



**MEDIOBANCA**  
*Banca di Credito Finanziario S.p.A.*

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Head Office: Piazzetta Enrico Cuccia 1, 20121 Milan, Italy

Registered as a Bank

Parent Company of Mediobanca Banking Group

Registered as a Banking Group

Share Capital: €408,781,457.50 fully paid up

Tax Identification Code and Registration Number in Milan Companies' Register: 00714490158

\* \* \*

Notice is hereby given that a general meeting of Mediobanca shareholders will be held in Via Filodrammatici 3, Milan, Italy, at 11.00 a.m. on 27 June 2007 in the first instance, and at the same time and place on 13 July 2007 if adjourned, to transact the following business:

Agenda

Extraordinary business

1. Adoption of Articles of Association based on the so-called dualistic model of governance complying *inter alia* with the provisions of Italian Law 262/05 and Legislative Decree 303/06.
2. Empowerment of the Management Board shortly to be instituted, to increase the Bank's share capital – subject to prior approval from time to time by the Supervisory Board – by means of rights issues or bonus issues in an amount of up to €100m, and to issue bonds convertible into ordinary shares and/or with warrants attached in an amount of up to €2bn, in pursuance of Articles 2443 and 2420-ter of the Italian Civil Code; amendment of Article 4 of the Bank's Articles of Association, and adoption of related resolutions.
3. Empowerment of the Management Board shortly to be instituted, to increase the Bank's share capital pursuant to Article 2443 of the Italian Civil Code by means of rights issues, including via warrants, as provided in Article 2441 paragraph 4 point 2 of the Italian Civil Code – subject to prior approval from time to time by the Supervisory Board – by 2012, including via warrants, to be reserved for subscription by professional Italian and non-Italian investors, with option rights excluded, in an amount of up to €40m; amendment of Article 4 of the Bank's Articles of Association, and adoption of related resolutions.
4. Increase in the Bank's share capital in a nominal amount equivalent to €20m, reserved for subscription by 1 July 2022 pursuant to Article 2441, paragraph 8 of the Italian Civil Code, by staff members of the Mediobanca Group; amendment of Article 4 of the Bank's Articles of Association, and adoption of related resolutions.

Ordinary business

1. Appointment of Supervisory Board and its Chairman for the twelve-month periods ending 30 June 2008, 2009 and 2010 having determined its number and establishment of the relevant remuneration.

With respect to the appointment of the Supervisory Board, arrangements shall be pursuant to and in accordance with the temporary provisions of the Articles currently in force, which in turn provide for the submission of lists and appointment of members to the Supervisory Board to be brought in line with the requirements of Consob resolution no. 15915 issued on 3 May 2007 (Article 144-quinquies ff. of the Regulations for Issuers contained in Consob resolution no. 11971/99).



Accordingly, in accordance with the aforementioned Regulations and temporary provisions, appointments to the Supervisory Board shall take place on the basis of lists in which the candidates are numbered progressively. Each list may be submitted only by shareholders together representing at least 1% of the Bank's share capital. In order to prove that the required number of shares is indeed held, shareholders must file the documentation required to enable their attendance at the general meeting upon submitting their list.

The lists, which shall be signed by the shareholder or shareholders submitting them, including by means of one shareholder being authorized to submit such a list on behalf of the others, must contain at least two names and shall be lodged at the Bank's offices at least fifteen days prior to the date set for the general meeting to be held in the first instance.

Along with each list and within the same fifteen-day term, the following documentation must be submitted in respect of each candidate:

- /// a *curriculum vitae* containing an indication of the candidate's professional attributes;
- /// a statement by the candidate agreeing to accept the post and stating that there are no grounds which would make him/her incompatible or ineligible to hold said post;
- /// a list of the management or supervisory posts held by the candidate at other companies, it being necessary, in more general terms, to provide all information and statements required under Article 144-sexies of the Regulations for Issuers.

Lists submitted which do not conform to the foregoing provisions shall be treated as though they had not been submitted.

Any one shareholder may not submit or vote for more than one list of candidates, including by means of an intermediary or through the agency of trustee companies. Shareholders belonging to the same group and those who are party to a shareholders' agreement in respect of shares in the issuer may not submit or vote for more than one list, including via intermediaries or through the agency of trustee companies. Any one candidate may only be included in one list, otherwise he/she shall become ineligible.

It should further be noted, again as required by the Regulations for Issuers, that in the event of one list only having been submitted by the term of fifteen days prior to the date scheduled for the general meeting to be held in the first instance, or only lists having been submitted by shareholders who, based on arrangements in force at the time, are related, lists of candidates may continue to be submitted until the fifth day subsequent to the said date. Under such circumstances, the minimum shareholding ownership threshold allowed for lists to be submitted, previously indicated as 1% of the share capital, shall be reduced by half.

Upon the appointment of the Directors, whose number may vary from eleven to twenty-one, the procedure shall be as follows: from the list which obtained the largest number of votes, based on the progressive numbering with which they were listed, all members of the Board shall be selected save for two; from the list ranking second in terms of the number of votes received and not submitted by parties related to the shareholders who submitted or voted for the list ranking first in terms of the number of votes, as required under regulations in force, again based on the progressive numbering with which they were listed, two Board members shall be appointed.

In the event that more than one minority list in possession of the characteristics specified in the foregoing paragraph have been voted for the votes cast for each shall be divided by one and by two and the candidates who receive the largest share shall be elected accordingly.

The first candidate in the list which obtained the highest number of votes shall be elected



Chairman of the Supervisory Board.

If only one list is submitted, the Supervisory Board shall be appointed in its entirety from it.

Under Article 7 of the Bank's Articles of Association, persons entitled to vote may take part in the meeting provided the Company has received due notification from an authorized intermediary, at least two working days prior to the date on which the general meeting is scheduled to be held.

Owners of shares not in dematerialized form are reminded that they may attend the meeting only if the relevant share certificates are delivered to an authorized intermediary as defined in Article 24 of Consob resolution 11768/98 in good time for them to be entered into the dematerialized system and the notification referred to be issued above.

The Board of Directors' report shall be deposited within the term set by law at the Bank's Head Office and at the offices of Borsa Italiana S.p.A. for consultation by anyone wishing to see it, and shall also be made available on the Bank's website at [www.mediobanca.it](http://www.mediobanca.it).

This notice of meeting was published in issue no. 61 of the *Gazzetta Ufficiale* of the Republic of Italy published on 26 May 2007.

pp. the Board of Directors  
CHAIRMAN  
(Gabriele GALATERI di GENOLA)