



EXCERPT FROM NOTICE OF MEETING
ANNUAL GENERAL MEETING (ORDINARY AND EXTRAORDINARY BUSINESS)
28 OCTOBER 2024

Notice is hereby given that an Annual General Meeting (ordinary and extraordinary) of shareholders in Mediobanca has been called to take place in a single session starting at 10.00 a.m. on 28 October 2024 at the Bank's head office in Piazzetta Cuccia 1, Milan, Italy.

Mediobanca has decided to avail itself of the possibility, pursuant to Article 106 of Italian Decree Law no. 18/2020, as converted by Italian Law no. 27/2020, the effects of which have been extended most recently by Italian Law no. 21/2024, to provide that participation by shareholders in the Annual General Meeting shall be **exclusively via the Appointed Representative** engaged pursuant to Article 135-undecies of Italian Legislative Decree no. 58/98 (the "Italian Finance Act"), that is, without them attending in person.

The shareholders in Annual General Meeting are called to adopt resolutions in respect of the items on the following

Agenda

Ordinary business

1. Financial statements as at 30 June 2024, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:
 - a. Approval of financial statements for the year ended 30 June 2024;
 - b. Allocation of profit for the year and distribution of dividend.
2. Proposed authorization to buy and dispose of treasury shares.
3. Remuneration:
 - a. Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2024-25.
 - b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2023-24.
 - c. 2024-25 incentivization system based on financial instruments (annual performance share scheme).

Extraordinary business

1. Cancellation of treasury shares with no reduction of share capital; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.

Information on the Bank's share capital and on the means and deadlines for:

- ◆ Taking part in the Annual General Meeting and exercising voting rights (please note that the record date is 17 October 2024);
- ◆ Taking part and voting by proxy, through the Company's Appointed Representative (Studio Legale Trevisan & Associati);



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- ◆ Submission of proposed resolutions and/or requests for items to be added to the agenda;
- ◆ Exercising the right to ask questions on items on the agenda prior to the Annual General Meeting (such questions must reach the Company by 17 October 2024);
- ◆ Availability of the reports on the items on the agenda and other documentation for the Annual General Meeting;

is found in the notice of meeting available on the Bank's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2024).

This excerpt has been published in the following daily newspapers: *Corriere della Sera* and *Il Sole 24 Ore*.

Milan, 23 September 2024