



**EXCERPT FROM NOTICE OF MEETING
ANNUAL GENERAL MEETING (ORDINARY AND EXTRAORDINARY)
28 OCTOBER 2023**

Notice is hereby given that an Annual General Meeting (ordinary and extraordinary) 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 2023**, at the Bank's headquarters in Via Filodrammatici 3, Milan, Italy, with the following

Agenda

Ordinary business

1. Financial statements as at 30 June 2023, 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 2023;
 - b. Allocation of profit for the year and distribution of dividend.
2. Appointment of Board of Directors for 2024-26 three-year period:
 - a. Establishment of number of Directors;
 - b. Appointment of Directors;
 - c. Establishment of their annual remuneration.
3. Appointment of Statutory Audit Committee for 2024-26 three-year period:
 - a. Appointment of Committee members and Chairperson;
 - b. Establishment of their annual remuneration.
4. Proposed authorization to buy and dispose of treasury shares.
5. Remuneration:
 - a. Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2023-24;
 - b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2022-23;
 - c. 2023-24 incentivization system based on financial instruments (annual performance share scheme);
 - d. Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments;
 - e. Employee Share Ownership and Coinvestment Plan 2023-26 ("ESOP 2023-26") for Mediobanca Group Staff.

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 and related resolution.
2. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 3 million ordinary shares to be reserved to Mediobanca Group employees who are recipients of the Long-Term Incentive Plan 2023-26 included as item no. 5 d) on the agenda as ordinary



business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.

3. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 1 million ordinary shares to be reserved for use in connection with the Employee Share Ownership Plan 2023-26 included as item no. 5 e) on the agenda as ordinary business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.
4. Proposal to amend Article 33 of the company's Articles of Association (interim dividend); related resolutions.

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 19 October 2023);
- ◆ Taking part in, and voting at, the annual general meeting by proxy, including via the Company's Appointed Representative (Dario Trevisan);
- ◆ The submission of 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 and Statutory Audit Committee;
- ◆ 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 2023).

This excerpt has been published in the following daily newspapers: *Il Corriere della Sera* and *MF/Milano Finanza*.

pp. the Board of Directors
CHAIRMAN
(Renato PAGLIARO)

Milan, 15 September 2023