 13. Anne Marie Idrac, 14. Pierre Lefèvre, 15. Jonella Ligresti, 16. Elisabetta Magistretti 17. Fabrizio Palenzona, 18. Carlo Pesenti, 19. Marco Tronchetti Provera, 20. Dieter Rampl, 21. Eric Strutz, 22. Ugo Rock;
- 2) the appointments to the posts of Chairman, Deputy Chairmen, Managing Director and General Manager respectively: Renato Pagliaro, Dieter Rampl and Marco Tronchetti Provera, Alberto Nagel, Francesco Saverio Vinci;
- 3) the list of candidates for appointment to the Statutory Audit Committee: Standing Auditors: 1. Maurizia Angelo Comneno, 2. Gabriele Villa, 3. Andrea Amaduzzi; Alternate Auditors: 1. Guido Croci, 2. Luca Novarese;
- 4) the following candidates to be put forward as possible members of the Executive Committee: Vincent Bolloré, Angelo Casò and Eric Strutz; the Internal Committee: Roberto Bertazzoni, Angelo Casò and Pierre Lefèvre; the Remunerations Committee, establishing their number as 6: Roberto Bertazzoni, Vincent Bolloré, Angelo Casò, Anne Marie Idrac and Carlo Pesenti. The new Board of Directors will make the relevant appointments, as per the Company's Articles of Association;
- 5) confirmation of the members of the Steering Committee of the parties to the shareholders' agreement: Angelo Casò, Tarak Ben Ammar, Vincent Bolloré, Ennio Doris, Federico Ghizzoni, Salvatore Ligresti, Giampiero Pesenti, Dieter Rampl and Marco Tronchetti Provera;
- 6) confirmation of Angelo Casò as Chairman of parties to the shareholders' agreement, with Cristina Rossello as secretary to the parties.
- 7) the Gavio group, party to the agreement, being granted the right to acquire and to syndicate to the agreement a total of up to 8,600,000 Mediobanca shares (approx. 1% of the company's share capital);

\* *Members of the Mediobanca Banking Group's senior management.*



- 8) Angelini Partecipazioni Finanziarie S.r.l., party to the agreement, being granted the right to acquire and to syndicate to the agreement an additional 2,141,800 shares (approx. 0.25%);
- 9) Romano Minozzi, party to the agreement, being granted the right to acquire and to syndicate to the agreement an additional 1,000,000 Mediobanca shares (approx. 0.12%);
- 10) H INVEST S.p.A, party to the agreement, being granted the right to syndicate to the agreement an additional 889,786 Mediobanca shares (approx. 0.1%) currently owned outside the provisions of the agreement.

In addition, the parties in general meeting duly noted that:

- ◆ as of today, notices of intention to withdraw from the shareholders' agreement have been received from: Sal. Oppenheim jr. & Cie (14,683,575 shares, 1.70% of the company's share capital), Commerzbank (14,683,575 shares, 1.70%), Santusa Holding (15,835,709 shares, 1.84%). The final deadline for sending such notices of withdrawal is 30 September 2011.
- ◆ Groupama has exercised its entitlement to syndicate to the agreement the 15,774,693 Mediobanca shares (approx. 1.83%) owned by it but not previously syndicated.
- ◆ in a letter dated 17 August 2011, Diego Della Valle gave notice that Diego Della Valle & C. S.p.a had executed a call option entitling it to acquire up to 12,205,000 Mediobanca shares (equal to 1.42% of the company's share capital) in the period between the execution date and 20 December 2012. The number of shares that may potentially be acquired is in line with the right granted by the parties to the agreement to Dorint Holding S.A., a company owned by Mr Della Valle as is Diego della Valle & C, to increase its stake in Mediobanca.

Milan, 21.9.2011