



NOTICE

Addition of an item to the agenda of the Annual General Meeting (ordinary and Extraordinary) to be held on 28 October 2021

With reference to the Annual General Meeting, ordinary and extraordinary, of Mediobanca called on 24 September 2021 to take place at 10.00 a.m. on 28 October 2021 (in a single session), in Piazzetta Cuccia 1, Milan, Italy (with participation exclusively via the Appointed Representative), on 8 October 2021, the Board of Directors of Mediobanca approved a proposal from Delfin S.à r.l., in accordance with the provisions of Article 126-bis, paragraph 1 of Italian Legislative Decree 58/98, to add the following item to the agenda for the Annual General Meeting: "Amendments to Article 15, paragraphs 4, 9, and 15, to Article 18, paragraph 4, and to Article 23, paragraph 3, of the Articles of Association; ensuing and consequent resolutions". Accordingly, the agenda for the meeting is now as follows:

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.
3. Amendments to Article 15, paragraphs 4, 9, and 15, to Article 18, paragraph 4, and to Article 23, paragraph 3, of the Articles of Association; ensuing and consequent resolutions.

With regard to this item in particular, the voting will be in this order:

- a. The proposal submitted by shareholder Delfin, and, if not approved,
- b. The alternative proposal submitted by the Board of Directors.

Documentation

The report formulated by the Board of Directors of Mediobanca (including the proposed alternative resolution to the one submitted by shareholder Delfin) and the one prepared by Delfin S.à r.l. itself, including the proposed resolution, drawn up in accordance with Article 126-bis, paragraph 4, of Italian Legislative Decree 98/98, have been made available to the general public at the company's headquarters and on the following websites: emarketstorage.com and mediobanca.com (section Governance/General Meetings/General Meeting 2021).

News of the addition to the agenda will also be disclosed by means of a notice to be published in the following daily Italian newspapers on 9 October 2021: *Il Sole 24 Ore*, *Corriere della Sera* and *MF/Milano Finanza*.

Also available at mediobanca.com (section Governance/General Meetings/General Meeting 2021) are the proxy forms including the additional item number 3 on the agenda as extraordinary business with the two proposed resolutions.

Reference

All other terms and conditions and information previously provided in the notice of meeting published on 24 September 2021, which can be found at mediobanca.com (section Governance/General Meetings/General Meeting 2021), are unchanged.

pp. the Board of Directors

CHAIRMAN
(Renato Pagliaro)

Milan, 8 October 2021