



# Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments

28 October 2023



MEDIOBANCA



# Contents

## **Information Document**

**Required under article 84-bis, paragraph 1, of the regulations adopted by Consob under resolution no. 11971 of 14 May 1999, as amended, regarding Incentivization Systems Based on Financial Instruments (the “Long Term Incentive Plan 2023-26”)**

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# Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments

Dear shareholders,

Under the terms of the Group Remuneration Policy and Report, when a new long-term Group Strategic Plan is approved, the Board of Directors may choose to adopt a long-term incentivization scheme related to the achievement of the objectives that have been set.

The Policy is intended to attract and retain highly qualified professional and ethical staff members, who are suited to the complexity, increasing internationalization and specialization of its businesses, based on a rationale of prudent management and sustainability of costs and results over time. Responsible, equal pay and transparent mechanisms increase and protect reputation, credibility and consensus over time, forming the basis for developing business with the objective of creating and protecting value for all stakeholders.

The incentive component consisting of variable remuneration recognizes and rewards results and objectives being reached, and, if it is related to a Strategic Plan, is established on a long-term basis as a result. Such a plan is an important motivating factor over the long term, in line with market practice, and in accordance with the limits and other conditions set by the regulations in force.

In order to align the remuneration of Mediobanca Group senior management staff members to measurement of the long-term performance underpinning the 2023-26 Strategic Plan approved by the Board of Directors of 23 May 2023, a new Long-Term Incentivization Scheme for 2023-26 (the "LTI Plan 2023-26") is being submitted to the approval of shareholders gather. The Plan:

- ◇ Will direct the conduct of the recipients towards the creation of value for shareholders over the long period;
- ◇ Will connect part of the variable remuneration to achievement of medium-/long-term objectives;
- ◇ Is constructed in such a way as to ensure that the pursuit of the results targets contained in the Plan do not encourage greater risks to be taken than those which the competent governing bodies have decided is sustainable;
- ◇ Encourages loyalty retention;
- ◇ Is consistent with enduring sustainability objectives over time, and is able to create value which is shared with all stakeholders.

The long-term variable remuneration covered by the LTI Plan 2023-26 is paid on the terms and conditions and by the means set forth in the Staff Remuneration Policy and laid down by the regulations on variable remuneration in force at the time. In particular, and as required by the regulations, the remuneration is paid through the allocation of performance shares (ordinary Mediobanca shares). The performance shares to be used in the LTI Plan 2023-26:

- ◇ Are an instrument that is aligned with the provisions of the applicable regulations on remuneration, in particular by the Bank of Italy Supervisory Instructions of 24 November 2021 on Remuneration and incentivization policies and practices;
- ◇ Meet the requirement set by the regulations which require variable remuneration to be paid mandatorily in the form of equity instruments, over a time horizon of several years, and subject to performance conditions being met;
- ◇ Enable Group staff remuneration to be correlated to the achievement of positive results over time, in view of the performances delivered, consistent with an approach that seeks to ensure the overall sustainability of the compensation mechanisms instituted.

Accordingly, you are invited to approve the Long-Term Incentive Plan for 2023-26 (the “LTI Plan 2023-26”) which entails the allocation of performance shares in an amount of up to 3 million shares payable to Group staff by way of variable remuneration, to be allocated at the end of the 2023-26 Strategic Plan (i.e. after the financial year ending 30 June 2026 has closed). The LTI Plan 2023-26 is consistent with the Mediobanca Group Staff Remuneration Policy, which describes the mechanisms in place according to which the variable remuneration payable to staff is established and paid.

In accordance with the provisions of Article 114-bis of the Italian Finance Act and Article 84-bis of Consob’s Regulations for Issuers, the characteristics of the LTI Plan 2023-26 are illustrated in the Information Document set forth below, which constitutes an integral and substantive part hereof.

The Board of Directors therefore invites you to adopt the following resolutions.

### **Proposed resolutions submitted to the approval of shareholders in AGM as ordinary business**

Dear shareholders,

In view of the foregoing, we hereby invite you to:

- a) Approve the Long-Term Incentive Plan for 2023-26 (the “LTI Plan 2023-26”) for selected Mediobanca Group staff as part of the remuneration and incentivization systems provided for in the Staff Remuneration Policy, in line with the regulations in force, and on the terms and conditions and by the means set forth in the attached Information Document;
- b) Confer on the Board of Directors, and the Chief Executive Officer and Group General Manager, jointly and severally, all suitable powers to:
  - ◇ Enact this resolution and adopt any other measures that should become necessary to implement the LTI Plan 2023-26;
  - ◇ Make such amendments and/or additions to the LTI Plan 2023-26 and the documents that constitute an integral part thereof (without altering its substance) that should prove necessary in order to implement the resolution submitted to your approval or to bring it in line with any changes to the legal or regulatory provisions or guidance issued by the regulatory and/or supervisory authorities.

Milan, 20 September 2023

The Board of Directors

# Information Document Required under article 84-bis, paragraph 1, of the regulations adopted by Consob under resolution no. 11971 of 14 May 1999, as amended, regarding Incentivization Systems Based on Financial Instruments (the “Long Term Incentive Plan 2023-26”)

## 1) Recipients

The recipients of the Long-Term Incentive Plan for 2023-26 (the “LTI Plan 2023-26”) are staff members identified as relevant for the achievement of the Group’s long-term strategic objectives (included in the 2023-26 Strategic Plan). Such persons, based on the regulations and on the Group Staff Remuneration Policy in force, will receive the variable remuneration payable to them in connection with the LTI Plan 2023-26 entirely in the form of Mediobanca shares.

The recipients of the LTI Plan 2023-26 include the following members of the Board of Directors of Mediobanca: Chief Executive Officer Alberto Nagel, and Group General Manager Francesco Saverio Vinci. The Mediobanca Board of Directors is responsible for their inclusion in the LTI Plan 2023-26, subject to a favourable opinion being obtained from the Remuneration Committee with the support of Group HR.

Also included in the LTI Plan 2023-26 are other staff members with regular access to inside information directly or indirectly concerning the issuer who have power to take management decisions that could impact on its future development and prospects, i.e. “Management with Strategic Responsibilities” as defined in Article 3 of Regulation (EU) 596/2014, and as identified in the BoD resolution currently in force. As at the date hereof, there are eight such persons who fall within this category: the heads of the three control units (Group Audit, Compliance & Group AML, and Group Risk Management), who in any case cannot be recipients of the LTI Plan 2023-26; the Group Chief Financial Officer<sup>1</sup>; the head of Group HR & Organization; the head of the Consumer Finance Division and Wealth Management Premier business line; and the two Co-Heads of the Corporate & Investment Banking Division.

1. The Group Chief Financial Officer also serves as the Head of Company Financial Reporting.

Other senior staff members considered important for the achievement of the Group's strategic objectives may also be recipients of the LTI Plan 2023-26.

The recipients also include staff members who fall within the definition of the Group's "Identified Staff", i.e. staff identified at regular intervals by the Board of Directors based on the criteria set forth by the regulations in force and described in the Staff Remuneration Policy.

The identified recipients, apart from the Mediobanca CEO and Group General Manager, were proposed to the Remunerations Committee by the Mediobanca CEO and Group HR on 5 September 2023, and further recipients may be identified by the end of the first year of the LTI Plan 2023-26 (i.e. by 30 June 2024) at the latest, for whom the incentive shall accrue pro rata for the full years starting from the financial year after the one in which they were included in the LTI Plan 2023-26.

There are no categories of staff for which different treatment is provided in the LTI Plan 2023-26, which is the same for all recipients.

## 2) Rationale for adopting the LTI Plan 2023-26

The share-based LTI Plan 2023-26:

- ◇ Directs the conduct of the recipients towards the creation of value for shareholders over the long period in accordance with the guidelines of the 2023-26 Strategic Plan;
- ◇ Connects part of the variable remuneration to achievement of medium-/long-term objectives;
- ◇ Is constructed in such a way as to ensure that the pursuit of the results targets contained in the Plan do not encourage greater risks to be taken than those which the competent governing bodies have decided is sustainable;
- ◇ Encourages loyalty and retention;
- ◇ Is consistent with enduring sustainability objectives over time, and is able to create value which is shared with all stakeholders;
- ◇ Ensures alignment with the banking regulations which require variable remuneration to be paid in the form of equity instruments, over a time horizon of several years, and subject to performance conditions being met, i.e. to positive results that are stable over time.

## 3) Governance

The Board of Directors approves the proposals of the Remunerations Committee and the Chief Executive Officer regarding:

- ◇ The total quantity of shares to be issued for use in connection with the LTI Plan 2023-26, in accordance with the criteria and methods established in the Staff Remuneration Policies and the LTI Plan 2023-26 itself;
- ◇ The allocation of performance shares in connection with the LTI Plan 2023-26 to Directors who are members of the Group's senior management;
- ◇ The Regulations of the LTI Plan 2023-26, which set down the rules by which it operates in practice.

The Chief Executive Officer is responsible for operating the LTI Plan 2023-26, with the support of Group HR,

and for establishing the quantities to be allocated to each recipient.

## 4) Methods of allocation

### 4.1. General characteristics

Under the terms of the LTI Plan 2023-26, Mediobanca shares are allocated to Group employees as the equity component of the variable remuneration assigned to them following the performance evaluation process for the Long-Term Incentive Plan for 2023-26 (the "LTI Plan 2023-26") in connection with the 2023-26 Strategic Plan approved by the Board of Directors of Mediobanca on 23 May 2023.

Individual scorecards are used to shown when the financial and non-financial objectives have been reached, with a particular focus on the ESG KPIs, with the amount of the bonus allocated comprised:

- ◇ For the CEO and Group General Manager, in a range between 65% and 100% of the value of their gross annual fixed remuneration for each year of the strategic plan (i.e. between 195% and 300% on a cumulative basis over the time horizon of the LTI Plan 2023-26);
- ◇ For the other recipients, in a range between the minimum annualized/cumulative percentage (over the three-year time horizon of the LTI Plan 2023-26) and the minimum annualized/cumulative percentage of their gross annual fixed remuneration depending on the compensation range/pay mix established for each role or cluster of roles.

The final amount payable at the end of the LTI Plan 2023-26, pro rata to the overall performance delivered, is determined by evaluating each of the objectives contained in the scorecard based on the weighting assigned to them.

The main features of the LTI Plan 2023-26 are as follows:

ELEMENTS	INDICATIONS
<b>PERFORMANCE EVALUATION TIME HORIZON</b>	N° 3 fiscal years from FY 2023/2024 to FY 2025/2026, consistent with Strategic Plan 23 - 26
<b>LTI GROUP RECIPIENTS</b>	<ul style="list-style-type: none"> <li>_ Mediobanca CEO and GM</li> <li>_ Cluster 3 Group MRT – Key business unit managers</li> <li>_ Cluster 5 Group MRT – Selected top managers of the Group</li> <li>_ Other Group resources relevant to the achievement of the Plan's objectives</li> </ul>
<b>PAY MIX STI/LTI</b>	<ul style="list-style-type: none"> <li>_ On annual basis proposed pay mix max:               <ul style="list-style-type: none"> <li>_ CEO / GM Mediobanca 50% STI - 50% LTI</li> <li>_ Others: approximately 80% STI - 20% LTI, however differentiated on an individual basis (of the overall variable target estimated at the beginning of the plan)</li> <li>_ To comply with the 2:1 cap approved by the Shareholders' Meeting, on an annual basis, redefine short-term plans on an individual basis</li> </ul> </li> </ul>
<b>GATEWAYS</b>	<p>Those under the Remuneration Policies, assessed over the Plan period as follows:</p> <ul style="list-style-type: none"> <li>_ verification at the closing date in each financial year for the capital adequacy and liquidity indicators in the RAF;</li> <li>_ in aggregate at the end of the Plan for income indicators.</li> </ul>
<b>KPI</b>	<ul style="list-style-type: none"> <li>_ Integrated scorecard Financial KPIs (70%), financial and non-financial ESG (20%), rTSR (10%).</li> <li>_ KPIs are selected from Plan targets, linked to value creation objectives: capital, risk-adjusted profitability, growth, ESG</li> </ul>
<b>DISBURSEMENT MODE</b>	<p>In accordance with the deferral schemes of the current Remuneration Policies adapted taking into account an all-equity payment (60% deferred over five-year and four-year time horizons).</p> <p>The value of the MB share is determined based on the normal value of the Mediobanca stock in the 30 days prior to the approval of the 23-26 Strategic Plan by the BoD (May 23, 2023 - namely €9.822)</p>
<b>MALUS AND CLAWBACK</b>	Malus e clawback as per the Remuneration Policies

## 4.2. KPIs, target values and incentive payout curve

	KPI	WEIGHT	ASSESSMENT CRITERIA		
			THRESHOLD KPIs	KPIs	% FIXED SALARY, ANNUAL BASIS - PLAN HORIZON FOR CEO/GM
70% - FINANCIAL KPIs	GROWTH	25%	Max and/or >	15.5%	100%
			BTW Target and Max	15% - 15.5%	85% - 100% linear interpolation
			Target Plan	15%	85%
			BTM Min and Target	13% - 15%	65% - 85% linear interpolation
			Below Min	13%	0
	RISK ADJUSTED PROFITABILITY	25%	Max and/or >	15.5%	100%
			BTW Target and Max	15% - 15.5%	85% - 100% linear interpolation
			Target Plan	15%	85%
			BTM Min and Target	13% - 15%	65% - 85% linear interpolation
			Below Min	13%	0
	CAPITALISATION	20%	Max and/or >	14%	100%
			BTW Target and Max	13.5% - 14%	85% - 100% linear interpolation
			Target Plan	13,5%	85%
			BTM Min and Target	13% - 13.5%	65% - 85% linear interpolation
			Below Min	13%	0

1. All targets are subject to appropriate ECB approvals about € 1 bln buyback and Danish Compromise validation. They refer to the Strategic Plan published on 24 May 2023.

	KPI	WEIGHT	ASSESSMENT CRITERIA		
			THRESHOLD KPIs	KPIs	% FIXED SALARY, ANNUAL BASIS - PLAN HORIZON FOR CEO/GM
20% - ESG KPIs	CLIMATE RISK RELATED	10%	Max and/or >	>-22%	100%
			BTW Target and Max	-18% / -22%	85% - 100% linear interpolation
			Target Plan	18%	85%
			BTM Min and Target	-16% / -18%	65% - 85% linear interpolation
			Below Min	<-16%	0
	D&I (TODEI) HUMAN CAPITAL	10%	Max and/or >	> 23%	100%
			BTW Target and Max	20%-23%	85% - 100% linear interpolation
			Target Plan	20%	85%
			BTM Min and Target	19% - 20%	65% - 85% linear interpolation
			Below Min	< 19%	0
10% - RTSR	RELATIVE PERFORMANCE TOTAL SHAREHOLDER RETURN (RTSR)	10%	Max and/or >	> 90% percentile	100%
			BTW Target and Max	75%-90% percentile	85% - 100% linear interpolation
			Target Plan	75% percentile	85%
			BTM Min and Target	Median – 75% perc.	65% - 85% linear interpolation
			Below Min	< median	0

1. Climate emissions intensity (tCO2eq./€mil.) Purpose 1-2-3 of loans granted by the CIB division (excluding Specialty Finance) to non-financial counterparties

2. Over the time horizon 1/7/23 - 30/6/2026: includes the change in value of the stock and all dividends distributed during the benchmark period (subject to the implicit assumption that these dividends are reinvested in the stock itself). Peer used for the purpose of benchmarking CEO remuneration, public in the Remuneration Policy (in 2023 Policy: Barclays, BNP Paribas, Fineco Bank, Intesa Sanpaolo, Julius Baer Group, Lazard, Santander, Schroders, Société Générale, Unicredit).

For recipients other than the Mediobanca CEO and Group General Manager, the incentive payout curve will be calibrated in accordance with the one defined for the Mediobanca CEO and Group General Manager, but benchmarked based on the target maximum gross annual salary assigned.

### 4.3. Terms, means and conditions of payment

Payment of the LTI Plan 2023-26 will be made on the terms, conditions and means for the long-term variable remuneration component set forth in the Staff Remuneration Policy based on the following scheme<sup>2</sup>:

INSTRUMENT 100% MB SHARES	LONG TERM INCENTIVE 2023 -2026								TOTAL
	PERFORMANCE ASSESSMENT	DISBURSEMENT							
	FY 23/24 - FY 25/26	2026	2027	2028	2029	2030	2031	2032	
CEO/GM AND TOP MNGT.		upfront	40%	12%	12%	12%	12%	12%	100%
OTHER MNGT.		upfront	40%	15%	15%	15%	15%		100%
	3 years		5/6 years						
	8/9 years								

upfront
  deferred

The equity component has been valued at €9.822 per share. This is equal to the average Mediobanca stock market price in the thirty days prior to 23 May 2023, the date on which the Board of Directors approved the “One Brand-One Culture” 2023-26 Strategic Plan. No external events occurred during this period, the effects of which would have distorted the performance of financial markets and/or the Mediobanca stock market price.

The actual number of shares to be assigned, subject to the additional performance/malus conditions and/or holding periods provided for in the Staff Remuneration Policy will be finalized and rebalanced when the Plan is completed and the variable component has effectively accrued<sup>3</sup>.

A proposal to issue up to 3,000,000 new Mediobanca shares, ranking for dividends *pari passu*, for use in connection with the LTI Plan 2023-26 with increase in the company’s share capital, is being submitted to the approval of shareholders at the Annual General Meeting to be held on 28 October 2023. Given the scope of the recipients currently defined at the date of this resolution, as follows<sup>4</sup>:

- ◇ Alberto Nagel – Mediobanca Chief Executive Officer: up to 549,785;
- ◇ Francesco Saverio Vinci – Group General Manager: up to 458,157;
- ◇ Other strategic management members: up to 577,272;
- ◇ Other Group employees: up to 580,721.

2. Mediobanca shares actually awarded post-holding period.

3. In the event of a recipient ceasing to work for Mediobanca in the course of the performance evaluation period for the LTI Plan 2023-26, and assuming they qualify as a “good leaver”, their participation in the Long-Term Incentivization Plan may be confirmed pro rata to the period actually worked by them, subject to assessment of whether or not the scorecard KPIs have reached the requisite levels (this calculation to be made based on the results delivered at the end of the LTI Plan 2023-26) and subject further to the vesting conditions, deferral mechanisms and time horizons provided.

4. Further recipients may be identified by the end of the first year of the LTI Plan 2023-26 (i.e. by 30 June 2024) at the latest, for whom the incentive shall accrue pro rata for the full years starting from the financial year after the one in which they were included in the LTI Plan 2023-26. The total number of shares allocated cannot in any case exceed the 3 million shares earmarked for the LTI Plan 2023-26.

Once the total number of shares to be allocated at the end of the LTI Plan 2023-26 has been effectively established, the performance shares allocated as the equity upfront component will be subject to a holding period of no less than one year before they are actually awarded, subject to the recipient continuing to work for the Group<sup>5</sup>.

The performance shares allocated as deferred equity component are also:

- ◇ Allocated on the condition that the recipient continues to work for the Group<sup>6</sup> and that the performance conditions identified in the Staff Remuneration Policy in force at the time have been met with reference to assessment of the sustainability of the results achieved, the conditions in terms of the company's solidity and liquidity, and those of individual proper conduct (i.e. the absence of compliance breaches), i.e. with provision made for the application of malus conditions;
- ◇ Subject to a subsequent holding period of no less than one year before the shares are actually awarded, subject to the recipient continuing to work for the Group<sup>7</sup>.

Dividends do not accrue during the performance evaluation and subsequent vesting and holding periods.

The fact that allocation is distributed over time provides an incentive for staff to adopt conduct, consistent with their role and business activity, that ensures the sustainability of the Mediobanca Group's results over the long term, the capital and liquidity requirements are met, and that all risks are suitably managed.

Mediobanca reserves the right to take all measures necessary to claim back variable remuneration already paid (the "clawback" mechanism) in the event of damages emerging to the integrity of its capital, profitability and earnings/financial or reputational situation, which are attributable to the conduct of individual staff members even without fraud and/or wilful misconduct being established. In particular, provision for such measures is made in cases involving breach of the obligations imposed under Article 26 of the Italian banking act (company representatives – personal and professional qualifications and independence) or, where the person concerned is an interested party, Article 53, paragraphs 4ff (regulatory supervision), or of the obligations in respect of remuneration and incentivization.

Once the actual number of shares to be effectively awarded at the end of the LTI Plan 2023-26 has been established with the final performance evaluation relative to the KPIs assigned, the right to receive shares is forfeited in cases where the recipient ceases to work for the Group, whether under an employment contract or some other arrangement, due to resignation, dismissal and/or withdrawal. Exceptions to the foregoing are handled by the governing bodies within their respective areas of authority, namely the Board of Directors, Remunerations Committee, other competent committees, and the Chief Executive Officer of Mediobanca, based on the powers vested in them, particularly in cases which involve departures by mutual consent within the limits defined by the Staff Remuneration Policy with regard to the treatment of good leavers. The foregoing is without prejudice to any decisions that may be taken by a third party authorized for such purpose, namely judicial authorities and/or arbitration and/or conciliation bodies, and without prejudice to any regulations providing for more favourable treatment instituted by the applicable local legislations.

The right to receive shares is retained in the event of retirement or the recipient being permanently disabled and/or suffering from an illness which makes them unable to continue working, and also in the event of intra-Group transfers.

5. "Continuing to work for the Group" here is defined as the ongoing existence of a co-operation agreement between the recipient and the company, whether an employment contract or some other arrangement, not during a period of advance notice for resignation/withdrawal/termination, whether voluntary or due to dismissal/withdrawal on the part of the company. For Directors of Group Legal Entities who are not tied to the Group by employment contracts, when their terms of office come to an end as a result of expiring naturally or failing to be renewed, the rights are maintained subject to the provisions of the specific individual agreements and provided that the person concerned has not left office due to compliance breaches or other deeds attributable to them.

6. Cf. previous note.

7. Cf. note 5 above.

Staff members are not allowed to use hedging or insurance strategies on their remuneration or other aspects which could alter or otherwise distort the risk alignment effects inherent in the compensation mechanisms, especially if they refer to the variable component paid in the form of financial instruments.

## **5) Characteristics of the instruments allocated**

The LTI Plan 2023-26 provides for the award of ordinary Mediobanca shares. The shares are delivered after the dividend, if any, has been paid and in compliance with the Group regulations on internal dealing and personal trading in financial instruments by identified staff. The shares are awarded personally, without prejudice to succession rights. The shares, once received, subject to the performance conditions and after the holding period has ended, may be traded immediately up to the limits set by the law and regulations in force (in particular, the internal regulations include provision for specific mechanisms – insider and “sell to cover” lists – in order to limit the risks of the market abuse regulations being breached). The LTI Plan 2023-26 makes no provision for restrictions on voting rights or capital rights in relation to the ordinary Mediobanca shares awarded, save for any limits instituted by laws and/or regulations in force.

## **6) Funding**

The maximum number of performance shares that may be allocated under the terms of the LTI Plan 2023-26 is three million, to be issued under the terms of the authorization granted to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to issue the company’s share capital free of charge by shareholders at the Annual General Meeting on 28 October 2023.

Alternatively, treasury shares held by the Bank which are freely available and not earmarked for some other purpose may also be used.

No impact on the stock market price is expected, in view of the number of shares which involves up to a maximum of 0.35% of the share capital, plus the fact that the shares will be allocated across several years.

## **7) Changes and amendments**

Any amendments to and/or cancellation of the Long-Term Incentive Plan for 2023-26 (“LTI Plan 2023-26”) will be made in compliance with the regulations in force. No specific procedures are envisaged.

If extraordinary events impacting materially on the Group’s earnings/financial performance take place, and/or in the event of substantial change and redefinition of the Strategic Plan and/or in the event of material changes to the Group’s ownership (change of control), the Board of Directors may, after consulting with the Remunerations Committee and with any other competent committees, choose to cancel or revise the LTI Plan 2023-26, its characteristics, and management of the impact on the recipients.

In the event of a change of control, the following options may also be considered, depending on whether the Board of Directors interprets the transaction as, for example: i) hostile: early settlement pro rata, in cash, if the takeover bid is successful; ii) non-hostile: settlement at the end of the scheme, in equity, in the form of shares in the new entity. In the event of extraordinary transactions involving the Bank’s share capital, the number of performance shares allocated but not yet awarded will be adjusted accordingly.

## **8) Accounting and tax issues**

The Long-Term Incentive Plan for 2023-26 (the “LTI Plan 2023-26”) implemented through the allocation

of performance shares is booked to the profit and loss account based on a notional cost split over several financial years based on the benefit received and the vesting period. The notional cost is equal to the value of the shares at the time of the award, adjusted to reflect the probabilistic elements connected with the scheme (e.g. possibility of recipients resigning, actuarial parameters, etc.). The total cost for Mediobanca in the event of all three million shares being awarded could be approximately €15m, to be spread across the entire vesting period, based on the current stock market price. The performance shares will be subject to taxation and possibly social security contributions in accordance with the regulations in force in the country of residence for tax purposes of each individual recipient at the time.

## 9) Other information

The Long-Term Incentive Plan for 2023-26 (the "LTI Plan 2023-26"):

- ◇ Contemplates the award exclusively of ordinary Mediobanca shares traded on regulated markets;
- ◇ Does not contemplate specific accounting and/or tax arrangements, and considers only those aspects provided for by the tax and social security contribution regime in force at the time in each of the recipients' countries of residence.

No provision is made under the terms of the Long-Term Incentive Plan for 2023-26 for shares allocated to be bought back.

No provision is made for support from the Special Fund to incentivize investment by employees in the companies for which they work instituted under Article 4, paragraph 112, of Italian law 350/03.

The Board of Directors, having received the favourable opinion of the Remunerations Committee on 13 September 2023, approved the LTI Plan 2023-26 on 20 September 2023 for submission to the approval of shareholders in Annual General Meeting as ordinary business. The stock market price of ordinary Mediobanca shares on the two dates referred to above was €12.148 and €12.365 per share respectively. The LTI Plan 2023-26 was reviewed on a preliminary basis on 11 May 2023 and on 23 May 2023 as part of the approval process for the 2023-26 Strategic Plan, after the opinion of the Remunerations Committee had been received on 4 May 2023 and 16 May 2023 respectively.

The awards made under the Long-Term Incentive Plan for 2023-26, along with further details on the terms and conditions of award and/or issue, will be disclosed to the market pursuant to and within the meaning of the regulatory provisions in force.



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All photos and other images are of Mediobanca offices and buildings