



MEDIOBANCA

MEDIOBANCA S.p.A.

Registered Office: Piazzetta Enrico Cuccia 1, Milan
Share capital € 443,521,470.00 fully paid up
Tax code and Milan Co. Reg. No. 00714490158

ORDINARY SHAREHOLDERS' MEETING HELD ON 27 OCTOBER 2018

**SUMMARY ACCOUNT OF THE VOTES ON THE ITEMS OF THE AGENDA
in accordance with art.125-quater, paragraph No. 2, Legislative Decree No. 58/98**

Item 1 of the agenda

Financial statements as at 30 June 2018 Board of Directors' review of operations and other reports, reports by external auditors and Statutory Audit Committee; related resolutions.

Shares present at the meeting when the vote was opened No. 578,466,965 equal to 65.2130% of the No. 887,042,940 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	578,146,041	99.9445%	65.1768%
Votes against	39,117	0.0068%	0.0044%
Abstentions	226,401	0.0391%	0.0255%
No votes	55,406	0.0096%	0.0063%
Total shares	578,466,965	100.0000%	65.2130%

Item 2 of the agenda

Measures required under Article 15 of the company's Articles of Association: appointment of two directors.

Shares present at the meeting when the vote was opened No. 578,466,965 equal to 65.2130% of the No. 887,042,940 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	568,281,926	98.2393%	64.0648%
Votes against	3,958,549	0.6843%	0.4462%
Abstentions	6,218,048	1.0749%	0.7010%
No votes	8,442	0.0015%	0.0010%
Total shares	578,466,965	100.0000%	65.2130%

The Shareholders' Meeting has appointed Maximo Ibarra and Vittorio Pignatti-Morano as Directors, to remain in office throughout the mandate of the current Board of Directors, whose term of office is due to expire with the annual general meeting to be held to approve the financial statements for the financial year ending 30 June 2020.



Item 3a of the agenda

Remuneration policies:

a. Staff remuneration policies

Shares present at the meeting when the vote was opened No. 578,466,965 equal to 65.2130% of the No. 887,042,940 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	561,696,912	97.1010%	63.3224%
Votes against	13,893,667	2.4018%	1.5663%
Abstentions	2,874,012	0.4968%	0.3240%
No votes	2,374	0.0004%	0.0003%
Total shares	578,466,965	100.0000%	65.2130%

Item 3b of the agenda

Remuneration policies:

b. Cap on variable and fixed remuneration based on a ratio of 2:1

Shares present at the meeting when the vote was opened No. 578,466,965 equal to 65.2130% of the No. 887,042,940 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	573,914,927	99.2131%	64.6998%
Votes against	4,424,292	0.7648%	0.4987%
Abstentions	126,422	0.0219%	0.0144%
No votes	1,324	0.0002%	0.0001%
Total shares	578,466,965	100.0000%	65.2130%

Item 3c of the agenda

Remuneration policies:

c. Policies in the event of beneficiaries leaving office or ceasing to work for Mediobanca

Shares present at the meeting when the vote was opened No. 578,466,965 equal to 65.2130% of the No. 887,042,940 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	556,224,649	96.1550%	62.7055%
Votes against	22,115,667	3.8231%	2.4933%
Abstentions	120,325	0.0208%	0.0135%
No votes	6,324	0.0011%	0.0007%
Total shares	578,466,965	100.0000%	65.2130%



Item 4 of the agenda

Proposal for authorization to buy back and sell treasury shares; related resolutions.

Shares present at the meeting when the vote was opened No. 578,466,965 equal to 65.2130% of the No. 887,042,940 shares constituting the share capital.

The voting result was the following:

Votes result

	No. Share	% on shares represented in the meeting	% on share capital
Votes for	578,151,598	99.9455%	65.1773%
Votes against	229,371	0.0396%	0.0259%
Abstentions	83,735	0.0145%	0.0095%
No votes	2,261	0.0004%	0.0003%
Total shares	578,466,965	100.0000%	65.2130%