



MEDIOBANCA

## NOTICE OF MEETING

### ANNUAL GENERAL MEETING

### 28 OCTOBER 2021

Notice is hereby given that an Annual General Meeting, ordinary and extraordinary, of Mediobanca (the "Company") will take place in a single session starting at 10.00 a.m. on 28 October 2021 in Piazzetta Cuccia 1, Milan, Italy, with the following:

#### Agenda

##### Ordinary business

1. Financial statements as at 30 June 2021 Board of Directors' Review of Operations, reports by external auditors and Statutory Audit Committee:
  - a. Approval of financial statements for the year ended 30 June 2021;
  - b. Allocation of profit for the year and distribution of dividend to shareholders, including through use of part of the Statutory Reserve.
2. Authorization to buy and sell treasury shares.
3. Remuneration:
  - a. Report on remuneration and compensation paid: Section I – Mediobanca Group staff remuneration and incentivization policy FY 2021-22;
  - b. Report on remuneration and compensation paid: resolution not binding on Section II – Disclosure on compensation paid in FY 2020-21;
  - c. Policy in the event of the beneficiary leaving office or the employment arrangement being terminated;
  - d. 2022 Incentivization system based on financial instruments (the "2022 performance share scheme"); partial withdrawal of the 2021-25 incentivization scheme, and approval of new one-year scheme;
4. Insurance policy covering civil liability for members of the Group legal entities' governing bodies.

##### Extraordinary business

1. Cancellation of treasury shares with no reduction of share capital; Article 4 of the company's Articles of Association to be amended accordingly.
2. Withdrawal of the existing authorization to the Board of Directors, under a resolution adopted by shareholders at the Annual General Meeting to be held on 28 October 2020, to increase the company's share capital free of charge through the issue of no more than 20 million ordinary shares to be reserved to Mediobanca Group employees in execution of the performance share schemes in force at the time. Article 4 of the company's Articles of Association to be amended accordingly.

##### Proceedings at Annual General Meeting

**In order to minimize the risk of spreading infection due Covid-19, Mediobanca has decided, like last year, to avail itself of the possibility – pursuant to Article 106 of Italian Decree Law 18/20, as extended by Italian Decree law 105/21 – to provide that participation by shareholders in the Annual General Meeting shall be exclusively via the appointed representative retained pursuant to Article 135-undecies of Italian Legislative Decree no. 58 of 24 February 1998 ("Italian Legislative Decree 58/98", or**



the "Italian Finance Act"). In derogation of Article 135-undecies, proxies or sub-proxies may also be issued to the Appointed Representative in accordance with the provisions of Article 135-novies of the Italian Finance Act.

### Right to participate in Annual General Meeting

Parties are entitled to attend and vote – only via the appointed representative – if the Company has received notice of their ownership of the shares sent by the intermediary to Mediobanca, based on its own records at the end of the accounting day of the seventh business day prior to the date set for the Annual General Meeting to be held in a single session (**19 October 2021 – the "Record Date"**). Investors who become shareholders after this date are not entitled to attend and vote in the general meeting.

Such notice must be received by 23:59 of the third market-open day prior to the meeting (**23 October 2021**). Authorization to take part and vote – exclusively via the Appointed Representative – may still be granted in cases where the notice is received by the Company after the deadline, provided such notice is received before proceedings at the meeting commence.

### Participation in the Annual General Meeting and issue of proxy to appointed representative

Participation in the Annual General Meeting by authorized parties may take place only via Studio Legale Trevisan & Associati, head office Viale Majno 45, Milan, Italy (in the person specifically of Mr Dario Trevisan, or other persons delegated by him should he be otherwise impeded), the representative appointed pursuant to Article 135-undecies of Italian Legislative Decree 58/98. The services of the Appointed Representative entail no expense for the appointing party's account (save for any postal expenses).

#### A. Appointment pursuant to Article 135-undecies of the Italian Finance Act (the "Proxy to the Appointed Representative")

The proxy may be issued to the Appointed Representative, pursuant to Article 135-undecies of the Italian Finance Act, along with voting instructions on all or some of the items on the Agenda, by completing the Proxy Form to the Appointed Representative published on the Bank's website at [www.mediobanca.com](http://www.mediobanca.com) and also available at its head office, along with instructions on how to complete it.

The original proxy to the Appointed Representative, along with a copy of a valid identity document for the issuing shareholder, or, if the issuing shareholder is a company, for such company's current representative-at-law or another individual vested with the requisite powers, along with documentation suitable for the purpose of proving such capacity and power, must reach the Appointed Representative by the 23:59 of the second open-market day prior to the date set for the Annual General Meeting (**26 October 2021**) by one or other of the following means: i) for proxies with autograph signatures, delivered or sent via courier or recorded delivery with return receipt to: Studio Legale Trevisan & Associati – Viale Majno 45, 20122 Milan (marked "MEDIOBANCA 2021 AGM PROXY"); ii) for proxies with eligible electronic or digital signatures, via certified email message sent to [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it); or by using the relevant section of the company's website (Governance/General Meetings/General Meeting 2021).

Proxies and voting instructions issued to the Appointed Representative may also be revoked by the same date and by the same means referred to above.

#### B. Proxy and/or sub-proxy pursuant to Article 135-novies of the Italian Finance Act ("Ordinary Proxy"; "Sub-Proxy")

Those not intending to use the powers of delegation provided by Article 135-undecies of the Italian Finance Act may choose as an alternative to issue proxies or sub-proxies to the Appointed Representative under Article 135-novies of the Italian Finance Act, and may use the Ordinary Proxy/Sub-Proxy form available on the Bank's website at [www.mediobanca.com](http://www.mediobanca.com) or at its head offices.

The Ordinary Proxy/Sub-Proxy must be received by 12:00 noon on the date prior to the date set for the Annual General Meeting (**27 October 2021**) to Studio Legale Trevisan & Associati, by post, to the following address: Viale Majno 45, 20122, Milan, Italy; via certified email to the following address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it); or by ordinary email, to the following address: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) (marked "MEDIOBANCA 2021 AGM PROXY").



Voting proxies may also be notified to the company via the relevant section of its website; by email, to the following address: [azionisti@mediobanca.com](mailto:azionisti@mediobanca.com); or by post, addressed to Group Corporate Affairs, Piazzetta Cuccia 1, 20121 Milan, Italy.

Proxies and voting instructions may also be revoked by the same date, by the same means referred to above.

Please consult the company's website for further information. Shareholders may contact the Appointed Representative for clarification on how to grant issue a proxy to the Appointed Representative (in particular on how to fill in the proxy form and voting instructions and how to send them) at the addresses provided above and/or on freephone number 800 134 679 (Italy only).

### **Additions to the Agenda and submission of proposed new resolutions**

Shareholders representing, *inter alia* jointly, at least one-fortieth of the company's share capital (2.5%) may request, as permitted by Article 126-*bis* of the Italian Finance Act and within 10 days of publication of this notice, i.e. by **4 October 2021**, an addition to the list of items on the Agenda, indicating the further topics for discussion proposed by them in the question. The application for additional items must be sent by the term referred to above to the Company's headquarters at Piazzetta E. Cuccia 1, 20121 Milan, Italy, marked for the attention of Group Corporate Affairs, by recorded delivery, or via email to the following address: [affari.societari@pec.mediobanca.com](mailto:affari.societari@pec.mediobanca.com); the application must contain information regarding the identity of the shareholders submitting the request, with an indication of the percentage shareholding owned in the aggregate and the reference details of the notice issued by the intermediary to the company authorizing the person concerned to exercise such right, and a report containing an indication of the reasons for the proposed resolutions on the new items, or the reason for the proposed further resolutions on items already included on the Agenda.

Any additions or proposed resolutions on items already included on the Agenda will be published by **13 October 2021** via the same means used to publish this notice. At the same time, the reports prepared by shareholders who have applied for additions to be made or further resolutions to be added to those already included on the Agenda will be published, in the same form as provided for the documentation regarding the Annual General Meeting, along with an assessment of the proposals by the governing body. No additions to the Agenda are permitted in the case of items for which shareholders by law are required to adopt resolutions at the proposal of the Board of Directors or based on a project or report prepared by the Board, save as provided under Article 125-*ter*, paragraph 1 of Italian Legislative Decree 58/98.

Parties entitled to vote may submit proposed resolutions and/or votes on items on the Agenda even if they represent less than one-fortieth of the company's share capital in the aggregate. In view of the fact that participation in Annual General Meeting is permitted only via the Appointed Representative, any such proposals must be submitted to Group Corporate Affairs by the means described above by and no later than **8 October 2021**. The proposals – subject to review of their relevance to the items on the Agenda and to checks that they are correctly presented and exhaustive with reference to the applicable regulations – will be published on the company's website by **13 October 2021**, to allow those entitled to vote to make an informed decision on the new proposals as well and to enable the Appointed Representative to receive voting instructions in respect of them.

### **Right to ask questions on items on the Agenda**

Shareholders entitled to vote may submit questions regarding the items on the Agenda prior to the Annual General Meeting, sending such questions to the company if possible by 6:00 p.m. of the seventh day prior to the date set for the Annual General Meeting, i.e. **19 October 2021**. Questions may be submitted by using the relevant section of the Company's website at [www.mediobanca.com](http://www.mediobanca.com) in the section entitled Governance/General Meetings/General Meeting 2021, via email to the following address: [azionisti@mediobanca.com](mailto:azionisti@mediobanca.com), or by post, addressed to Mediobanca S.p.A., Group Corporate Affairs (marked "Questions for 2021AGM"), Piazzetta E. Cuccia 1, 20121 Milan, Italy.

Questions must be accompanied the reference details of the notice issued by the intermediary to the company proving that the person concerned is authorized to exercise the above right.



Questions submitted by the term referred to above and pertinent to the items on the Agenda shall receive a reply by **26 October 2021**, to be published on the relevant section of the website. The Company may choose to provide a single reply to questions which have the same content.

### **Documentation for the Annual General Meeting and information to shareholders**

In accordance with regulations in force, the following documentation for the Annual General Meeting will be made available, within the term set by law, at the Bank's head office, at the offices of Borsa Italiana S.p.A. and on websites [emarketstorage.com](http://emarketstorage.com) and [www.mediobanca.com](http://www.mediobanca.com) (Governance/General meetings/General Meeting 2021).

The company reserves the right to make any additions and/or amendments to the contents of this notice of meeting required by changes to the legislation, regulations and/or guidance issued in connection with the ongoing Covid-19 crisis. Any such changes will be notified by the same means used to publish the present notice of meeting.

### **Information on share capital**

The company's share capital, subscribed for and paid up, amounts to €443,640,006.50 made up of 887,280,013 with no nominal value. Each share entitles its owner to one vote.

The company owns 24,910,107 treasury shares, equal to 2.8% of its share capital.

An excerpt of this notice, as provided by Article 125-bis of Italian Legislative Decree 58/98, has also been published in the following daily newspapers *Il Sole 24 Ore*, *Il Corriere della Sera* and *MF/Milano Finanza*.

pp. the Board of Directors

CHAIRMAN

(Renato Pagliaro)

Milan, 24 September 2021

Further information regarding the means of participation in the Annual General Meeting may be requested, on working days, from the Group Corporate Affairs – Shareholders office of Mediobanca S.p.A. (tel. no.: (0039) 02-8829.455 or 02-8829.543; or alternatively by sending an email to the following address [azionisti@mediobanca.com](mailto:azionisti@mediobanca.com)).

Under Regulation (EU) 2016/679, the data controller of the personal data is Mediobanca S.p.A. For the exercise of rights in relation to the Annual General Meeting, shareholders are invited to read the information notice on personal data processing published on the Bank's website at [www.mediobanca.com](http://www.mediobanca.com) (Governance/General Meetings/General Meeting 2021).