

Performance share compensation scheme 2023-2024

28 October 2023



MEDIOBANCA

Contents

Information Document

Required under article 84-bis, paragraph 1, of the regulations adopted by Consob under resolution no. 11971 of u 14 May 1999, as amended, regarding Incentivization Systems Based on Financial Instruments (the "2023-2024 Performance Share Scheme")

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Performance share compensation scheme 2023-2024

Dear shareholders,

As in previous years, the Group Staff Remuneration Policy, as required by the applicable regulations, includes the assignment of performance shares (ordinary Mediobanca shares) as part of the variable remuneration component.

The Policy is intended to attract and retain highly professional and ethical staff whose abilities and conduct are aligned with the complexity, increasing international dimension and specialization of the businesses in which the Group operates, based on the criteria of sound management and sustainability of revenues, costs and results over time. Responsible, fair and transparent compensation mechanisms increase and protect reputation, credibility and consensus over time, all of which are prerequisites to develop business that aims to create and protect value for all stakeholders.

The incentive component consisting of variable remuneration seeks to recognize and reward the results and objectives achieved, and is determined over an annual and/or longer term basis according to risk-adjusted metrics. It is an important motivational tool, and for some business figures represents a material percentage of their overall compensation, in line with market practice, up to the limits set and in accordance with the other terms and conditions established by the regulations in force.

Performance shares:

- ◆ Are instruments aligned with the provisions of the applicable regulations on the subject of remuneration, in particular the Bank of Italy's Supervisory Instructions on remuneration and incentivization policies and practices, issued on 24 November 2021;
- ◆ Meet the conditions set by the regulations which require a share of the variable remuneration to be paid in the form of equity instruments over a time horizon of several years and subject to a series of performance conditions being met;
- ◆ Allow the remuneration of Group staff to be linked to the achievement of positive results over time, having regard to the performances delivered, consistent with an approach which aims to ensure overall sustainability of the compensation mechanisms.

You are invited to approve the Annual Incentivization Scheme for 2024 (the "2023-2024 Performance Share Scheme"), entailing the assignment of up to a maximum of 3 million performance shares to members of the Group's staff, to determine the variable remuneration payable in respect of the financial year ending on 30 June 2024.¹ The Scheme is consistent with the previous system and the Group's Staff Remuneration Policy, which describes the mechanisms for determining and paying the variable remuneration component to staff.

In accordance with the provisions of Article 114-bis of the Italian Finance Act and Article 84-bis of the

1. At 31 December 2023 for Group legal entities whose financial year ends on 31 December.

Consob Regulations for Issuers, the characteristics of the Scheme are illustrated in the Information Document shown below, which constitutes an integral part of this Report.

The Board of Directors invites you to adopt the following resolution.

Proposed resolution to shareholders gathered in Annual General Meeting as ordinary business

Dear shareholders,

In view of the foregoing, we invite you to:

- A) Approve the performance share scheme for 2023-2024, for selected Mediobanca Group staff as part of the remuneration and incentivization systems provided for in the Remuneration Policy on the terms and by the means illustrated in the Information Document;
- B) Confer on the Board of Directors, and on its behalf, the Chief Executive Officer and the Group General Manager, jointly and severally, all suitable powers to:
 - ◆ Enact this resolution and adopt any other measures that should become necessary to implement the Performance Share Compensation Scheme;
 - ◆ Make such amendments and/or additions to the Performance Share Compensation Scheme and the documents that constitute an integral part thereof (and do not alter their substance) that should prove necessary to implement the resolution submitted to the approval of shareholders at today's Annual General Meeting or to bring them into line with any legal or regulatory provisions or guidance issued by the regulatory and/or supervisory authorities that come into force in the meantime.

Milan, 20 September 2023

The Board of Directors

**Information Document
Required under article 84-
bis, paragraph 1, of the
regulations adopted by
Consob under resolution
no. 11971 of 14 May 1999,
as amended, regarding
Incentivization Systems
Based on Financial
Instruments (the “2023-2024
Performance Share Scheme”)**



MEDIOBANCA

Information Document Required under article 84-bis, paragraph 1, of the regulations adopted by Consob under resolution no. 11971 of 14 May 1999, as amended, regarding Incentivization Systems Based on Financial Instruments (the “2023-2024 Performance Share Scheme”)

1. Recipients

The recipients of the performance share scheme are staff who, under the regulations in force and the Group Staff Remuneration Policy, must receive a share of their variable remuneration in the form of equity instruments.

These include employees who fall within the definition of the Mediobanca Group’s identified staff, defined on a regular basis by the Board of Directors based on the criteria set by the regulations and described in the Remuneration Policy. Additional staff members considered material to the achievement of the Group’s strategic objectives may also be recipients of the performance share scheme.

Recipients of the performance share scheme may include the following members of the Board of Directors: the Chief Executive Officer Alberto Nagel and the Group General Manager Francesco Saverio Vinci.

The recipients also include persons who have regular access to inside information concerning the issuer directly and indirectly, and who are empowered to take management decisions that can impact on the performance and future prospects of the issuer, i.e. the “Strategic management” referred to in Article 3 of Regulation (EU) 596/2014, identified by the Board of Directors in the resolution in force at the time. At the date of this resolution there are a total of eight such strategic management members: the heads of the three control units (Group Audit, Compliance & Group AML, Group Risk Management); the Group Chief Financial Officer;² the head of Group HR & Organization; the head of the Consumer Finance division and the Wealth Management Premier business line; and the two Co-Heads of the Corporate and Investment Banking division.

There are no categories of staff for which different treatment is provided in the performance share scheme, which is the same for all recipients.

2. The Chief Financial Officer also performs the role of Head of Company Financial Reporting.

2. Rationale for adopting the scheme

The scheme enables:

- ◇ Alignment with the banking sector regulations which require that a share of variable remuneration be paid in the form of equity instruments, over a long-term time horizon, subject to performance conditions, i.e. to the sustainability of positive results delivered over time;
- ◇ Alignment of the Mediobanca management's interests with those of its shareholders in terms of creating value over the medium/long term.

3. Governance

The Board of Directors approves the proposals of the Remuneration Committee and the Chief Executive Officer regarding:

- ◇ The total quantity of shares to be issued for each award cycle, in accordance with the criteria and methods established in the Remuneration Policy;
- ◇ The award of performance shares to directors who are members of the Group's senior management;
- ◇ The scheme's regulations, which set down the rules by which it operates in practice.

The Chief Executive Officer is responsible for operating the scheme, with the support of Group HR, and for establishing the quantities to be assigned to each staff member.

4. Methods by which awards are made

Under the terms of the scheme, Mediobanca shares are granted to people linked to the Group (employees, collaborators, staff employed under agency contracts, etc.) as the equity component of the variable remuneration awarded to them based on the results of the short-term performance evaluation process for FY 2023-24 (the "Short-Term Incentive Plan"), or as part of the long-term schemes for recipients such as Financial Advisors linked to the Group or other staff with long-term performance evaluations under specific schemes adopted by individual Group legal entities to be closed in FY 2023-24.

The performance shares assigned as the upfront equity component are subject to a holding period of no less than one year before they are actually awarded, provided the beneficiary remains part of the Group.³

The performance shares assigned as the deferred equity component are:

- ◇ Assigned as part of the overall vesting period for all deferred components over a time horizon of at least three years, provided the beneficiary is still linked to the Group,⁴ and further provided that

3. By "remaining part of the Group" what is meant here is that the co-operation arrangement between the recipient and the company is ongoing, whether such arrangement takes the form of permanent employment or some other contractual agreement, not in a period of notice being served for resignation/withdrawal/termination from the contract, whether voluntary or due to dismissal/withdrawal on the part of the company. For Directors of Group companies not linked to the Group by means of an employment contract, when their term of office comes to an end or is not renewed, their rights continue to apply without prejudice to the provisions of any individual specific agreements and provided their term of office has not come to an end due to compliance breaches attributable to them.

4. See previous note.

the performance conditions identified by the Remuneration Policy in force at the time regarding the sustainability of the results achieved, the company's capital solidity and liquidity conditions, and the proper conduct of the individual beneficiary, continue to be met;

- ◇ Subject to a subsequent holding period of no less than one year prior to their actual award, provided the beneficiary still works for Mediobanca.⁵

Distributing the awards over time in this way acts as an incentive to recipients, consistent with their role and business activity, to conduct themselves at all times in such a way as to ensure that the Mediobanca Group delivers sustainable results over the long term, in accordance with all capital and liquidity requirements and with a suitable level of control of all risks.

The Staff Remuneration Policy sets out in detail the performance evaluation period and the specific vesting and holding periods applicable to the performance shares with reference to the provisions of this document. Dividends do not accrue during the vesting period or the holding period. The Board of Directors may also identify additional performance indications. For Group company staff members the Chief Executive Officer of Mediobanca, after consulting with the CEOs of the legal entities themselves, may identify one or more specific economic indicators.

Mediobanca reserves the right to take measures to claw back variable remuneration already paid in the event of damage emerging to its own reputation, to the integrity of its capital, to its profitability and/or earnings/financial situation, which is attributable to the conduct of individual staff members, regardless of whether such behaviour constitutes instances of wilful misconduct or fraud. Such measures are also provided for in cases which involve breach of the obligations set under Article 26 of the Italian Banking Act (Company representatives – Professional qualifications, fit and proper person requisites, and independence of company representatives), or, when the person concerned is an interested party, Article 53, paragraphs 4ff (Regulatory supervision), or the obligations in respect of remuneration and incentivization.

The Chief Executive Officer of Mediobanca may also use performance shares as part of remuneration packages awarded in connection with the recruitment of key staff and/or for retention purposes, including outside of the annual award cycle, but still against the upper limit proposed in this resolution, with specific deferral mechanisms as provided under the terms hereof. The governing bodies may also award shares in relation to compensation agreements entered into in connection with early termination of the working relationship, to ensure these are correlated to the performance achieved and the risks taken by the individual concerned and the Bank, in accordance with the regulatory requirements and the aims set by the Remuneration Policy in force at the time.

The entitlement to receive shares is retained if the beneficiary retires, in the event of permanent disability and/or illness making them unable to continue working, or in cases which involve intra-Group staff transfers. Such entitlement is lost, however, in cases where the working arrangement, whether based on an employment contract or other form of agreement, ends due to resignation, dismissal and/or withdrawal. The Board of Directors, the Remuneration Committee, other relevant Committees and the CEO of Mediobanca are responsible for handling any exceptions, under the powers respectively attributed to them, in particular in cases where the working relationship is ended by mutual consent as defined in the Remuneration Policy with reference to the treatment of "good leavers". The foregoing is without prejudice to decisions taken, if any, by a third party authorized to do so (such as the judicial and/or arbitration and/or conciliation authorities) and to regulations, if any, providing for more favourable treatment issued by the applicable local legislations.

Staff members are not allowed to use hedging or insurance strategies for their remuneration, or other aspects that could alter or otherwise distort the effects of the risk alignment inherent in the compensation mechanisms, especially in relation to the variable component paid in financial instruments.

5. See note 3.

5. Characteristics of instruments awarded

The scheme provides for the award of ordinary Mediobanca shares. The shares are delivered after the dividend, if any, has been paid and in compliance with the Group regulations on internal dealing and personal trading in financial instruments by identified staff. The shares are awarded personally, without prejudice to succession rights. The shares, once received, subject to the performance conditions and after the holding period has ended, may be traded immediately up to the limits set by the law and regulations in force (in particular, the internal regulations include provision for specific mechanisms – insider and “sell to cover” lists – in order to limit the risks of the market abuse regulations being breached). The performance share scheme makes no provision for restrictions on voting rights or property rights in relation to the ordinary Mediobanca shares awarded, save for any limits instituted by laws and/or regulations in force.

The maximum number of shares that can be allocated is calculated based on the average official Mediobanca stock market price, as follows:

- ◇ Average stock market price in the last month of the financial year (i.e. June) for purposes of determining the variable remuneration for Group Legal Entities whose financial year ends on 30 June;
- ◇ Average stock market price in the last month of the calendar year (i.e. December) for purposes of determining the variable remuneration for Group Legal Entities whose financial year ends on 31 December;
- ◇ The award date agreed between the parties (average stock market price in the last 30 days and/or last month) in cases where shares are allocated upon recruitment for identified staff or as part of agreements regarding the end of the employment relationship.

6. Funding

The maximum number of shares that may be awarded under the terms of this scheme is three million, through the use of treasury shares, either already owned or acquired on the market, under the authorization granted at the Annual General Meeting held on 28 October 2023.

No impact on the stock market price is expected, in view of the number of shares involved, which is equal to 0.35% of the share capital, plus the fact that the shares are already owned by the Bank.

7. Changes and amendments to the scheme

Any amendments to and/or cancellation of the performance shares scheme will be made in compliance with the regulations in force. No specific procedures are envisaged.

If extraordinary events impacting materially on the Group's earnings/financial performance take place, and/or in the event of material changes to the Group's ownership (change of control), the performance share scheme may be revised and/or abolished at Board of Directors' discretion after consulting with the Remuneration Committee and with any other competent committees. In the event of a change of control, the following options may also be considered, depending on whether the Board of Directors interprets the transaction as, for example: i) hostile: early settlement pro rata, in cash, if the takeover bid is successful; ii) non-hostile: settlement at the end of the scheme, in equity, in the form of shares in the new entity. In the event of extraordinary transactions taking place which involve the Bank's share capital, the number of performance shares allocated but not yet awarded will be adjusted accordingly.

8. Accounting and tax issues

The performance shares allocated are booked to the profit and loss account based on a notional cost split over several financial years in view of the benefit received and the vesting period. The notional cost is equal to the value of the shares at the time of the award, adjusted to reflect the probabilistic elements connected with the scheme (e.g. possibility of beneficiaries resigning, actuarial parameters, etc.). The total expense for Mediobanca in the event of three million shares being awarded could be approximately €24m, to be spread across the entire vesting period, based on the current stock market price. The performance shares shall be subject to taxation and possibly social security contributions in accordance with the regulations in force in the country of residence for tax purposes of each individual beneficiary at the time.

9. Other information

The performance share scheme:

- ◇ Contemplates the award exclusively of ordinary Mediobanca shares traded on regulated markets;
- ◇ Does not contemplate specific accounting and/or tax arrangements, and considers only those aspects provided for by the tax and social security contribution regime in force at the time in each of the beneficiaries' countries of residence.

No provision is made under the terms of the performance share scheme for shares awarded to be bought back.

No provision is made for support from the Special Fund to incentivize investment by employees in the companies for which they work instituted under Article 4, paragraph 112, of Italian law 350/03.

The Board of Directors, having received the favourable opinion of the Remuneration Committee on 13 September 2023, approved the scheme on 20 September 2023 for submission to the approval of shareholders in Annual General Meeting as ordinary business. The stock market price of ordinary Mediobanca shares on the two dates referred to above was €12.148 and €12.365 per share respectively. The scheme was subject to preliminary review by the Remuneration Committee on 20 July 2023.

The awards made from the performance share scheme, along with further details on the terms and conditions of award and/or issue, will be disclosed to the market annually pursuant to and within the meaning of the regulatory provisions in force.



Compensation schemes based on financial instruments



MEDIOBANCA

Compensation schemes based on financial instruments

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

Date: 20 September 2023

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 annual holding period	18,119	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2023 (up to 18,119).
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 annual holding period	15,099	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2023 (up to 15,099).
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 annual holding period	13,129	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2023 (up to 13,129).

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Mediobanca Group key staff		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 annual holding period	55,943	27 September 2018	N/A	9.122	The shares will be made available in tranches in November 2023 (up to 55,943).
Mediobanca Group key staff		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 annual holding period	1,305	22 February 2019	N/A	8.258	The shares will be made available in tranches in November 2023 (up to 1,305).
Mediobanca Group key staff		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 annual holding period	9,619	15 May 2019	N/A	8.931	The shares will be made available in tranches in February 2024 (up to 9,619).
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 annual holding period	51,249	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2023 (up to 34,166), and November 2024 (up to 17,083).

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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 annual holding period	36,744	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2023 (up to 24,496), and 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 annual holding period	49,882	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2023 (up to 34,217), and November 2024 (up to 15,665).
Mediobanca Group key staff		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 annual holding period	241,511	27 September 2019	N/A	10.069	The shares will be made available in tranches in November 2023 (up to 204,476), and 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 annual holding period (LTI Plan 19-23)	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).

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Francesco Saverio Vinci	Group General Manager	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 annual holding period (LTI Plan 19-23)	125,496	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).
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 annual holding period (LTI Plan 19-23)	62,748	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).
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 annual holding period	46,119	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 15,373), November 2024 (up to 15,373), and November 2025 (up to 15,373).
Francesco Saverio Vinci	Group General Manager	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 annual holding period	56,214	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 18,738), November 2024 (up to 18,738), and November 2025 (up to 18,738).

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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 annual holding period	83,726	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 31,098), November 2024 (up to 26,314), and November 2025 (up to 26,314).
Mediobanca Group key staff		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 annual holding period	335,643	25 September 2020	N/A	6.687	The shares will be made available in tranches in November 2023 (up to 215,572), November 2024 (up to 60,583), and November 2025 (up to 59,528).
Mediobanca Group key staff		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	8,078	13 November 2020	N/A	7.157	The shares will be made available in tranches in November 2023 (up to 4,039) and November 2024 (up to 4,039)
Mediobanca Group key staff		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	43,636	27 January 2021	N/A	7.360	The shares will be made available in tranches in February 2024 (up to 18,682), February 2025 (up to 12,477), February 2026 (up to 12,477).

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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), and November 2026 (up to 20,159).
Francesco Saverio Vinci	Direttore Generale 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), and 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	88,869	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2023 (up to 3,298), November 2024 (up to 30,675), November 2025 (up to 27,519), November 2026 (up to 27,377).
Mediobanca Group key staff		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	682,617	27 September 2021	N/A	10.159	The shares will be made available in tranches in November 2023 (up to 259,043), November 2024 (up to 313,768), November 2025 (up to 55,081), November 2026 (up to 54,725).

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		INSTRUMENTS ISSUED UNDER VALID SCHEMES IN FORCE APPROVED ON THE BASIS OF RESOLUTIONS ADOPTED BY SHAREHOLDERS IN PREVIOUS GENERAL MEETINGS VESTING PERIOD						
		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 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 February 2025 (up to 11,815), February 2026 (up to 11,815), February 2027 (up to 11,815).
Alberto Nagel	Mediobanca CEO	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	163,042	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2023 (up to 61,525), November 2025 (up to 33,839), November 2026 (up to 33,839), and November 2027 (up to 33,839).
Francesco Saverio Vinci	Mediobanca Group General Manager	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	125,542	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2023 (up to 47,374), November 2025 (up to 26,056), November 2026 (up to 26,056), and 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	434,302	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2023 (up to 172,515), November 2024 (up to 6,664), November 2025 (up to 89,395), November 2026 (up to 82,997), and November 2027 (up to 82,751).

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 Group key staff 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	1,278,570	27 September 2022	N/A	7.95	The shares will be made available in tranches in November 2023 (up to 612,853), November 2024 (up to 260,590), November 2025 (up to 306,452), November 2026 (up to 550,660), and November 2027 (up to 48,015).

1. As at 30 June 2023, 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, on 28 October 2021, and on 28 October 2022 are published on the bank's website at www.mediobanca.com.

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 Policy 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 Remuneration Committee and Board of Directors meetings were held to approve the incentivization system or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).



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All photos and other images are of Mediobanca offices and buildings