



MEDIOBANCA S.p.A.

Registered Office: Piazzetta Enrico Cuccia 1, Milan
Share capital € 444,680,575 fully paid up
Tax code and Milan Co. Reg. No. n. 00714490158
Company belonging to the Monte dei Paschi di Siena Banking Group

**ORDINARY SHAREHOLDERS' MEETING
HELD ON 28 OCTOBER 2025**

**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**

Item 1 of the agenda

Financial statements as at 30 June 2025, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:

Item 1.a of the agenda

Approval of financial statements for the year ended 30 June 2025

Shares present at the meeting when the vote was opened No. 723,530,935 equal to 88.965% of the No. 813,279,689 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	723,510,935	99.997%	88.962%
Votes against	0	0.000%	0.000%
Abstentions	20,000	0.003%	0.003%
Total shares	723,530,935	100.000%	88.965%

Item 1.b of the agenda

Allocation of profit for the year and distribution of dividend

Shares present at the meeting when the vote was opened No. 723,530,935 equal to 88.965% of the No. 813,279,689 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	723,510,935	99.997%	88.962%
Votes against	0	0.000%	0.000%
Abstentions	20,000	0.003%	0.003%
Total shares	723,530,935	100.000%	88.965%



Item 2 of the agenda

Remuneration:

Item 2.a of the agenda

Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2025-26

Shares present at the meeting when the vote was opened No. 723,530,935 equal to 88.965% of the No. 813,279,689 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	722,926,056	99.916%	88.890%
Votes against	584,879	0.081%	0.072%
Abstentions	20,000	0.003%	0.003%
Total shares	723,530,935	100.000%	88.965%

Item 2.b of the agenda

Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2024-25

Shares present at the meeting when the vote was opened No. 723,530,935 equal to 88.965% of the No. 813,279,689 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	19,623,674	2.712%	2.413%
Votes against	1,633,206	0.226%	0.201%
Abstentions	702,274,055	97.062%	86.351%
Total shares	723,530,935	100.000%	88.965%

Item 2.c of the agenda

2025-26 incentivization system based on financial instruments - Annual performance share scheme

Shares present at the meeting when the vote was opened No. 723,530,935 equal to 88.965% of the No. 813,279,689 shares constituting the share capital.

The voting result was the following:



Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	723,295,730	99.967%	88.936%
Votes against	215,205	0.030%	0.026%
Abstentions	20,000	0.003%	0.003%
Total shares	723,530,935	100.000%	88.965%

Item 3 of the agenda

Appointment of Board of Directors for 2026-28 three-year period:

Item 3.a of the agenda

Establishment of number of Directors

Shares present at the meeting when the vote was opened No. 723,530,935 equal to 88.965% of the No. 813,279,689 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	723,510,935	99.997%	88.962%
Votes against	0	0.000%	0.000%
Abstentions	20,000	0.003%	0.003%
Total shares	723,530,935	100.000%	88.965%

**Item 3.b of the agenda****Appointment of Directors**

Shares present at the meeting when the vote was opened No. 723,530,935 equal to 88.965% of the No. 813,279,689 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
List *	723,052,785	99.934%	88.906%
Votes against	450,789	0.062%	0.055%
Abstentions	27,361	0.004%	0.004%
Total shares	723,530,935	100.000%	88.965%

* List submitted by Banca Monte dei Paschi di Siena

List of the appointed candidate as members of the Board of Director, all appointed from the list submitted by Banca Monte dei Paschi di Siena:

Vittorio Umberto Grilli
Alessandro Melzi d'Eril
Sandro Panizza
Paolo Gallo
Massimo Lapucci
Tiziana Togna
Giuseppe Matteo Masoni
Federica Minozzi
Donatella Vernisi
Andrea Zappia
Ines Gandini
Silvia Fissi



Item 3.c of the agenda

Establishment of their annual remuneration

Shares present at the meeting when the vote was opened No. 723,530,935 equal to 88.965% of the No. 813,279,689 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	723,019,760	99.929%	88.902%
Votes against	483,814	0.067%	0.059%
Abstentions	27,361	0.004%	0.004%
Total shares	723,530,935	100.000%	88.965%

Item 4 of the agenda

Appointment of PriceWaterhouseCoopers S.p.A. ("PwC") to perform the statutory audit and the limited review of the Sustainability Report of Mediobanca – Banca di Credito Finanziario S.p.A. ("Mediobanca") respectively for the 2026-2034 period and for the 2026-2028 period, subject to the consensual early termination of the statutory audit and of the limited review of Mediobanca's Sustainability Report engagements currently entrusted to EY S.p.A. for the financial years 2022-2030

Shares present at the meeting when the vote was opened No. 723,530,935 equal to 88.965% of the No. 813,279,689 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	723,457,194	99.990%	88.956%
Votes against	23,381	0.003%	0.003%
Abstentions	50,360	0.007%	0.006%
Total shares	723,530,935	100.000%	88.965%