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Oggetto : Notice of Meeting Ordinary general Meeting 16
June2025

Testo del comunicato

Vedi allegato



MEDIOBANCA
Banca di Credito Finanziario S.p.A.



NOTICE OF MEETING ORDINARY GENERAL MEETING 16 JUNE 2025

Notice is hereby given that an ordinary general meeting of shareholders in Mediobanca (the "Company") has been called to take place in a single session starting at 10.00 a.m. on 16 June 2025, at the Bank's headquarters in Piazzetta Cuccia 1, Milan, Italy, with the following

Agenda

1. Authorizations, required pursuant to Article 104(1) of Italian Legislative Decree no. 58/1998, as amended, to be granted to the Board of Directors of Mediobanca – Banca di Credito Finanziario S.p.A. ("Mediobanca") to enable Mediobanca to: (i) execute the public voluntary exchange offer (the "Offer") for 100% of the ordinary shares in Banca Generali S.p.A. announced on 28 April 2025; (ii) use the ordinary shares in Assicurazioni Generali S.p.A. held by Mediobanca as the consideration for the Offer; (iii) exercise the right, where considered appropriate, to waive all or part of the conditions precedent set for the Offer. Related and/or subsequent resolutions.

Right to take part in the ordinary general meeting

Shareholders may attend and vote at the ordinary general meeting if the Company has received notice of their ownership of the voting rights by 11 June 2025, to be sent by the intermediary based on its own records at the end of the accounting day of 5 June 2025 (the "Record Date").

Investors who come to own voting rights after this date shall not be entitled to attend or vote at the ordinary general meeting. Authorization to take part and vote 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.

Representation in general meeting

Proxies issued pursuant to Article 135-novies of Italian Legislative Decree no. 58/1998 (the "Ordinary Proxy")

Under Article 7 of the Articles of Association, shareholders authorized to attend and vote at general meetings may choose to have themselves be represented in such meetings by proxy; for such purposes shareholders may use the Ordinary Proxy form that will be made available on the Bank's website at www.mediobanca.com (in the section entitled Governance/General Meetings/General Meeting 16 June 2025) or at the Company's head office. The Ordinary Proxy may be issued in the form of a paper document signed by the shareholder with their autograph signature, or as an electronic document signed using an eligible electronic or digital signature, in accordance with the Italian regulations in force.

The Ordinary Proxy may also be notified to the Company by using the relevant section of its website; by sending an email to the following address: azionisti@mediobanca.com; or by sending a letter by recorded delivery to the Company's headquarters (addressed to Group Corporate Affairs – Ordinary general meeting proxy – Piazzetta E. Cuccia 1, 20121 Milan, Italy).

The representative may deliver or send the Company a copy of the proxy rather than the original, including in electronic format, provided they state under their own responsibility that the proxy conforms to the original and confirm the identity of the party issuing the proxy.

Proxies issued pursuant to Article 135-undecies of Italian Legislative Decree no. 58/1998 (the "Appointed Representative Proxy")

Shareholders may also choose to issue a proxy free of charge, with voting instructions on all or some of the items on the Agenda, to Mr Dario Trevisan, domiciled for the purposes hereof in Viale Majno 45, Milan, Italy (or such other persons as have been delegated by him should he be otherwise impeded), as the representative appointed by Mediobanca pursuant to Article 135-undecies of Italian Legislative Decree no. 58/1998 (the "Appointed Representative"). The proxy must be granted by signing (by means of an autograph signature and/or qualified electronic or digital signature in accordance with the Italian regulations in force) the specific Appointed Representative Proxy form that will be made available on the Company's website at www.mediobanca.com (Governance/General Meetings/General Meeting 16 June 2025) 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 ordinary general meeting (12 June 2025) 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 Mr Dario Trevisan at Trevisan & Associati, Viale Majno 45, 20122 Milan, Italy (subject: "MEDIOBANCA 2025 ORDINARY GENERAL MEETING PROXY"); ii) for proxies with eligible electronic or digital signatures, via certified email message sent to rappresentante-designato@pec.it.

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

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 5 days of this Notice of meeting being published, i.e. by 3 May 2025, 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 7 days prior to the date set for the ordinary general meeting, i.e. by 9 June 2025, 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(1) of Italian Legislative Decree 58/1998.

Right to ask questions on items on the Agenda

Shareholders with voting rights may submit questions on the items on the agenda even prior to the ordinary general meeting itself, by sending them, by 6.00 p.m. on 9 June 2025 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 16 June 2025), by email to azionisti@mediobanca.com, or by post, to Mediobanca S.p.A., Group Corporate Affairs (marked "Ordinary General Meeting 2025 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 that are pertinent to the items on the Agenda will receive a response during the ordinary general meeting at the latest, by the methods provided by law.

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 ordinary general meeting and information for shareholders

In accordance with the regulations in force, the documentation for the ordinary 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 16 June 2025).

Information on share capital

The company's share capital, subscribed for and paid up, amounts to €444,680,575, made up of 833,279,689 shares with no nominal value. Each share entitles its owner to one vote.

The company owns 21,177,326 treasury shares, equal to approx. 2.541% of its share capital.

An excerpt from this notice, as required by Article 125-bis of Italian Legislative Decree no. 58/1998, will be published in the following daily newspapers: *Corriere della Sera* and *Il Sole 24 Ore*.

pp. the Board of Directors

CHAIRMAN
(Renato Pagliaro)

Milan, 28 April 2025

Further information regarding the means of participation in the ordinary general meeting may be requested, on working days, from the Group Corporate Affairs – Shareholders office of Mediobanca S.p.A. (tel. no.: (0039) 02-8829455 or 02-8829303); 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 ordinary 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 16 June 2025).

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