



## **Press release**

**Milan, 8 November 2007**

### **Stock option awards to non-Italian Group staff**

As required by Article 84-bis of Consob resolution no. 11971/99 (Regulations for Issuers), notice is hereby given that as of today a total of 750,000 stock options were awarded to the heads of Mediobanca's offices outside Italy from schemes adopted prior to 1 September 2007 (cf. table attached). The features of the instruments awarded are the same as those described in the press release issued on 17 September 2007 and available at [www.mediobanca.it](http://www.mediobanca.it).

8 November 2007

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### SHARE-BASED PAYMENT SCHEMES

Table 1 of scheme 7 of Annex 3A to Regulations for Issuers dated 11971/99

8 November 2007

Name or category <sup>1</sup>	Position (to be specified only for individuals listed by name)	BOX 2							
		Options (option grant)							
		Section 1							
		Options referring to schemes pending validation and approved on the basis of resolutions previously adopted by shareholders in general meeting <sup>8</sup>							
		Date approved by shareholders in AGM	Description of instrument <sup>13</sup>	No. of instruments underlying options awarded but not exercisable <sup>10 12</sup>	No. of instruments underlying options awarded but not exercised <sup>10</sup>	Date of award by competent governing body <sup>11</sup>	Strike price	Market price for instruments as at the award date	Options expire
Key Mediobanca – Mediobanca Group staff		28 October 2004	SO	750,000	—	8 November 2007	15.7429	16.068	7 November 2015



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## Notes

- 1 One row to be completed for each person named individually and for each category of staff under consideration; new row must be inserted for every individual or category according to: i) each type of instrument or option awarded (e.g. different strike prices and/or expiry dates giving rise to different types of option); ii) every scheme approved by shareholders in different general meetings.
- 2 Specify the name of members of Board of Directors or Management Board of the issuer of financial instruments and companies controlled by or controlling it.
- 3 Specify the names of individuals with management duties at the issuer, as indicated in Article 152-*sexies*, para. 1, letter *c*)-*c.2* and controlled companies as indicated in Article 152-*sexies*, para. 1, letter *c*)-*c.3*.
- 4 Specify the names of persons controlling the share issuer, whether employees or working with or for the issuer on a contract basis and not linked to the company by means of a subordinate employment relationship.
- 5 Indicate all management with regular access to privileged information and authorized to take management decisions that could impact on the market trend and future prospects of the share issuer, as indicated in Article 152-*sexies*, para. 1, letter *c*)-*c.2*; in the event that, with reference to stock options, provision has been made for different strike prices (or, with reference to stock grants, for different purchase prices), please state the name of each individual by completing a corresponding number of rows
- 6 Indicate all management with regular access to privileged information and authorized to take management decisions that could impact on the market trend and future prospects of a company controlled directly or indirectly by the share issuer if the book value of the holding in the share issuer represents more than fifty percent of the assets of the said issuer as shown by the most recent financial statements approved, as indicated in Article 152-*sexies*, letter *c*)-*c.3* ; if provision has been made for different strike prices with reference to stock options (or different purchase prices in the case of stock grants), please specify the name of each such individual by completing a corresponding number of rows
- 7 Indicate the category of other staff and other persons. Different rows should be used for categories of staff or other persons in respect of whom different treatment is provided for in the terms and conditions of the scheme (e.g. senior management, middle management, employees).
- 8 Data refer to instruments in connection with schemes approved under:
  - i. resolutions adopted by shareholders in general meetings prior to the date on which the competent governing body approved the proposal for the AGM, and/or
  - ii. resolutions adopted by shareholders in general meeting prior to the date on which the competent governing body decides on implementing the mandate received from shareholders in general meeting;the table therefore contains:
  - under the foregoing assumption i), information updated as at the date on which the proposal is submitted by the competent governing body to shareholders in general meeting (in which case the table is attached to the information document for the general meeting held to approve the schemes);
  - under the foregoing ii), information updated as at the date on which the decision is made by the competent governing body to implement the schemes (in which case the table is attached to the press releases issued following the decision by the competent governing body to implement the schemes), and section 1 shows data for all the resolutions to be passed in general meetings currently pending validation, the instruments in respect of which have already been awarded (including for previous tranches contemplated by the same resolution based on which the competent governing body awards the new instruments).



- <sup>9</sup> Data may refer to:
- a. the decision of the Board of Directors prior to the general meeting, for the table attached to the document submitted to shareholders in general meeting; in which case, the table shall contain only the features, if any, already defined by the Board of Directors;
  - b. the decision of the competent Board of Directors to implement the plan subsequent to approval by shareholders in general meeting, in the event of a table attached to the press release to be published on the occasion of such last decision regarding implementation.
- In both cases it is necessary to mark the corresponding box in the part reserved for the present note no. 9. For data which is not as yet final, state N/A in the relevant part.
- <sup>10</sup> Total number of instruments subject to restrictions, e.g. restricted stock, in box 1, and shares underlying the options in box 2; one row must be completed for each class of instrument (e.g. for each different duration of restriction, or each different strike price); the number is calculated as at the date of the Board meeting to approve the proposal to be made to shareholders in general meeting, or at the date of the subsequent decision taken by the governing body to implement the resolution taken by shareholders in general meeting; for tables prepared in conjunction with the press release concerning the decision by the competent governing body to implement the scheme (cf. option contemplated under note 9, letter *b*), the total number of instruments, or shares underlying such instruments, newly awarded should not be indicated in section 1 but only in the first part of section 2
- <sup>11</sup> If the award date is different from the date on which the remuneration committee, if any, submitted a proposal in respect of such award, add also the date of the proposal made by said committee, with indication also of the date on which the BoD or other competent governing body with the initials "BdD/OGB" and the date of the proposal of the remunerations committee with the code "RC".
- <sup>12</sup> The number of financial instruments underlying options awarded but not exercisable relates to options which, despite being awarded, are not exercisable owing to vesting restrictions.
- <sup>13</sup> Indicate for example, in box 1: i) shares in company X, ii) instrument linked to the value of Y shares, and in box 2: iii) options on W shares, with physical settlement; iv) options on Z shares, with settlement in cash, etc.