



**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 14 APRIL 2026**

**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 31 December 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 31 December 2025;**

Shares present at the meeting when the vote was opened No. 731,787,296 equal to 89.9798% of the No. 813,279,689 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>	731,744,325	99.9941%	89.9745%
<b>Votes against</b>	0	0.0000%	0.0000%
<b>Abstentions</b>	42,971	0.0059%	0.0053%
<b>Total shares</b>	<b>731,787,296</b>	<b>100.0000%</b>	<b>89.9798%</b>

**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. 731,787,296 equal to 89.9798% of the No. 813,279,689 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>	731,787,296	100.0000%	89.9798%
<b>Votes against</b>	0	0.0000%	0.0000%
<b>Abstentions</b>	0	0.0000%	0.0000%
<b>Total shares</b>	<b>731,787,296</b>	<b>100.0000%</b>	<b>89.9798%</b>



**Item 1.c of the agenda**

**One-off payment required under Article 1, paragraphs 68-73, of the 2026 Italian budget law regarding the release of the unavailable reserve instituted pursuant to Article 26 of Italian Decree Law no. 104 of 10 August 2023; related resolutions.**

Shares present at the meeting when the vote was opened No. 731,787,296 equal to 89.9798% of the No. 813,279,689 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>	731,787,296	100.0000%	89.9798%
<b>Votes against</b>	0	0.0000%	0.0000%
<b>Abstentions</b>	0	0.0000%	0.0000%
<b>Total shares</b>	<b>731,787,296</b>	<b>100.0000%</b>	<b>89.9798%</b>

**Item 2 of the agenda**

**Addition to the Board of Directors through appointment of a new member; related resolutions.**

This item was not put to the vote as no nominations or proposed resolutions were submitted.

**Item 3 of the agenda**

**Appointment of Statutory Audit Committee for 2026-28 three-year period:**

**Item 3.a of the agenda**

**Appointment of Statutory Auditors and Committee Chair;**

Shares present at the meeting when the vote was opened No. 731,787,296 equal to 89.9798% of the No. 813,279,689 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>	731,787,296	100.0000%	89.9798%
<b>Votes against</b>	0	0.0000%	0.0000%
<b>Abstentions</b>	0	0.0000%	0.0000%
<b>Total shares</b>	<b>731,787,296</b>	<b>100.0000%</b>	<b>89.9798%</b>

\* List no. 1 submitted by Banca Monte dei Paschi di Siena



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

	<b>List</b>	<b>Charge</b>
<b>Mario Matteo Busso</b>	List no.1	Chairman
<b>Lavinia Linguanti</b>	List no.1	Standing Auditor
<b>Giacomo Granata</b>	List no.1	Standing Auditor
<b>Angelo Rocco Bonisconi</b>	List no.1	Alternate Auditor
<b>Maria Federica Izzo</b>	List no.1	Alternate Auditor
<b>Nicola Miglietta</b>	List no.1	Alternate Auditor

The above mentioned Statutory Audit Committee will remain in office for the financial years 2026-2028.

**Item 3.b of the agenda**

**Establishment of their annual remuneration.**

Shares present at the meeting when the vote was opened No. 731,787,296 equal to 89.9798% of the No. 813,279,689 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>	727,359,057	99.3949%	89.4353%
<b>Votes against</b>	720,557	0.0985%	0.0886%
<b>Abstentions</b>	3,707,682	0.5066%	0.4559%
<b>Total shares</b>	<b>731,787,296</b>	<b>100.0000%</b>	<b>89.9798%</b>

**Item 4 of the agenda**

**Remuneration:**

**Item 4.a of the agenda**

**Remuneration Policy and Report: Section I – Remuneration Policy FY 2026 of Mediobanca and its subsidiaries.**

Shares present at the meeting when the vote was opened No. 731,787,296 equal to 89.9798% of the No. 813,279,689 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>	712,360,952	97.3454%	87.5911%
<b>Votes against</b>	19,425,555	2.6545%	2.3885%
<b>Abstentions</b>	789	0.0001%	0.0001%
<b>Total shares</b>	<b>731,787,296</b>	<b>100.0000%</b>	<b>89.9798%</b>

**Item 4.b of the agenda****Remuneration Policy and Report: resolution not binding on Section II – Remuneration Report FY 2025.**

Shares present at the meeting when the vote was opened No. 731,787,296 equal to 89.9798% of the No. 813,279,689 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>	711,843,829	97.2747%	87.5276%
<b>Votes against</b>	19,843,178	2.7116%	2.4399%
<b>Abstentions</b>	100,289	0.0137%	0.0123%
<b>Total shares</b>	<b>731,787,296</b>	<b>100.0000%</b>	<b>89.9798%</b>

**Item 4.c of the agenda****2026 incentivization system based on financial instruments - Annual performance share scheme.**

Shares present at the meeting when the vote was opened No. 731,787,296 equal to 89.9798% of the No. 813,279,689 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>	731,731,536	99.9924%	89.9729%
<b>Votes against</b>	54,971	0.0075%	0.0068%
<b>Abstentions</b>	789	0.0001%	0.0001%
<b>Total shares</b>	<b>731,787,296</b>	<b>100.0000%</b>	<b>89.9798%</b>