



Extraordinary business

Board of Directors' report in respect of item no. 4 on the agenda

Authorization to the Board of Directors, under Article 2443 of the Italian Civil Code, to increase the Bank's share capital free of charge by a nominal amount of up to €10m through the award, as permitted by Article 2349 of the Italian Civil Code, of an equivalent amount of profits or profit reserves as shown in the most recent financial statements approved, through the issue of no more than 20 million ordinary par value €0.50 shares to be reserved to Mediobanca Group employees in execution of the performance share schemes in force at the time. Amendment to Article 4 of the Company's Articles of Association and related resolutions.

Dear Shareholders,

At an annual general meeting held on 28 October 2010, the shareholders of Mediobanca approved the adoption of a performance share scheme, and authorized the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the Company's share capital free of charge in order to implement the above scheme via the issue of 20 million new shares until 28 October 2015. Pursuant to the foregoing authorization and in execution of the said scheme, the Board of Directors has increased the Company's share capital by an amount of €1,016,774.5 via the issue of 2,033,549 new shares.

As illustrated in the Board's report illustrated in ordinary general meeting, the Directors of Mediobanca have decided, subject to a favourable opinion being received from the Remunerations Committee, to submit a new performance share scheme to your approval (item no. 3 on the agenda at the ordinary general meeting to be held on 28 October 2015).

The rationale for the scheme is to:

- bring the Bank's remuneration structure into line with the guidance issued by regulatory authorities requiring that significant shares of the variable remuneration component be assigned in the form of equity instruments, over a long-term time horizon and subject also to performance conditions, thereby correlating such payments to the sustainability of results over time;
- encourage the involvement of key staff in a mechanism for co-investing in the share capital of Mediobanca;
- align the interests of Mediobanca's management with those of shareholders by creating value over the medium and long term;
- use an instrument which involves the issue of only a limited number of new shares, as well as the treasury shares owned by the Bank, in order to limit the dilutive impact on the ownership structure.

In view of the fact that the existing powers to increase the Company's share capital are due to expire shortly (on 28 October 2015), and in order to implement the performance share schemes (both the scheme approved by shareholders in annual general meeting on 28 October 2010 which is still in progress, and also the new scheme being submitted to your approval), you are invited to adopt the following proposal to authorize the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the Company's share capital free of charge, in one or more tranches and for a period of up to five years from the date hereof, and therefore until 28 October 2020, in accordance with the provisions of Article 2349 of the Italian Civil Code, in an amount of up to €10m, via the issue of up to 20 million par value €0.50 ordinary shares, to be assigned to Mediobanca Group staff members in execution of the performance share schemes approved by shareholders in general meeting from time to time. Such capital increase is to be made via the use of profits or profit reserves as per the most recent financial statements



approved from time to time. Shareholders are reminded that provision has already been made in the Articles of Association in respect of the right, pursuant to Article 2349 of the Italian Civil Code, to awarded profits to employees of the Company or Group companies.

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 authorize the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the Company’s share capital free of charge, in one or more tranches and for a period of up to five years from the date hereof, and therefore until 28 October 2020, in an amount of up to €10m through the award, under the terms of Article 2349 of the Italian Civil Code, of the equivalent amount of profits or profit reserves as per the most recent financial statements approved from time to time, via the issue of up to 20 million par value €0.50 ordinary shares, to be reserved to Mediobanca Group staff members in execution of the performance share schemes in force from time to time
2. to amend Article 4 of the Company’s Articles of Association by deleting paragraph 8 thereof and adding a new paragraph as follows:

EXISTING TEXT

Article 4
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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 free of charge as permitted by Article 2349 of the Italian Civil Code, in one or more tranches by and not later than 28 October 2015, in a nominal amount of up to €10m through the issue of no more than 20 million ordinary par value €0.50 shares, ranking for dividends *pari passu*, to be awarded to Mediobanca Group employees in execution of and in compliance with the terms of the performance share schemes approved by shareholders in general meeting. Of these 20 million shares a total of 2,033,549 new shares have to date been issued.

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MEDIOBANCA

3. 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