Informazione Regolamentata n. 0187-47-2026	Data/Ora Inizio Diffusione 29 Settembre 2026 09:50:00	Euronext Milan

Societa'	:	MEDIOBANCA
Utenza - referente	:	MEDIOBANCAN13 - Mensi
Tipologia	:	3.1
Data/Ora Ricezione	:	29 Settembre 2026 09:50:00
Data/Ora Inizio Diffusione	:	29 Settembre 2026 09:50:00
Oggetto	:	Notice of Meeting: General meeting of shareholders (ordinary and extraordinary business) 29 October 2026

Testo del comunicato

Vedi allegato.

MEDIOBANCA
Banca di Credito Finanziario S.p.A.

NOTICE OF MEETING

GENERAL MEETING OF SHAREHOLDERS (ORDINARY AND EXTRAORDINARY BUSINESS)

29 OCTOBER 2026

Notice is hereby given that an ordinary and extraordinary general meeting of shareholders in Mediobanca (the "Company") has been called to take place in a single session starting at 6.00 p.m. on 29 October 2026, in Piazzetta E. Cuccia 1, Milan, Italy, by the methods described below, with the following agenda:

Agenda

Ordinary business

1. Addition to the Board of Directors through the appointment of a new member; related resolutions.

Extraordinary business

1. Merger by amalgamation of Mediobanca S.p.A. into Banca Monte dei Paschi di Siena S.p.A.; related resolutions.

Methods by which the general meeting will be conducted

Mediobanca has decided, in accordance with the Regulations pursuant to Article 125-*bis*.1 of Italian Legislative Decree no. 58 of 24 February 1998 (the "Italian Finance Act") approved by the Board of Directors on 6 August 2026 and published on the Bank's website at www.mediobanca.com (Governance/General meetings/General meeting 29 October 2026), to stipulate that participation by shareholders in the general meeting shall be **exclusively via the Appointed Representative engaged pursuant to Article 135-*undecies* of the Italian Finance Act (the "Appointed Representative")**, to whom proxies or sub-proxies may also be issued in accordance with Article 135-*novies* of the Italian Finance Act, in derogation of Article 135-*undecies*, para. 4 of the Italian Finance Act, **in accordance with the guidance set forth in the relevant section of this Notice.**

The attendance of the Directors, Statutory Auditors and Notary will take place in accordance with the provisions in force, including via the use of remote connection systems.

Shareholders jointly or individually representing one-twentieth of the company's share capital with voting rights in respect of the items on the agenda (5%) may, pursuant to Article 125-*bis*.1 of the Italian Finance Act, within 5 days of this Notice of Meeting being published, i.e. by 4 October 2026, ask for the meeting to be held in a physical location, without the sole mediation of the Appointed Representative. Notice of the exercise of such right shall be given within 3 days via an addendum to this Notice.

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 26 October 2026, to be sent by the intermediary based on its own records at the end of the accounting day of 20 October 2026 (the "Record Date"). Those parties who are proven to be authorized to vote after that date will not be authorized to take part in and 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, to which end they may use the forms made available by the Company on its official website at www.mediobanca.com (Governance/General Meetings/General Meeting 29 October 2026).

For this purpose Mediobanca has appointed Monte Titoli S.p.A., with registered office in Piazza degli Affari 6, 20123 Milan, Italy, as its Appointed Representative pursuant to Article 135-*undecies* of the Italian Finance Act, to whom a written proxy may be granted at no expense to the appointing party (save for any postal expenses).

The proxy shall contain voting instructions on all or only some of the items on the agenda and will be effective only for those items for which voting instructions have been issued.

The proxy must reach the Appointed Representative, along with a current valid identity document for the delegating party, or, if the delegating party is a company, a copy of a valid identity document for the representative-at-law at the time or another party vested with adequate powers, along with documentation proving the existence of their status and powers, by the end of the second open market day prior to the date set for the general meeting (i.e. by 11:59 p.m. on **27 October 2026**), by one or other of the following means: (i) an electronic copy (in PDF format) to be sent by certified email address: RD@pec.euronext.com (subject: "Mediobanca October 2026 General Meeting Proxy") from their own certified email address (or, if they do not have one, from their own ordinary email address, in which case the proxy containing the voting instructions must be signed using a qualified or digital electronic signature); (ii) the original to be sent by courier or a letter sent by recorded delivery with return receipt, marked for the attention of the Register Services area at Monte Titoli S.p.A., Piazza degli Affari 6, 20123 Milan, Italy, and sending an electronic copy (in PDF format) ahead by ordinary email to the following address: RD@pec.euronext.com (subject: "Mediobanca October 2026 General Meeting Proxy").

The proxy and voting instructions may be revoked by the end of the second open market day prior to the date set for the general meeting (i.e. by 11:59 p.m. on 27 October 2026), by the same means referred to above.

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, in derogation of Article 135-*undecies*, paragraph 4 of the Italian Finance Act, containing voting instructions on all or some of the proposed resolutions on the agenda, using the proxy/sub-proxy forms available on the company's website (Governance/General Meetings/General Meeting 29 October 2026). The same methods described above and reproduced in the proxy form must be adopted for the issue of proxies/sub-proxies. The proxy must arrive before 6.00 p.m. on the day prior to the general meeting (and, without prejudice to the foregoing, before the proceedings commence). Proxies and voting instructions can always be revoked by the same means by which they were granted.

Shareholders may contact the Appointed Representative for clarification via email at RegisterServices@euronext.com or by phone at the following number: (0039) 02-33635810 (office days, 9:00 a.m. To 5:00 p.m.).

No provision is made for voting procedures by correspondence or electronic methods.

Addendum to the agenda and submission of new proposed resolutions

Shareholders representing, jointly or individually, 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 3 days of this Notice of meeting being published, i.e. by 2 October 2026, that additions be made to the list of items for discussion on the Agenda, indicating the further topics proposed by them, or may submit proposed resolutions, within 10 days of this Notice of meeting being published, i.e. by 9 October 2026, on items included in the Agenda, including any additions. Requests for additions to the Agenda or proposed resolutions must be delivered to the Company's headquarters (Piazzetta Cuccia Enrico 1, 20121 Milan, Italy, marked for the attention of Corporate Affairs), by recorded delivery or email to the following address: affari.societari@pec.mediobanca.com; the request must contain information regarding the identity of the shareholders making it, including an indication of the aggregate percentage held by them, and the reference numbers of the notification sent by the intermediary to the Company authorizing them to exercise their right, plus a report containing the reasons for the proposed resolution on the new items on the Agenda or alternatively for the further proposed resolutions submitted on items already included in the Agenda.

Any additions to the Agenda must be disclosed within the 8 days following the publication of this Notice of Meeting, that is, by 7 October 2026, and proposed resolutions, if any, at least 15 days prior to the general meeting, i.e. by 14 October 2026, in the same form required for publication of this Notice. At the same time, the reports compiled by shareholders requesting the additions and/or further proposed resolutions shall be published, along with assessments of them, if any, by the management body.

Additions cannot be made to the Agenda for items which shareholders are required by law to approve regarding proposals made by the Directors or based on a project or report prepared by them, save for those specified under Article 125-*ter*, paragraph 1 of the Italian Finance Act.

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 20 October 2026 at the latest. Questions may be sent by using the relevant section of the Company website at www.mediobanca.com (section entitled Governance/General Meetings/General Meeting 29 October 2026), by email to azionisti@mediobanca.com, or by post, to Mediobanca S.p.A., Corporate Affairs marked ("General Meeting 29 October 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 by 26 October 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.

Documentation for the general meeting and information for shareholders

The documentation for the general meeting - including the illustrative report on the only item on the Agenda as extraordinary business, the merger project and additional documentation required under Article 70 of the Regulations for Issuers adopted by Consob under resolution no. 11971 of 14 May 1999 - 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 Governance/General Meetings/General Meeting 29 October 2026).

The last three years' financial statements of the companies involved in the merger are available at the Company's headquarters and on its website referred to above, along with the reports by the governing bodies and the external audit firms.

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 6,706,315 treasury shares, equal to approx. 0.82% 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

THE CHAIRMAN

(Vittorio Umberto Grilli)

Milan, 28 September 2026

Further information regarding the means of participating in the general meeting, please contact the Group Corporate Affairs – Shareholders office on tel. no. (0039) 02-8829.1, or by email, at the following address: affari.societari@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 (Governance/General Meetings/General Meeting 29 October 2026).

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