



MEDIOBANCA S.p.A.

Registered Office: Piazzetta Enrico Cuccia 1, Milan
Share capital € 444.515.142,50 fully paid up
Tax code and Milan Co. Reg. No. n. 00714490158

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
HELD ON 28 OCTOBER 2024**

**Summary account of the votes on the items of the Agenda in accordance
with art.125-quarter, paragraph No. 2, Legislative Decree No. 58/98**

ORDINARY BUSINESS

Item 1 of the agenda

Financial statements as at 30 June 2024, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:

Item 1.a of the agenda

approval of financial statements for the year ended 30 June 2024

Shares present at the meeting when the vote was opened No. 406,087,514 equal to 48.7530% of the No. 832,948,824 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	405,775,988	99.9233%	48.7156%
Votes against	190,623	0.0469%	0.0229%
Abstentions	120,903	0.0298%	0.0145%
Total shares	406,087,514	100.0000%	48.7530%

Item 1.b of the agenda

allocation of profit for the year and distribution of dividend

Shares present at the meeting when the vote was opened No. 406,087,514 equal to 48.7530% of the No. 832,948,824 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	406,076,324	99.9972%	48.7517%
Votes against	0	0.0000%	0.0000%
Abstentions	11,190	0.0028%	0.0013%
Total shares	406,087,514	100.0000%	48.7530%



Item 2 of the agenda

Proposed authorization to buy and dispose of treasury shares.

Shares present at the meeting when the vote was opened No. 406,087,514 equal to 48.7530% of the No. 832,948,824 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	405,296,641	99.8052%	48.6580%
Votes against	336,895	0.0830%	0.0405%
Abstentions	453,978	0.1118%	0.0545%
Total shares	406,087,514	100.0000%	48.7530%

Item 3 of the agenda

Remuneration:

Item 3.a of the agenda

Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2024-25

Shares present at the meeting when the vote was opened No. 401,465,614 equal to 48.1981% of the No. 832,948,824 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	389,873,883	97.1127%	46.8064%
Votes against	11,427,065	2.8463%	1.3719%
Abstentions	164,666	0.0410%	0.0198%
Total shares	401,465,614	100.0000%	48.1981%

**Item 3.b of the agenda****Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2023-24**

Shares present at the meeting when the vote was opened No. 401,465,614 equal to 48.1981% of the No. 832,948,824 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	386,434,966	96.2561%	46.3936%
Votes against	14,997,762	3.7357%	1.8006%
Abstentions	32,886	0.0082%	0.0039%
Total shares	401,465,614	100.000%	48.1981%

Item 3.c of the agenda**2024-25 incentivization system based on financial instruments (annual performance share scheme)**

Shares present at the meeting when the vote was opened No. 401,465,614 equal to 48.1981% of the No. 832,948,824 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	400,393,802	99.7330%	48.0694%
Votes against	1,070,877	0.2668%	0.1286%
Abstentions	935	0.0002%	0.0001%
Total shares	401,465,614	100.000%	48.1981%



EXTRAORDINARY BUSINESS

Item 1 of the agenda

Cancellation of treasury shares with no reduction of share capital; Article 4 of the company's Articles of Association to be amended accordingly and related resolution.

Shares present at the meeting when the vote was opened No. 406,087,514 equal to 48.7530% of the No. 832,948,824 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	405,632,723	99.8880%	48.6984%
Votes against	454,165	0.1118%	0.0545%
Abstentions	626	0.0002%	0.0001%
Total shares	406,087,514	100.0000%	48.7530%