



MEDIOBANCA

MEDIOBANCA S.p.A.

Head Office: Piazzetta Enrico Cuccia 1, Milan - Italy

Share capital € 435,510,047.00 fully paid up

Tax code and Milan Co. Reg. no. 00714490158

ORDINARY SHAREHOLDERS' MEETING HELD ON 28 OCTOBER 2016

Summary account of the votes on the items of the agenda

in accordance with art.125-*quater*, subsection 2, Legislative Decree no. 58/98

Item 1 of the agenda

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

| | No. shares | % on shares represented in the meeting | % on share capital |
|--|-------------|--|--------------------|
| Shares represented in the meeting | 520.429.657 | 100 | 59,75 |
| Shares for which the vote has been expressed | 520.366.655 | 99,99 | 59,74 |
| VOTES FOR | 519.862.802 | 99,89 | 59,68 |
| VOTES AGAINST | 59.086 | 0,01 | 0,01 |
| ABSTENTIONS | 444.767 | 0,09 | 0,05 |
| NO VOTES | 63.002 | 0,01 | 0,01 |
| Total shares | 520.429.657 | 100,00 | 59,75 |

Item 2 of the agenda

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

| | No. shares | % on shares represented in the meeting | % on share capital |
|--|-------------|--|--------------------|
| Shares represented in the meeting | 520.429.657 | 100 | 59,75 |
| Shares for which the vote has been expressed | 520.374.651 | 99,99 | 59,74 |
| VOTES FOR | 391.509.663 | 75,23 | 44,95 |
| VOTES AGAINST | 124.823.440 | 23,98 | 14,33 |
| ABSTENTIONS | 4.041.548 | 0,78 | 0,46 |
| NO VOTES | 55.006 | 0,01 | 0,01 |
| Total shares | 520.429.657 | 100,00 | 59,75 |

Item 3a of the agenda

Resolutions in respect of staff remuneration policies:
Staff remuneration policies

| | No. shares | % on shares represented in the meeting | % on share capital |
|--|-------------------|---|---------------------------|
| Shares represented in the meeting | 520.429.657 | 100 | 59,75 |
| Shares for which the vote has been expressed | 520.308.632 | 99,98 | 59,74 |
| VOTES FOR | 511.605.473 | 98,30 | 58,74 |
| VOTES AGAINST | 5.080.138 | 0,98 | 0,58 |
| ABSTENTIONS | 3.623.021 | 0,70 | 0,42 |
| NO VOTES | 121.025 | 0,02 | 0,01 |
| Total shares | 520.429.657 | 100,00 | 59,75 |

Item 3b of the agenda

Resolutions in respect of staff remuneration policies:

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

| | No. shares | % on shares represented in the meeting | % on share capital |
|--|-------------------|---|---------------------------|
| Shares represented in the meeting | 520.429.657 | 100 | 59,75 |
| Shares for which the vote has been expressed | 520.369.132 | 99,99 | 59,74 |
| VOTES FOR | 518.518.539 | 99,63 | 59,53 |
| VOTES AGAINST | 1.363.451 | 0,26 | 0,16 |
| ABSTENTIONS | 487.142 | 0,09 | 0,05 |
| NO VOTES | 60.525 | 0,01 | 0,01 |
| Total shares | 520.429.657 | 100,00 | 59,75 |

Item 3c of the agenda

Resolutions in respect of staff remuneration policies:

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

| | No. shares | % on shares represented in the meeting | % on share capital |
|--|-------------------|---|---------------------------|
| Shares represented in the meeting | 520.429.657 | 100 | 59,75 |
| Shares for which the vote has been expressed | 520.427.131 | 99,99 | 59,74 |
| VOTES FOR | 479.467.186 | 92,13 | 55,05 |
| VOTES AGAINST | 40.426.792 | 7,77 | 4,64 |
| ABSTENTIONS | 533.153 | 0,10 | 0,06 |
| NO VOTES | 2.526 | 0,00 | 0,00 |
| Total shares | 520.429.657 | 100,00 | 59,75 |

Item 4 of the agenda

Insurance policy to cover civil liability for members of Group companies' governing bodies.

| | No. shares | % on shares represented in the meeting | % on share capital |
|--|-------------------|---|---------------------------|
| Shares represented in the meeting | 520.429.657 | 100 | 59,75 |
| Shares for which the vote has been expressed | 520.429.632 | 99,99 | 59,74 |
| VOTES FOR | 519.880.802 | 99,89 | 59,69 |
| VOTES AGAINST | 83.261 | 0,02 | 0,01 |
| ABSTENTIONS | 465.569 | 0,09 | 0,05 |
| NO VOTES | 25 | 0,00 | 0,00 |
| Total shares | 520.429.657 | 100,00 | 59,75 |