

Informazione Regolamentata n. 0187-250-2025	Data/Ora Inizio Diffusione 1 Agosto 2025 22:30:07	Euronext Milan
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Oggetto : Performance Shares Awards

Testo del comunicato

Vedi allegato

**MEDIOBANCA**

PRESS RELEASE

PERFORMANCE SHARES 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 2024 to 31 July 2025, in application of the Group Remuneration Policy for FY 2024-25, a total of n. 1,146,695 Mediobanca performance shares (ordinary shares) was granted to Group staff members, to be awarded over the course of five years, pursuant to the schemes adopted by shareholders at the Annual General Meeting held on 28 October 2024 (cf. attached table).

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

1 August 2025

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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: 1 August 2025

Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 1						
		Instruments issued under valid schemes in force approved on the basis of resolutions adopted by shareholders in previous general meetings						
		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
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 Plan 2019-23)	93,768	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2026 (up to 31,256), November 2027 (up to 31,256), November 2028 (up to 31,256).


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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 Plan 2019-23)	78.138	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2026 (up to 26,046), November 2027 (up to 26,046), 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 Plan 2019-23)	39.069	19 December 2019	N/A	10.033	The shares will be made available in tranches in November 2026 (up to 13,023), November 2027 (up to 13,023), November 2028 (up to 13,023).
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	15.373	25 September 2020	N/A	6,687	The shares will be made available in tranches in November 2025 (up to 15,373).



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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	18,738	25 September 2020	N/A	6.687	The shares will be made available in tranches in 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	31,533	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2025 (up to 31,533).
Mediobanca Key Function Holders		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	54,309	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2025 (up to 54,309).


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Mediobanca Key Function Holders		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	12,477	27 January 2021	N/A	7.360	The shares will be made available in tranches in February 2026 (up to 12,477).
Alberto Nagel	Chief Executive Officer 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	40,318	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2025 (up to 20,159), November 2026 (up to 20,159).
Francesco Saverio Vinci	Group General Manager 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	33,598	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2025 (up to 16,799), November 2026 (up to 16,799).



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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	66,096	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2025 (up to 33,119), November 2026 (up to 32,977).
Mediobanca Key Function Holders		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	98,606	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2025 (up to 49,481), November 2026 (up to 49,125).
Mediobanca Key Function Holders		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 holding period of one year	23,630	27 January 2022	N/A	9.95	The shares will be made available in tranches in February 2026 (up to 11,815), February 2027 (up to 11,815).



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Alberto Nagel	Chief Executive Officer Mediobanca	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 holding period of one year	101,517	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2025 (up to 33,839), November 2026 (up to 33,839), November 2027 (up to 33,839).
Francesco Saverio Vinci	Group General Manager Mediobanca	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 holding period of one year	78,168	27 September 2022	N/A	7.95	The shares will be made available in tranches in 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 holding period of one year	279,876	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2025 (up to 96,532), November 2026 (up to 91,795), November 2027 (up to 91,549).



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Mediobanca Key Function Holders		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 holding period of one year	364,632	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2025 (up to 284,783), November 2026 (up to 40,632), November 2027 (up to 39,217).
Mediobanca Key Function Holders		28 October 2022	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	88,645	31 January 2023	N/A	9.85	The shares will be made available in tranches in February 2026 (up to 49,756), February 2027 (up to 21,568), February 2028 (up to 17,321).
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2022	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	64,665	27 September 2023	N/A	12.324	The shares will be made available in tranches in November 2026 (up to 21,555), November 2027 (up to 21,555), November 2028 (up to 21,555).



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Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2022	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	59,685	27 September 2023	N/A	12.324	The shares will be made available in tranches in November 2026 (up to 19,895), November 2027 (up to 19,895), November 2028 (up to 19,895).
Mediobanca strategic management		28 October 2022	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	156,757	27 September 2023	N/A	12.324	The shares will be made available in tranches in November 2025 (up to 4,332), November 2026 (up to 53,607), November 2027 (up to 49,543), November 2028 (up to 49,275).
Mediobanca Key Function Holders		28 October 2022	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	479,653	27 September 2023	N/A	12.324	The shares will be made available in tranches in November 2025 (up to 195,365), November 2026 (up to 224,247), November 2027 (up to 30,400), November 2028 (up to 29,641).



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Mediobanca Group key staff		28 October 2023	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	193,928	29 January 2024	N.D.	12.116	The shares will be made available in tranches in February 2026 (up to 50,644), February 2027 (up to 78,775), February 2028 (up to 33,629), February 2029 (up to 30,880).
Alberto Nagel	Mediobanca CEO	28 October 2023	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 (LTI PLAN 23-26)	549,785	8 February 2024	N.D.	11.846	The shares will be made available in tranches in November 2027 (up to 219,915), November 2028 (up to 65,974), November 2029 (up to 65,974), November 2030 (up to 65,974), November 2031 (up to 65,974), November 2032 (up to 65,974).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2023	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 (LTI PLAN 23-26)	458,157	8 February 2024	N.D.	11.846	The shares will be made available in tranches in November 2027 (up to 183,262), November 2028 (up to 54,979), November 2029 (up to 54,979), November 2030 (up to 54,979), November 2031 (up to 54,979), November 2032 (up to 54,979).



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Mediobanca strategic management		28 October 2023	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 (LTI PLAN 23-26)	638,357	8 February 2024	N.D.	11.846	The shares will be made available in tranches in November 2027 (up to 255,346), November 2028 (up to 77,633), November 2029 (up to 77,633), November 2030 (up to 77,633), November 2031 (up to 77,633), November 2032 (up to 72,479).
Mediobanca Group key staff		28 October 2023	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 (LTI PLAN 23-26)	530,836	8 February 2024	N.D.	11.846	The shares will be made available in tranches in November 2027 (up to 212,336), November 2028 (up to 71,983), November 2029 (up to 71,983), November 2030 (up to 71,983), November 2031 (up to 71,983), November 2032 (up to 30,568).
Alberto Nagel	Mediobanca CEO	28 October 2023	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	67,050	27 September 2024	N.D.	15.370	The shares will be made available in tranches in November 2025 (up to 25,302), November 2027 (up to 13,916), November 2028 (up to 13,916), November 2029 (up to 13,916).



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Francesco Saverio Vinci	Mediobanca General Manager	28 October 2023	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	51,522	27 September 2024	N.D.	15.370	The shares will be made available in tranches in November 2025 (up to 19,443), November 2027 (up to 10,693), November 2028 (up to 10,693), November 2029 (up to 10,693).
Mediobanca strategic management		28 October 2023	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	217,713	27 September 2024	N.D.	15.370	The shares will be made available in tranches in November 2025 (up to 87,283), November 2026 (up to 3,639), November 2027 (up to 44,618), November 2028 (up to 41,194), November 2029 (up to 40,979).
Mediobanca Group key staff		28 October 2023	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	819,949	27 September 2024	N.D.	15.370	The shares will be made available in tranches in November 2025 (up to 393,815), November 2026 (up to 172,642), November 2027 (up to 198,983), November 2028 (up to 27,559), November 2029 (up to 26,950).

1) As at 30 June 2025, the total number of strategic management members is nine.

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, 28 October 2021, 28 October 2022, 28 October 2023 (included LTI Plan 23-26) and 28 October 2024 are published on the bank's website at www.mediobanca.com.



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- 3) Maximum number of shares that can be awarded if the performance objectives are met and/or subsequent to the holding period elapsing, in accordance with the Group Remuneration Policy in force at the time. The maximum number of shares that can be awarded is calculated based on the average official stock price for the period from 30 days prior to the date on which the Remuneration Committee and Board of Directors meetings were held to approve the incentivization system or the date foreseen by the Plan or the award date (in cases involving awards made in connection with staff recruitment or with employment termination arrangements).


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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 2024	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	167,425	29 January 2025	N.D.	15.946	The shares will be made available in tranches in February 2026 (up to 74,719), February 2027 (up to 28,026), February 2028 (up to 37,934), February 2029 (up to 14,528), February 2030 (up to 12,218).
Alberto Nagel	Mediobanca CEO	28 October 2024	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	48,596	31 July 2025	N.D.	19.340	The shares will be made available in tranches in November 2026 (up to 18,338), November 2028 (up to 10,086), November 2029 (up to 10,086), November 2030 (up to 10,086)



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Francesco Saverio Vinci	Mediobanca General Manager	28 October 2024	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	40,497	31 July 2025	N.D.	19.340	The shares will be made available in tranches in November 2026 (up to 15,282), November 2028 (up to 8,405), November 2029 (up to 8,405), November 2030 (up to 8,405)
Mediobanca strategic management		28 October 2024	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	197,698	31 July 2025	N.D.	19.340	The shares will be made available in tranches in November 2026 (up to 79,589), November 2027 (up to 3,631), November 2028 (up to 40,517), November 2029 (up to 37,075), November 2030 (up to 36,886)
Mediobanca Group key staff		28 October 2024	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	692,479	31 July 2025	N.D.	19.340	The shares will be made available in tranches in November 2026 (up to 318,926), November 2027 (up to 154,501), November 2028 (up to 175,509), November 2029 (up to 22,026), November 2030 (up to 21,517).

- 1) As at 30 June 2025, the total number of strategic management members is nine.
- 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, 28 October 2021, 28 October 2022, 28 October 2023 (included LTI Plan 23-26) and 28 October 2024 are published on the bank's website at www.mediobanca.com.
- 3) Maximum number of shares that can be awarded if the performance objectives are met and/or subsequent to the holding period elapsing, in accordance with the Group Remuneration Policy in force at the time. The maximum number of shares that can be awarded is calculated based on the average official stock price for the period from 30 days prior to the date on which the Remuneration Committee and Board of Directors meetings were held to approve the incentivization system or the date foreseen by the Plan or the award date (in cases involving awards made in connection with staff recruitment or with employment termination arrangements).

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