



MEDIOBANCA

## PRESS RELEASE

### PERFORMANCE SHARE AWARDS

As required under Article 84-bis of Consob resolution 11971/99 (Regulations for issuers), notice is hereby given that in the nine month ended 25 September 2020, a total of 1,363,953 Mediobanca shares (performance shares, to be assigned over a five-year period) were awarded to Group employees in application of the staff remuneration policies, from the scheme approved by shareholders at an annual general meeting held on 28 October 2015 as updated on 28 October 2019(cf. table attached).

The characteristics of the instruments awarded are described on the company's website at [www.mediobanca.com](http://www.mediobanca.com), section Governance/Remuneration/Performance shares scheme.

25 September 2020



## COMPENSATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

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

Date: 25 September 2020

Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 1 Instruments issued under valid schemes in force approved on the basis of resolutions adopted by shareholders in previous general meetings						
		Date approved by shareholders in AGM (2)	Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	66,224	27 September 2016	N/A	5.960	The shares will be made available in tranches in November 2020 (up to 44,149) and November 2021 (up to 22,075).



Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	32,986	27 September 2016	N/A	5,960	The shares will be made available in tranches in November 2020 (up to 21,991) and November 2021 (up to 10,995).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	110,618	27 September 2016	N/A	5,960	The shares will be made available in tranches in November 2020 (up to 75,004) and November 2021 (up to 35,614).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	335,422	27 September 2016	N/A	5,960	The shares will be made available in tranches in November 2020 (up to 282,024) and November 2021 (up to 53,398).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	7,521	27 January 2017	N/A	8.689	The shares will be made available in tranches in February 2021 (up to 5,014) and February 2022 (up to 2,507).
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	91,432	27 September 2017	N/A	9.061	The shares will be made available in tranches in November 2020 (up to 36,573), November 2021 (up to 36,573), and November 2022 (up to 18,286).
Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	70,098	27 September 2017	N/A	9.061	The shares will be made available in tranches in November 2020 (up to 28,039), November 2021 (up to 28,039), and November 2022 (up to 14,020).



Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	150,297	27 September 2017	N/A	9.061	The shares will be made available in tranches in November 2020 (up to 62,010), November 2021 (up to 59,740), and November 2022 (up to 28,547).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	547,263	27 September 2017	N/A	9.061	The shares will be made available in tranches in November 2020 (up to 313,255), November 2021 (up to 197,742), and November 2022 (up to 36,266).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	14,261	12 October 2017	N/A	9.111	The shares will be made available in tranches in November 2020 (up to 9,270) and November 2021 (up to 4,991).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	33,276	15 December 2017	N/A	9.377	The shares will be made available in tranches in November 2020 (up to 13,310), November 2021 (up to 13,310), and November 2022 (up to 6,656).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	12,844	27 February 2018	N/A	9.946	The shares will be made available in tranches in February 2021 (up to 5,138), February 2022 (up to 5,138), and February 2023 (up to 2,568).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	13,895	13 April 2018	N/A	9.883	The shares will be made available in tranches in November 2020 (up to 8,337), November 2021 (up to 3,613), and November 2022 (up to 1,945).



Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	150,981	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2020 (up to 60,392), November 2021 (up to 36,235), November 2022 (up to 36,235), and November 2023 (up to 18,119).
Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	125,818	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2020 (up to 50,327), November 2021 (up to 30,196), November 2022 (up to 30,196), and November 2023 (up to 15,099).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	254,309	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2020 (up to 106,392), November 2021 (up to 61,500), November 2022 (up to 58,700), and November 2023 (up to 27,717).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	1,183,170	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2020 (up to 581,962), November 2021 (up to 342,046), November 2022 (up to 217,807), and November 2023 (up to 41,355).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	10,875	22 February 2019	N/A	8.258	The shares will be made available in tranches in February 2021 (up to 4,350), February 2022 (up to 2,610), February 2023 (up to 2,610), and February 2024 (up to 1,305).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	80,159	15 May 2019	N/A	8.931	The shares will be made available in tranches in February 2021 (up to 32,064), February 2022 (up to 19,238), February 2023 (up to 19,238), and February 2024 (up to 9,619).





Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	50,635	2 September 2019	N/A	9.019	The shares will be made available in tranches in February 2021 (up to 30,381), February 2022 (up to 13,165), and February 2023 (up to 7,089).
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	142,358	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2021 (up to 56,943), November 2022 (up to 34,166), November 2023 (up to 34,166), and November 2024 (up to 17,083).
Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	102,067	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2021 (up to 40,827), November 2022 (up to 24,496), November 2023 (up to 24,496), and November 2024 (up to 12,248).



Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	282,782	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2021 (up to 117,240), November 2022 (up to 68,279), November 2023 (up to 65,804), and November 2024 (up to 31,459).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	1,047,321	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2021 (up to 541,981), November 2022 (up to 302,754), November 2023 (up to 180,056), and November 2024 (up to 22,530).
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI scheme)	150,597	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2024 (up to 56,829), November 2026 (up to 31,256), November 2027 (up to 31,256), and November 2028 (up to 31,256).



Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI scheme)	125,496	19 December 2019	N/A	10,033	The shares will be made available in tranches in November 2024 (up to 47,358), November 2026 (up to 26,046), November 2027 (up to 26,046), and November 2028 (up to 26,046).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI scheme)	62,748	19 December 2019	N/A	10,033	The shares will be made available in tranches in November 2024 (up to 23,679), November 2026 (up to 13,023), November 2027 (up to 13,023), and November 2028 (up to 13,023).

- 1) The category "strategic management" includes the number of identified staff as at 30 June 2020.
- 2) The performance share scheme approved under a resolution adopted by shareholders in a general meeting held on 28 October 2015 and updated on 28 October 2019 is published on the bank's website at [www.mediobanca.com](http://www.mediobanca.com), section Governance/Remuneration/Performance shares scheme.
- 3) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the incentivization system or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements). For the award made on 19 December 2019 as part of the Long-Term Incentive linked to the 2019-23 Strategic Plan, the actual number of shares will be established as and when the Plan has been completed.



Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 2						
		Newly-awarded instruments following decision by governing body implementing resolution adopted by shareholders in general meeting						
		Date approved by shareholders in AGM (2)	Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	74,071	25 September 2020	N.D.	6.687	The shares will be made available in tranches in November 2021 (up to 27,952), November 2023 (up to 15,373), November 2024 (up to 15,373), November 2025 (up to 15,373).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	90,284	25 September 2020	N.D.	6.687	The shares will be made available in tranches in November 2021 (up to 34,070), November 2023 (up to 18,738), November 2024 (up to 18,738), November 2025 (up to 18,738).



Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	304,382	25 September 2020	N.D.	6.687	The shares will be made available in tranches in November 2021 (up to 120,187), November 2022 (up to 4,784), November 2023 (up to 62,993), November 2024 (up to 58,209), November 2025 (up to 58,209).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	895,216	25 September 2020	N.D.	6.687	The shares will be made available in tranches in November 2021 (up to 480,804), November 2022 (up to 165,249), November 2023 (up to 192,882), November 2024 (up to 28,648), November 2025 (up to 27,633).

1. The category "strategic management" includes the number of identified staff as at 30 June 2020.
2. The performance share scheme approved under a resolution adopted by shareholders in a general meeting held on 28 October 2015 and updated on 28 October 2019 is published on the bank's website at [www.mediobanca.com](http://www.mediobanca.com), section Governance/Remuneration/Performance shares scheme.
3. Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the variable system or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).