



COMPENSATION SCHEMES BASED ON FINANCIAL INSTRUMENTS

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

Date: 27 September 2019

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		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	25,930	16 July 2015	N/A	8.926	The shares will be made available in November 2019 (up to 25,930).



MEDIOBANCA

Alberto Nagel	Mediobanca CEO	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	36,782	25 September 2015	N/A	8.603	The shares will be made available in November 2019 (up to 36,782).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	30,570	25 September 2015	N/A	8.603	The shares will be made available in November 2019 (up to 30,570).
Mediobanca strategic management		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	37,498	25 September 2015	N/A	8.603	The shares will be made available in November 2019 (up to 37,498).



MEDIOBANCA

Mediobanca Group key staff		28 October 2010	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three-year time horizon being met with subsequent annual holding period	237,060	25 September 2015	N/A	8.603	The shares will be made available in November 2019 (up to 237,060).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	3,693	27 January 2016	N.D.	7.508	The shares will be made available in January 2020 (up to 3,693).
Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	110,373	27 September 2016	N.D.	5.960	The shares will be made available in November 2019 (up to 44,149), November 2020 (up to 44,149), November 2021 (up to 22,075).



MEDIOBANCA

Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	54,977	27 September 2016	N.D.	5.960	The shares will be made available in November 2019 (up to 21,991), November 2020 (up to 21,991), November 2021 (up to 10,995).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	188,858	27 September 2016	N.D.	5.960	The shares will be made available in November 2019 (up to 78,240), November 2020 (up to 75,004), November 2021 (up to 35,614).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	781,796	27 September 2016	N.D.	5.960	The shares will be made available in November 2019 (up to 446,374), November 2020 (up to 282,024), November 2021 (up to 53,398).



MEDIOBANCA

Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	12,535	27 January 2017	N.D.	8.689	The shares will be made available in February 2020 (up to 5,014), February 2021 (up to 5,014), February 2022 (up to 2,507).
Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	152,387	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 60,955), November 2020 (up to 36,573), November 2021 (up to 36,573), November 2022 (up to 18,286).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	116,830	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 46,732), November 2020 (up to 28,039), November 2021 (up to 28,039), November 2022 (up to 14,020).



MEDIOBANCA

Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	256,802	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 106,505), November 2020 (up to 62,010), November 2021 (up to 59,740), November 2022 (up to 28,547).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	1,073,403	27 September 2017	N.D.	9.061	The shares will be made available in tranches in November 2019 (up to 526,140), November 2020 (up to 313,255), November 2021 (up to 197,742), November 2022 (up to 36,266).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	35,653	12 October 2017	N.D.	9.111	The shares will be made available in tranches in November 2019 (up to 21,392), November 2020 (up to 9,270), November 2021 (up to 4,991).



MEDIOBANCA

Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	55,460	15 December 2017	N.D.	9.377	The shares will be made available in tranches in November 2019 (up to 22,184), November 2020 (up to 13,310), November 2021 (up to 13,310), November 2022 (up to 6,656).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	21,407	27 February 2018	N.D.	9.946	The shares will be made available in tranches in February 2020 (up to 8,356), in February 2021 (up to 5,138), in February 2022 (up to 5,138), in February 2023 (up to 2,568).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	13,895	13 April 2018	N.D.	9.883	The shares will be made available in tranches in November 2020 (up to 8,337), November 2021 (up to 3,613), November 2022 (up to 1,945).



Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	150,981	27 September 2018	N.D.	9.122	The shares will be made available in tranches in November 2020 (up to 60,392), November 2021 (up to 36,235), November 2022 (up to 36,235), November 2023 (up to 18,119).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	125,818	27 September 2018	N.D.	9.122	The shares will be made available in tranches in November 2020 (up to 50,327), November 2021 (up to 30,196), November 2022 (up to 30,196), November 2023 (up to 15,099).
Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	254,309	27 September 2018	N.D.	9.122	The shares will be made available in tranches in November 2020 (up to 106,392), November 2021 (up to 61,500), November 2022 (up to 58,700), November 2023 (up to 27,717).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	1,183,170	27 September 2018	N.D.	9.122	The shares will be made available in tranches in November 2020 (up to 581,962), November 2021 (up to 342,046), November 2022 (up to 217,807), November 2023 (up to 41,355).
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- 1) The category "strategic management" includes the number of identified staff as at 30 June 2019.
- 2) The performance share schemes approved under a resolution adopted by shareholders in a general meeting held on 28 October 2010 and on 28 October 2015 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 policies 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 Remunerations Committee and Board of Directors meetings were held to approve the variable system or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).



Name and surname or category (1)	Position (to be indicated only for named awards)	BOX 1						
		Financial instruments other than stock options						
		Section 2 Newly-awarded instruments following decision by governing body implementing resolution adopted by shareholders in general meeting						
		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 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	10,875	22 February 2019	N.D.	8.258	The shares will be made available in tranches in February 2021 (up to 4,350), in February 2022 (up to 2,610), in February 2023 (up to 2,610), in February 2024 (up to 1,305).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	80,159	15 May 2019	N.D.	8.931	The shares will be made available in tranches in February 2021 (up to 32,064), in February 2022 (up to 19,238), in February 2023 (up to 19,238), in February 2024 (up to 9,619).



Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	50,635	2 September 2019	N.D.	9.019	The shares will be made available in tranches in February 2021 (up to 30,381), in February 2022 (up to 13,165), in February 2023 (up to 7,089).
Alberto Nagel	Mediobanca CEO	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	142,358	27 September 2019	N.D.	10.069	The shares will be made available in tranches in November 2021 (up to 56,943), November 2022 (up to 34,166), November 2023 (up to 34,166), November 2024 (up to 17,083).
Francesco Saverio Vinci	Mediobanca General Manager	28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	102,067	27 September 2019	N.D.	10.069	The shares will be made available in tranches in November 2021 (up to 40,827), November 2022 (up to 24,496), November 2023 (up to 24,496), November 2024 (up to 12,248).



Mediobanca strategic management		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	282,782	27 September 2019	N.D.	10.069	The shares will be made available in tranches in November 2021 (up to 117,240), November 2022 (up to 68,279), November 2023 (up to 65,804), November 2024 (up to 31,459).
Mediobanca Group key staff		28 October 2015	Bonus award of Mediobanca shares with two- and three-year holding period and/or conditional upon performance objectives over a three/five-year time horizon being met with subsequent annual holding period	1,047,321	27 September 2019	N.D.	10.069	The shares will be made available in tranches in November 2021 (up to 541,981), November 2022 (up to 302,754), November 2023 (up to 180,056), November 2024 (up to 22,530).

- 1) The category "strategic management" includes the number of identified staff as at 30 June 2019.
- 2) The performance share scheme approved under a resolution adopted by shareholders in a general meeting held on 28 October 2015 is 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 policies 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 Remunerations Committee and Board of Directors meetings were held to approve the variable system or the award date (in cases involving awards made in connection with recruitments or with employment termination arrangements).