



Ordinary business

Report by the Board of Directors on item no. 4 on the agenda

Proposed authorization to buy and dispose of treasury shares

Dear Shareholders,

At an Annual General Meeting held on 28 October 2021, approved a share buyback scheme which ended on 14 June 2022. As at the date of this Report, Mediobanca owns a total of 8,454,929 treasury shares (representing approximately 1% of the Company's share capital).

We are therefore submitting to your approval the launch of a new share buyback and disposal scheme pursuant to Article 2357 and Article 2357-ter of the Italian Civil Code and Article 132 of Italian Legislative Decree 58/98, in an amount of up to maximum of 17,000,000 shares, equivalent to 2% of the Company's share capital, subject to release of the required authorization from the ECB.

The scheme serves multiple purposes. Firstly, it forms part of the new 2023-26 Strategic Plan unveiled to the market on 24 May 2023, for two reasons: on the one hand, it encourages growth in EPS as an effect of shares being cancelled; on the other, it could also prove useful to finance potential opportunities for growth via acquisitions. Secondly, as in the past, the shares purchased could also be used in connection with Group staff compensation schemes, current and future, based on financial instruments.

In this respect, it should be noted that the Bank cannot in any case own a number of ordinary treasury shares that exceeds the limit of 3% of the Company's share capital, and that over the course of the Plan it must maintain a CET1 ratio of above 14.5%. The maximum number of shares for which authorization is being sought to buy under Article 2357 of the Italian Civil Code is within the limit set by law. The duration of the buyback scheme shall be until the earlier of the following two dates: (a) 18 months from the date on which the resolution is approved at the AGM; and (b) 12 months from the date on which the ECB grants authorization; conversely, the authorization to use the shares has no time limits.

The shares may be bought in one or more tranches in accordance with the regulations in force, and the acquisitions will be made within the limits on distributable earnings and available reserves as per the most recent financial statements approved and, without prejudice to the foregoing, in accordance with the ECB authorization; they shall also entail an equivalent reduction in net equity by a specific heading being recorded among the liabilities in the balance sheet. From a prudential standpoint, the maximum amount authorized by the ECB will be deducted from regulatory capital until such time as the authorization is granted, regardless of the actual buybacks made.

The volume of shares acquired in a single trading day may not exceed 25% of the average daily volume of the shares at the trading venue where the purchase is carried out, and no purchase may be made at a price higher than the higher of the price of the last independent trade and the highest current independent purchase bid at the trading venue where the purchase is carried out. Furthermore, the buy price may not be more than 10% lower or higher than the reference



price recorded by the stock in the market session on the previous day, save in exceptional circumstances due to conditions of market volatility.

The purchases of own shares shall be made, in accordance with the provisions of Article 132 of Italian Legislative Decree 58/98, Article 144-bis, paragraph 1, letter b) of the Regulations for Issuers published by Consob under resolution no. 11971 of 14 May 1999, as amended, by the means established in the regulations of the stock market operators themselves, to ensure parity of treatment between Shareholders. For this reason, the purchases will be made exclusively, *inter alia* in different tranches, on regulated markets, by the means established in the regulations of the same markets, which do not allow buy bids to be matched directly with pre-existing sale bids.

Without prejudice to the foregoing, the purchases shall also be made in compliance with any further trading limits, internal or provided by the applicable external regulations, and any guidance that may be received from the competent Supervisory Authorities.

The shares may be disposed of, in one or more tranches, even before all the purchases have been completed, for the following uses: i) as part of possible extraordinary transactions, including, but not limited to, exchanges, in kind or otherwise, spinoffs or transactions involving the share capital or other company and/or financial transactions; ii) for allocation to members of the Mediobanca Group's staff, in execution of compensation schemes, current and future, based on financial instruments; iii) to be sold, on the market and/or "over the counter" (OTC); and iv) for cancellation, subject to approval of the relevant resolution submitted as extraordinary business at today's Annual General Meeting under item no. 1, to the report on which reference is made. The disposals or uses shall be recorded in the accounts as required by the legal provisions in force and the applicable accounting standards. Subsequent purchases and sales of treasury shares may also be made, up to the limits set forth in the preceding paragraphs.

Execution of the scheme is subject to authorization from the European Central Bank.

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Dear Shareholders,

In view of the foregoing, you are invited to adopt the following resolution:

The Shareholders of Mediobanca, gathered in Annual General Meeting, as ordinary business, having regarding the Board of Directors' report, and in view in particular of Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Italian Legislative Decree 58/1998, and Article 144-bis of Consob Regulation no. 11971/99,

Hereby resolves to:

- 1) Authorize, until the earliest of either: (a) 18 months from the date on which the resolution is approved at the AGM; and (b) 12 months from the date on which the ECB grants authorization, the acquisition of up to maximum of 17,000,000 ordinary shares issued by the Company as illustrated in the Board of Directors' Report – subject to authorization being received from the Supervisory Authority – and the use of said shares, without limits or time restrictions i) as part of possible extraordinary transactions, including, but not limited to, exchanges, in kind or otherwise, spinoffs or transactions involving the share capital or other



company and/or financial transactions; ii) for allocation to members of the Mediobanca Group's staff, in execution of compensation schemes, current and future, based on financial instruments; iii) to be sold, on the market and/or "over the counter" (OTC) and to be cancelled, subject to approval of the relevant resolution submitted as extraordinary business at today's Annual General Meeting;

- 2) Authorize the Board of Directors, and the Chief Executive Officer and Group General Manager on their behalf, jointly and severally, to arrange the purchase, by making withdrawal from the Extraordinary Reserve, and sale of the shares, as authorized above, and to cancel them subject to approval of the relevant resolution as extraordinary business by Shareholders gathered in Annual General Meeting, and without prejudice to the foregoing in full accordance with the regulations in force and the limits to which they are subject, and also (such instances not to be construed restrictively) to:
 - establish the means, time and all other executive and ancillary terms for the purchases and disposals of the treasury shares;
 - perform all deeds, measures and formalities as prove necessary in order to implement this resolution;
- 3) Vest the Chief Executive Officer and the Group General Manager, jointly and severally, with the broadest powers to make such amendments, changes and/or additions to this resolution as prove necessary in order to bring it in line with any changes that are made to the regulations and the Regulatory and/or Supervisory Authorities' guidance.

Milan, 27 July 2023

THE BOARD OF DIRECTORS