



Annual General Meeting, 28 October 2009

Notice is hereby given that a general meeting of Mediobanca shareholders will be held in Via Filodrammatici 3, Milan, Italy, at 11.00 a.m. on 28 October 2009 in the first instance, and at the same time and place on 29 October 2009 if adjourned, to transact the following business:

Agenda

- 1) Adoption of financial statements for the year ended 30 June 2009, along with the Board of Directors' Review of Operations, the external auditors' report and the Statutory Audit Committee's report; associated resolutions.
- 2) Approval of staff remuneration policies document.

The company's share capital, subscribed for and paid up, prior to the scrip issue approved by the Board of Directors on 18 September 2009, amounts to €410,027,832.50, made up of 820,055,665 par value €0.50 shares. Each share entitles its owner to one vote.

The scrip issue involving a further 41,002,783 new shares with regular voting rights became effective on 28 September 2009. Accordingly, as from that date the company's share capital, subscribed for and paid up, is €430,529,224, made up of 861,058,448 par value €0.50 shares, each share entitling its owner to one vote.

Under Article 7 of the Bank's Articles of Association, persons entitled to vote based on their shareholdings may take part in the meeting, provided the company has received due notification from an authorized intermediary at least two working days prior to the date on which the general meeting is scheduled to be held. Shareholders are kindly requested to bring a copy of this notification with them in order to facilitate the entry of the participants to the meeting.

Owners of shares not in dematerialized form are reminded that they may attend the meeting only if the relevant share certificates are delivered to an authorized intermediary as defined in Article 24 of Consob resolution 11768/98 in good time for them to be entered into the dematerialized system and the notification referred to above to be issued.

Each shareholder is permitted to have another person represent him/her in general meeting, save in cases of incompatibility and within the limits provided for by law, by means of a written proxy. A proxy form drawn up in accordance with the regulations in force must be reproduced under each copy of the notification that the intermediary is required to issue to the shareholder; an additional proxy form is available on the company's website at www.mediobanca.it or may be collected from its head offices.

In accordance with regulations in force, the reports illustrating the items on the agenda, along with the draft individual and consolidated financial statements for the year ended 30 June 2009, the Board of Directors' Review of Operations, the Statutory Audit Committee's report, the external auditors' report, the annual report on corporate governance and ownership structure and the staff remuneration policies document shall be deposited within the term set by law at the Bank's head office and at the offices of Borsa Italiana S.p.A. for anyone wishing to see them, and shall also be available on the Bank's website at www.mediobanca.it.

The notice of meeting was published in the *Gazzetta Ufficiale* of the Republic of Italy, issue no. 111, on 26 September 2009.

pp. the Board of Directors
CHAIRMAN
(Cesare GERONZI)