



Extraordinary business

Board of Directors' report in respect of item no. 3 on the agenda

Proposal to rescind powers assigned to Board of Directors under a resolution adopted by shareholders in annual general meeting on 28 October 2011, and renewal of authorization pursuant to Articles 2443 and 2420-*ter* of the Italian Civil Code to increase the Company's share capital by means of rights and/or bonus issues in an amount of up to €100m, and to issue bonds convertible into ordinary shares and/or *cum* warrants, in an amount of up to €2bn. Amendments to Article 4 of the Company's Articles of Association and related resolutions.

Dear Shareholders,

At an extraordinary annual general meeting held on 28 October 2011, the shareholders of Mediobanca authorized the Board of Directors, under Article 2443 of the Italian Civil Code, to increase the Company's share capital within a term of five years in an amount of up to €100m, including via warrants, and also, under Article 2420-*ter* of the Italian Civil Code, to issue bonds convertible into ordinary shares and/or shares *cum* warrants, in a nominal amount of up to €2bn, provided that the exercise of said mandates did not lead to the issue of a total number of shares in excess of 200 million.

Given that the above powers will expire in October 2016 and have not yet been executed even in part, and in order to align all powers conferred on the Board of Directors to increase the Bank's share capital with a single expiry date, we propose renewing the authorization concerned in respect of the same amount, rescinding the existing powers and revising the expiry date to 28 October 2020.

Shareholders are reminded that the said powers allow the execution times for capital increases to be reduced, the size of such increases to be established on the basis of specific opportunities, and the risk of changes in share prices from the time of the announcement to the time when the deal is executed to be minimized.

In terms of the merit of the proposal, strengthening the Group's share capital could prove useful in terms of ensuring it has the resources and instruments required to support its growth and development.

You are therefore invited to adopt the following resolution:

"The shareholders of Mediobanca, gathered in extraordinary general meeting:

- having heard the Board of Directors' proposal;

hereby resolve:

1. to rescind all the powers conferred on the Board of Directors under the resolution adopted by shareholders in the general meeting held on 28 October 2011 to increase the Company's share capital by means of rights or bonus issues in an amount of up to €100m, and to issue bonds convertible into ordinary shares and/or shares *cum* warrants in an amount of up to €2bn, pursuant to Articles 2443 and 2420-*ter* of the Italian Civil Code;
2. to authorize the Board of Directors:
 - under Article 2443 of the Italian Civil Code, to increase the Company's share capital, by means of rights issues and/or bonus issues in one or more tranches on or prior to



- the fifth anniversary of the date of this resolution in an amount of up to €100m, including via warrants, through the issue of up to 200 million ordinary par value €0.50 shares to be offered as an option or assigned to shareholders, and accordingly, to establish from time to time the issue price of the new shares, including the share premium, if any, the date from which they shall rank for dividends, and whether or not any of the shares shall be used for exercising the warrants attached to the shares to be issued;
- under Article 2420-ter of the Italian Civil Code, to issue bonds convertible into ordinary shares and/or shares *cum* warrants, in one or more tranches on or prior to the fifth anniversary of the date of this resolution, in a nominal amount of up to €2bn, to be offered as an option to shareholders, and accordingly, to establish from time to time the conversion ratio of the bonds to be issued and any other feature thereof, and to authorize the corresponding increase in the Bank's share capital for use in the conversion of the bonds;
3. to establish that exercise of the mandates set forth under point 2 above shall not, without prejudice to the foregoing, lead to the issue of a total number of shares in excess of 200 million;
 4. to amend Article 4 of the Company's Articles of Association by deleting paragraph 9 thereof and adding a new paragraph as follows:

EXISTING TEXT

Article 4

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The Board of Directors is also authorized under Article 2443 of the Italian Civil Code, to increase the Bank's share capital by means of rights or bonus issues in one or more tranches by and no later than 28 October 2016, in a nominal amount of up to Euro 100m, including via warrants, through the issue of up to 200 million ordinary par value Euro 0.50 shares, to be offered in option or otherwise allotted to shareholders, and also to establish the issue price of such new shares from time to time, including the share premium, the date from which they shall rank for dividends, and whether or not any of the shares shall be used for exercising warrants, and is further authorized under Article 2420-ter of the Italian Civil Code to issue bonds convertible into ordinary shares and/or shares *cum* warrants in one or more tranches by and no later than 28 October 2016, in a nominal amount of up to Euro 2bn to be offered in option to shareholders, establishing that exercise of such authorizations shall not, without prejudice to the foregoing, lead to the issue of a total number of shares in excess of 200 million.

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NEW TEXT

Article 4

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~~The Board of Directors is also authorized under Article 2443 of the Italian Civil Code, to increase the Bank's share capital by means of rights or bonus issues in one or more tranches by and no later than 28 October 2016, in a nominal amount of up to Euro 100m, including via warrants, through the issue of up to 200 million ordinary par value Euro 0.50 shares, to be offered in option or otherwise allotted to shareholders, and also to establish the issue price of such new shares from time to time, including the share premium, the date from which they shall rank for dividends, and whether or not any of the shares shall be used for exercising warrants, and is further authorized under Article 2420-ter of the Italian Civil Code to issue bonds convertible into ordinary shares and/or shares *cum* warrants in one or more tranches by and no later than 28 October 2016, in a nominal amount of up to Euro 2bn to be offered in option to shareholders, establishing that exercise of such authorizations shall not, without prejudice to the foregoing, lead to the issue of a total number of shares in excess of 200 million.~~

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The Board of Directors is also authorized under Article 2443 of the Italian Civil Code, to increase the Bank's share capital by means of rights or bonus issues in one or more tranches by and no later than 28 October 2020, in a nominal amount of up to Euro 100m, including via warrants, through the issue of up to 200 million ordinary



par value Euro 0.50 shares, to be offered in option or otherwise allotted to shareholders, and also to establish the issue price of such new shares from time to time, including the share premium, the date from which they shall rank for dividends, and whether or not any of the shares shall be used for exercising warrants, and is further authorized under Article 2420-ter of the Italian Civil Code to issue bonds convertible into ordinary shares and/or shares *cum* warrants in one or more tranches by and no later than 28 October 2020, in a nominal amount of up to Euro 2bn to be offered in option to shareholders, establishing that exercise of such authorizations shall not, without prejudice to the foregoing, lead to the issue of a total number of shares in excess of 200 million.

5. to authorize the Chairman, Managing Director and General Manager in office at the time, jointly and severally and to every legal effect, to adjust the figures contained in Article 4 of the Articles of Association regarding the Company's share capital to reflect the issuance of new shares, and to perform every formality necessary to ensure that the resolutions hereby adopted are duly registered in the Milan Companies' Register."

Milan, 22 September 2015

THE BOARD OF DIRECTORS