

<p>Informazione Regolamentata n. 1795-18-2025</p>	<p>Data/Ora Inizio Diffusione 14 Marzo 2025 11:01:07</p>	<p>Euronext Milan</p>
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Societa' : BANCA MEDIOLANUM

Identificativo Informazione Regolamentata : 202422

Utenza - Referente : BCAMEDIOLANUMN04 - Lietti Angelo - 7LVZJ6XRIE7VNZ4UBX81

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 14 Marzo 2025 11:01:07

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Oggetto : Avviso di convocazione Assemblea degli Azionisti 2025 (ENG)

Testo del comunicato

Avviso di convocazione dell'Assemblea degli Azionisti 2025 in corso di pubblicazione sul sito internet della Società (versione lingua inglese)



BANCA MEDIOLANUM S.p.A.

Registered office: Palazzo Meucci, Via Ennio Doris, Basiglio – Milano 3 -
Share capital: Euro 600.694.153,40, fully paid up
Tax Code - Register of Companies of Milan no. 02124090164
VAT no. I0540610960 of the Banca Mediolanum VAT Group

Those with the right to participate in the Shareholders' Meeting and exercise the right to vote are called to the Ordinary Shareholders' Meeting in Palazzo Meucci, Via Ennio Doris, Basiglio, Milano 3, on 16 April 2025 at 10:00 a.m., in a single call, to discuss and pass resolutions inherent to and ensuing from the matters on the following

agenda

1. Financial Statements as at 31 December 2024.
 - 1.1. Approval of the Financial Statements; Board of Directors' Report on Operations; Board of Statutory Auditors' Report and Reports of the Independent Auditors; Presentation of the Consolidated Financial Statements as at 31 December 2024;
 - 1.2. Distribution of the dividend.
2. Remuneration Policies:
 - 2.1. Approval of the Report on Remuneration Policies – section I, also pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998;
 - 2.2. Approval of the Report on Remuneration Policies – section II, also pursuant to Art. 123-ter of Italian Legislative Decree no. 58/1998;
 - 2.3. Approval of the criteria for determining the remuneration to be granted in the event of early termination of employment or early termination of office.
3. Approval pursuant to Art. 114-bis of Italian Legislative Decree no. 58/1998 and Circular no. 285 of the Bank of Italy dated 17 December 2013 relating to the performance share plans concerning ordinary Banca Mediolanum S.p.A. treasury shares reserved for (i) the Directors and employees of Banca Mediolanum S.p.A. and/or of its subsidiaries, even if they do not belong to the Mediolanum Banking Group; and (ii) the associates of Banca Mediolanum S.p.A. and/or of its subsidiaries, even if they do not belong to the Mediolanum Banking Group.

Legitimate right to attend and vote at the Shareholders' Meeting:

pursuant to Art. 11 of the Articles of Association, those persons who hold voting rights for which the Company receives communications from certified intermediaries based on their accounting entries relating to the end of



the accounting day of the seventh open trading day before the date set for the Shareholders' Meeting on single call (i.e. 7 April 2025, *record date*) are legitimately entitled to attend the Shareholders' Meeting and exercise their voting rights.

The credit or debit entries made to the accounts after this deadline do not count towards the legitimate right to exercise the right to vote at the Shareholders' Meeting.

The communication must reach the Company by the end of the third open trading day before the date set for the Shareholders' Meeting on single call (i.e. 11 April 2025).

The legitimate right to attend the Shareholders' Meeting and to exercise the right to vote remains valid should the communications reach the Company after said deadline, provided it is before the work of the meeting commences.

Each party with the right to participate in the Shareholders' Meeting may be represented at the Shareholders' Meeting by means of a written mandate, with the right to use the dedicated form available at the registered office and on the website www.bancamediolanum.it – Corporate Governance, Shareholders' Meeting section. The mandate may also be granted with a signed digital document pursuant to Art. 20, paragraph 1-*bis* of Italian Legislative Decree no. 82/2005. The electronic notification of the mandate can only be provided by sending the document to the Company's certified email address assemblea@pec.mediolanum.it.

The Company, pursuant to Art. 135-*undecies* of Italian Legislative Decree No. 58/1998 ("**Consolidated Finance Act**"), has designated *Computershare S.p.A.*, with registered office in Milan, via Mascheroni no. 19, 20145, as the representative of shareholders ("**Designated Representative**") to which the mandate may be granted - with no expenses charged to the delegating party - with voting instructions on all or some of the resolution proposals with respect to the agenda topics. The mandate has effect only for the proposals in connection with which voting instructions have been given.

The mandate as Designated Representative, with all related voting instructions, shall be granted by signing (with either handwritten signature or digital signature) the specific form, in compliance with Italian laws in force, available on the Company's website www.bancamediolanum.it – Corporate Governance, Shareholders' Meeting section or at the registered office, and must be received by the end of the second open trading day prior to the date set for the Shareholders' Meeting held on single call (i.e. by 14 April 2025) together with a copy of a valid identity document of the delegating Shareholder or, if the delegating Shareholder is a legal person, of the pro tempore legal representative or other person vested with suitable powers, together with suitable documentation certifying their qualification and powers, to *Computershare S.p.A.*, at the certified email address ufficiomilano@pecserviziotitoli.it, according to the documentation certification and submission methods detailed in the forms. The mandate and the voting instructions may be revoked within the same deadline of 14 April 2025. The Designated Representative may be contacted for clarification or information at the telephone numbers 02-46776814 - 0246776813 or at the email address ufficiomi@computershare.it.



It should be noted that the shares for which a full or partial mandate is conferred are counted for the purposes of valid constitution of the Shareholders' Meeting. With regard to proposals for which no voting instructions have been issued, the shares are excluded from calculation of the majority and of the share capital required for the approval of resolutions. Notification to the Company by the authorised intermediary, certifying the right to attend the Shareholders' Meeting, is necessary; therefore, if no such notification is made, the mandate will be considered invalid.

Right to ask questions:

pursuant to Art. 127-*ter* of the Consolidated Finance Act, those with the right to vote may ask questions regarding matters on the agenda, even before the Shareholders' Meeting and by the end of the day on 9 April 2025, by sending an email to assemblea@pec.mediolanum.it.

Questions received prior to the Shareholders' Meeting - accompanied by documentation proving the fulfilment of the requirements laid out by law, including the certification of the intermediary proving the classification as shareholder if the Company has not received the notice from the intermediary required for participation in the Shareholders' Meeting - shall be answered at the latest during the meeting itself. The Company is entitled to provide a single response to questions with the same content.

Supplementing the agenda and submitting new resolution proposals:

pursuant to Art. 126-*bis* of the Consolidated Finance Act, shareholders who, individually or jointly, represent at least one-fortieth of the share capital may request that the list of matters for discussion be supplemented, specifying in the request the additional items proposed, or submit resolution proposals on matters already on the agenda. Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves by law, on proposals of the Directors or based on a project or report prepared by them, other than those set forth in Art. 125-*ter*, paragraph 1, of the Consolidated Finance Act. Any supplemented list of items to be discussed during the Shareholders' Meeting, as well as additional resolution proposals on items already on the agenda, will be published using the same methods as this notice, at least fifteen days before the date set for the Shareholders' Meeting on single call (i.e. by 1 April 2025). The original signed copies of the requests – accompanied by the documentation which proves fulfilment of the legal requirements, including the certification of the intermediary demonstrating shareholder status – must reach the registered office in Palazzo Meucci, Via Ennio Doris, Basiglio, Milano 3 or the certified email address assemblea@pec.mediolanum.it by the tenth day following the publication of this notice (i.e. by 24 March 2025); a report on the items whose discussion is proposed or the reasons for the additional proposed resolutions submitted on items already on the agenda must be submitted by said term, using the same methods. This without prejudice to any other option established by law and in particular Art. 126-*bis* of the Consolidated Finance Act.

**Documentation:**

documentation relating to the agenda items, including therein pertinent resolution proposals, shall be made available to the public at the registered office (by first calling the telephone numbers 02.9049.2517 and 02.9049.2374 between 9:00 a.m. and 6:00 p.m., Monday to Friday) in the Teleborsa S.r.l. storage mechanism, at the address www.emarketstorage.com, and on the Company's website www.bancamediolanum.it – Corporate Governance, Shareholders' Meeting section (click on the following link <https://www.bancamediolanum.it/corporate-governance/assemblea-azionisti-2025> for the Shareholders' Meeting documentation), within legal terms and in any event by:

- 17 March 2025 for the Directors' Reports regarding points 1), 2) and 3) and the information documents drafted in accordance with Art. 84-*bis* of the Issuers' Regulation;
- 25 March 2025 for the Annual Financial Report (which will contain the consolidated sustainability report), including the report pursuant to art. 77, paragraph 2-*bis* of the Issuers' Regulation;
- 26 March 2025 for the Report on Remuneration Policies.

The Company's website www.bancamediolanum.it also includes the Company's Articles of Association and information on the amount of the share capital which – at the time of drafting this notice is Euro 600.694.153,40, divided into 745.343.391 shares, all with voting rights and without nominal value.

The Corporate Affairs Division of Banca Mediolanum S.p.A. may be contacted on business days should any information be required (tel. 02.9049.2517 and 02.9049.2656 from 9:00 a.m. to 6:00 p.m., Monday to Friday).

This call notice is published, pursuant to Art. 125-*bis* of the Consolidated Finance Act and Art. 84 of the Issuers' Regulation, on the Company's website www.bancamediolanum.it – Corporate Governance, Shareholders' Meeting section, an extract of which is published in the daily newspapers "MF" and "Il Giornale" of 14 March 2025, and made available on the storage mechanism of Teleborsa S.r.l. at the address www.emarketstorage.com.

Milano 3, 14 March 2025

The Chairperson: Giovanni Pirovano

Fine Comunicato n.1795-18-2025

Numero di Pagine: 6