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Societa' : MEDIOBANCA

Utenza - referente : MEDIOBANCAN13 - Vibaldi Cristiana

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Data/Ora Ricezione : 5 Marzo 2026 18:05:05

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Oggetto : Notice of Meeting of Ordinary General Meeting  
14 April 2026

*Testo del comunicato*

Vedi allegato.



# NOTICE OF MEETING

## ANNUAL GENERAL MEETING

### 14 APRIL 2026

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 9.30 a.m. on 14 April 2026, by the methods described below, with the following agenda:

#### Agenda

1. Financial statements as at 31 December 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 31 December 2025;
  - b. Allocation of profit for the year and distribution of dividend;
  - c. One-off payment required under Article 1, paragraphs 68-73, of the 2026 Italian budget law regarding the release of the unavailable reserve instituted pursuant to Article 26 of Italian Decree Law no. 104 of 10 August 2023; related resolutions.
2. Addition to the Board of Directors through appointment of a new member; related resolutions.
3. Appointment of Statutory Audit Committee for 2026-28 three-year period:
  - a. Appointment of Statutory Auditors and Committee Chair;
  - b. Establishment of their annual remuneration.
4. Remuneration:
  - a. Remuneration Policy and Report: Section I – Remuneration Policy FY 2026 of Mediobanca and its subsidiaries.
  - b. Remuneration Policy and Report: resolution not binding on Section II – Remuneration Report FY 2025.
  - c. 2026 incentivization system based on financial instruments - Annual performance share scheme.

#### Methods by which the Annual 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, as amended 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 Annual 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 9 April 2026, to be sent by the intermediary based on its own records at the end of the accounting day of 1 April 2026 (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 Annual General Meeting through Appointed representative**

Each shareholder authorized to participate in the Annual 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, by using the forms made available by the Company on its official website at [www.mediobanca.com](http://www.mediobanca.com) (in the section entitled Governance/General Meetings/General Meeting 2026).

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](http://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 (10 April 2026) 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 2026 ANNUAL GENERAL MEETING PROXY”);
- ii) For proxies with eligible electronic or digital signatures, via certified email message sent to [rappresentante-designato@pec.it](mailto: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](http://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 proposed resolutions 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 13 April 2026) by post, marked, to the following address: Viale Majno 45, 20122 Milan, Italy (Subject: “MEDIOBANCA ANNUAL GENERAL MEETING 2026 Ordinary Proxy”), or by certified email message to [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it); or by email to the following address: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) (subject: “MEDIOBANCA ANNUAL GENERAL MEETING 2026 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 15 March 2026, 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 Corporate Affairs, by recorded delivery, or via email to the following address: [affari.societari@pec.medioBANCA.com](mailto: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 30 March 2026, 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 Corporate Affairs by the means set forth above by 30 March 2026 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 1 April 2026, 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 1 April 2026 at the latest. Questions may be sent by using the relevant section of the Company website at [www.medioBANCA.com](http://www.medioBANCA.com) (section entitled Governance/General Meetings/General Meeting 2026), by email to [azionisti@medioBANCA.com](mailto:azionisti@medioBANCA.com), or by post, to Mediobanca S.p.A., Corporate Affairs (marked ("Annual General Meeting 2026 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 11 April 2026, 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").

### **Addition to the Board of Directors**

The information on the requirements for members of the Board of Directors, and the deadlines and methods by which candidates are to present their applications, are set out in the illustrative report prepared by the Board of Directors.

### **Appointments to the Statutory Audit Committee and deposit of lists**

Appointment to the Statutory Audit Committee is made on the basis of lists submitted in accordance with the terms and provisions of Article 28 of the Company's Articles of Association.

Lists for appointment to the Statutory Audit Committee may be submitted by shareholders representing individually or in the aggregate at least 1% of the company's share capital.

Lists must be deposited by 20 March 2026, at the headquarters of Mediobanca (Corporate Affairs — Piazzetta E. Cuccia 1, 20121 Milan, Italy) or via certified email to the following email address: [affari.societari@pec.mediobanca.com](mailto:affari.societari@pec.mediobanca.com), along with the additional documentation required by the law and regulations currently in force.

Lists properly submitted will be made available to the public by 24 March 2026 at the offices of Mediobanca and on the websites of Mediobanca and [emarketstorage](http://emarketstorage.com) (Governance/General Meetings/General Meeting 2026).

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 24 March 2026), by means of notification to be issued by an intermediary authorized to do so under the regulations in force.

Each list consists of two sections: one for candidates for the post of Standing Auditor, the other for the position of Alternate Auditor, with at least one candidate in each section. The candidates are to be numbered consecutively.

Lists which contain three or more candidates must ensure that the gender balance is respected at least to the degree stipulated by the regulations (40% of the Statutory Auditors appointed, rounded down for Committees which, like that of Mediobanca, consist of three Standing Auditors). Shareholders are also reminded that lists should include at least one Alternate Auditor who is a member of the less-represented gender. Such provision is necessary to ensure that the gender quotas are complied with even in cases where Standing Auditors must be replaced.

Under Article 28 of the Articles of Association, members of the Statutory Audit Committee may not hold posts in governing bodies other than those with responsibility for control in other companies forming part of the group. In addition, candidates who hold the post of director, manager or officer in companies or entities, or who otherwise work with the management of companies operating directly or indirectly (including through subsidiaries), in the same sectors as Mediobanca, cannot be appointed.

Shareholders are advised, in submitting lists, to refer to the "Report on the qualitative and quantitative composition of the Statutory Audit Committee", published on the Bank's website at [www.mediobanca.com](http://www.mediobanca.com) (Governance/General Meetings/General Meeting 2026), containing the results of the analysis performed by the Statutory Audit Committee with reference to the control body's composition considered to be optimal in order for it to be able to perform its duties correctly.

Under Article 28 of the Articles of Association, the following documents must be deposited together with the list: i) information regarding the identity of the shareholders who submitted the list, with an indication of the aggregate shareholding owned by them; ownership of the shareholding must be demonstrated in accordance with the requirements of the regulations in force; ii) a statement by the shareholders submitting the list other than those who own,

including jointly, a controlling interest or relative majority, declaring the absence or existence, as the case may be, of relations with the latter, as required by the provisions of Article 144-*quinquies*, paragraph 1, of Consob regulation no. 11971/99, having regard also, with reference to the latter, to Consob communication no. DEM/9017893 of 26 February 2009; iii) CVs for each candidate, signed and dated, containing exhaustive information on personal and professional qualifications, plus a list of the management and supervisory roles held by them at other companies; iv) statements whereby the individual candidates declare they agree to stand as candidates 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 requirements prescribed by law and the Articles of Association.

A facsimile statement is available on the Company's website [www.mediobanca.com](http://www.mediobanca.com) (General Meetings/General Meeting 2026) as annex to the "Report on the qualitative and quantitative composition of the Statutory Audit Committee".

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.

If, when the deadline for submission of lists passes on 20 March 2026 only one list has been deposited, or only lists submitted by shareholders qualifying as related parties under the terms of Article 144-*quinquies* of the Regulations for Issuers, the deadline for submission of lists may be extended to up to three days following such date (i.e. up to 23 March 2026). In such cases the limit for submission of lists will be reduced by one-half and accordingly shall be 0.5% of the company's share capital.

For further information on the submission of lists, please contact Corporate Affairs via email at the following address: [affari.societari@mediobanca.com](mailto:affari.societari@mediobanca.com) or by phone on the following telephone numbers: (0039) 02-8829.303; (0039) 02-8829.830.

### **Documentation for the Annual General Meeting and information for shareholders**

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](http://www.emarketstorage.it) and [www.mediobanca.com](http://www.mediobanca.com) (section Governance/General Meetings/General Meeting 2026).

The Board of Directors' Report on the Appointment of the Statutory Audit Committee, and the Report on its Qualitative and Quantitative Composition will be made available by the same means on the date on which this Notice of Meeting is published.

### **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 *Corriere della Sera*.

pp. the Board of Directors

CHAIRMAN  
(Vittorio Umberto Grilli)

Milan, 5 March 2026

Further information regarding the means of participation in the general meeting may be requested, on working days, from the Corporate Affairs office of Mediobanca S.p.A. (tel. no.: (0039) 02-8829.1); or alternatively by sending an email to the following address: [azionisti@mediobanca.com](mailto: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](http://www.mediobanca.com) (Governance/General Meetings/General Meeting 2026).

Fine Comunicato n.0187-11-2026

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