

<p>Informazione Regolamentata n. 1795-28-2026</p>	<p>Data/Ora Inizio Diffusione 13 Marzo 2026 10:28:44</p>	<p>Euronext Milan</p>
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Societa' : BANCA MEDIOLANUM

Utenza - referente : BCAMEDIOLANUMN04 - Lietti Angelo -
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Tipologia : REGEM; 3.1

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Oggetto : Avviso di convocazione Assemblea degli
Azionisti 2026 (ENG)

Testo del comunicato

Avviso di convocazione dell'Assemblea degli Azionisti 2026 in corso di pubblicazione sul sito internet della Società (versione lingua inglese)

BANCA MEDIOLANUM S.p.A.

Registered office: Palazzo Meucci, Via Ennio Doris, Basiglio – Milano 3 -
Share capital: € 600,701,003.40 = fully paid up
Tax Code - Milan Companies' Register No. 02124090164
VAT No. I0540610960 of the Banca Mediolanum VAT Group

Persons entitled to participate in the Shareholders' Meeting and exercise the right to vote are called to a single call Ordinary Shareholders' Meeting exclusively by telephone, on 16 April at 12:00hrs, to discuss and adopt resolutions relating to and resulting from the items tabled on the following

agenda

1. Financial Statements as at 31 December 2025.
 - 1.1. Approval of the Financial Statements; Board of Directors' Report on Operations; Board of Statutory Auditors' Report and Reports of the Independent Auditors; Presentation of the Consolidated Financial Statements as at 31 December 2025;
 - 1.2. Distribution of the dividend.
 - 1.3. Resolutions concerning the use and restoration of the distributability of equity reserves.
2. Remuneration Policies:
 - 2.1. Approval of the Report on Remuneration Policies – section I, also pursuant to Article 123-ter of Italian Legislative Decree No. 58/1998;
 - 2.2. Approval of the Report on Remuneration Policies – section II, also pursuant to Article 123-ter of Italian Legislative Decree No. 58/1998.
3. Approval pursuant to Article 114-bis of Italian Legislative Decree No. 58/1998 and Circular No. 285 of the Bank of Italy dated 17 December 2013 relating to performance share plans concerning ordinary Banca Mediolanum S.p.A. treasury shares reserved for (i) the Directors and employees of Banca Mediolanum S.p.A. and/or of its subsidiaries, even if they do not belong to the Mediolanum Banking Group; and (ii) the associates of Banca Mediolanum S.p.A. and/or of its subsidiaries, even if they do not belong to the Mediolanum Banking Group.
4. Approval pursuant to Article 114-bis of Legislative Decree No. 58/1998 and Bank of Italy Circular No. 285 of 17 December 2013 of the long-term incentive plan called the "LTI 2026-2028 Plan" reserved for "Top Key People" from among the executive directors and managers of Banca Mediolanum S.p.A. and/or its subsidiaries, even if they do not belong to the Mediolanum Banking Group.

Participation in the General Meeting:

pursuant to Article 106 of Decree-Law No. 18 of 17 March 2020, converted with amendments by Law No. 27 of 24 April 2020, as recently extended (the “Decree”), those entitled to vote may participate in the shareholders meeting exclusively through the representative designated by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 24 February 1998 (“TUF”), (Consolidated Finance Act) to whom proxies and/or sub-proxies may also be granted pursuant to Article 135-*novies* of the TUF, in derogation of Article 135-*undecies*, paragraph 4, of the TUF, without their actual participation in person. Furthermore, it is expected that attendance at the shareholders' meeting by the representative designated pursuant to Article 135-*undecies* of the TUF (Consolidated Finance Act), the directors and statutory auditors, as well as all other persons entitled under the law, other than those entitled to vote, will only be via telephone provided that this allows such persons to be identified. Instructions for participation in the Shareholders' Meeting by telephone shall be communicated by the Company to the persons concerned.

Legitimate right to attend and vote at the Shareholders' Meeting:

pursuant to Article 11 of the Articles of Association, persons with voting rights in respect of whom the Company receives communications from authorised intermediaries based on their accounting records at the end of the accounting day on the seventh day of trading in the market prior to the date set for the single call Shareholders' Meeting (i.e. 7 April 2026, the “*record date*”) are lawfully entitled to attend the Shareholders' Meeting and exercise their voting rights.

Share purchases or sales notified after this deadline will not be included in the count towards validating a person's right to exercise the right to vote at the Shareholders' Meeting.

The communication in question must reach the Company by the end of the third day of market trading prior to the date set for the single call Shareholders' Meeting (i.e. 13 April 2026).

The legitimate right to attend the Shareholders' Meeting and to exercise the right to vote remains valid even if the communications in question reach the Company after said deadline, provided they arrive prior to the start of the meeting.

Computershare S.p.A., with registered office at Via Mascheroni No. 19, 20145 Milan, has been appointed as the designated representative pursuant to Article 135-*undecies*, of the TUF (Consolidated Finance Act) (“**Designated Representative**”).

Shareholders wishing to take part in the Shareholders' Meeting shall therefore grant the Designated Representative a proxy - with voting instructions - on all or some of the draft resolutions relating to



items on the agenda using the specific proxy form, (which may also be in electronic form), prepared by the Designated Representative in agreement with the Company, available on the website www.bancamediolanum.it - Corporate Governance section, Shareholders' Meeting.

The proxy has effect only for draft resolutions for which voting instructions have been given.

The proxy granted to the Designated Representative, with the relevant voting instructions, must arrive by the end of the second day of trading prior to the date set for the single call Shareholders' Meeting (i.e. by 23:59 on 14 April 2026) in the specific manner set out in the form. The proxy and the voting instructions may be revoked within the same deadline of 14 April 2026.

It should be noted that shares in respect of which a full or partial proxy is granted are counted for the purposes of establishing the quorum of the Shareholders' Meeting. With regard to draft resolutions for which no voting instructions have been issued, the shares are not included in the calculation of the majority and of the share capital required for the approval of resolutions. Notification to the Company by the authorised intermediary, certifying a shareholder's right to attend the Shareholders' Meeting, is necessary; therefore, if no such notification is received, the proxy will be considered invalid.

It should also be noted that, pursuant to the Decree, the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-*novies* of the TUF (Consolidated Finance Act), in derogation of Article 135-*undecies*, paragraph 4, of said Act by means of the same proxy form, within the deadlines and in the manner indicated in the form itself.

The Designated Representative may be contacted for clarification or information at telephone numbers 02-46776814 - 0246776813 or at the email address ufficiomi@computershare.it.

Voting will not take place electronically or by correspondence.

Right to ask questions:

pursuant to Article 127-*ter* of the TUF (Consolidated Finance Act), persons with the right to vote may ask questions regarding items on the agenda, even prior to the Shareholders' Meeting, by email to assemblea@pec.mediolanum.it.

Questions must be submitted within seven market trading days prior to the date of the Shareholders' Meeting, i.e. by 7 April 2026, and must be accompanied by documentation proving the requirements laid down by law, including certification by the intermediary proving capacity as a shareholder if the Company has not received the communication from the intermediary necessary for participation in the Shareholders' Meeting. Ownership of voting rights may also be certified after questions have been submitted, provided such proof is submitted by the third day following the date indicated in Article 83-*sexies*, paragraph 2, of the TUF (Consolidated Finance Act) (the "record date"), i.e. by 10 April 2026;



however, this communication is not necessary if the Company receives the communication necessary for participation in the Shareholders' Meeting from the intermediary itself.

The Company, after verifying their relevance to the items on the agenda of the Shareholders' Meeting and the legitimate right of the person submitting them, will respond to any questions received by 7th April 2026 at least three days before the Shareholders' Meeting, and therefore by 13 April 2026, publishing its answers in the appropriate section of its *website* (www.bancamediolanum.it, Corporate Governance section, Shareholders' Meeting) to enable persons entitled to vote to be fully informed on the items on the agenda. The Company may issue a single response to questions with the same content.

Supplementing the agenda and submitting new draft resolutions:

pursuant to Article 126-*bis* of the TUF (Consolidated Finance Act), shareholders who, individually or jointly, represent at least one-fortieth of the share capital may request that the list of items for discussion be supplemented, specifying in the request the additional items proposed, or submit draft resolutions on items already on the agenda. Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves by law, on proposals of the Directors or based on a project or report prepared by them, other than those set forth in Article 125-*ter*, paragraph 1, of the TUF (Consolidated Finance Act). Any supplemented list of items to be discussed during the Shareholders' Meeting, as well as additional draft resolutions relating to items already on the agenda, will be published in the same manner as this notice, at least fifteen days before the date set for the single call Shareholders' Meeting (i.e. by 1 April 2026). The original signed questions – accompanied by documentation which proves fulfilment of the legal requirements, including certification by the intermediary demonstrating shareholder status – must reach the registered office at Palazzo Meucci, Via Ennio Doris, Basiglio, Milano 3 or the certified email address assemblea@pec.mediolanum.it by the tenth day following publication of this notice (i.e. by 23 March 2026); a report on the items whose discussion is proposed or the reasons for the additional draft resolutions submitted in respect of items already on the agenda must be submitted by said deadline and in the same manner. The above is without prejudice to any other right established by law and in particular Article 126-*bis* of the TUF (Consolidated Finance Act).

Right to individually submit draft resolutions before the Shareholders' Meeting

In addition to the foregoing, given that participation in the Shareholders' Meeting is expected to take place exclusively through the Designated Representative, persons entitled to participate in the meeting who intend to formulate draft resolutions on items on the agenda are invited to submit them in advance, by 1 April 2026, in the manner indicated in the preceding paragraph. These draft resolutions will be published on the Company's website by 3 April 2026, to enable those entitled to vote to cast an



informed vote, taking into account these new draft resolutions, and to allow the Designated Representative to potentially collect the relevant voting instructions. Any person submitting a question must provide suitable documentation proving his/her entitlement to attend the meeting and grant a proxy to the Designated Representative for participation therein.

Documentation:

Documentation relating to the agenda items, including pertinent draft resolution, shall be made available to the public at the registered office (by first calling telephone numbers 02.9049.2517 and 02.9049.2374 between 9:00 hrs and 18:00 hrs, Monday to Friday) in the Teleborsa S.r.l. storage mechanism, at www.emarketstorage.com, and on the Company's website at www.bancamediolanum.it – Corporate Governance, Shareholders' section, Shareholders Meeting (click on the following link <https://www.bancamediolanum.it/corporate-governance/assemblea-azionisti-2026> for the Shareholders' Meeting documentation), within the deadlines laid down by law and in any event by:

- 17 March 2026 for the Directors' Reports regarding points 1), 2), 3) and 4) and the information documents drafted in accordance with Article 4-*bis* of the Issuers' Regulation;
- 25 March 2026 for the Annual Report and Accounts (which will contain the consolidated sustainability report), including the report pursuant to Article 77, paragraph 2-*bis* of the Issuers' Regulation;
- 26 March 2026 for the Report on Remuneration Policies.

The Company's website www.bancamediolanum.it also sets out the Company's Articles of Association and information on the amount of share capital which – at the time of drafting this notice stands at € 600,701,003.40, divided into no. 745,411,891 shares, all of which have voting rights and no par value.

The Corporate Affairs Division of Banca Mediolanum S.p.A. may be contacted on business days should any information be required (tel. 02.9049.2517 and 02.9049.2656 from 9:00 hrs to 18:00 hrs, Monday to Friday).

This call notice is published, pursuant to Article 125-*bis* of the TUF (Consolidated Finance Act) and Article 84 of the Issuers' Regulation, on the Company's website at www.bancamediolanum.it – Corporate Governance, Shareholders' Meeting section. an extract is published in the daily newspapers "MF" and "Il Giornale" on 13 March 2026, and made available on the storage mechanism of Teleborsa S.r.l. at www.emarketstorage.com.



Milan 3, 13 March 2026

The Chairperson: Giovanni Pirovano

Fine Comunicato n.1795-28-2026

Numero di Pagine: 8