



MEDIOBANCA

Press Release

Performance share awards

As required by Article 84-bis of Consob Regulation No. 11971/99 (Regulations for Issuers), notice is hereby given that in the period from 1 November 2021 to 27 September 2022, in application of the staff remuneration policies approved on 28 October 2021, a total of 2,058,383 Mediobanca performance shares (ordinary shares) was granted to Group staff members, to be awarded over the course of five years, from against the scheme approved by shareholders at the Annual General Meeting held last year (cf. attached table).

The characteristics of the instruments assigned are described on the Bank's official website www.mediobanca.com in the section entitled Governance/Remuneration/Performance Share scheme.

27 September 2022

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COMPENSATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

Table 1 of scheme 7 of Annex 3A to Regulations for Issuers dated 11971/99

Date: 27 September 2022

			Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	18,286	27 September 2017	N/A	9.061	The shares will be made available in tranches in November 2022 (up to 18,286).



Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	14,020	27 September 2017	N/A	9.061	The shares will be made available in tranches in November 2022 (up to 14,020).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	15,001	27 September 2017	N/A	9.061	The shares will be made available in tranches in November 2022 (up to 15,001).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	48,119	27 September 2017	N/A	9.061	The shares will be made available in tranches in November 2022 (up to 48,119).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	6,656	15 December 2017	N/A	9.377	The shares will be made available in tranches in November 2022 (up to 6,656).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	2,568	27 February 2018	N/A	9.946	The shares will be made available in tranches in February 2023 (up to 2,568).
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	54,354	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2022 (up to 36,235), and November 2023 (up to 18,119).



Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	45,295	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2022 (up to 30,196), and November 2023 (up to 15,099).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	42,654	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2022 (up to 29,525), and November 2023 (up to 13,129).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	300,032	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2022 (up to 244,089), and November 2023 (up to 55,943).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	3,915	22 February 2019	N/A	8.258	The shares will be made available in tranches in February 2023 (up to 2,610), and February 2024 (up to 1,305).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	28,857	15 May 2019	N/A	8.931	The shares will be made available in tranches in February 2023 (up to 19,238), and February 2024 (up to 9,619).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	7,089	2 September 2019	N/A	9.019	The shares will be made available in tranches in February 2023 (up to 7,089).



Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	85,415	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2022 (up to 34,166), November 2023 (up to 34,166), and November 2024 (up to 17,083).
Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	61,240	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2022 (up to 24,496), November 2023 (up to 24,496), and November 2024 (up to 12,248).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	86,574	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2022 (up to 36,692), November 2023 (up to 34,217), and November 2024 (up to 15,665).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	573,778	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2022 (up to 329,108), November 2023 (up to 207,635), and November 2024 (up to 37,035).
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year (LTI scheme)	150,597	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2024 (up to 56,829), November 2026 (up to 31,256), November 2027 (up to 31,256), and November 2028 (up to 31,256).
Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year (LTI scheme)	125,496	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2024 (up to 47,358), November 2026 (up to 26,046), November 2027 (up to 26,046), and November 2028 (up to 26,046).



Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year (LTI scheme)	62,748	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2024 (up to 23,679), November 2026 (up to 13,023), November 2027 (up to 13,023), and November 2028 (up to 13,023).
Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	146,119	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 15,373), November 2024 (up to 15,373), November 2025 (up to 15,373).
Francesco Saverio Vinci	Mediobanca Group General Manager	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	56,214	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 18,738), November 2024 (up to 18,738), November 2025 (up to 18,738).



Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	88,510	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2022 (up to 4,784), November 2023 (up to 31,098), November 2024 (up to 26,314), November 2025 (up to 26,314).
Mediobanca Group key staff Mediobanca		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	495,311	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2022 (up to 157,856), November 2023 (up to 217,384), November 2024 (up to 60,543), November 2025 (up to 59,528).
Mediobanca Group key staff Mediobanca		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	20,194	13 November 2020	N/A	7.157	The shares will be made available in tranches in November 2022 (up to 12,116), November 2023 (up to 4,039), November 2024 (up to 4,039).



Mediobanca Group key staff Mediobanca		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	49,841	27 January 2021	N/A	7.360	The shares will be made available in tranches in February 2023 (up to 6,205), February 2024 (up to 18,682), February 2025 (up to 12,477), February 2026 (up to 12,477).
Alberto Nagel	Mediobanca CEO	28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	97,129	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2022 (up to 36,652), November 2024 (up to 20,159), November 2025 (up to 20,159), November 2026 (up to 20,159).
Francesco Saverio Vinci	Mediobanca Group General Manager	28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	80,941	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2022 (up to 30,544), November 2024 (up to 16,799), November 2025 (up to 16,799), November 2026 (up to 16,799).



Mediobanca strategic management		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	149,772	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2022 (up to 60,903), November 2023 (up to 33,298), November 2024 (up to 30,675), November 2025 (up to 27,519), and November 2026 (up to 27,377).
Mediobanca Group key staff		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one-year	1,257,438	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2022 (up to 568,713), November 2023 (up to 262,097), November 2024 (up to 316,822), November 2025 (up to 55,081), and November 2026 (up to 54,725).

- 1) As at 30 June 2022, the total number of strategic management members is seven.
- 2) Performance share schemes approved under a resolution adopted by shareholders in general meetings held on 28 October 2015 (updated on 28 October 2019), on 28 October 2020, and on 28 October 2021 are published on the bank's website at www.mediobanca.com, section Governance/Remuneration/Performance shares scheme.
- 3) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the incentivization system or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements). For the award made on 19 December 2019 as part of the Long-Term Incentive linked to the 2019-23 Strategic Plan, the actual number of shares will be established as and when the Plan has been completed.



Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 2						
		Newly-awarded instruments following decision by governing body implementing resolution adopted by shareholders in general meeting						
		Date approved by shareholders in AGM (2)	Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Mediobanca Group key staff		28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	56,927	27 January 2022	N.D.	9.95	The shares will be made available in tranches in February 2023 (up to 21,482), February 2025 (up to 11,815), February 2026 (up to 11,815), February 2027 (up to 11,815).
Alberto Nagel	Mediobanca CEO	28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	163,042	27 September 2022	N.D.	7.95 (*)	The shares will be made available in tranches in November 2023 (up to 61,525), November 2025 (up to 33,839), November 2026 (up to 33,839), November 2027 (up to 33,839).



Francesco Saverio Vinci	Mediobanca General Manager	28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	125,542	27 September 2022	N.D.	7.95 (*)	The shares will be made available in tranches in November 2023 (up to 47,374), November 2025 (up to 26,056), November 2026 (up to 26,056), November 2027 (up to 26,056).
Mediobanca strategic management		28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	225,611	27 September 2022	N.D.	7.95 (*)	The shares will be made available in tranches in November 2023 (up to 93,763), November 2024 (up to 6,644), November 2025 (up to 46,082), November 2026 (up to 39,684), November 2027 (up to 39,438).
Mediobanca Group key staff		28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	1,487,261	27 September 2022	N.D.	7.95 (*)	The shares will be made available in tranches in November 2023 (up to 691,605), November 2024 (up to 260,590), November 2025 (up to 349,765), November 2026 (up to 93,973), November 2027 (up to 91,328).

*Value of Mediobanca shares at 26 September 2022

- 1) As at 30 June 2022, the total number of strategic management members is seven.
- 2) Performance share schemes approved under a resolution adopted by shareholders in general meetings held on 28 October 2015 (updated on 28 October 2019), on 28 October 2020, and on 28 October 2021 are published on the bank's website at www.mediobanca.com, section Governance/Remuneration/Performance shares scheme.



- 3) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the incentivization system or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements). For the award made on 19 December 2019 as part of the Long-Term Incentive linked to the 2019-23 Strategic Plan, the actual number of shares will be established as and when the Plan has been completed.