



EXCERPT FROM NOTICE OF MEETING
ORDINARY ANNUAL GENERAL MEETING
28 OCTOBER 2025

Notice is hereby given that an ordinary Annual General Meeting of shareholders in Mediobanca (the "Company") has been called to take place in a single session starting at 10.00 a.m. on 28 October 2025, by the methods described below, with the following:

Agenda

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

- a. Approval of financial statements for the year ended 30 June 2025;
- b. Allocation of profit for the year and distribution of dividend.

2. Remuneration:

- a. Group Remuneration Policy and Report:

Section I – Mediobanca Group Remuneration Policy FY 2025-26.

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

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

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

- a. Establishment of number of Directors;
- b. Appointment of Directors;
- c. Establishment of their annual remuneration.

Mediobanca has decided to avail itself of the possibility, pursuant to Article 106 of Italian Decree Law no. 18/2020, as converted by Italian Law no. 27/2020, the effects of which have been extended most recently by Italian Law no. 15/2025, to provide that participation by shareholders in the general meeting shall be exclusively via the Appointed Representative engaged pursuant to Article 135-undecies of Italian Legislative Decree no. 58/98 (the "Italian Finance Act"), that is, without them attending in person.

Information on the Bank's share capital and on the means and deadlines for:

- ◆ Taking part in the Annual General Meeting and exercising voting rights (please note that the record date is 17 October 2025);
- ◆ Taking part in, and voting at, the Annual General Meeting by proxy via the Company's Appointed Representative (Studio Legale Trevisan & Associati);
- ◆ Submitting proposed resolutions and/or requests for items to be added to the agenda;
- ◆ Exercising the right to ask questions on items on the agenda prior to the meeting;
- ◆ Filing lists of candidates for appointment to the Board of Directors;
- ◆ Availability of the reports on the items on the agenda and other documentation for the Annual General Meeting;

is found in the notice of meeting available on the Bank's website at www.mediobanca.com (Governance/General Meetings/General Meeting October 2025).



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

This excerpt has been published in the following daily newspapers: *Il Corriere della Sera* and *Il Sole 24 Ore*.

Milan, 18 September 2025

pp. the Board of Directors

CHAIRMAN

(Renato PAGLIARO)