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Oggetto : Notice of Meeting Ordinary General Meeting 28
October 2025

Testo del comunicato

Vedi allegato



MEDIOBANCA
Banca di Credito Finanziario S.p.A.



NOTICE OF MEETING ORDINARY GENERAL MEETING 28 OCTOBER 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 28 October 2025, by the methods described below, with the following agenda:

Agenda

1. Financial statements as at 30 June 2025, 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 2025;
 - b. Allocation of profit for the year and distribution of dividend.
2. Remuneration:
 - a. Group Remuneration Policy and Report:

Section I – Mediobanca Group Remuneration Policy FY 2025-26:
 - b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2024-25.
 - c. 2025-26 incentivization system based on financial instruments - Annual performance share scheme.
3. Appointment of Board of Directors for 2026-28 three-year period:
 - a. Establishment of number of Directors;
 - b. Appointment of Directors;
 - c. Establishment of their annual remuneration.

Methods by which the general meeting will be conducted

Mediobanca has decided, in accordance with the provisions contained in Article 106 of Italian Decree Law no. 18 of 17 March 2020, as converted with amendments by Italian Law no. 27 of 24 April 2020, the effects of which have been extended most recently by Italian Law no. 15/2025, to provide that participation by shareholders in the 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 and exclusively via the use of remote connection systems if and when appropriate.

Right to take part in the general meeting

Shareholders may take part in the general meeting – solely via the Appointed Representative – if the Company has received notice of their ownership of the voting rights by 23 October 2025, to be sent by the intermediary based on its own records at the end of the accounting day of 17 October 2025 (the "Record Date"). Investors who come to own voting rights after this date shall not be entitled to attend or vote at the general meeting.

Authorization to take part and vote may still be granted – solely via the Appointed Representative – 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 through Appointed representative

Each shareholder authorized to participate in the general meeting 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 Corporate Governance/General Meetings/General Meeting October 2025).

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 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 general meeting (24 October 2025) by one or other of the following means:

- i) For proxies signed with autograph signatures, sent or delivered by recorded delivery with return receipt or by courier, to: (Studio Legale Trevisan & Associati, Viale Majno 45, 20122 Milan, Italy (Subject: "MEDIOBANCA 2025 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.

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 27 October 2025) by post, marked, to the following address: Viale Majno 45, 20122 Milan, Italy (Subject: "MEDIOBANCA GENERAL MEETING 2025 Ordinary Proxy"), or by certified email message to rappresentante-designato@pec.it; or by email to the following address: rappresentante-designato@trevisanlaw.it (subject: "MEDIOBANCA GENERAL MEETING 2025 Ordinary 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 (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 28 September 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 15 days prior to the date set for the general meeting, i.e. by 13 October 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.

Submission of individual proposed resolutions

Having regard to the fact that participation in the general meeting is permitted solely by means of the Appointed Representatives, shareholders entitled to vote at the meeting whose interests represent less than one-fortieth of the company's share capital, may submit individual proposed resolutions and/or votes on the items on the Agenda. Such proposals must be sent to Group Corporate Affairs by the means set forth above by 13 October 2025 at the latest. Such proposals, which will be subject to review of their relevance to the items on the agenda and to checks to ensure they are thorough and exhaustive vis-à-vis the applicable regulations, will be published on the company's website by 15 October 2025, to allow those enabled to vote to do so in an informed manner, on such new proposals as well, and so enable the Appointed Representative to collect the relevant voting instructions on these proposals too.

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 general meeting itself, by sending them, by 6.00 p.m. on 17 October 2025 at the latest. Questions may be sent by using the relevant section of the Company website at www.medioBANCA.com (section entitled Corporate Governance/General Meetings/General Meeting October 2025), by email to azionisti@medioBANCA.com, or by post, to Mediobanca S.p.A., Group Corporate Affairs (marked ("General Meeting October 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, on 25 October 2025, 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").

Appointments to the Board of Directors and deposit of lists

Appointment to the Board of Directors is made on the basis of lists submitted in accordance with the terms and provisions of Article 15 of the Company's Articles of Association and the applicable regulations. Shareholders are therefore invited to comply with the following provisions.

The lists may be submitted by the Board of Directors and/or by shareholders representing individually or in the aggregate at least 1% of the company's share capital.

Lists submitted by shareholders must be deposited by 3 October 2025, at the headquarters of Mediobanca (Group Corporate Affairs — Piazzetta E. Cuccia 1, 20121 Milan, Italy) or via certified email to the following email address: affari.societari@pec.mediobanca.com, along with the documentation required by the law, the Articles of Association and the regulations currently in force.

Lists properly submitted by shareholders will be made available to the public by 7 October 2025 at the offices of Mediobanca and Borsa Italiana S.p.A., and on websites emarketstorage.com and mediobanca.com (Corporate Governance/General Meetings/General Meeting October 2025).

Ownership of the minimum percentage of the Company's share capital required to submit a list is established on the basis of shares recorded as being in the shareholders' possession at the date on which the lists are filed with the Company. Certification proving ownership of the minimum number of shares to submit lists may also be produced after the list itself has been deposited, provided it is by the term set for publication of the lists by the company (i.e. by 7 October 2025), by means of notification to be issued by an intermediary authorized to do so under the regulations in force.

The lists undersigned by the shareholder or shareholders submitting them (including by means of a proxy to one of them) must contain a number of candidates not to exceed the maximum number of directors to be elected.

Lists which contain a number of candidates equal to or higher than three must ensure that the gender balance is respected (40% of the candidates must be from the least-represented gender) and must contain a majority of candidates qualifying as independent according to the definition contained in Italian Ministerial Decree No. 169/2020 as supplemented by Article 19 of the Articles of Association.

Shareholders are advised, in submitting lists, to refer to the "Report on the qualitative and quantitative composition of the Board of Directors", regarding the composition which the outgoing Board considers to be optimal in qualitative and quantitative terms for it to perform its duties and responsibilities effectively, as required by the provisions of the law, regulations and Articles of Association in force. The Report is available on the Bank's official website at www.mediobanca.com (Corporate Governance/General Meetings/General Meeting October 2025).

Shareholders are also reminded of the provisions of Annex 6 of the same Report regarding the documentation required to be filed along with the list, namely: i) information regarding the identity of the shareholders submitting the list, along with an indication of the aggregate shareholding owned by them; ii) CVs for each candidate, with a suitable degree of detail including with reference to their education, personal and professional qualities and the experience they have acquired in the banking, financial and/or other relevant sectors as specified in the "Report on the qualitative and quantitative composition of the Board of Directors", along with a list of the management positions (with an indication of those that are executive) and supervisory roles held by them at other companies and entities; iii) statements whereby the individual candidates declare they agree to serve as Director (conditional upon their being appointed) and declare, under their own responsibility, that there are no grounds for their being incompatible with, or otherwise ineligible for, the post under consideration, and that they are in possession of the requisites specified under law and the Articles of Association. A facsimile statement is available on the Company's website www.mediobanca.com in the section entitled Corporate Governance/General Meeting/General Meeting October 2025) as annex to the "Report on the qualitative and quantitative composition of the Board of Directors".

Lists submitted that do not conform to the above specifications shall be treated as null and void.

Each shareholder or shareholder from the same group or parties to a shareholders' agreement regarding the share capital of Mediobanca may not submit or vote for more than one list, including via proxies or fiduciary companies. Individual candidates may only feature in one list, failing which they shall become ineligible.

Shareholders intending to submit a list of candidates for appointment to the Board of Directors are invited to take account of Consob communication no. DEM/9017893 of 26 February 2009, in particular regarding the need to file a declaration stating the absence of links, including indirect, with shareholders which hold, *inter alia* jointly, a controlling interest or relative majority.

For further information on the submission of lists, please contact Group Corporate Affairs via email at the following address: affari.societari@mediobanca.com or by phone on the following telephone numbers: (0039) 02-8829.303; (0039) 02-8829.455.

Documentation for the general meeting and information for shareholders

In accordance with the regulations in force, the documentation for the 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 Corporate Governance/General Meetings/General Meeting October 2025).

Information on share capital

The company's share capital, subscribed for and paid up, amounts to €444,680,575, made up of 813,279,689 shares with no nominal value. Each share entitles its owner to one vote.

The company owns 6,745,422 treasury shares, equal to approx. 0.83% 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, 18 September 2025

Further information regarding the means of participation in the 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 02-8829.303); 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 general meeting, shareholders are invited to read the information notice on personal data processing published on the Bank's website at www.mediobanca.com (Corporate Governance/General Meetings/General Meeting 2025).

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