



MEDIOBANCA
Banca di Credito Finanziario S.p.A.

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 headquarters in Piazzetta Cuccia 1, Milan, Italy, with 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.

Proceedings at Annual General Meeting

Mediobanca has decided to avail itself of the possibility, pursuant to Article 106(4) of Italian Decree Law no. 18 of 17 March 2020, as converted by Italian Law no. 27 of 24 April 2020, the effects of which have been extended most recently by Italian Law no. 21 of 5 March 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 of 24 February 1998 (the "Italian Finance Act") based on the instructions provided in the relevant paragraph of this Notice of Meeting.

The attendance of the Directors, Statutory Auditors, the secretary of the meeting, representatives of the audit firm and the Appointed Representative will take place in accordance with the provisions in force, including via the use of remote connection systems if and when appropriate.



Right to participate in the Annual General Meeting

Shareholders may attend and vote at the Annual General Meeting – solely via the Appointed Representative – if the Company has received notice of their ownership of the by 23 October 2024, to be sent by the intermediary based on its own records at the end of the accounting day of 17 October 2024 (the “Record Date”).

Investors who come to own voting rights after this date shall not be entitled to attend or vote at the Annual General Meeting.

Authorization to take part and vote – exclusively via the Appointed Representative – may still be granted in cases where the notice is received by the Company after the deadline, provided such notice is received before proceedings at the meeting commence.

No provision is made for voting procedures by correspondence or electronic methods.

Participation in the Annual General Meeting and issue of proxy to Appointed Representative

Each shareholder authorized to participate in the AGM may choose to be represented by the Appointed Representative by means of a written proxy and/or sub-proxy drawn up in accordance with the legal regulations in force, and may use the forms made available by the Company on its official website at www.mediobanca.com (in the section entitled Governance/General Meetings/General Meeting 2024).

For this purpose Mediobanca has appointed Studio Legale Trevisan & Associati, with registered office in Viale Majno 45, Milan, Italy, as its Appointed Representative pursuant to Article 135-*undecies* of the Italian Finance Act, in the person of Mr Dario Trevisan (or other persons delegated by him should he be otherwise impeded), to whom a written proxy may be granted at no expense to the appointing party (save for any postal expenses), containing voting instructions on all or some of the items on the Agenda, or alternatively, pursuant to:

- Article 135-*undecies* of the Italian Finance Act, via the “Appointed Representative Proxy Form”; or
- Article 135-*novies* of the Italian Finance Act, with the right to use the “Ordinary Proxy Form” and/or the “Sub-Proxy Form”, by the means described below.

A. Proxy issued pursuant to Article 135-*undecies* of the Italian Finance Act (the “Appointed Representative Proxy”)

The Appointed Representative Proxy may be granted pursuant to Article 135-*undecies* of the Italian Finance Act, with voting instructions on all or some of the items on the Agenda, by completing the form available (with instructions on how to complete and send it) at www.mediobanca.com or the Company’s head office.

The Appointed Representative Proxy, along with the voting instructions, plus a copy of a valid identity document for the delegating party, or, if the latter is a company, for such company’s current representative-at-law or another individual vested with the requisite powers, along with documentation suitable for the purpose of proving such capacity and powers, must reach the Appointed Representative by 23:59 of the second open-market day prior to the date set for the Annual General Meeting (24 October 2024) by one or other of the following means: i) for proxies signed with autograph signatures, delivered or sent via courier or recorded delivery with return receipt to: Studio Legale Trevisan & Associati – Viale Majno 45, 20122 Milan (subject: “MEDIOBANCA 2024 AGM PROXY”); ii) for proxies with eligible electronic or digital signatures, via certified email message sent to rappresentante-designato@pec.it.

Proxies and voting instructions issued to the Appointed Representative may also be revoked by the same date and by the same means referred to above.

B. Proxy and/or sub-proxy pursuant to Article 135-*novies* of the Italian Finance Act (“Ordinary Proxy”; “Sub-Proxy”)

Those not intending to use the powers of delegation provided by Article 135-*undecies* of the Italian Finance Act may, as an alternative, choose to issue proxies or sub-proxies pursuant to Article 135-*novies* of the Italian Finance Act, using the forms available on the company’s website at www.mediobanca.com or at the Company’s head office.



The Ordinary Proxy and Sub-Proxy, along with the voting instructions on all or some of the items on the Agenda, may be sent to Studio Legale Trevisan & Associati by the deadline specified in the form itself (i.e. by 12:00 on 26 October 2024) by post to the following address: Studio Legale Trevisan & Associati Viale Majno 45, 20122 Milan, Italy; or by certified email message to rappresentante-designato@pec.it; or to the following address rappresentante-designato@trevisanlaw.it (subject: "MEDIOBANCA 2024 AGM PROXY").

Proxies and voting instructions may be revoked by the same means by which they were granted.

Please consult the company's website for further information. Shareholders may contact the Appointed Representative for clarification on how to grant a proxy to the Appointed Representative (in particular on how to fill in the proxy form and the voting instructions, and how to send them) at the addresses provided above and/or on freephone number 800 134 679 on working days and during working hours (Italy only).

Additions to the Agenda and submission of proposed new items

Shareholders representing, *inter alia* jointly, at least one-fortieth of the company's share capital (2.5%) may request, as permitted by Article 126-bis of the Italian Finance Act, within 10 days of this Notice of meeting being published, i.e. by 3 October 2024, additions to be made to the list of items for discussion on the Agenda, indicating the further topics proposed by them in their application, or submit proposed resolutions on items included in the Agenda. Applications for such additions must be sent by the term referred to above, to the Company's headquarters at Piazzetta E. Cuccia 1, 20121 Milan, Italy, marked for the attention of Group Corporate Affairs, by recorded delivery, or via email to the following address: affari.societari@pec.mediobanca.com; the application must contain information regarding the identity of the shareholders submitting the request, with an indication of the aggregate percentage shareholding owned and the reference details of the notice issued by the intermediary to the company authorizing the person concerned to exercise such right, and a report containing the reasons for the proposed resolutions on the new items, or those for the proposed further resolutions on items already on the Agenda.

Any additions or proposed resolutions on items already included on the Agenda must be published at least 15 days prior to the date set for the Annual General Meeting, i.e. by 13 October 2024, via the same means used to publish this notice. At the same time, the reports prepared by shareholders who have applied for additions to be made or further resolutions to be added to those already included on the Agenda will be published, in the same form, along with an assessment of the proposals by the management body. No additions to the Agenda are permitted in the case of items for which shareholders by law are required to adopt resolutions at the proposal of the Board of Directors or based on a project or report prepared by the Board, save as provided under Article 125-ter, paragraph 1 of Italian Legislative Decree 58/98.

Submissions of individual proposed resolutions

In view of the fact that participation in the Annual General Meeting is exclusively via the Appointed Representative, shareholders entitled to vote representing less than one-fortieth of the company's share capital may present individual proposed resolutions and/or votes to be included in the Agenda. Such proposals must be sent to Group Corporate Affairs by the means described above, by 13 October 2024. The proposed items, subject to review of their pertinence to the items on the Agenda, and to their being presented accurately and thoroughly in view of the applicable regulations, will be published on the Company's website by 15 October 2024, to enable shareholders entitled to vote to do so on an informed basis, taking the new proposals as well as the items already on the Agenda into consideration, and hence allowing the Appointed Representative to collect their voting instructions on these items too, if any.

Right to ask questions on the Agenda

Shareholders with voting rights may submit questions on the items on the agenda even prior to the Annual General Meeting itself, by sending them, by 6.00 p.m. on 17 October 2024 at the latest. Questions may be sent by using the relevant section of the Company website at www.mediobanca.com (section



entitled Governance/General Meetings/General Meeting 2024), by email to azionisti@mediobanca.com, or by post, to Mediobanca S.p.A., Group Corporate Affairs (marked "AGM 2024 Questions"), Piazzetta E. Cuccia 1, 20121 Milan, Italy.

The questions must be accompanied by the reference details of the notice sent by the intermediary to the Company authorizing the party concerned to exercise such right.

Questions received by the above deadline that are pertinent to the items on the Agenda shall receive a response by 25 October 2024 which will be published in the relevant section of the Company's website.

The Company may choose to provide single answers to questions with the same content. It will not provide answers to questions that do not comply with the procedures, terms and conditions described above. No answer is required to questions for which the information requested is already available in the relevant section of the company's website ("Q&A").

Documentation for the Annual General Meeting and information for shareholders

In accordance with the regulations in force, the documentation for the Annual General Meeting will be made available, within the terms set by law, at the Company's registered office and on websites www.emarketstorage.it and www.mediobanca.com (section Governance/General Meetings/General Meeting 2024).

Information on share capital

The company's share capital, subscribed for and paid up, amounts to €444,515,142.5, made up of 832,948,824 shares with no nominal value. Each share entitles its owner to one vote.

The company owns 4,294,169 treasury shares, equal to approx. 0.52% of its share capital.

An excerpt from this notice, as required by Article 125-bis of Italian Legislative Decree 58/98, has also been published in the following daily newspapers: *Corriere della Sera* and *Il Sole 24 Ore*.

pp. the Board of Directors

CHAIRMAN
(Renato Pagliaro)

Milan, 23 September 2024

Further information regarding the means of participation in the Annual General Meeting may be requested, on working days, from the Group Corporate Affairs – Shareholders office of Mediobanca S.p.A. (tel. no.: (0039) 02-8829.455 or 02-8829.543); or alternatively by sending an email to the following address azionisti@mediobanca.com.

Under Regulation (EU) 2016/679, the data controller of the personal data is Mediobanca S.p.A. For the exercise of rights in relation to the Annual General Meeting, shareholders are invited to read the information notice on personal data processing published on the Bank's website at www.mediobanca.com (Governance/General Meetings/General Meeting 2024).