



Notice of meeting Annual General Meeting 28 October 2016

Notice is hereby given that an ordinary general meeting of shareholders in Mediobanca (the “Company”) will take place in a single session starting at 10.30 a.m. on 28 October 2016 in Via Filodrammatici 3, Milan, Italy, with the following

Agenda

- 1) Financial statements as at 30 June 2016, Board of Directors’ review of operations and other reports, reports by external auditors and Statutory Audit Committee; related resolutions.
- 2) Resolutions pursuant to Article 15 of the company’s Articles of Association: appointment of a director.
- 3) Resolutions in respect of staff remuneration policies:
 - a. Staff remuneration policies.
 - b. Cap on variable and fixed remuneration based on a ratio of 2:1.
 - c. Policies in the event of beneficiaries leaving office or ceasing to work for Mediobanca.
- 4) Insurance policy to cover civil liability for members of Group companies’ governing bodies.

Right to participate in Annual General Meeting

Pursuant to Article 7 of the Company’s Articles of Association, shareholders are entitled to attend and vote if the Company has received in respect of them, by the end of the third business day prior to the date of the meeting (25 October 2016 in this case), a notice sent by the intermediary to Mediobanca, based on its own records at the end of the accounting day of the seventh business day prior to the sole date set for the annual general meeting (19 October 2016 - the “record date”). Investors who become shareholders after this date are not entitled to attend and vote in the general meeting. Authorization to take part and vote in cases where the notice is received by the Company after the deadline may still be granted, provided such notice is received before proceedings at the meeting commence.

Attendance and voting by proxy

Pursuant to Article 7 of the Company’s Articles of Association, shareholders authorized to take part in and vote may elect to be represented in the general meeting by issuing a written proxy; the proxy form available on the Company’s website at www.mediobanca.com under the section entitled Corporate governance/General meetings or at its head office may be used for this purpose. The proxy may be issued on paper and signed with an autograph signature, or via a document signed with an eligible electronic or digital signature, in accordance with Italian regulations in force on this subject. Proxies may be notified to the Company by using the relevant section of the Company’s website, via email to the following address: azionisti@mediobanca.com; or by post to Spafid S.p.A. (Foro Buonaparte 10, 20121 Milan, Italy).

The sending of such copies beforehand shall not exempt the proxy from the obligation, during the accreditation process for admission to the proceedings, to prove that the notified copy conforms to the original and to prove the identity of the party issuing the proxy.



Company's appointed representative

Shareholders may issue a proxy, with voting instructions for all or some of the proposed items on the agenda, to Spafid S.p.A., which is the representative appointed by Mediobanca pursuant to Article 135-undecies of Italian Legislative Decree 58/98. Spafid is a specialist operator and market leader in providing corporate services to listed issuers. Such proxy shall be issued by signing, with an autograph signature or alternatively an eligible electronic or digital signature, in accordance with Italian regulations in force on this subject, the specific form available for this purpose on the Company's website at www.mediobanca.it or at the Company's headquarters; the original proxy must reach Spafid at Foro Buonaparte 10, 20121 Milan, Italy by close of business on the second open-market day prior to the date set for the annual general meeting (26 October 2016) along with a copy of a valid identity document for the issuing shareholder, or, if the issuing shareholder 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 have been granted to Spafid according to the following methods: i) for proxies with autograph signatures, delivered or sent via courier or recorded delivery (to Foro Buonaparte 10, 20121 Milan, Italy); ii) for proxies with eligible electronic or digital signatures, via certified email message sent to assemblee@pec.spafid.it, or by using the relevant section of the Company's website at www.mediobanca.com under the section entitled Corporate governance/General meetings managed by Spafid S.p.A. Proxies and voting instructions may also be revoked by the same date. Proxies are effective only in respect of those proposals for which voting instructions have been provided. Pursuant to Article 135-decies of Italian Legislative Decree 58/98, Spafid hereby declares that it is in a situation of conflict of interest, being a subsidiary of Mediobanca, and accordingly may only vote in accordance with the voting instructions received.

Additions to the agenda and submission of proposed new resolutions

Pursuant to Article 126-bis of Italian Legislative Decree 58/98, shareholders representing, *inter alia* jointly, at least one fortieth of the company's share capital (2.5%) may request, within ten days of publication of this notice, an addition to the list of items on the agenda, indicating the additional topics for discussion proposed by them in the question. The application for additional items must be sent by 7 October 2016 to the Company's headquarters at Piazzetta E. Cuccia 1, 20121 Milan, Italy, marked for the attention of the Company Secretary's Office, by recorded delivery, or via email to the following address: mediobanca@pec.mediobanca.it; the application must contain information regarding the identity of the shareholders submitting the request, with an indication of the percentage shareholding owned in the aggregate and the reference details of the notice issued by the intermediary to the company in accordance with Article 23 of the combined Consob-Bank of Italy regulations issued on 22 February 2008 authorizing the person concerned to exercise such right. By the same date and the same means, the applicants shall send the Board of Directors a report containing an indication of the reasons for the proposed resolutions on new items to be included on the agenda, or the reason for the proposed further resolutions on items already included on the agenda.

Any additions to the agenda or submission of proposed resolutions on items already included on the agenda will be published by 13 October 2016 via the same means used for the publication of 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 as provided for the documentation regarding the Annual General Meeting, along with an assessment of the proposals by the governing 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, para. 1 of Italian Legislative Decree 58/98.

Individual shareholders entitled to vote may submit proposed resolutions for adoption in the Annual General Meeting.



Further information is available on the Company's website at www.mediobanca.com under the section entitled Corporate governance/General meetings.

Right to ask questions on items on the agenda

As provided by Article 127-ter of Italian Legislative Decree 58/98, shareholders entitled to vote may submit questions regarding the items on the agenda prior to the annual general meeting, sending such questions to the Company by and no later than 25 October 2016.

Questions may be submitted by using the relevant section of the Company's website at www.mediobanca.com under the section entitled Corporate governance/General meetings, via email to the following address: azionisti@mediobanca.com, or by post, addressed to Mediobanca S.p.A., Company Secretary's Office (marked "Questions for 2016 AGM"), Piazzetta E. Cuccia 1, 20121 Milan, Italy.

Questions must be accompanied the reference details of the notice issued by the intermediary to the company proving that the person concerned is authorized to exercise the above right.

Questions submitted prior to the annual general meeting shall receive a reply during the meeting. The Company may choose to provide a single reply to questions which have the same content.

The Bank is not required to give an answer, even in the annual general meeting, to questions submitted prior to the meeting if the information requested is already available in "Q&A" format in the relevant section of the company's website at www.mediobanca.com, or to questions not relevant to the agenda. Any answers provided in writing and made available to all shareholders entitled to vote at the start of the meeting are considered to be equivalent to answers provided in the general meeting.

Resolutions pursuant to Article 15 of the company's Articles of Association: appointment of a director

In accordance with Article 15 of the company's Articles of Association, the appointment shall be made without recourse to voting lists, under a resolution adopted on a relative majority basis according to the proposals made and in compliance with the provisions of the aforementioned Article 15.

Interested shareholders are therefore invited to file their proposals in good time, at least twenty days ahead of the date set for the general meeting, at the company's head office (Group Corporate Affairs, Piazzetta E. Cuccia 1, 20121 Milan, Italy) or by sending a certified email message to the following address: mediobanca@pec.mediobanca.com. For any further information, shareholders should contact the Group Corporate Affairs office on tel. no. (0039) 028829.543, or fax no. (0039) 028829.550; or at email address affari.societari@mediobanca.com.

Proposals received by the company will be published on the Bank's website at www.mediobanca.com in the section "Governance/Annual general meetings".

Proposals must include a statement by the candidate themselves stating that they agree to stand, and declaring, under their own responsibility, that there are no grounds that would render them ineligible for and/or incompatible with the proposed office, that they are in possession of the requisites stipulated by the law and the Articles of Association, and, if applicable, that they qualify as independent under the terms of Article 148, para. 3, of Italian Legislative Decree 58/98 and the Code of conduct in respect of listed companies operated by Borsa Italiana, plus exhaustive information on their own personal details and professional qualifications (cf. also the Report on the qualitative and quantitative composition of the Board of Directors, available at the Bank's website at www.mediobanca.com, under Corporate governance/Governance documents) and a list of the managerial and supervisory positions held by them at other companies.



Documentation for the annual general meeting and information to shareholders

In accordance with regulations in force, the following documentation regarding the AGM will be made available, within the term set by law, at the Bank's head office, at the offices of Borsa Italiana S.p.A, on the authorized storage mechanism's website (www.emarketstorage.com), and on the Company's own website at www.mediobanca.com under the section entitled Corporate governance/General meetings:

- ◆ as at the date hereof, the reports illustrating items no. 2, no. 3 and no. 4 on the agenda, and the annual statement on corporate governance and ownership structure;
- ◆ by 7 October 2016: the reports and other documents in respect of item no. 1 on the agenda.

Information on share capital

The company's share capital, subscribed for and paid up, amounts to €435,510,047 made up of 871,020,094 par value €0.50 shares. Each share entitles its owner to one vote. As at the date hereof, the company owns 15,780.237 treasury shares.

An excerpt of this notice, as provided by Article 125-bis of Italian Legislative Decree 58/98, has also been published in the following daily newspapers: Il Sole 24 Ore, Il Corriere della Sera e MF/Milano Finanza.

pp. the Board of Directors
CHAIRMAN
(Renato PAGLIARO)

Milan, September 27 2016