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Oggetto : Ordinary Annual General Meeting 28 October
2025. Addition to the agenda

Testo del comunicato

Vedi allegato



MEDIOBANCA
Banca di Credito Finanziario S.p.A.



ORDINARY ANNUAL GENERAL MEETING 28 OCTOBER 2025

ADDITION TO THE AGENDA

With reference to the ordinary Annual General Meeting of Mediobanca shareholders of Mediobanca called to take place on 28 October 2025, in a single session at 10:00 a.m., to be held exclusively through the appointed representative, on 8 October 2025 the Board of Directors adopted a resolution to include an additional item in the agenda as requested by the parent company Banca Monte dei Paschi di Siena S.p.A., pursuant to Article 126-bis of Italian Legislative Decree No. 58/1998, as follows: "Appointment of PriceWaterhouseCoopers S.p.A. ("PwC") to perform the statutory audit and the limited review of the Sustainability Report of Mediobanca – Banca di Credito Finanziario S.p.A. ("Mediobanca") respectively for the 2026-2034 period and for the 2026-2028 period, subject to the consensual early termination of the statutory audit and of the limited review of Mediobanca's Sustainability Report engagements currently entrusted to EY S.p.A. for the financial years 2022-2030".

Accordingly, the agenda for the Annual General Meeting is as follows:

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.
4. Appointment of PriceWaterhouseCoopers S.p.A. ("PwC") to perform the statutory audit and the limited review of the Sustainability Report of Mediobanca – Banca di Credito Finanziario S.p.A. ("Mediobanca") respectively for the 2026-2034 period and for the 2026-2028 period, subject to the consensual early termination of the statutory audit and of the limited review of Mediobanca's Sustainability Report engagements currently entrusted to EY S.p.A. for the financial years 2022-2030.

Documentation

The report by the Board of Directors — including the opinion of the Statutory Audit Committee of Mediobanca on the proposal to terminate the engagement granted to EY S.p.A. and the proposal to engage PriceWaterhouseCoopers S.p.A. instead — along with the report prepared by the parent company Banca Monte dei Paschi di Siena S.p.A., as required under Article 126-bis of Italian Legislative Decree no. 58/98, are available to the public at the Bank's headquarters and on the following websites: www.emarketstorage.it and www.mediobanca.com (Governance/General Meetings 28 October 2025).

The updated proxy forms are also available in the same section of the official website.

The addition to the agenda is also disclosed by means of a notice to be published in the following Italian daily newspapers: *Il Corriere della Sera* and *Il Sole 24 Ore*.

Reference

All other terms and information disclosed in the notice of meeting published on 18 September 2025 will continue to apply, the text of which is obtainable from the Mediobanca website at www.mediobanca.com (Governance/General Meetings 28 October 2025).

On behalf of the Board of Directors

CHAIRMAN

(Renato Pagliaro)

Milan, 10 October 2025

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