



## Press Release

### Mediobanca

#### Annual General Meeting

#### (ordinary and extraordinary business)

At the Annual General Meeting, ordinary and extraordinary, held today in accordance with the provisions of Article 106 of Italian Decree Law 18/20 as amended (with Prof. Carlo Marchetti acting as secretary to the meeting, and Studio Legale Trevisan & Associati in the person of Mr Dario Trevisan as the appointed representative), the shareholders of Mediobanca adopted the following resolutions:

#### **Ordinary business:**

- ◆ To approve the financial statements for the twelve months ended 30 June 2021 and pay a gross dividend of €0.66 per share in respect of each of the shares in issue granting such entitlement, payable as from 24 November 2021, with record date 23 November 2021, after coupon no. 37 is detached on 22 November 2021;
- ◆ To authorize, subject to receiving authorization from the ECB, the buyback of up to 3% of the company's share capital (equal to 25,871,097 shares), and to use said shares, with no limits or restrictions on timing, for possible acquisitions, for the implementation of share-based payment schemes for Group staff, for sale on the market and/or over the counter (OTC), and/or for cancellation;
- ◆ To approve the staff remuneration and incentivization policies for FY 2021-22, the report on compensation paid in 2020-21, and the policy in the event of the beneficiary leaving office or the employment arrangement being terminated;
- ◆ To withdraw the 2021-25 incentivization scheme approved on 28 October 2020 and at the same time approve a new one-year performance share scheme for Group staff for 2022, as part of the remuneration and incentivization schemes in force;
- ◆ To renew authorization to execute an insurance policy covering the civil liability of the members of the governing bodies of all legal entities forming part of the Mediobanca Group versus third parties, up to the limit of an aggregate annual cost of €800,000;

#### **Extraordinary business:**

- ◆ To cancel the treasury shares held by the Bank up to a maximum number of 22,581,461, and to cancel any shares that are bought and not used under the terms of the authorization granted by shareholders as ordinary business at today's Annual General Meeting, up to a maximum number of 25,871,097, and to amend Article 4 of the company's Articles of Association accordingly;
- ◆ To withdraw, consistent with the withdrawal of the five-year incentivization scheme approved at today's Annual General Meeting as ordinary business, the authorization granted to the Board of Directors under the resolution adopted by shareholders at the Annual General Meeting held on 28 October 2020, to increase the company's share capital in an amount of up to €10m, via the issue of up to 20 million ordinary shares, to be reserved to Mediobanca Group staff members in execution of the performance



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share schemes in force, and to amend Article 4 of the company's Articles of Association accordingly;

- ◆ To approve the amendment to Article 15, paragraphs 4, 9, and 15, Article 18, paragraph 4, and Article 23, paragraph 3, of the Articles of Association according to the proposal made by the Board of Directors.

The execution of all the resolutions adopted as extraordinary business remains subject to authorization by the ECB.

\* \* \*

The minutes of the Annual General Meeting will be published within the terms set by law at the company's head office and on the following websites: [www.mediobanca.com](http://www.mediobanca.com) (Governance/General Meetings/General Meeting 2021) and [www.emarketstorage.com](http://www.emarketstorage.com).

A summary of the voting at the AGM will be published on Mediobanca's website at [www.mediobanca.com](http://www.mediobanca.com) by this evening.

Milan, 28 October 2021

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