



MEDIOBANCA

Press release

General meeting to authorize voluntary public exchange offer for Banca Generali postponed until 25 September 2025

At a Board meeting held today, the Directors of Mediobanca – Banca di Credito Finanziario - ("MB") agreed¹ to postpone the date of the ordinary general meeting called, pursuant to Article 104 of the Italian Finance Act, to approve the voluntary public exchange offer launched for Banca Generali ("the Offer") and originally scheduled to take place on 16 June 2025, until 25 September 2025.

Engagement activity carried out prior to the meeting has confirmed that there is strong market support for the Offer, as demonstrated, among other things, by the unanimous favourable opinions expressed by the proxy advisors.

At the same time, certain investors who are shareholders of both MB and Assicurazioni Generali S.p.A. ("AG") have highlighted a need to understand AG's assessment and stance on MB's proposal before they feel able to vote on it at the MB general meeting, not least because AG's acceptance is essential for the deal to be completed (given that MB has set a condition precedent to the Offer, which consists of a minimum acceptance rate of 50+1%).

In this connection, on Thursday 12 June, just a few days before the general meeting was due to take place on 16 June, AG issued a press release stating – for the first time – that it had begun the process of evaluating the proposal made by MB and its business, economic and value implications.

This new development requires the willingness, and timing, of AG to be taken into consideration in view of the request made by certain members of MB's ownership to understand AG's position regarding the Offer.

The Board of Directors of Mediobanca, reaffirming the strong industrial and financial rationale of the deal that creates a leader Wealth Manager, has therefore decided that it would be appropriate to call shareholders together in general meeting once AG's assessments have been received. The Offer remains valid on all the terms set forth in the Notice issued pursuant to Article 102 of the Italian Finance Act on 28 April 2025, closing expected September/October 2025.

Milan, 15 June 2025

¹ Panizza against, Pucci abstained