



MEDIOBANCA

BOARD S-D ENGAGEMENT POLICY FOR INVESTORS AND PROXY ADVISORS

December 2022



Contents

1 Introduction	1
2 Subject of the Policy	Errore. Il segnalibro non è definito.
3 Means of S-D engagement	Errore. Il segnalibro non è definito.
3.1 Form of S-D engagement	3
3.2 Parties involved in S-D engagement.....	3
3.3 Subjects covered in S-D engagement.....	3
3.4 Requests for S-D engagement	4
3.5 Managing requests for S-D engagement.....	4
3.5.1 Reactive engagement	4
3.5.2 Proactive engagement	5
3.6 Performance of S-D engagement (reactive and proactive)	6
4. Monitoring and reporting flows	7



1 Introduction

Mediobanca (the "Bank" or the "Company") assigns importance to engaging with institutional investors and with other market operators, and intends to extend this, as required by the Bank of Italy and desired by Assogestioni, to include also shareholder-director engagement ("S-D engagement") in accordance with the principles set out in this Policy.

In January 2022 Assogestioni published its Shareholder-Director Engagement Principles to promote healthy engagement practices between shareholders and directors. S-D engagement is complementary to other forms of engagement (such as discussion on items at the agenda for Annual General Meetings, conference calls with investors and analysts, roadshows to support the CEO's activity, or other forms of meetings or contact, including direct communications channels via the website, email or dedicated telephone numbers), managed by the relevant company units, and in particular by the Investor Relations unit, which is normally responsible for ordinary management of relations with investors, including retail investors, and the various communication channels which the issuer has open with its own shareholder base and the market on an ongoing basis. This unit is in general responsible for ordinary engagement activities on issues related to performance, financial, strategic and other similar matters, for which senior management is directly responsible.



2 Subject of the Policy

The Policy defines the S-D engagement process between the Board of Directors, investors (defined as existing and potential shareholders) (the "Investors") and proxy advisors (the "Proxy Advisors")¹ on issues that have not already been covered in the public disclosure or ordinary engagement activities managed by the Group Investor Relations and Strategic Development unit ("Investor Relations").

Good S-D engagement practices between shareholders and directors can promote improved disclosure transparency, enhance mutual understanding, and more generally, raise the quality of corporate governance, *inter alia* with a view to the pursuit of sustainable success.

The Policy defines the means by which the Investors and the Proxy advisors can approach Mediobanca with requests for S-D engagement, the subjects on which the Bank is willing to engage, and the process for managing such.

The Policy is published on the official Mediobanca website.

¹ This includes the Italian association representing institutional investors (Assogestioni).



3 Means of S-D engagement

3.1 Form of S-D engagement

S-D engagement can take place according to the rules described below: i) on the initiative of the Investors or the Proxy advisor (reactive engagement); ii) on the initiative of the Bank (proactive engagement) if it intends to know the opinion of the Investors and Proxy advisors on specific issues.

3.2 Parties involved in S-D engagement

Board of Directors:

- ◆ Draws up the Policy and carries out supervision to ensure it is applied correctly;
- ◆ Decides on proposals made by the Chairman and Chief Executive Officer on matters pertaining to S-D Engagement;
- ◆ Receives reporting on the development and significant contents of the S-D engagement;
- ◆ Taking due account of the results of the activities performed, reviews the effectiveness and adequacy of the Policy on a regular basis, and updates it accordingly.

The Chairman of the Board of Directors and the Chief Executive Officer, with the support of the Investor Relations and Group Governance units, are responsible for managing S-D engagement, and, based on their respective responsibilities:

- ◆ Assess the contents of the request and decide whether or not to accept it, establishing the means and timescales for follow-up, or whether to submit it to the judgement of the Board of Directors;
- ◆ Ensure that the engagement takes place in accordance with the regulations on handling information and on disclosure and confidentiality;
- ◆ Proposes any proactive engagement initiatives on specific issues to the Board of Directors.

The Lead Independent Director (if appointed):

- ◆ Receives requests for S-D engagement sent to the Bank from the Investor Relations unit for information purposes;
- ◆ Subject to prior consultation with the Chairman and/or Chief Executive Officer, decides whether to agree to the S-D engagement requests, including those addressed directly to the LID, and the means by which to implement them.

Any Directors who receive requests directly for S-D engagement send them to the Chairman, Chief Executive Officer, and the Investor Relations unit in a timely manner before engaging in any form of communication or providing any feedback, to agree on the conduct to be adopted.

3.3 Subjects covered in S-D engagement

The subjects on which the Bank assesses whether or not to agree to proposals S-D engagement can involve matters on the following subjects:



- ◆ Business model, strategic direction and risk appetite;
- ◆ The Group's strategic and financial plans;
- ◆ Financial and non-financial earnings results;
- ◆ Corporate governance;
- ◆ Internal control and risk management system;
- ◆ Remuneration and incentivization policies;
- ◆ Extraordinary transactions of strategic, earnings, capital or financial relevance;
- ◆ Capital structure;
- ◆ Dividend policy;
- ◆ Policies on environmental, social and sustainability issues;
- ◆ Proposed amendments to the Articles of Association.

3.4 Requests for S-D engagement

Requests for S-D engagement (reactive engagement) should be addressed in writing to the Investor Relations unit via the appropriate section of the Bank's website and include the following information:

- ◆ The specific subject or subjects it is proposed to discuss and the proposed participants for the applicant (specifying their role within their organization, plus their respective contact details);
- ◆ An idea of their opinion/position on the subject proposed for discussion;
- ◆ The parties requesting to participate in the S-D engagement;
- ◆ The reasons why S-D engagement is being requested, indicating any other forms of engagement in which the application may have previously participated;

Requests may also be addressed to the Investor Relations unit in another form, including in writing, provided they receive the information referred to above.

3.5 Managing requests for S-D engagement

3.5.1 Reactive engagement

The Investor Relations unit sends the Chairman and the Chief Executive Officer the requests for S-D engagement received. The requests are also sent for information purposes to the Lead Independent Director, if appointed, and the Head of Group Governance.

The Chairman and the Chief Executive Officer, with the support of the Lead Independent Director in accordance with the provisions of point 3.2 above, the Investor Relations and Group Governance units, plus any other units possibly responsible, assess whether or not to accept the request to engage, taking into account:



- ◆ If the subject is relevant to the issues suitable for S-D engagement;
- ◆ If the request regards subjects which in their view have already been adequately represented and/or disclosed to the market or have already been covered in previous engagements with the Investor Relations unit;
- ◆ Whether there are other requests for engagement on the same subject, and the possible interest of other investors and the market in the subject for discussion in the S-D engagement;
- ◆ The existence of a situation of conflict of interest, even only potential, on the part of the applicant vis-à-vis the Bank;
- ◆ Whether or not the applicant has its own commitment and investment policies, and how they have voted;
- ◆ Compliance with the applicable regulations on managing information.

In particular cases, depending on the importance of the issue, requests may be submitted to assessment by the Board of Directors.

Having taken the above and the Bank's interest into account, the Chairman and the Chief Executive Officer, with the support of the Lead Independent Director if appropriate in accordance with the provisions of point 3.2 above, and the Investor Relations and Group Governance units, also assess whether to conduct the S-D engagement by the following means:

- ◆ "One-way", i.e. only the applicants illustrate their positions to the Bank, or "two-way", entailing a bilateral exchange of opinions, with the involvement of representatives from the relevant units;
- ◆ "One-to-one", in which a meeting is held between the Bank and an applicant, or collective, i.e. with more than one applicant participating.

Any compatibility issues raised by the S-D engagement versus the regulations in force, with reference in particular to the provisions on management of inside information and the lists set up for specific relevant information, are assessed with the support of the Compliance unit, without prejudice to the obligations regarding the disclosure of inside information to the market and the restrictions on selective disclosure.

The Investor Relations unit will respond to the applicant, within the terms agreed informing them of the means and timescales according to which the S-D engagement, will be carried out, plus other technical details. If the request is not upheld, the applicant will be informed that their request has been rejected and the reasons why.

3.5.2 Proactive engagement

The Chairman, Chief Executive Officer or Lead Independent Director may propose to the Board of Directors to hold an S-D engagement (one-way or two-way) on specific subjects (from among those listed in point 3.3 above). Such proposals should contain an indication of:

- . The subject(s) of the engagement, giving the reasons for holding it;
- . The parties to contact for the engagement, or the criteria by which they are identified;
- . Any Board members who will take part in the meetings.



Any compatibility issues raised by the S-D engagement in view of the regulations in force, with reference in particular to the management of inside information and the lists instituted to manage specific relevant information, are assessed with the support of the Compliance unit, without prejudice to the obligations regarding the disclosure of inside information and the restrictions on providing selective disclosure.

The Investor Relations unit contacts the recipients to arrange the engagement.

3.6 Performance of S-D engagement (reactive and proactive)

In carrying out the S-D engagement, the Bank complies with the highest standards in terms of transparency and proper conduct. Meetings may deal exclusively with the subjects previously notified and agreed between the company and the applicants. If additional topics for discussion are proposed by the applicant during the meeting, the Bank may decide to suspend the meeting, for further enquiries to be made, or to end it.

The Lead Independent Director and Head of Group Governance also normally participate in meetings on governance issues.

The preparation of supporting documentation for the meetings will be examined by the Chairman and the Chief Executive Officer with the contribution of the units involved, Investor Relations and Compliance in particular.

Investor Relations draws up minutes for the contents of the meetings.



4. Monitoring and reporting flows

The Chairman, in accordance with the Chief Executive Officer and any other Directors possibly involved, in relation to the subjects for discussion, reports back to the Board of Directors on the S-D engagement sessions and their outcome at the first possible meeting.

The contents of the Policy are described in the Annual Statement on Corporate Governance and Ownership Structure.

The Policy may be revised or adapted every time it is considered advisable to do so. Changes that are merely formal in nature may be made directly by the Investor Relations, Group Governance and Compliance units.