



# Performance share compensation scheme 2025-26

28 October 2025



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# Performance share compensation scheme 2025-26

Dear shareholders,

As in previous years, the Group Staff Remuneration Policy, as required by the applicable regulations, includes the assignment of performance shares (ordinary Mediobanca shares) as part of the variable remuneration component.

The Policy is intended to attract and retain highly professional and ethical staff whose abilities and conduct are aligned with the complexity, increasing international dimension and specialization of the businesses in which the Group operates, based on the criteria of sound management and sustainability of revenues, costs and results over time. Responsible, fair and transparent compensation mechanisms increase and protect reputation, credibility and consensus over time, all of which are prerequisites to develop business that aims to create and protect value for all stakeholders.

The incentive component consisting of variable remuneration seeks to recognize and reward the results and objectives achieved, and is determined over an annual and/or longer term basis according to risk-adjusted metrics. It is an important motivational tool, and for some business figures represents a material percentage of their overall compensation, in line with market practice, up to the limits set and in accordance with the other terms and conditions established by the regulations in force.

Performance shares:

- ◆ Are instruments aligned with the provisions of the applicable regulations on the subject of remuneration, in particular the Bank of Italy's Supervisory Instructions on remuneration and incentivization policies and practices, issued on 24 November 2021;

- ◆ Meet the conditions set by the regulations which require a share of the variable remuneration to be paid in the form of equity instruments over a time horizon of several years and subject to a series of performance conditions being met;
- ◆ Allow the remuneration of Group staff to be linked to the achievement of positive results over time, having regard to the performances delivered, consistent with an approach which aims to ensure overall sustainability of the compensation mechanisms.

You are invited to approve the Annual Incentivization Scheme for 2025-26 (the “2025-26 Performance Share Scheme”), entailing the assignment of up to a maximum of 3 million performance shares to members of the Group’s staff, to determine the variable remuneration payable in respect of the financial year ending on 30 June 2026<sup>01</sup>. The Scheme is consistent with the previous system and the Group’s Staff Remuneration Policy, which describes the mechanisms for determining and paying the variable remuneration component to staff.

In accordance with the provisions of Article 114-bis of the Italian Finance Act and Article 84-bis of the Consob Regulations for Issuers, the characteristics of the Scheme are illustrated in the Information Document shown below, which constitutes an integral part of this Report.

The Board of Directors invites you to adopt the following resolution.

### **Proposed resolution to shareholders gathered in Annual General Meeting as ordinary business**

Dear shareholders,

In view of the foregoing, we invite you to:

- a.** Approve the performance share scheme for 2025-26 for selected Mediobanca Group staff as part of the remuneration and incentivization systems provided for in the Remuneration Policy on the terms and by the means illustrated in the Information Document;
- b.** Confer on the Board of Directors, and on its behalf, the Chief Executive Officer and the Group General Manager, jointly and severally, all suitable powers to:
  - ◆ Enact this resolution and adopt any other measures that should become necessary to implement the Performance Share Compensation Scheme;
  - ◆ Make such amendments and/or additions to the Performance Share Compensation Scheme and the documents that constitute an integral part thereof (and do not

<sup>01</sup>. On 31 December 2025 for Group Legal Entities whose financial year ends on 31 December.

alter their substance) that should prove necessary to implement the resolution submitted to the approval of shareholders at today's Annual General Meeting or to bring them into line with any legal or regulatory provisions or guidance issued by the regulatory and/or supervisory authorities that come into force in the meantime.

Milan, 18 September 2025

The Board of Directors

## **DISCLAIMER**

In the document under approval for the Mediobanca Group, Parent Company and its Subsidiaries, the corporate structure prior to 15 September 2025 is referred to.

As a result of the acquisition of the Controlling Interest by BMPS, as of 15 September 2025, Mediobanca and all companies included up to that date in the banking group known as "Gruppo Bancario Mediobanca" (the "MB Group") are included in the banking group known as "Gruppo Monte dei Paschi di Siena" (the "MPS Group"), of which BMPS is the parent company.



# Information Document Required under article 84-bis, paragraph 1, of the regulations adopted by Consob under resolution no. 11971 of u 14 May 1999, as amended, regarding Incentivization Systems Based on Financial Instruments (the “2025- 26 Performance Share Scheme”)

## **1. Recipients**

The recipients of the performance share scheme are staff who, under the regulations in force and the Group Staff Remuneration Policy, must receive a share of their variable remuneration in the form of equity instruments.

These include employees who fall within the definition of the Mediobanca Group's identified staff, defined on a regular basis by the Board of Directors based on the criteria set by the regulations and described in the Remuneration Policy. Additional staff members considered material to the achievement of the Group's strategic objectives may also be recipients of the performance share scheme.

Recipients of the performance share scheme may include the following members of the Board of Directors: the Chief Executive Officer and the Group General Manager, if appointed, roles which are held at the date of this resolution by Alberto Nagel and Francesco Saverio Vinci.

The recipients also include persons who have regular access to inside information concerning the issuer directly and indirectly, and who are empowered to take management decisions that can impact on the performance and future prospects of the issuer, i.e. the "Strategic management" referred to in Article 3 of Regulation (EU) 596/2014, identified by the Board of Directors in the resolution in force at the time. At the date of this resolution there are a total of nine such strategic management members: the heads of the three control units (Group Audit; Group Compliance & AML, Group Risk Management); the Group Chief Financial Officer<sup>02</sup>; the head of Group Human Capital, Organization & Change; the head of the Consumer Finance division; the two co-heads of the Corporate & Investment Banking division; and the head of the Insurance & Principal Investing division.

There are no categories of staff for which different treatment is provided in the performance share scheme, which is the same for all recipients.

## 2. Rationale for adopting the scheme

The scheme enables:

- ◆ Adaptation to the banking sector regulations which require that a share of variable remuneration be paid in the form of equity instruments, over a long-term time horizon, subject to performance conditions, i.e. to the sustainability of positive results delivered over time;
- ◆ Alignment of the Mediobanca management's interests with those of its shareholders in terms of creating value over the medium/long term.

## 3. Governance

The Board of Directors of Mediobanca adopts resolutions based on the proposals and/or with the opinion of the Remuneration Committee, based on the powers concerned,

<sup>02</sup>. The Chief Financial Officer is also the Head of Company Financial Reporting.

regarding:

- ◆ The assignation of performance shares to Directors who are members of the Group's senior management;
- ◆ The scheme's regulations, which set down the rules by which it operates in practice.

The Chief Executive Officer informs the Board of Directors of the overall number of performance shares to be assigned for each cycle, based on the criteria and methods laid down in the Group Remuneration Policy.

The Chief Executive Officer is responsible for operating the scheme, with the support of Group Human Capital, and for establishing the quantities to be assigned to each staff member.

## 4. Methods by which awards are made

Under the terms of the scheme, Mediobanca shares are granted to people linked to the Group (employees, collaborators, staff employed under agency contracts, etc.) as the equity component of the variable remuneration awarded to them based on the results of the short-term performance evaluation process for FY 2025-26 (the "Short Term Incentive Plan"), or as part of the long-term schemes for recipients such as Financial Advisors linked to the Group or other staff with long-term performance evaluations under specific schemes adopted by individual Group Legal Entities to be closed in FY 2025-26.

The performance shares assigned as the upfront equity component are subject to a holding period of no less than one year before they are actually awarded, provided the beneficiary remains part of the Group<sup>03</sup>.

The performance shares assigned as the deferred equity component are:

- ◆ Assigned as part of the overall vesting period for all deferred components over a time horizon of at least three years, provided the beneficiary is still linked to the Group,<sup>04</sup> and further provided that the performance conditions identified by the Remuneration Policy in force at the time regarding the sustainability of the results achieved, the company's capital solidity and liquidity conditions, and the proper conduct of the

03. By "remaining part of the Group" what is meant here is that the co-operation arrangement between the recipient and the company is ongoing, whether such arrangement takes the form of permanent employment or some other contractual agreement, not in a period of notice being served for resignation/withdrawal/termination from the contract, whether voluntary or due to dismissal/withdrawal on the part of the company. For Directors of Group companies not linked to the Group by means of an employment contract, when their term of office comes to an end or is not renewed, their rights continue to apply without prejudice to the provisions of any individual specific agreements and provided their term of office has not come to an end due to compliance breaches attributable to them.

04. Cf. previous note.

individual beneficiary, continue to be met;

- ◆ Subject to a subsequent holding period of no less than one year prior to their actual award, provided the beneficiary still works for Mediobanca<sup>05</sup>.

Distributing the awards over time in this way acts as an incentive to recipients, consistent with their role and business activity, to conduct themselves at all times in such a way as to ensure that the Mediobanca Group delivers sustainable results over the long term, in accordance with all capital and liquidity requirements and with a suitable level of control of all risks.

The Staff Remuneration Policy sets out in detail the performance evaluation period and the specific vesting and holding periods applicable to the performance shares with reference to the provisions of this document. Dividends do not accrue during the vesting period or the holding period. The Board of Directors may also identify additional performance indications. For Group company staff members the Chief Executive Officer of Mediobanca, after consulting with the CEOs of the legal entities themselves, may identify one or more specific economic indicators.

Mediobanca reserves the right to take measures to claw back variable remuneration already paid in the event of damage emerging to its own reputation, to the integrity of its capital, to its profitability and/or earnings/financial situation, which is attributable to the conduct of individual staff members, regardless of whether such behaviour constitutes instances of wilful misconduct or fraud. Such measures are also provided for in cases which involve breach of the obligations set under Article 26 of the Italian Banking Act (Company representatives – Professional qualifications, fit and proper person requisites, and independence of company representatives), or, when the person concerned is an interested party, Article 53, paragraphs 4ff (Regulatory supervision), or the obligations in respect of remuneration and incentivization.

The Chief Executive Officer of Mediobanca may also use performance shares as part of remuneration packages awarded in connection with the recruitment of key staff and/or for retention purposes, including outside of the annual award cycle, but still against the upper limit proposed in this resolution, with specific deferral mechanisms as provided under the terms hereof. The governing bodies may also award shares in relation to compensation agreements entered into in connection with early termination of the working relationship, to ensure these are correlated to the performance achieved and the risks taken by the individual concerned and the Bank, in accordance with the regulatory requirements and the aims set by the Remuneration Policy in force at the time.

The entitlement to receive shares is retained if the beneficiary retires, in the event of permanent disability and/or illness making them unable to continue working, or in cases which involve intra-Group staff transfers. Such entitlement is lost, however, in cases where

<sup>05</sup>. See note 3.

the working arrangement, whether based on an employment contract or other form of agreement, ends due to resignation, dismissal and/or withdrawal. The Board of Directors, the Remuneration Committee, other relevant Committees and the CEO of Mediobanca are responsible for handling any exceptions, under the powers respectively attributed to them, in particular in cases where the working relationship is ended by mutual consent as defined in the Remuneration Policy with reference to the treatment of “good leavers”. The foregoing is without prejudice to decisions taken, if any, by a third party authorized to do so (such as the judicial and/or arbitration and/or conciliation authorities) and to regulations, if any, providing for more favourable treatment issued by the applicable local legislations.

Staff members are not allowed to use hedging or insurance strategies for their remuneration, or other aspects that could alter or otherwise distort the effects of the risk alignment inherent in the compensation mechanisms, especially in relation to the variable component paid in financial instruments.

To the extent applicable, the provisions of this section also apply to the deferred cash component.

## 5. Characteristics of instruments awarded

The scheme provides for the award of ordinary Mediobanca shares. The shares are delivered after the dividend, if any, has been paid and in compliance with the Group regulations on internal dealing and personal trading in financial instruments by identified staff. The shares are awarded personally, without prejudice to succession rights. The shares, once received, subject to the performance conditions and after the holding period has ended, may be traded immediately up to the limits set by the law and regulations in force (in particular, the internal regulations include provision for specific mechanisms – insider and “sell to cover” lists – in order to limit the risks of the market abuse regulations being breached). The performance share scheme makes no provision for restrictions on voting rights or property rights in relation to the ordinary Mediobanca shares awarded, save for any limits instituted by laws and/or regulations in force.

The maximum number of shares that can be allocated is calculated based on the average official Mediobanca stock market price, as follows:

- ◆ Average stock market price in the last month of the financial year (i.e. June) for purposes of determining the variable remuneration for Group Legal Entities whose financial year ends on 30 June;
- ◆ Average stock market price in the last month of the calendar year (i.e. December) for purposes of determining the variable remuneration for Group Legal Entities whose financial year ends on 31 December;

- ◆ The award date agreed between the parties (average stock market price in the last 30 days and/or previous month) in cases where shares are allocated upon recruitment for identified staff or as part of agreements regarding the end of the employment relationship.

## 6. Funding

The maximum number of shares that may be awarded under the terms of this scheme is three million, through the use of treasury shares, already owned.

No impact on the stock market price is expected, in view of the number of shares involved, which is equal to 0.36% of the share capital, plus the fact that the shares are already owned by the Bank.

## 7. Changes and amendments to the scheme

Any amendments to and/or cancellation of the performance shares scheme will be made in compliance with the regulations in force. No specific procedures are envisaged.

If extraordinary events impacting materially on the Group's earnings/financial performance take place, and/or in the event of material changes to the Group's ownership (change of control), the performance share scheme may be revised and/or abolished at Board of Directors' discretion after consulting with the Remuneration Committee and with any other competent committees. In the event of a change of control, the following options may also be considered, depending on whether the Board of Directors interprets the transaction as, for example: i) hostile: early settlement pro rata, in cash, if the takeover bid is successful; ii) non-hostile: settlement at the end of the scheme, in equity, in the form of shares in the new entity. In the event of extraordinary transactions taking place which involve the Bank's share capital, the number of performance shares allocated but not yet awarded will be adjusted accordingly.

## 8. Accounting and tax issues

The performance shares allocated are booked to the profit and loss account based on a notional cost split over several financial years in view of the benefit received and the vesting period. The notional cost is equal to the value of the shares at the time of the award, adjusted to reflect the probabilistic elements connected with the scheme (e.g. possibility of beneficiaries resigning, actuarial parameters, etc.). The total expense for Mediobanca in the event of three million shares being awarded could be approximately €35m, to be spread across the entire vesting period, based on the current stock market

price. The performance shares shall be subject to taxation and possibly social security contributions in accordance with the regulations in force in the country of residence for tax purposes of each individual beneficiary at the time.

## 9. Other information

The performance share scheme:

- ◆ Contemplates the award exclusively of ordinary Mediobanca shares traded on regulated markets;
- ◆ Does not contemplate specific accounting and/or tax arrangements, and considers only those aspects provided for by the tax and social security contribution regime in force at the time in each of the beneficiaries' countries of residence.

No provision is made under the terms of the performance share scheme for shares awarded to be bought back.

No provision is made for support from the Special Fund to incentivize investment by employees in the companies for which they work instituted under Article 4, paragraph 112, of Italian law 350/03.

The Board of Directors, having received the favourable opinion of the Remuneration Committee on 12 September 2025, approved the scheme on 18 September 2025 for submission to the approval of shareholders in Annual General Meeting as ordinary business. The stock market price of ordinary Mediobanca shares on the two dates referred to above was €22.0 and €21.28 respectively.

The awards made from the performance share scheme, along with further details on the terms and conditions of award and/or issue, will be disclosed to the market annually pursuant to and within the meaning of the regulatory provisions in force.





# MEDIOBANCA

All photos and other images are of  
Mediobanca offices and buildings