



**MEDIOBANCA S.p.A.**

Registered Office: Piazzetta Enrico Cuccia 1, Milan  
Share capital € 443.616.723,50 fully paid up  
Tax code and Milan Co. Reg. No. n. 00714490158

**EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING  
HELD ON 28 OCTOBER 2020**

**Summary account of the votes on the items of the Agenda in accordance  
with art.125-quarter, paragraph No. 2, Legislative Decree No. 58/98**

**Extraordinary business**

Shares present at the meeting (Extraordinary business) when it was opened n. 579,808,431 equal to 65.3502%.

**Item 1 of the agenda**

**Proposal to amend Articles 2, 4, 7, 9, 13, 15, 16, 17, 18, 19, 21, 23, 24, 25, 27 and 28 of the Company's Articles of Association; related resolutions**

Shares present at the meeting when the vote was opened No. 489,644,376 equal to 55.1878% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	484,145,406	98.8769%	54.5680%
<b>Votes against</b>	1,452	0.0003%	0.0002%
<b>Abstentions</b>	1,239,552	0.2532%	0.1397%
<b>No votes</b>	4,257,966	0.8696%	0.4799%
<b>Total shares</b>	<b>489,644,376</b>	<b>100%</b>	<b>55.1878%</b>

**Item 2 of the agenda**

**Renewal of authorization to the Board of Directors to increase the company's share capital pursuant to Article 2443 of the Italian Civil Code as permitted by Article 4 of the Articles of Association; related resolutions:**

**Item 2.a of the agenda**

**Renewal of authorization to the Board of Directors pursuant to Articles 2443 and 2420-ter of the Italian Civil Code to increase the Company's share capital by means of rights and/or bonus issues in an amount of up to €100m, and to issue bonds convertible into ordinary shares and/or cum warrants, in an amount of up to €2bn. Amendments to Article 4 of the Company's Articles of Association and related resolutions**

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:



**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	570,793,992	98.4453%	64.3342%
<b>Votes against</b>	3,516,921	0.6066%	0.3964%
<b>Abstentions</b>	1,239,552	0.2138%	0.1397%
<b>No votes</b>	4,257,966	0.7343%	0.4799%
<b>Total shares</b>	<b>579,808,431</b>	<b>100%</b>	<b>65.3502%</b>

**Item 2.b of the agenda**

**Renewal of authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital by means of rights issues in an amount of up to €40m, including via warrants, via the issue of up to 80 million shares, to be set aside for subscription by Italian and non-Italian professional investors with option rights excluded under and pursuant to the provisions of Article 2441, paragraph four, second sentence, of the Italian Civil Code. Amendment to Article 4 of the company's Articles of Association and related resolutions**

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	481,358,773	83.0203%	54.2539%
<b>Votes against</b>	2,782,085	0.4798%	0.3136%
<b>Abstentions</b>	91,409,607	15.7655%	10.3028%
<b>No votes</b>	4,257,966	0.7344%	0.4799%
<b>Total shares</b>	<b>579,808,431</b>	<b>100%</b>	<b>65.3502%</b>

**Item 2.c of the agenda**

**Renewal of authorization pursuant to Article 2443 of the Italian Civil Code, to increase the Bank's share capital free of charge by an amount of up to €10m through the award, as permitted by Article 2349 of the Italian Civil Code, of an equivalent amount of profits or profit reserves as shown in the most recent financial statements approved, through the issue of no more than 20 million shares to be reserved to Mediobanca Group employees in execution of the performance share schemes in force at the time. Amendment to Article 4 of the Company's Articles of Association and related resolutions**

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	571,072,183	98.4932%	64.3655%
<b>Votes against</b>	3,238,730	0.5586%	0.3651%
<b>Abstentions</b>	1,239,552	0.2138%	0.1397%
<b>No votes</b>	4,257,966	0.7344%	0.4799%
<b>Total shares</b>	<b>579,808,431</b>	<b>100%</b>	<b>65.3502%</b>



## Ordinary business

Shares present at the meeting (Ordinary business) when it was opened n. 579,808,431 equal to 65.3502%.

### Item 1 of the agenda

**Financial statements as at 30 June 2020, Board of Directors' Review of Operations, reports by external auditors and Statutory Audit Committee:**

### Item 1.a of the agenda

#### Approval of financial statements for the year ended 30 June 2020

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

#### Votes result

	No. Share	% on shares represented in the meeting	% on share capital
<b>Votes for</b>	574,946,946	99.1615%	64.8022%
<b>Votes against</b>	1,452	0.0003%	0.0002%
<b>Abstentions</b>	602,067	0.1038%	0.0679%
<b>No votes</b>	4,257,966	0.7344%	0.4799%
<b>Total shares</b>	<b>579,808,431</b>	<b>100%</b>	<b>65.3502%</b>

### Item 1.b of the agenda

#### Allocation of profit for the year

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

#### Votes result

	No. Share	% on shares represented in the meeting	% on share capital
<b>Votes for</b>	575,121,300	99.1916%	64.8219%
<b>Votes against</b>	13,451	0.0023%	0.0015%
<b>Abstentions</b>	415,714	0.0717%	0.0469%
<b>No votes</b>	4,257,966	0.7344%	0.4799%
<b>Total shares</b>	<b>579,808,431</b>	<b>100%</b>	<b>65.3502%</b>



**Item 2 of the agenda**

**Appointment of Board of Directors for 2021-23 three-year period:**

**Item 2.a of the agenda**

**Appointment of Directors**

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	576,944,337	99.5060%	65.0273%
<b>Votes against</b>	239,355	0.0413%	0.0270%
<b>Abstentions</b>	415,713	0.0717%	0.0469%
<b>No votes</b>	2,209,026	0.3810%	0.2490%
<b>Total shares</b>	<b>579,808,431</b>	<b>100%</b>	<b>65.3502%</b>

**Item 2.b of the agenda**

**Appointment of Directors**

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>List no. 1*</b>	391,860,628	67.5845%	44.1666%
<b>List no. 2**</b>	169,156,759	29.1746%	19.0656%
<b>List no. 3***</b>	15,071,708	2.5994%	1.6987%
<b>Votes against</b>	1,938,227	0.3343%	0.2185%
<b>Abstentions</b>	1,766,253	0.3046%	0.1991%
<b>No votes</b>	14,856	0.0026%	0.0017%
<b>Total shares</b>	<b>579,808,431</b>	<b>100%</b>	<b>65.3502%</b>

\* List no. 1 submitted by the Board of Directors of Mediobanca;

\*\* List no. 2 submitted by a group of investors;

\*\*\* List no. 3 submitted by BlueBell Capital Partners Ltd. and Novator Capital Ltd.



List of the appointed candidate as members of the Board of Directors

	List	Independent(*)
Renato Pagliaro	1	
Alberto Nagel	1	
Francesco Saverio Vinci	1	
Maurizia Angelo Comneno	1	X
Virginie Banet	1	X
Maurizio Carfagna	1	X
Laura Cioli	1	X
Maurizio Costa	1	X
Valérie Hortefeux	1	X
Maximo Ibarra	1	X
Elisabetta Magistretti	1	
Vittorio Pignatti Morano	1	X
Gabriele Villa	1	
Angela Gamba	2	X
Alberto Lupoi	2	X

The above mentioned Board of Directors will remain in office for the financial years 2021-2023.

(\*)The candidate declared to meet the independence requirements set forth in the Consolidated Law on Finance and the Company's Articles of Association.

**Item 2.c of the agenda**

**Establishment of their annual remuneration**

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

**Votes result**

	No. Share	% on shares represented in the meeting	% on share capital
<b>Votes for</b>	574,993,754	99.1696%	64.8075%
<b>Votes against</b>	63,742	0.0110%	0.0072%
<b>Abstentions</b>	492,969	0.0850%	0.0556%
<b>No votes</b>	4,257,966	0.7344%	0.4799%
<b>Total shares</b>	579,808,431	100%	65.3502%

**Item 3 of the agenda**

**Appointment of Statutory Audit Committee for 2021-23 three-year period:**

**Item 3.a of the agenda**

**Appointment of Committee members and Chairman**

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:



**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>List no. 1*</b>	245,830,083	42.3985%	27.7075%
<b>List no. 2**</b>	315,016,655	54.3312%	35.5055%
<b>List no. 3***</b>	11,281,766	1.9458%	1.2716%
<b>Votes against</b>	1,134,381	0.1956%	0.1279%
<b>Abstentions</b>	6,095,890	1.0514%	0.6871%
<b>No votes</b>	449,656	0.0776%	0.0507%
<b>Total shares</b>	<b>579,808,431</b>	<b>100%</b>	<b>65.3502%</b>

\* List no. 1 submitted by Banca Mediolanum S.p.A.;

\*\* List no. 2 submitted by a group of investors;

\*\*\* List no. 3 submitted by BlueBell Capital Partners Ltd. and Novator Capital Ltd.

**List of the appointed candidate as members of the Statutory Audit Committee:**

	<b>List</b>	<b>Charge</b>
<b>Francesco Di Carlo</b>	<b>1</b>	Chairman
<b>Ambrogio Virgilio</b>	<b>2</b>	Statutory Auditor
<b>Elena Pagnoni</b>	<b>2</b>	Statutory Auditor
<b>Roberto Moro</b>	<b>1</b>	Alternate Auditor
<b>Stefano Sarubbi</b>	<b>2</b>	Alternate Auditor
<b>Marcella Caradonna</b>	<b>2</b>	Alternate Auditor

The above mentioned Statutory Audit Committee will remain in office for the financial years 2021-2023.

**Item 3.b of the agenda**

**Establishment of their annual remuneration**

Shares present at the meeting when the vote was opened No. 579,808,431 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	573,193,704	98.8592%	64.6046%
<b>Votes against</b>	175,849	0.0303%	0.0198%
<b>Abstentions</b>	3,826,902	0.6600%	0.4314%
<b>No votes</b>	2,611,976	0.4505%	0.2944%
<b>Total shares</b>	<b>579,808,431</b>	<b>100%</b>	<b>65.3502%</b>



**Item 4 of the agenda**

**Remuneration:**

**Item 4.a of the agenda**

**Report on remuneration and compensation paid: Section I – Mediobanca Group staff remuneration and incentivization policy FY 2020-21**

Shares present at the meeting when the vote was opened No. 573,386,648 equal to 64.6264% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	550,099,440	95.9387%	62.0017%
<b>Votes against</b>	18,455,759	3.2187%	2.0802%
<b>Abstentions</b>	573,483	0.1000%	0.0646%
<b>No votes</b>	4,257,966	0.7426%	0.4799%
<b>Total shares</b>	<b>573,386,648</b>	<b>100%</b>	<b>64.6264%</b>

**Item 4.b of the agenda**

**Report on remuneration and compensation paid, resolution not binding on Section II – Report on compensation paid in FY 2019-20**

Shares present at the meeting when the vote was opened No. 573,386,648 equal to 64.6264% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

**Votes result**

	<b>No. Share</b>	<b>% on shares represented in the meeting</b>	<b>% on share capital</b>
<b>Votes for</b>	461,620,437	80.5077%	52.0292%
<b>Votes against</b>	104,971,862	18.3073%	11.8314%
<b>Abstentions</b>	2,536,383	0.4424%	0.2859%
<b>No votes</b>	4,257,966	0.7426%	0.4799%
<b>Total shares</b>	<b>573,386,648</b>	<b>100%</b>	<b>64.6264%</b>

**Item 4.c of the agenda**

**Policy in the event of the beneficiary leaving office or the employment arrangement being terminated**

Shares present at the meeting when the vote was opened No. 573,386,622 equal to 64.6264% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:



## Votes result

	No. Share	% on shares represented in the meeting	% on share capital
<b>Votes for</b>	555,910,236	96.9520%	62.6567%
<b>Votes against</b>	12,752,417	2.2241%	1.4373%
<b>Abstentions</b>	466,003	0.0813%	0.0525%
<b>No votes</b>	4,257,966	0.7426%	0.4799%
<b>Total shares</b>	<b>573,386,622</b>	<b>100%</b>	<b>64.6264%</b>

## Item 4.d of the agenda

**2021-25 incentivization system for Group staff through use of financial instruments (performance share scheme)**

Shares present at the meeting when the vote was opened No. 573,386,622 equal to 64.6264% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

## Votes result

	No. Share	% on shares represented in the meeting	% on share capital
<b>Votes for</b>	562,191,256	98.0475%	63.3646%
<b>Votes against</b>	6,471,397	1.1286%	0.7294%
<b>Abstentions</b>	466,003	0.0813%	0.0525%
<b>No votes</b>	4,257,966	0.7426%	0.4799%
<b>Total shares</b>	<b>573,386,622</b>	<b>100%</b>	<b>64.6264%</b>

## Item 5 of the agenda

**Engagement of auditor for period from 30 June 2022 – 30 June 2030 and establishment of remuneration**

Shares present at the meeting when the vote was opened No. 579,808,405 equal to 65.3502% of the No. 887,233,447 shares constituting the share capital.

The voting result was the following:

## Votes result

	No. Share	% on shares represented in the meeting	% on share capital
<b>Votes for</b>	574,985,869	99.1682%	64.8067%
<b>Votes against</b>	98,567	0.0170%	0.0111%
<b>Abstentions</b>	466,003	0.0804%	0.0525%
<b>No votes</b>	4,257,966	0.7344%	0.4799%
<b>Total shares</b>	<b>579,808,405</b>	<b>100%</b>	<b>65.3502%</b>