

<b>Informazione Regolamentata n. 0187-60-2023</b>	<b>Data/Ora Inizio Diffusione 28 Ottobre 2023 19:03:16</b>	<b>Euronext Milan</b>
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Societa' : MEDIOBANCA

Identificativo : 182671

Informazione  
Regolamentata

Nome utilizzatore : MEDIOBANCAN08 - Tassone

Tipologia : 3.1

Data/Ora Ricezione : 28 Ottobre 2023 19:03:15

Data/Ora Inizio  
Diffusione : 28 Ottobre 2023 19:03:16

Oggetto : Mediobanca Annual General Meeting,  
ordinary and extraordinary

*Testo del comunicato*

Vedi allegato.



## Press release

### Mediobanca Annual General Meeting, ordinary and extraordinary

At the Annual General Meeting, extraordinary and ordinary, held today, the shareholders of Mediobanca adopted the following resolutions:

#### Ordinary business:

1. To approve the financial statements for the financial year ended 30 June 2023 and the distribution of a gross dividend of €0.85 per share for each of the shares granting such entitlement, payable as from 22 November 2023, with record date 21 November 2023, after coupon no. 39 is detached on 20 November 2023;
2. To establish the number of Directors at fifteen, and appoint the following persons as Directors until the approval of the financial statements for the year ended 30 June 2026: Renato Pagliaro, Alberto Nagel, Laura Cioli, Valérie Hortefeux, Francesco Saverio Vinci, Laura Penna, Vittorio Pignatti Morano, Angel Vilà Boix, Virginie Banet, Marco Giorgino, Mana Abedi and Maximo Ibarra, appointed from the list submitted by the Board of Directors; Sandro Panizza and Sabrina Pucci, appointed from the list submitted by Delfin S.à.r.l.; and Angela Gamba, appointed from the list submitted by Assogestioni; the aggregate annual gross compensation payable to the Directors has been confirmed as €2.5m. Of the shares represented, 52.60% voted in favour of the list submitted by the Board of the Directors, equal to 40.41% of the share capital, 41.74% voted in favour of the list submitted by Delfin S.à.r.l. (32.06% of the share capital), and 4.64% voted in favour of the list submitted by Assogestioni (3.56% of the share capital);
3. To appoint the following as Statutory Auditors of Mediobanca until the approval of the financial statements for the year ending 30 June 2026: Mario Matteo Busso (Chairman), appointed from the list submitted by Delfin S.à.r.l. which ranked second, and Ambrogio Virgilio and Elena Pagnoni from the list that ranked first submitted by Assogestioni, with an aggregate annual gross compensation of €460,000, €180,000 of which payable to the Chairman, and €140,000 to each of the other Standing Auditors; all the Statutory Auditors have declared that they qualify as independent according to the definition provided by Article 148(3) of Italian Legislative Decree 58/1998 and Article 14 of Italian Ministerial Decree no. 169/2020. The following candidates have been appointed as Alternate Auditors: Anna Rita de Mauro and Vieri Chimenti, appointed from the list submitted by Assogestioni, and Angelo Rocco Bonissoni, appointed from the list submitted by Delfin S.à.r.l.;
4. To authorize the acquisition of up to 2% of the share capital (up to a maximum of 17,000,000 shares), and to use them, without limitations or time restrictions, for possible extraordinary transactions, for execution of Group staff payment schemes, for sale on the market and/or over the counter (OTC), and/or for cancellation. The buyback has been authorized by the ECB in the last few days.
5. To approve the Group Remuneration Policy for FY 2023-24, the Group Remuneration Report for FY 2022-23, the FY 2023-24 Performance Share Scheme, The Long-Term Incentive Plan for 2023-26 (the "LTI Plan 2023-26"), and the Employee Share Ownership and Coinvestment Plan 2023-2026 ("ESOP 2023-26") for Mediobanca Group Staff.

The CVs of the appointed Directors and Statutory Auditors are available on the Bank's website at [www.mediobanca.com](http://www.mediobanca.com) (Governance section).



## Extraordinary business:

1. To cancel the treasury shares that may be acquired and not used under the terms of the authorization granted by shareholders as ordinary business, up to a maximum number of 17,000,000, and to amend the Articles of Association accordingly;
2. To authorize the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the Company's share capital free of charge through the issue of up to 3 million ordinary shares to be reserved to Mediobanca Group employees who are recipients of the Long-Term Incentive Plan 2023-26, and to amend Article 4 of the company's Articles of Association accordingly;
3. To authorize the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the Company's share capital free of charge through the issue of up to 1 million ordinary shares to be reserved for use in connection with the Employee Share Ownership Plan 2023-2026, and to amend Article 4 of the company's Articles of Association accordingly;
4. To approve the proposal to amend Article 33 of the company's Articles of Association (interim dividend).

Execution of the resolutions adopted as extraordinary business is subject to authorization being granted by the ECB.

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At the Board meeting held after the AGM, the Directors of Mediobanca appointed Renato Pagliaro as Chairman, Alberto Nagel as Chief Executive Officer and Massimo Bertolini as Secretary to the Board of Directors; while Francesco Saverio Vinci, Director, retains the position of Group General Manager. The members of the various Board Committees will be appointed by the Directors at a Board meeting to be held shortly.

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The minutes of the Annual General Meeting will be made available by the terms set by law at the company's head office and on the following websites: [www.mediobanca.com](http://www.mediobanca.com) (Governance/General Meetings/General Meeting 2023) and [www.emarketstorage.com](http://www.emarketstorage.com).

A summary of the voting at the AGM will also be published on Mediobanca's website at [www.mediobanca.com](http://www.mediobanca.com) by the terms set by law.

Milan, 28 October 2023

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Fine Comunicato n.0187-60

Numero di Pagine: 4