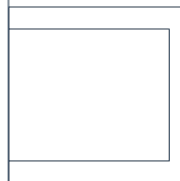




MEDIOBANCA CORPORATE GOVERNANCE

Executive summary

September 2022



MEDIOBANCA

INTRODUCTION

Mediobanca Group has developed significantly in the last decade,
strengthening existing business while developing new projects,
addressing profitability growth and long-term solidity for the benefit of all its stakeholders.
This process has resulted in steady evolution, allowing the Group to take the best opportunities offered by the
market and regulation.

Responsibility and professionalism continue to be distinctive hallmarks of the Group's culture
Outstanding balance-sheet solidity will remain a crucial managerial driver to take advantage of growth
opportunities, as we have done across the whole cycle.

Governance, in synergy with social and environmental responsibility (ESG), has a primary role in combining
business growth and financial strength, creating value for all stakeholders in a long-term sustainable
perspective.

In FY22, precisely in order to align with market best practices and play a primary role in addressing climate
change, the Mediobanca Group strengthened its commitment in the following areas:

Governance

Appointment Lead Independent Director

Environment

Joining the Net-Zero Banking Alliance and publishing the first TCFD report

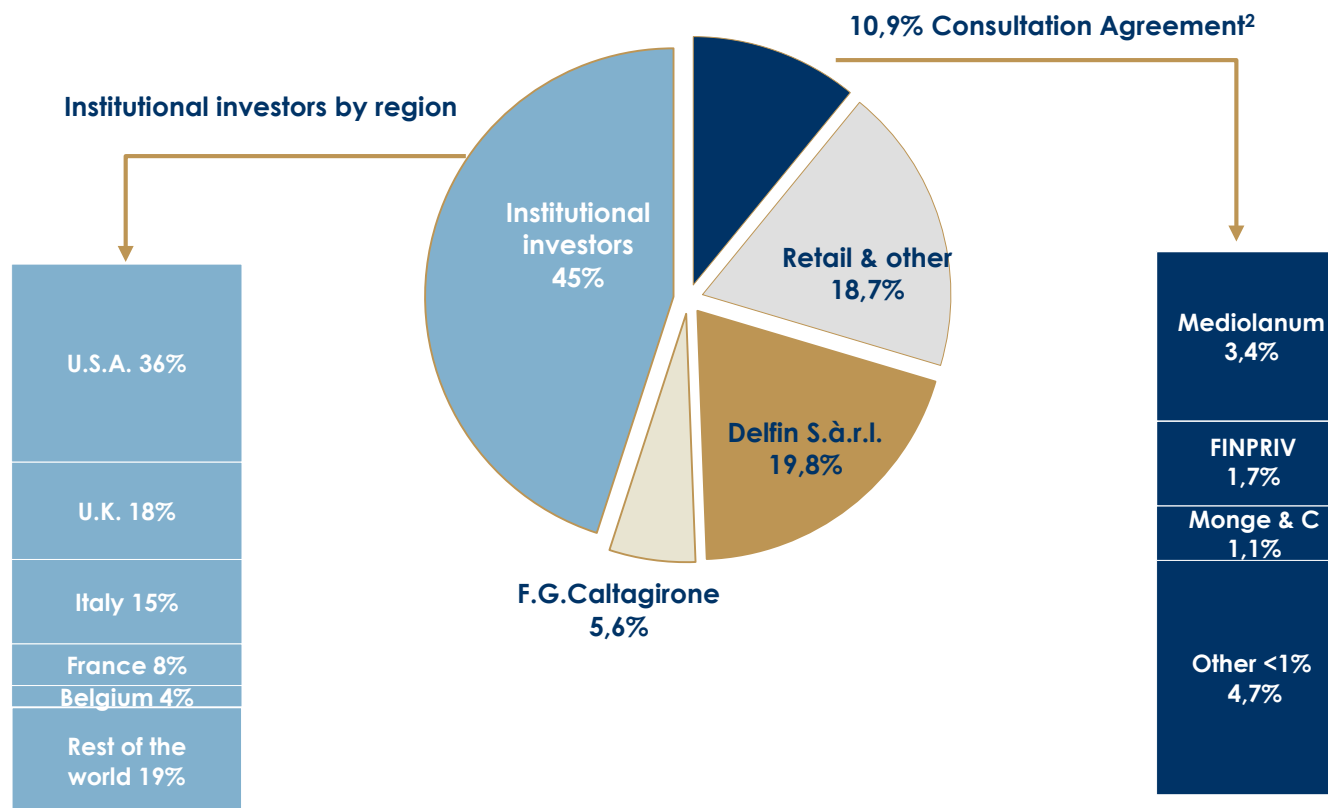
Social

Launch of toDEI project on diversity and inclusion with first ambitious targets on gender equality

SHAREHOLDERS' BASE

Parent Company Mediobanca

Mediobanca shareholders' structure¹

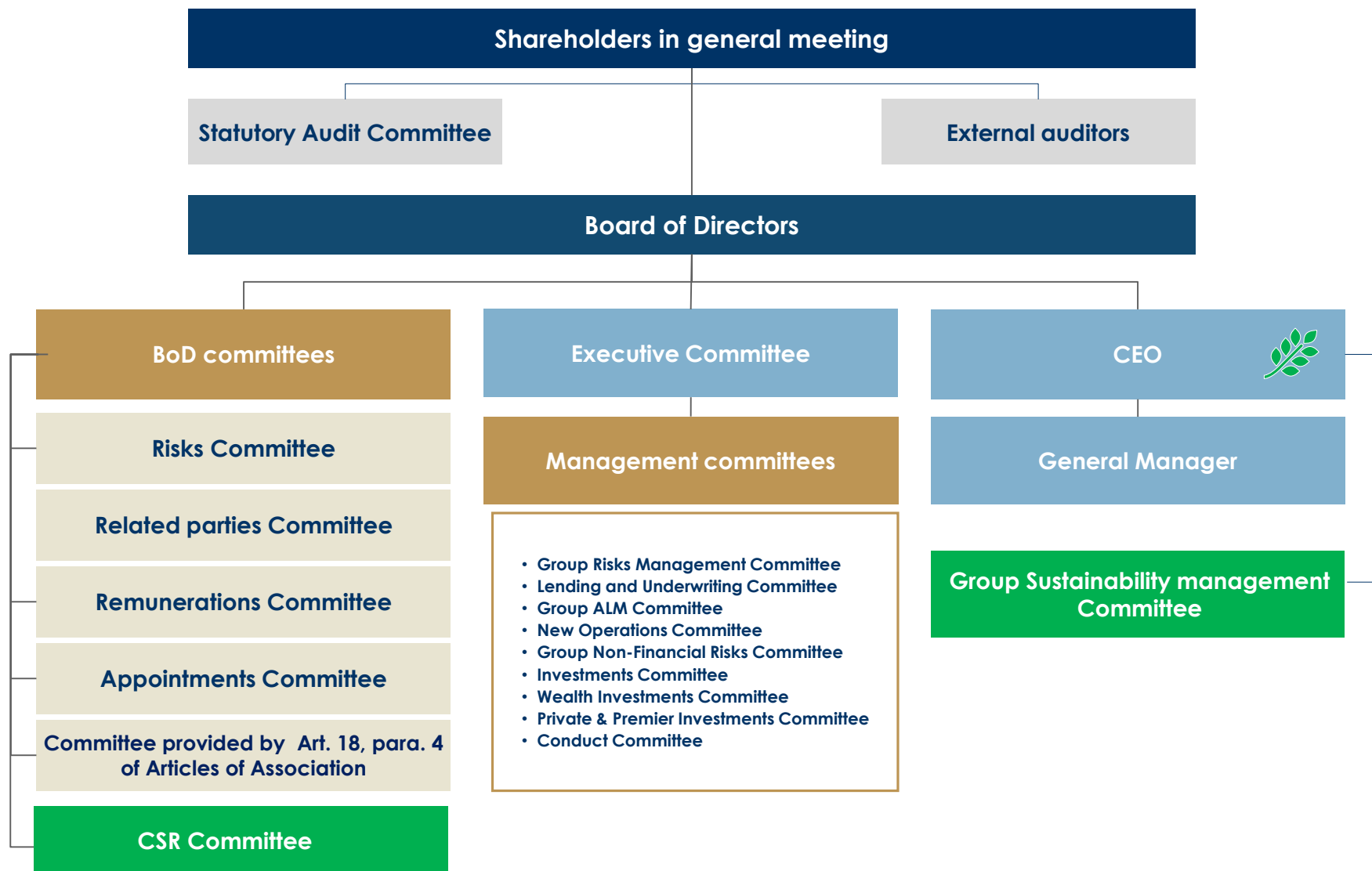


- ◆ **Historical shareholders' agreement has expired.** Since 1st January 2019 a new consultation agreement has been in force, gathering 10.9% of the capital with no restrictions on shares.
- ◆ **Institutional investors account for almost 45%,** stably split by geographical region: U.S.A (36%), U.K. (18%) and Italy (15%).

1) Institutional investor breakdown by geographical source: Nasdaq Shareholder Analysis, August 2022

2) No provision made for commitments either in terms of lock-up or voting rights over shares syndicated. The agreement governs the means by which shareholders meet to share reflections and considerations regarding the Group's performance, in accordance with the principle of parity of information versus the market

CORPORATE GOVERNANCE STRUCTURE



CORPORATE GOVERNANCE MODEL: DESCRIPTION

- ◆ Mediobanca has adopted a traditional corporate governance model based on a BoD and a Statutory Audit Committee, both of which are appointed by shareholders in AGM:
 - ◆ **Strategic Supervision** is attributed to the BoD (with the support of the BoD Committees, which have processing, advisory and proposal functions);
 - ◆ **Operations** are managed by the Executive Committee and the CEO, who are responsible for implementing strategic policies and managing the company;
 - ◆ a **Lead Independent Director (LID)** has been appointed to co-ordinate the independent Directors' requests and contributions;
 - ◆ the **Statutory Audit Committee** is responsible for supervising control activities;
 - ◆ an **Audit Firm**, appointed by the AGM on the proposal made by the Statutory Audit Committee, is engaged to audit the Group's financial statements.
- ◆ **BoD Committees** - the Board of Directors has established **six Board committees**:
 - ◆ **Risks Committee**: duties for matters relating to risk management, the internal controls system and the financial reporting structure;
 - ◆ **Related parties Committee**: assists the Board of Directors on matters pertaining to transactions with related parties;
 - ◆ **Remuneration Committee**: consultative and administrative duties regarding the staff remuneration and incentivization policy and for setting the compensation payable to senior management figures;
 - ◆ **Appointments Committee**: supports the BoD in the process of appointing Directors, the BoD self assessment exercise, and in preparing the succession planning for senior management positions;
 - ◆ **CSR Committee**: administrative duties for sustainability issues to be submitted to the attention of the BoD;
 - ◆ **Committee instituted pursuant to Article 18 of Articles of Association**: adopts resolutions in respect of decisions to be taken in general meetings of the investee listed companies, with reference to the appointments to be made to their governing bodies, in which the Bank holds at least 10% of share capital and for which the investment represents >5% of the Group's consolidated regulatory capital.
- ◆ **Management committees¹** – these are **committees made up of members of the Group's senior management** (including the CEO and Group General Manager), to which the Executive Committee has delegated **powers of approval on matters involving credit, market, liquidity, operational and conduct risk, plus investments for clients**.
- ◆ **The Group Sustainability management Committee**, made up of key people within Mediobanca and the Group Sustainability Unit, reporting directly to the CEO.

1) In particular: the Group Risk Management Committee, the Lending and Underwriting Committee, the Group ALM Committee, the Investments Committee, the New Operations Committee, Group Non-Financial Risks Committee, the Wealth Management Investments Committee, the Private & Premier Investments Committee, and the Conduct Committee.

BOARD OF DIRECTORS IN CHARGE UNTIL FY 2023...

List of Board members

Name	Age	Post	Independent*	First election
Renato Pagliaro	65	Chairman ¹		2008
Maurizia Angelo Comneno	74	Deputy Chairman		2014
Alberto Nagel	57	CEO		2008
Francesco Saverio Vinci	59	GM		2008
Virginie Banet	56	Director	X	2020
Maurizio Carfagna	74	Director	X	2014
Laura Cioli	59	Director	X	2020
Maurizio Costa	73	Director	X	2014
Angela Gamba	52	Director - LID	X ²	2017
Valérie Hortefeux	54	Director	X	2017
Maximo Ibarra	53	Director	X	2018
Alberto Lupoi	52	Director	X ²	2017
Elisabetta Magistretti	75	Director		2011
Vittorio Pignatti Morano	65	Director	X	2018
Gabriele Villa	58	Director		2017

Main features

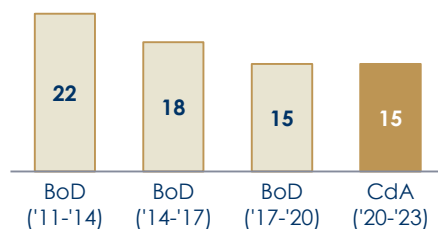
- ◆ **The current BoD** (appointed by shareholders at the AGM held in 2020, expiring with approval of the financial statements for the year ended 30/6/23), **is aligned with the best national and international practice**, complies with the regulations issued by the ECB and the Bank of Italy, and reflects the results of the self-assessment process.
- ◆ **Size: 15 Directors**
- ◆ **Continuity in BoD composition to confirm strategy** of 2019-23 Strategic Plan
- ◆ **Lead Independent Director (LID)**
- ◆ **Balanced combination of expertise**
- ◆ **Gender diversity (@ 40%)**
 - The female gender:**
 - is present in **all the endoconsiliar committees**;
 - makes up **the majority of the Risk and Corporate Social Responsibility Committees**;
 - is the **chair of the Risk Committee**;
 - is represented by **LID**.
- ◆ **Strengthening international experience** and profiles in areas other than legal and economic
- ◆ **In compliance with the Supervisory Instructions for banks on corporate governance and with the Articles of Association:** the non-executive directors who are members of the Executive Committee have been deemed to be executive directors and are therefore not members of the other intra-board committees

ENRICHED BLEND OF SKILLS TO STRENGTHEN BUSINESS PROFILE

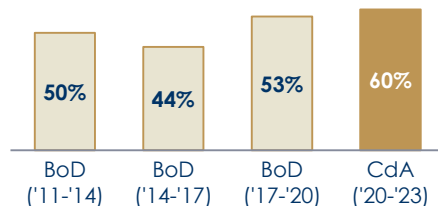
Name	Gender	Age	Skills & expertise									
			Business in which MB Group operates	Banking accounting and reporting	Macro/ international economics	Risk management, compliance and internal audit	Information technology, security	Legal and regulatory frameworks	Manag. capab. and entrepr. exp.	Banking governance	Planning of regulatory and economic capital	Sustainability
Renato Pagliaro	M	65	X	X	X	X	X	X	X	X	X	X
Maurizia Angelo Comneno	F	74	X			X		X	X	X		X
Alberto Nagel	M	57	X	X	X	X		X	X	X	X	X
Francesco Saverio Vinci	M	59	X	X	X	X	X	X	X	X	X	X
Virginie Banet	F	56	X	X	X	X	X	X	X	X	X	X
Maurizio Carfagna	M	74	X	X	X	X	X	X	X	X	X	
Laura Cioli	F	59	X		X	X	X		X	X	X	X
Maurizio Costa	M	73	X		X	X			X	X		X
Angela Gamba	F	52	X			X			X	X		X
Valérie Hortefeux	F	54	X		X	X			X	X	X	X
Maximo Ibarra	M	53	X		X		X		X	X		X
Alberto Lupoi	M	52	X			X		X		X	X	X
Elisabetta Magistretti	F	75	X	X		X		X	X	X	X	X
Vittorio Pignatti Morano	M	65	X	X	X	X			X	X	X	
Gabriele Villa	M	58	X	X		X		X		X		
MB's Board Skills Matrix			100%	53%	67%	93%	40%	60%	87%	100%	67%	80%

BoD EVOLUTION

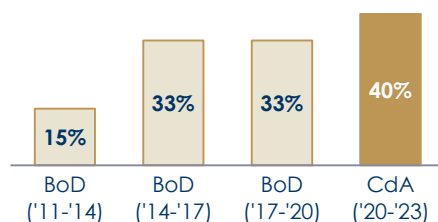
Number of BoD members



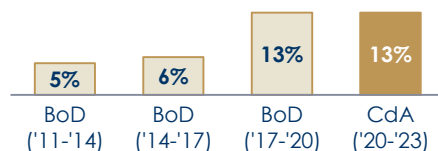
Independent¹ members as % of total



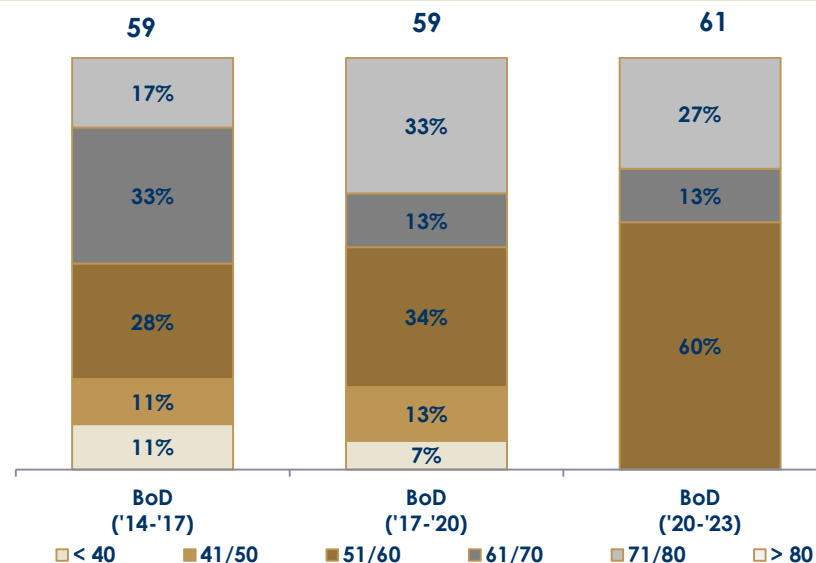
Women on BoD



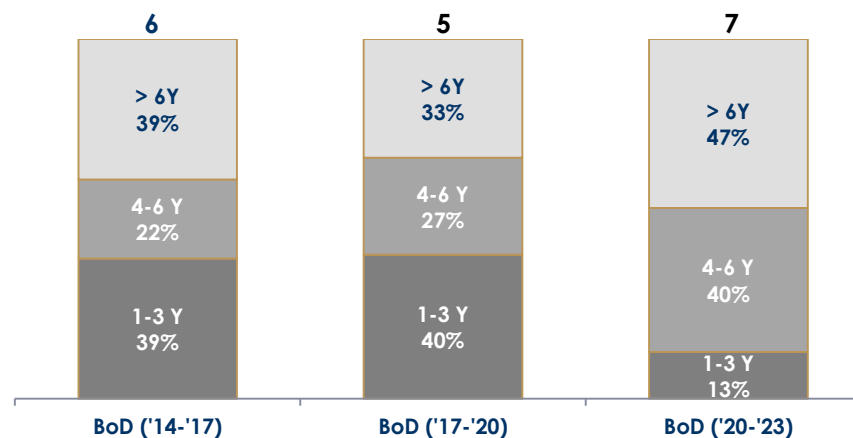
Minority representation



BoD average age and age distribution (%)



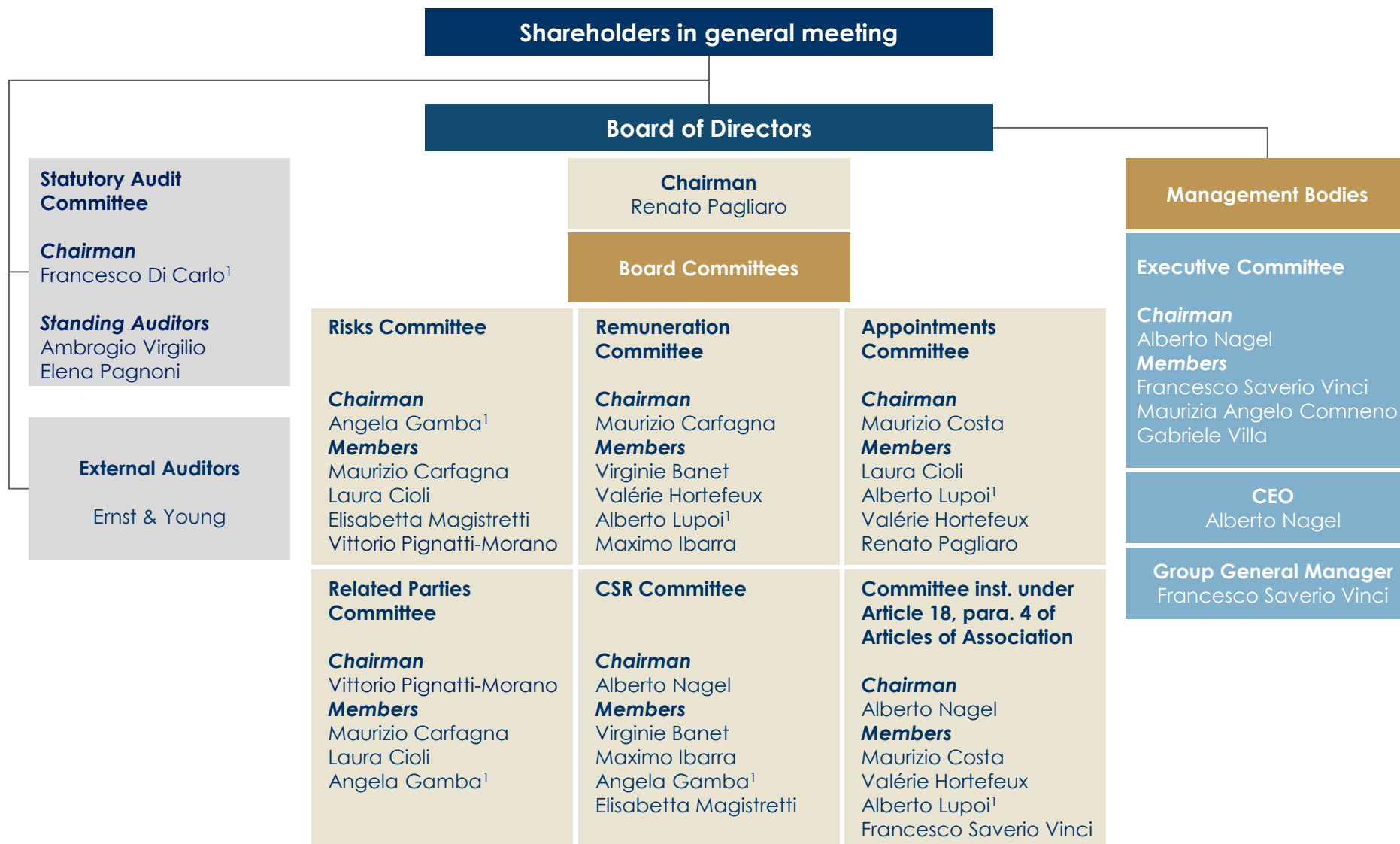
BoD average tenure and tenure distribution (%)



BOARD OF DIRECTORS' COMMITTEES: COMPOSITION

Director	Post	Independent *	Committees						
			Executive	Risks	Related Parties	Remunerations	Appointments	CSR	Committee inst. under Article 18, para. 4 of Articles of Association
R. Pagliaro	Chairman ¹						X		
M.A. Comneno	Deputy Chairman		X						
A. Nagel	CEO		Chairman					Chairman	Chairman
F. Saverio Vinci	GM		X						X
V. Banet	Director	X				X		X	
M. Carfagna	Director	X		X	X	Chairman			
L. Cioli	Director	X		X	X		X		
M. Costa	Director	X					Chairman		X
A. Gamba	Director - LID	X ²		Chairman	X			X	
V. Hortefeux	Director	X				X	X		X
M. Ibarra	Director	X				X		X	
A. Lupoi	Director	X ²				X	X		X
E. Magistretti	Director			X				X	
V. Pignatti Morano	Director	X		X	Chairman				
G. Villa	Director		X						

BOARD OF DIRECTORS COMMITTEES COMPOSITION (CHART)








GROUP CSR : FROM COMPLIANCE TO STRATEGY

Integrating CSR into corporate strategy...

2017	2018	2019	2020	2021	2022
Structure created	First Consolidated Non-Financial Statement	Policy on responsible investing and financing	CSR objectives included in new Strategic Plan	Continued commitment to CSR objectives	Commitment on climate change and diversity
<ul style="list-style-type: none"> ◆ Sustainability unit ◆ Group managerial Sustainability Committee ◆ Group Sustainability Policy ◆ First materiality matrix ◆ First Group sustainability report 	<ul style="list-style-type: none"> ◆ Directive on responsible investing ◆ Multi-stakeholder forum to update materiality matrix ◆ Signed up to UN Global Compact ◆ First Consolidated Non-Financial Statement 	<ul style="list-style-type: none"> ◆ New Group policy on responsible investing and lending ◆ Responses to leading ESG Index questionnaires ◆ Signed up to Principles for Responsible Investing ◆ E-learning course on Sustainability and Human Rights ◆ Second Consolidated Non-Financial Statement 	<ul style="list-style-type: none"> ◆ CSR objectives included in the 2019-23 Strategic Plan and in the LTI for senior management ◆ BoD CSR Committee ◆ Revised version of Group Sustainability Policy ◆ Third Consolidated Non-Financial Statement 	<ul style="list-style-type: none"> ◆ Achievement of Carbon Neutrality ◆ Inclusion in the S&P Europe 350 ESG Index ◆ Participation in the main sustainability questionnaires ◆ Signed up to Principles for Responsible Banking ◆ Fourth Consolidated Non-Financial Statement 	<ul style="list-style-type: none"> ◆ Joining the Net Zero Banking Alliance and setting initial targets to 2030 ◆ Launch of "ToDEI" the Group's diversity program with quantitative KPIs ◆ Sign up to the Task Force on Climate-Related Financial Disclosure (TCFD) and publication of first Report ◆ Fifth Consolidated Non-Financial Statement

... al fine di soddisfare tutte le nostre controparti con il nostro riconosciuto approccio etico

SHAREHOLDERS  <p>Solid profitability Outstanding capital ratios</p>	OUR PEOPLE  <p>5.016¹ employees 58% men 42% women 157.425 hours of training</p>	ENVIRONMENT  <p>Neutralized 3,437 tCO₂ purpose 1 and 2, related to the year 20-21</p> <p>100% of electricity acquired from renewable sources</p>	COMMUNITY  <p>€7,6m¹ community investment in 3 areas:</p> <ul style="list-style-type: none"> ◆ Environment and territory ◆ Culture, research and innovation ◆ Social inclusion 	SUPPLY CHAIN  <p>58% of the purchases screened by CSR¹</p>
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MB'S BOARD SELF-ASSESSMENT AND SUCCESSION PLANS

MB'S BOARD SELF-ASSESSMENT 21/22*

To appraise board effectiveness and identify areas of improvement, the Board undertook a self-assessment exercise.

LARGELY POSITIVE ASSESSMENT:

- ♦ **composition and functioning of the Board;**
- ♦ **adequacy in terms of the mix of knowledge, skills and experience inherent in the Institute's main business areas and related risks;**
- ♦ **focus on strategy, risk governance, innovation, and gender equality within the Board of Directors;**
- ♦ **functioning of the Board Committees.**

AREAS OF IMPROVEMENT:

- in relation to the quality of the documentation made available to the Board: introduction of **executive summaries** and **new management-type presentation formats** for economic performance and risk reporting with evidence of risks and opportunities;
- possibility of **anticipating any questions or requests for more in-depth information** on the items on the agenda also in written form before the meeting and sharing them, with their answers, with all other Board members;
- identification of **topics on the agenda** of the Board of Directors whose presentation will be omitted by proceeding **directly to their discussion**;
- additional **training sessions on ESG and risk monitoring** issues, including possibly using external advisors;
- provision for **meetings of independent** directors prior to certain meetings of particular importance (e.g., approval of the strategic plan).

During FY2022, **all actions suggested as a result of the 2021 self-assessment were implemented:**

- ♦ induction and training meetings included topics related to sustainability (including measurement of related risks), IFRS9 application, Area Studi Mediobanca;
- ♦ two board meetings were entirely dedicated to strategic aspects and innovation (fintech);
- ♦ 6 meetings of the Corporate Social Responsibility Committee were held compared to 4 in the previous year.

MB'S BOARD SUCCESSION PLANS

The Board has approved and maintains updated Succession Plans for corporate officers and Key Function Holders to ensure continuity of leadership.

SUCCESSION PLANS

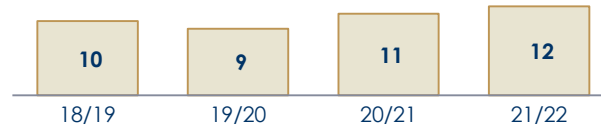
- ◆ Regarding the succession of senior figures (including **executive directors**):
 - ◆ the BoD approves and updates the “Policies for the selection, appointment, succession and performance assessment of company representatives and Group Key Function Holders” governing the suitability requirements of corporate officers (including the president, CEO and General Manager) and the heads of the main business lines/functions and geographical areas covered by the Mediobanca Group. For each position, the **Appointments Committee has ascertained that all the current holders meet the suitability requirements** and has examined the succession planning **identifying more than one potential internal candidate for succession**.
- ◆ Regarding the succession of **non-executive directors**:
 - ◆ those appointed from the **minority list** are replaced, where possible, by **unappointed directors from the same list**, in accordance with the provisions on equal gender representation in force;
 - ◆ those appointed from the **majority list**, in line with best practice, the selection of candidates will **reflect the guidance issued by the BoD in its Report on the qualitative - quantitative composition of the BoD**, giving priority to candidates in possession of the same characteristics as the Director leaving office (in terms of gender, independence, international experience and specialization).

BoD AND BOARD COMMITTEES: STATISTICS

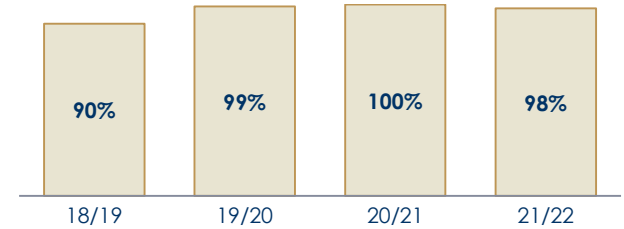
BoD STATISTICS

BoD

No. of meetings¹

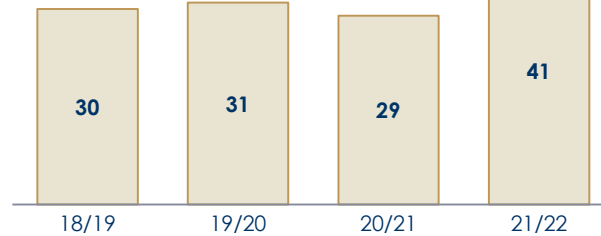


Attendance

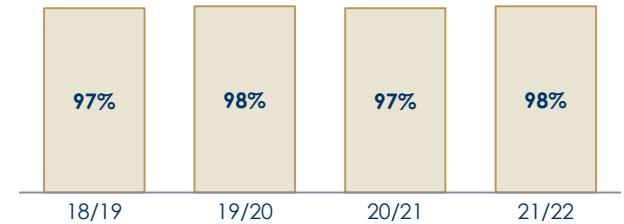


Statutory Audit Committee

No. of meetings

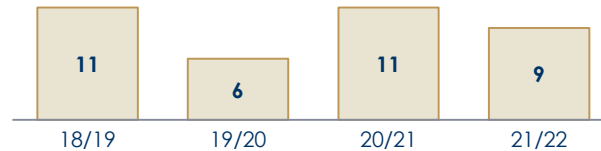


Attendance

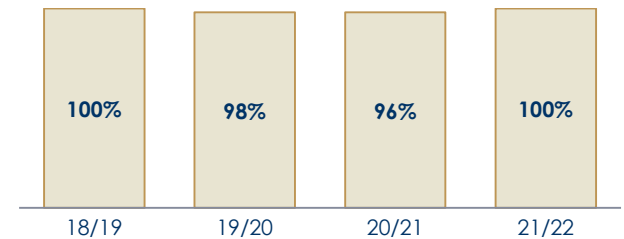


Executive Committee

No. of meeting



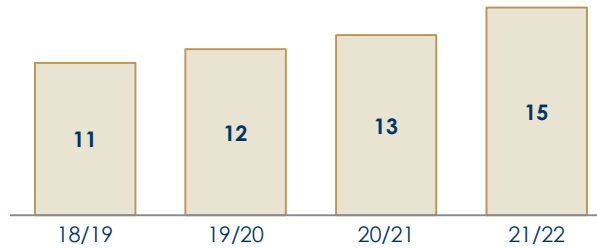
Attendance



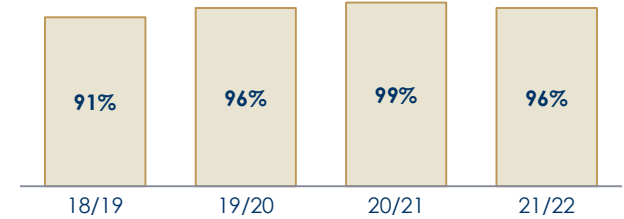
BoD STATISTICS

Risks Committee (80% independent members)

No. of meeting



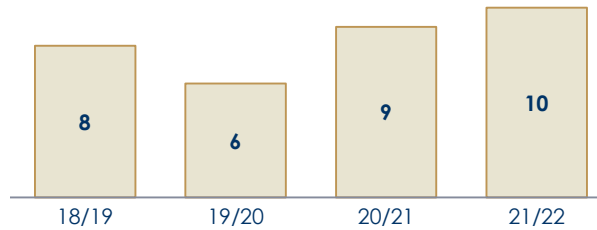
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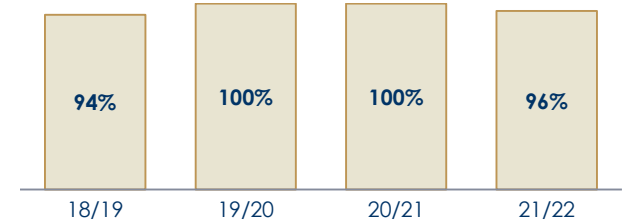
Remuneration Committee

(100% independent members)

No. of meeting



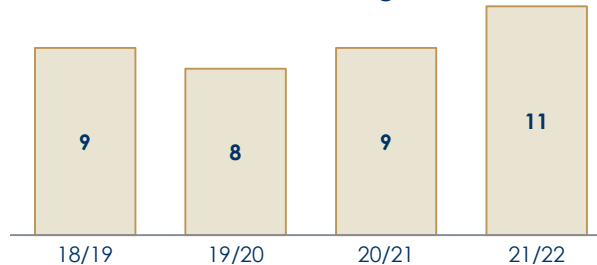
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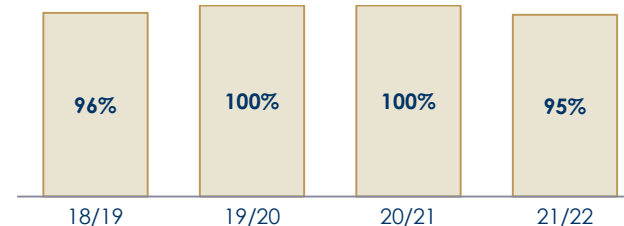
Appointments Committee

(80% independent members)

No. of meeting



Attendance

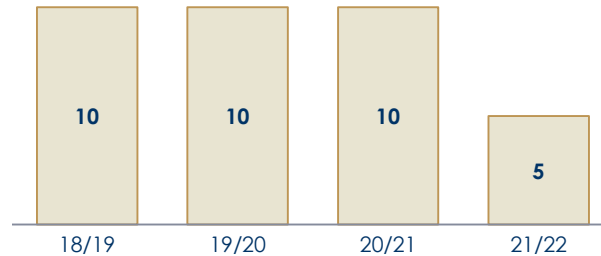


BoD STATISTICS

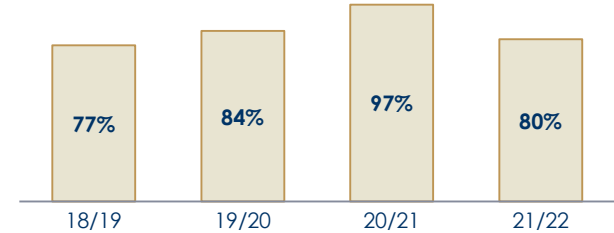
Related Parties Committee

(100% independent members)

No. of meeting



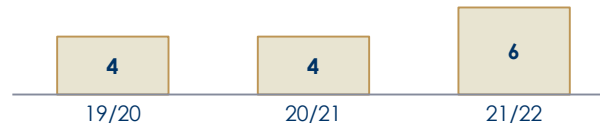
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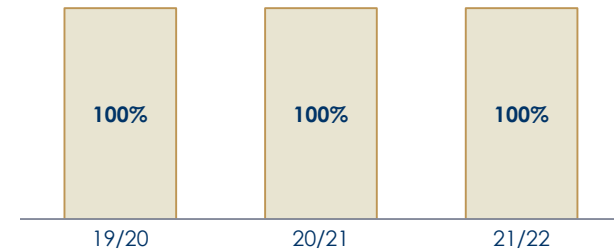
Corporate Social responsibility Committee

(80% independent members)

No. of meeting

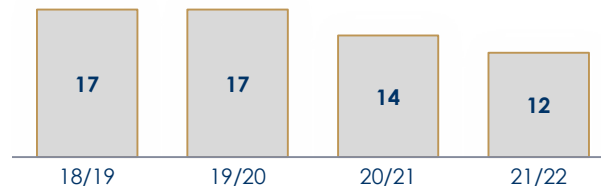


Attendance



Induction and training

No. of meetings



During FY 21/22 the following meetings and sessions were arranged:

- **Seven induction meetings** for the whole Board, on the following issues: ICAAP/ILAAP; Recovery and Resolution Plans; The consumer credit market and Compass risk; Market risk and trading book valuations; Interest rate risk on the banking book; Budget process; RAF/RAS;
- **Five training meetings** on the following issues: Geopolitical scenarios (two meetings, one of which focused on the war in Ukraine); Mediobanca Research Area activities and publications; Sustainability issues related to the Group's activities, and measurement of sustainability risks (focus on climate and environmental risks); IFRS 9 application

CORPORATE GOVERNANCE CODES AND POLICIES

Annex 3

CORPORATE GOVERNANCE – CODES AND POLICIES

Code of Ethics

Our Code of Ethics contains references and guidance which complement the legal requirements and self-regulation obligations, with a view to ensuring that behaviour is consistent and compliant with the Group's mission and its fundamental values.

It defines ethical principles and conduct rules regarding several principles

- ◆ Fairness and honesty;
- ◆ Impartiality;
- ◆ Professionalism and valorization of staff;
- ◆ Confidentiality;
- ◆ Conflicts of interest;
- ◆ Transparency and completeness of information;
- ◆ Health and safety;
- ◆ Environment.

Code of Conduct

The Code of Conduct is the document which, along with the Code of Ethics, sets out the fundamental principles on which the Bank's reputation is based, and contains the values which underlie its everyday operations. It constitutes the benchmark for regulating relations inside and outside the Bank in ethical terms, describing the standard of conduct required of all its staff and collaborators

The core values are

- ◆ Proper conduct;
- ◆ Confidentiality;
- ◆ Professionalism;
- ◆ Independence.

Related Parties

These Regulations provide the instructions with which Mediobanca must comply to ensure the transparency, proper conduct, objectivity and impartiality of transactions with related parties, executed directly or via subsidiaries.

Sustainability

The Sustainability Policy contributes to the strengthening and implementation of the values of ethics, integrity and responsibility as a form of respect towards people, the environment and society as a whole.

The Mediobanca Group is convinced that fair, transparent and responsible conduct increases and protects its reputation, credibility and consensus over time, all of which are prerequisites to deliver sustainable growth for the business with a view to creating and protecting value for all its own stakeholders.

CORPORATE GOVERNANCE – CODES AND POLICIES

Corporate information processing

Mediobanca has adopted Regulations containing provisions relating to the handling of confidential information and the management and external communication of inside information, pursuant to market abuse regulations, concerning Mediobanca, Mediobanca's subsidiaries, or Mediobanca's clients and counterparties. The Regulations apply to members of corporate bodies, employees and collaborators of Mediobanca and its subsidiaries who find themselves having access for any reason to confidential and inside information.

Regulations on Internal Dealing

The regulations in respect of internal dealing have been approved by the Board of Directors of Mediobanca and adopted pursuant to the new EU regulations on this subject (Regulation (EU) 596/2014, Commission Delegated Regulation (EU) no. 522 issued on 17 December 2015, Implementing Regulation EU no. 523 issued in March 2016) and pursuant to the TUF and its implementing regulations (including the Consob Issuers' Regulations).

The Regulations are intended to govern, with binding effect, behavioural and reporting requirements in respect of transactions executed, inter alia through intermediaries, by persons defined as "Relevant Persons"¹ and by persons or entities closely related to such Relevant Persons, involving shares in Mediobanca and bonds issued by the company and derivative financial instruments or other financial instruments linked to them.

Relationship with shareholder and investors

Mediobanca maintains an ongoing and proactive dialogue with shareholders, equity and bond investors and all other stakeholders in the domestic and international financial community.

The Group attaches fundamental importance to relations with shareholders and the market in order to create effective and two-way communication with the financial community. Transparency, non-selective dissemination and timeliness of information characterize the relationship between Mediobanca, its shareholders and the market.

The Board of Directors has approved a specific Policy for the Management of Dialogue with Investors and Proxy Advisors, which governs the process of dialogue with investors and proxy advisors, detailing the tasks in charge of corporate bodies and internal functions and identifying the interlocutors, topics of discussion, and the process for handling requests.