



MEDIOBANCA

Press Release

Performance shares awards

As required by Article 84-bis of Consob Regulation No. 11971/99 (Regulations for Issuers), notice is hereby given that, in the period from 1 November 2023 to 27 September 2024, the following assignments of performance shares were made to members of the Group's staff pursuant to the schemes adopted by shareholders at the Annual General Meeting held on 28 October 2023 (cf. attached table):

- In application of the Group Remuneration Policy for FY 2023-24, a total of up to 1,535,613 Mediobanca performance shares (ordinary shares), to be awarded over the course of five years;
- In application of the Long-Term Incentive Plan 2023-26 ("LTI Plan 2023-26"), a total of up to 2,177,135 Mediobanca performance shares (ordinary shares), to be awarded over the course of course of the six years subsequent to the LTI Plan's completion.

The characteristics of the instruments assigned are described on the Bank's official website at www.mediobanca.com in the section entitled Governance/Remuneration/Performance Share scheme and Governance/Remuneration/Long Term Incentive.

30 September 2024

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COMPENSATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

Table 1 of scheme 7 of Annex 3A to Regulations for Issuers dated 11971/99

Date: 30 September 2024

Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 1 Instruments issued under valid schemes in force approved on the basis of resolutions adopted by shareholders in previous general meetings						
		Date approved by shareholders in AGM (2)	Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	17,083	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2024 (up to 17,083).



Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	12,248	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2024 (up to 12,248).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	15,665	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2024 (up to 15,665).
Mediobanca Key Function Holders		28 October 2015	Bonus award of Mediobanca shares with two year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	37,035	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2024 (up to 37,035).



Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year (LTI Plan 2019-23)	150,597	19 December 2019	N/A	10,033	The shares will be made available in tranches in November 2024 (up to 56,829), November 2026 (up to 31,256), November 2027 (up to 31,256), November 2028 (up to 31,256).
Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year (LTI Plan 2019-23)	125,496	19 December 2019	N/A	10,033	The shares will be made available in tranches in November 2024 (up to 47,358), November 2026 (up to 26,046), November 2027 (up to 26,046), November 2028 (up to 26,046).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year (LTI Plan 2019-23)	62,748	19 December 2019	N/A	10,033	The shares will be made available in tranches in November 2024 (up to 23,679), November 2026 (up to 13,023), November 2027 (up to 13,023), November 2028 (up to 13,023).



Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	30,746	25 September 2020	N/A	6,687	The shares will be made available in tranches in November 2024 (up to 15,373), November 2025 (up to 15,373).
Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	37,476	25 September 2020	N/A	6,687	The shares will be made available in tranches in November 2024 (up to 18,738), November 2025 (up to 18,738).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	52,628	25 September 2020	N/A	6,687	The shares will be made available in tranches in November 2024 (up to 26,314), November 2025 (up to 26,314).



<p>Mediobanca Key Function Holders</p>		<p>28 October 2015</p>	<p>Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year</p>	<p>120,071</p>	<p>25 September 2020</p>	<p>N/A</p>	<p>6.687</p>	<p>The shares will be made available in tranches in November 2024 (up to 60,543), November 2025 (up to 59,528).</p>
<p>Mediobanca Key Function Holders</p>		<p>28 October 2020</p>	<p>Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year</p>	<p>4,039</p>	<p>13 November 2020</p>	<p>N/A</p>	<p>7.157</p>	<p>The shares will be made available in tranches in November 2024 (up to 4,039).</p>
<p>Mediobanca Key Function Holders</p>		<p>28 October 2020</p>	<p>Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year</p>	<p>24,954</p>	<p>27 January 2021</p>	<p>N/A</p>	<p>7.360</p>	<p>The shares will be made available in tranches in February 2025 (up to 12,477), February 2026 (up to 12,477).</p>



Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	60,477	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2024 (up to 20,159), November 2025 (up to 20,159), November 2026 (up to 20,159).
Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	50,397	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2024 (up to 16,799), November 2025 (up to 16,799), November 2026 (up to 16,799).
Mediobanca strategic management		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	84,309	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2024 (up to 29,413), November 2025 (up to 27,519), November 2026 (up to 27,377).



Mediobanca Key Function Holders		28 October 2020	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	423,574	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2024 (up to 313,768), November 2025 (up to 55,081), November 2026 (up to 54,725).
Mediobanca Key Function Holders		28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	35,445	27 January 2022	N/A	9.95	The shares will be made available in tranches in nel February 2025 (up to 11,815), February 2026 (up to 11,815), February 2027 (up to 11,815).
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	101,517	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2025 (up to 33,839), November 2026 (up to 33,839), November 2027 (up to 33,839).



Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	78,168	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2025 (up to 26,056), November 2026 (up to 26,056), November 2027 (up to 26,056).
Mediobanca strategic management		28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	258,465	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2024 (up to 4,983), November 2025 (up to 87,734), November 2026 (up to 82,997), November 2027 (up to 82,751).
Mediobanca Key Function Holders		28 October 2021	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	665,717	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2024 (up to 260,590), November 2025 (up to 306,452), November 2026 (up to 50,660), November 2027 (up to 48,015).



Mediobanca Key Function Holders		28 October 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	126,755	31 January 2023	N/A	9.85	The shares will be made available in tranches in nel February 2025 (up to 37,396), February 2026 (up to 50,470), February 2027 (up to 21,568), February 2028 (up to 17,321).
Alberto Nagel	Chief Executive Officer Mediobanca	28 October 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	103,856	27 September 2023	N/A	12.324	The shares will be made available in tranches in November 2024 (up to 39,191), November 2026 (up to 21,555), November 2027 (up to 21,555), November 2028 (up to 21,555).
Francesco Saverio Vinci	Group General Manager Mediobanca	28 October 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	95,857	27 September 2023	N/A	12.324	The shares will be made available in tranches in November 2024 (up to 36,172), November 2026 (up to 19,895), November 2027 (up to 19,895), November 2028 (up to 19,895).



Mediobanca strategic management		28 October 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	230,889	27 September 2023	N/A	12,324	The shares will be made available in tranches in November 2024 (up to 93,290), November 2025 (up to 4,332), November 2026 (up to 47,221), November 2027 (up to 43,157), November 2028 (up to 42,889).
Mediobanca Key Function Holders		28 October 2022	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent holding period of one year	966,720	27 September 2023	N/A	12,324	The shares will be made available in tranches in November 2024 (up to 446,921), November 2025 (up to 205,859), November 2026 (up to 240,055), November 2027 (up to 37,858), November 2028 (up to 36,027).

- 1) As at 30 June 2024, the total number of strategic management members is eight.
- 2) Performance share schemes approved under a resolution adopted by shareholders in general meetings held on 28 October 2015 (updated on 28 October 2019), on 28 October 2020, 28 October 2021, 28 October 2022, and 28 October 2023 are published on the bank's website at www.medioBANCA.com.
- 3) Maximum number of shares that can be awarded if the performance objectives are met and/or subsequent to the holding period elapsing, in accordance with the Group Remuneration Policy in force at the time. The maximum number of shares that can be awarded is calculated based on the average official stock price for the period from 30 days prior to the date on which the Remuneration Committee and Board of Directors meetings were held to approve the incentivization system or the date foreseen by the Plan or the award date (in cases involving awards made in connection with staff recruitment or with employment termination arrangements).



Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 2						
		Newly-awarded instruments following decision by governing body implementing resolution adopted by shareholders in general meeting						
		Date approved by shareholders in AGM (2)	Type of financial instrument	No. of financial instruments (3)	Date awarded	Strike price, if any	Market price as at the award date	Vesting period
Mediobanca Group key staff		28 October 2023	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	337,651	29 January 2024	N.D.	12.116	The shares will be made available in tranches in February 2025 (up to 142,569), February 2026 (up to 51,221), February 2027 (up to 79,352), February 2028 (up to 33,629), February 2029 (up to 30,880).
Alberto Nagel	Mediobanca CEO	28 October 2023	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI PLAN 23-26)	549,785	8 February 2024	N.D.	11.846	The shares will be made available in tranches in November 2027 (up to 219,915), November 2028 (up to 65,974), November 2029 (up to 65,974), November 2030 (up to 65,974), November 2031 (up to 65,974), November 2032 (up to 65,974).



Francesco Saverio Vinci	Mediobanca General Manager	28 October 2023	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI PLAN 23-26)	458,157	8 February 2024	N.D.	11.846	The shares will be made available in tranches in November 2027 (up to 183,262), November 2028 (up to 54,979), November 2029 (up to 54,979), November 2030 (up to 54,979), November 2031 (up to 54,979), November 2032 (up to 54,979).
Mediobanca strategic management		28 October 2023	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI PLAN 23-26)	577,272	8 February 2024	N.D.	11.846	The shares will be made available in tranches in November 2027 (up to 230,911), November 2028 (up to 70,303), November 2029 (up to 70,303), November 2030 (up to 70,303), November 2031 (up to 70,303), November 2032 (up to 65,149).
Mediobanca Group key staff		28 October 2023	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period (LTI PLAN 23-26)	591,921	8 February 2024	N.D.	11.846	The shares will be made available in tranches in November 2027 (up to 236,771), November 2028 (up to 79,313), November 2029 (up to 79,313), November 2030 (up to 79,313), November 2031 (up to 79,313), November 2032 (up to 37,898).



Alberto Nagel	Mediobanca CEO	28 October 2023	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	67,050	27 September 2024	N.D.	15.370	The shares will be made available in tranches in November 2025 (up to 25,302), November 2027 (up to 13,916), November 2028 (up to 13,916), November 2029 (up to 13,916).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2023	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	51,522	27 September 2024	N.D.	15.370	The shares will be made available in tranches in November 2025 (up to 19,443), November 2027 (up to 10,693), November 2028 (up to 10,693), November 2029 (up to 10,693).
Mediobanca strategic management		28 October 2023	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	193,034	27 September 2024	N.D.	15.370	The shares will be made available in tranches in November 2025 (up to 77,970), November 2026 (up to 3,639), November 2027 (up to 39,496), November 2028 (up to 36,072), November 2029 (up to 35,857).



Mediobanca Group key staff		28 October 2023	Bonus award of Mediobanca shares with one-year holding period and/or conditional upon performance objectives over a three-year/five-year time horizon being met with subsequent annual holding period	886,356	27 September 2024	N.D.	15.370	The shares will be made available in tranches in November 2025 (up to 423,868), November 2026 (up to 183,136), November 2027 (up to 213,668), November 2028 (up to 33,612), November 2029 (up to 32,072).
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*Value of Mediobanca shares at 26 September 2024

- 1) As at 30 June 2024, the total number of strategic management members is eight.
- 2) Performance share schemes approved under a resolution adopted by shareholders in general meetings held on 28 October 2015 (updated on 28 October 2019), on 28 October 2020, 28 October 2021, 28 October 2022, and 28 October 2023 are published on the bank's website at www.mediobanca.com.
- 3) Maximum number of shares that can be awarded if the performance objectives are met and/or subsequent to the holding period elapsing, in accordance with the Group Remuneration Policy in force at the time. The maximum number of shares that can be awarded is calculated based on the average official stock price for the period from 30 days prior to the date on which the Remuneration Committee and Board of Directors meetings were held to approve the incentivization system or the date foreseen by the Plan or the award date (in cases involving awards made in connection with staff recruitment or with employment termination arrangements).