

# Bit Market Services

Informazione Regolamentata n. 0187-126-2015	Data/Ora Ricezione 06 Ottobre 2015 09:14:47	MTA
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Regolamentata  
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Tipologia : IROS 08  
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Oggetto : Performance shares awards

*Testo del comunicato*

Vedi allegato.



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## Press release

### Performance share awards

As required under Article 84-bis of Consob resolution 11971/99 (Regulations for issuers), notice is hereby given that in the twelve months ended 30 September 2015, a total of 1,991,000 Mediobanca shares (performance shares) were awarded to Group employees in application of the staff remuneration policies, from the scheme approved by shareholders at an annual general meeting held on 28 October 2010 (cf. table attached).

The characteristics of the instruments awarded are described on the company's website at [www.mediobanca.com](http://www.mediobanca.com).

6 October 2015



## Compensation schemes based on financial instruments

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

Date: 6 October 2015

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
Mediobanca key staff		28 October 2010	Bonus award of Mediobanca shares conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	634,086	27 July 2011	N/A	6.342	The shares will be made available in tranches in November 2015 (up to 634,086).



Mediobanca key staff		28 October 2010	Bonus award of Mediobanca shares with two- or three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	4,471,652	27 September 2012	N/A	4.189	The shares will be made available in tranches in November 2015 (up to 1,142,152), November 2016 (up to 572,684), March 2017 (2,756,816)
Mediobanca key staff		28 October 2010	Bonus award of Mediobanca shares with two- or three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	1,050,801	27 September 2013	N/A	5.287	The shares will be made available in tranches in November 2015 (up to 420,322), November 2016 (up to 420,322), November 2017 (up to 210,157).
Stefano Marsaglia	Mediobanca strategic management	28 October 2010	Bonus award of Mediobanca shares with two- or three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	634,113	3 February 2014	N/A	6.692	The shares will be made available in tranches in November 2015 (up to 243,273), November 2016 (up to 221,209), November 2017 (up to 140,118), November 2018 (up to 29,513).



Gianluca Sichel	Director, Mediocredito	28 October 2010	Bonus award of Mediocredito shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	29,494	26 September 2014	N/A	6.691	The shares will be made available in tranches in November 2016 (up to 11,797), November 2017 (up to 11,797), November 2018 (up to 5,900).
Mediocredito key staff		28 October 2010	Bonus award of Mediocredito shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	1,053,295	26 September 2014	N/A	6.691	The shares will be made available in tranches in November 2016 (up to 465,042), November 2017 (up to 390,710), November 2018 (up to 197,543).

- 1) The category “strategic management” includes the number of identified staff as at 1 July 2015.
- 2) The performance share scheme approved under a resolution adopted by shareholders in a general meeting held on 28 October 2010 with the addenda approved by the Board of Directors on 24 June 2011 is published on the bank’s website at [www.mediocredito.it](http://www.mediocredito.it)
- 3) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the Remunerations policy or the award date (in cases involving awards made in connection with recruitments 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 key staff		28 October 2010	Bonus award of Mediobanca shares with two- or three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	41,886	26 January 2015	N/A	7.351	The shares will be made available in tranches in January 2017 (up to 19,694), January 2018 (up to 14,697), January 2019 (up to 7,495),
Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	65,177 (4)	1 April 2015	N/A	8,942	The shares will be made available in tranches in April 2016 (up to 21,726), April 2017 (up to 21,726), April 2018 (up to 21,725).



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Mediobanca key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	129,650	16 July 2015	N/A	8.926	The shares will be made available in tranches in November 2017 (up to 51,860), November 2018 (up to 51,860), November 2019 (up to 25,930).
Alberto Nagel	Mediobanca CEO	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	122,605	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 49,042), November 2018 (up to 36,781), November 2019 (up to 36,782).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	101,898	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 40,758), November 2018 (up to 30,570), November 2019 (up to 30,570).



Gianluca Sichel	Director, Mediocredito	28 October 2010	Bonus award of Mediocredito shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	29,970	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 11,988), November 2018 (up to 8,991), November 2019 (up to 8,991).
Alexandra Young	Director, Mediocredito	28 October 2010	Bonus award of Mediocredito shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	11,089	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 5,656), November 2018 (up to 3,083), November 2019 (up to 2,350).
Stefano Marsaglia	Mediocredito strategic management	28 October 2010	Bonus award of Mediocredito shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	95,360	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 38,144), November 2018 (up to 38,144), November 2019 (up to 19,072).





Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	5,449	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 3,269), November 2018 (up to 1,417), November 2019 (up to 763).
Mediobanca key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	1,344,465	25 September 2015	N/A	8.603	The shares will be made available in tranches in November 2017 (up to 591,935), November 2018 (up to 499,885), November 2019 (up to 252,645).

- 1) The category “strategic management” includes the number of identified staff as at 1 July 2015.
- 2) The performance share scheme approved under a resolution adopted by shareholders in a general meeting held on 28 October 2010 with the addenda approved by the Board of Directors on 24 June 2011 is published on the bank’s website at [www.mediobanca.it](http://www.mediobanca.it)
- 3) Maximum number of shares that can be awarded if the performance objectives set in the Remunerations policy in force at the time are met and/or subsequent to the holding period elapsing, in accordance with the Remuneration policies in force at the time. The maximum number of shares that can be awarded was calculated on the basis of the average official stock price for the period from 30 days prior to the date on which the Remunerations Committee and Board of Directors meetings were held to approve the Remunerations policy or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).
- 4) Performance shares awarded in a total number of 108,628, 43,451 available immediately.



## Compensation schemes based on financial instruments

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

Date: 6 October 2015

Name and surname or category (1)	Position (to be indicated only for named awards) (2)	BOX 2							
		Options (option grants)							
		Section 1 Options issued under valid schemes in force approved on the basis of resolutions adopted by shareholders in previous general meetings <sup>8</sup>							
		Date approved by shareholders in AGM (3)	Description of instrument	No. of financial instruments underlying options awarded but not exercisable	No. of financial instruments underlying options awarded exercisable but not exercised	Date awarded by relevant governing body (BoD)	Strike price (4)	Market price of financial instrument underlying at the award date (5)	Option expires on
Renato Pagliaro	Mediobanca Chairman	28 October 2004	SO	–	275,000	1 July 2008	10.311	9.970	30 June 2016
Renato Pagliaro	Mediobanca Chairman	27 October 2007	SO	–	350,000	2 August 2010	6.537	7.013	1 August 2018
Alberto Nagel	Mediobanca CEO	28 October 2004	SO	–	275,000	1 July 2008	10.311	9.970	30 June 2016
Alberto Nagel	Mediobanca CEO	27 October 2007	SO	–	350,000	2 August 2010	6.537	7.013	1 August 2018
Saverio Vinci	Mediobanca General Manager	28 October 2004	SO	–	275,000	1 July 2008	10.311	9.970	30 June 2016



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Saverio Vinci	Mediobanca General Manager	27 October 2007	SO	–	250,000	2 August 2010	6.537	7.013	1 August 2018
Gianluca Sichel	Director, Mediobanca	28 October 2004	SO	–	100,000	1 July 2008	10.311	9.970	30 June 2016
Pierluigi Gastone	Mediobanca CEO Securities USA	28 October 2004	SO	–	60,000	1 July 2008	10.311	9.970	30 June 2016
Pierluigi Gastone	Mediobanca CEO Securities USA	27 October 2007	SO	–	50,000	2 August 2010	6.537	7.013	1 August 2018
Christian Miccoli	Chairman, CheBanca!	28 October 2004	SO	–	100,000	1 July 2008	10.311	9.970	30 June 2016
Paolo Veller Fornasa	Chief Executive Officer, Palladio Leasing	28 October 2004	SO	–	80,000	1 July 2008	10.311	9.970	30 June 2016
Michele Cattaneo	Chairman, Spafid	28 October 2004	SO	–	35,000	1 July 2008	10.311	9.970	30 June 2016
Michele Cattaneo	Chairman, Spafid	27 October 2007	SO	–	20,000	2 August 2010	6.537	7.013	1 August 2018
Claudio Iovino	Chief Executive Officer, Creditech	28 October 2004	SO	–	30,000	1 July 2008	10.311	9.970	30 June 2016
Mediobanca strategic management		28 October 2004	SO	–	160,000	1 July 2008	10.311	9.970	30 June 2016
Mediobanca strategic management		27 October 2007	SO	–	80,000	2 August 2010	6.537	7.013	1 August 2018
Mediobanca key staff - Mediobanca Group		28 October 2004	SO	–	600,000	8 November 2007	14.699	15.004	7 November 2015



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Mediobanca key staff - Mediobanca Group	28 October 2004	SO	–	400,000	2 April 2008	11.710	12.741	1 April 2016
Mediobanca key staff - Mediobanca Group	28 October 2004	SO	–	7,966,000	1 July 2008	10.311	9.970	30 June 2016
Mediobanca key staff - Mediobanca Group	28 October 2004	SO	–	180,000	15 July 2009	7.844	8.190	14 July 2017
Mediobanca key staff - Mediobanca Group	27 October 2007	SO	–	9,800,000	2 August 2010	6.537	7.013	1 August 2018
Mediobanca key staff - Mediobanca Group	27 October 2007	SO	–	325,000	1 August 2011	6.430	6.249	31 July 2019

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- 1) The category “strategic management” includes the number of identified staff as at 1 July 2015.
- 2) Posts held as at 1 July 2015.
- 3) The stock option scheme approved under a resolution adopted by shareholders in a general meeting held on 27 October 2007 with the addenda approved by the Board of Directors on 24 June 2011 is published on the bank’s website at [www.mediobanca.it](http://www.mediobanca.it)
- 4) Average stock market prices in the calendar month prior to award, adjusted by the Board of Directors on 18 December 2009 by applying the coefficient K published by Borsa Italiana on 25 September 2009, equal to 0.933788.
- 5) Point-in-time price at the award date, adjusted applying the coefficient K published by Borsa Italiana on 25 September 2009, equal to 0.933788.

Fine Comunicato n.0187-126

Numero di Pagine: 13