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Oggetto : Mediobanca Annual General Meeting and
Board of Directors' Meeting Vittorio Umberto
Grilli appointed as Chairman; Alessandro Melzi
d'Eril appointed Chief Executive Officer

Testo del comunicato

Vedi allegato



MEDIOBANCA



Press release

Mediobanca Annual General Meeting and Board of Directors' Meeting

Vittorio Umberto Grilli appointed as Chairman;

Alessandro Melzi d'Eril appointed Chief Executive Officer

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

1. To approve the financial statements for the year ended 30 June 2025 and the distribution of a gross dividend equal to €1.15 per share for each of the shares granting such entitlement, €0.56 of which paid as an interim dividend in May 2025, with **the balance of €0.59 per share payable as from 26 November 2025**, record date 25 November 2025, and the shares going ex-rights on 24 November 2025;
2. To approve the **Group Remuneration Policy for FY 2025-26**, and the FY 2025-26 Performance Share Scheme. The abstention rate for the vote on the Group Remuneration Report for FY 2024-25 was 97.06%;
3. To establish **the number of Board members as 12 and appoint the following persons as Directors** for the 2026-28 financial years: Vittorio Umberto Grilli*, Alessandro Melzi d'Eril, Sandro Panizza*, Paolo Gallo*, Massimo Lapucci*, Tiziana Togna*, Giuseppe Matteo Masoni*, Federica Minozzi*, Donatella Vernisi, Andrea Zappia*, Ines Gandini* and Silvia Fissi, all appointed from the list submitted by shareholder Banca Monte dei Paschi di Siena; the **aggregate annual gross compensation** payable to the Board will be **a maximum of €2.5m**, excluding the compensation payable to Directors vested with particular duties as defined pursuant to Article 2389, paragraph 3 of the Italian Civil Code.
4. To appoint PriceWaterhouseCoopers **to perform the statutory audit of the financial statements** and issue the limited review for the Sustainability Reporting of Mediobanca for the 2026-34 period and the 2026-28 period respectively, subject to the consensual early termination of the statutory audit and limited review of Mediobanca's Sustainability Report engagements signed to EY S.p.A. for the 2022-30 financial years.

The individual Directors' CVs may be consulted on the Mediobanca website at www.mediobanca.com (Governance).

The minutes of the Annual General Meeting will be published within the terms set by law at the company's head office and on the following websites: www.mediobanca.com (Governance/General Meetings/General Meeting 28 October 2025) and www.emarketstorage.com.

A summary of the voting will also be published on Mediobanca's website at www.mediobanca.com by the terms set by law.

* Candidate qualifying as independent as defined by the legal provisions in force (including Article 147-ter and Article 148, paragraph 3, of the Italian Finance Act, Article 26 of Italian Legislative Decree no. 385/1993 as amended, Italian Ministry for the Economy and Finance Decree no. 169/2020, and the Corporate Governance Code) and by Article 19 of the Articles of Association.

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At a Board meeting held after the Annual General Meeting, the Directors of Mediobanca appointed **Vittorio Umberto Grilli as Chairman, Alessandro Melzi d'Eril as Chief Executive Officer, Sandro Panizza as Deputy Chairman**, and Massimo Bertolini as Secretary to the Board of Directors. Appointments to the various Board Committees will be approved at a meeting of the Board of Directors to be held shortly.

The Board also adopted a resolution to **call shareholders together in an extraordinary general meeting to be held on 1 December 2025**, in a single resolution, to approve amendments to Article 3 (Mediobanca's inclusion in the Monte dei Paschi di Siena Group) and Article 31 (financial year ended on 31 December) of the company's Articles of Association.

The notice of meeting and the Report by the Board of Directors on the item on the agenda may be consulted at the company's head office and on the following websites: www.mediobanca.com (Governance/General Meetings/General Meeting December 2025) and www.emarketstorage.com.

Finally, the Board of Directors also approved a resolution to **bring forward the approval of the quarterly results for the three months ended 30 September 2025 to 5 November 2025**, with the relevant change made to the Financial Calendar.

Milan, 28 October 2025

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