



MEDIOBANCA

## Press release

### Mediobanca BoD approves financial statements as at 30 June 2015 and calls annual general meeting of shareholders

At a Board meeting held on 22 September 2015, the Directors of Mediobanca approved the parent company and consolidated draft financial statements for the year ended 30 June 2015, which incorporate the results for the financial year ended the same date already approved by the Board and disclosed to the market on 5 August 2015. The statements reflect a net profit of €333m earned in the twelve months by Mediobanca S.p.A (30/6/14: €166m) and of €590m (€465m) for the Mediobanca Group as a whole.

The Directors also approved a proposed dividend of €0.25 per share, to be submitted to the approval of shareholders at the annual general meeting to be held on 28 October 2015. The shares will go ex-rights on 23 November 2015, with the record date on 24 November and the dividend itself to be paid on 25 November 2015.

The Board also adopted a resolution to call an extraordinary and ordinary annual general meeting of shareholders to be held in a single session on 28 October 2015, with the following agenda:

#### Extraordinary business

- 1) Proposal to amend Articles 7, 10, 13, 14, 15, 16, 17, 18, 19, 20, 22, 25, 26, 27, 29 and 30 of the Company's Articles of Association; and to introduce a new Article 19 and delete Articles 23 and 24; with Articles 20 through to 35 to be renumbered accordingly.
- 2) Proposal to rescind powers assigned to Board of Directors under a resolution adopted by shareholders in annual general meeting on 27 October 2012 and renewal of authorization pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital by means of rights issues in a nominal amount of up to €40m, including via warrants, to be set aside for subscription by Italian and non-Italian professional investors with option rights excluded under and pursuant to the provisions of Article 2441, paragraph four, second sentence, of the Italian Civil Code. Amendment to Article 4 of the company's Articles of Association and related resolutions.
- 3) Proposal to rescind powers assigned to Board of Directors under a resolution adopted by shareholders in annual general meeting on 28 October 2011, and renewal of authorization pursuant to Articles 2443 and 2420-ter of the Italian Civil Code to increase the Company's share capital by means of rights and/or bonus issues in an amount of up to €100m, and to issue bonds convertible into ordinary shares and/or *cum* warrants, in an amount of up to €2bn. Amendments to Article 4 of the Company's Articles of Association and related resolutions.
- 4) Authorization to the Board of Directors, under Article 2443 of the Italian Civil Code, to increase the Bank's share capital free of charge by a nominal amount of up to €10m through the award, as permitted by Article 2349 of the Italian Civil Code, of an equivalent amount of profits or profit reserves as shown in the most recent financial statements approved, through the issue of no more than 20 million ordinary par value €0.50 shares to be reserved to Mediobanca Group employees in execution of the performance share schemes in force at the time. Amendment to Article 4 of the Company's Articles of Association and related resolutions.



## Ordinary business

- 1) Financial statements as at 30 June 2015, Board of Directors' review of operations, reports by external auditors and Statutory Audit Committee; related resolutions
- 2) Resolutions in respect of staff remuneration policies:
  - a. Cap on variable and fixed remuneration based on a ratio of 2:1
  - b. Policies in the event of beneficiaries leaving office or ceasing to work for Mediobanca
  - c. Staff remuneration policies
- 3) Performance share scheme
- 4) Increase in fees payable to external auditors for FY 2016-21 period.

The director's reports to be submitted to shareholders in general meeting on the items of extraordinary business are available as of today, at the Bank's head office, via the authorized storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)), and on the Company's website at [www.mediobanca.com](http://www.mediobanca.com) under the section entitled Corporate governance/General meetings 2015.

The notice of meeting and documentation on the various items on the agenda will be published via the means and within the terms stipulated by the regulations in force.

Milan, 23 September 2015

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