



Mediobanca shareholders' office
 c/o Spafid S.p.A.
 Foro Buonaparte, 10
 20121 Milan
 Italy
 By post or fax to fax no.: (0039) 02-80687310

Proxy to take part in annual general meeting

The undersigned¹

*Surname/company name _____ *First name _____
 *Place of birth _____ *Province _____ * Date of birth _____
 *Tax identification code _____ Tel. no.: _____
 *Address or registered office _____

*Surname/company name _____ *First name _____
 *Place of birth _____ *Province _____ * Date of birth _____
 *Tax identification code _____ Tel. no.: _____
 *Address or registered office _____

Shareholder(s) of Mediobanca S.p.A.

*hereby delegate _____
 *with the right to be replaced by _____

to represent him/her/them for all the shares for which he/she/they have voting rights at the annual general meeting of shareholders of Mediobanca S.p.A. called to take place at the offices of Mediobanca in Via Filodrammatici 3, 20121 Milan, Italy on the following days:

- 28 October 2009, at 11.00 a.m. in the first instance, and;
- 29 October 2009, at 11.00 a.m. if adjourned

Expressing full approval of the proxy's actions at the end of the discussions during the meeting.

Date

Signed

1) Full name of shareholder as it appears on the copy of the communication authorizing participation in the general meeting referred to in Article 2370 of the Italian Civil Code.

To facilitate participation in the annual general meeting, you are requested to send this proxy form and all supporting documentation proving the powers held by the signatory/signatories at least two working days before the date set for the general meeting to be held in the first instance. The documents should be sent to the shareholders' office at the above address. The proxy should be sent in its original form (by post or through the agency of the proxy him/herself).



Notices

If a shareholder is unable to attend the general meeting, he/she/they may appoint a person of their choice to take part and vote on in their place.

1. The proxy must be made in written form, dated and signed, and the proxy's name must be appended by the shareholder and not third parties;
2. Powers of representation may be granted only in respect of individual general meetings, effective also for subsequent sessions if the meeting is adjourned, save in cases where:
 - (i) a general power of attorney is issued; or
 - (ii) a proxy is granted by a company, association, foundation or other collective entity or institution (the "Entity") to one of its own members of staff;
3. in the cases described under the foregoing points 2 (i) and 2 (ii) and in all cases where the shareholder is an Entity, a copy of the documentation granting powers of representation should be attached to the proxy to be filed in the Company's records;
4. the person or persons authorized to act as proxy may not in turn issue proxies or allow themselves to be replaced, unless the shareholder has expressly conferred this right and mentioned the name of the person authorized to replace the proxy;
5. if the proxy is granted to an Entity, the Entity may only confer the right of representation on a member of its own staff or another of its collaborators;
6. the proxy may also be issued to an individual who is not a shareholder of Mediobanca;
7. powers of representation may not be granted to directors, statutory auditors or employees of Mediobanca nor to companies controlled by them or to their directors, statutory auditors and employees; furthermore, powers of representation may not be conferred on the company mandated to audit Mediobanca's accounts, nor to its shareholders, directors, statutory auditors or employees, nor to the company responsible for centralized management of financial instruments;
8. the proxy holder may not represent more than 200 shareholders (if no solicitation or proxy collection operation is underway);
9. in the case of co-ownership of shares, the proxy must still be issued with all the co-owners' signatures, even if the proxy himself/herself is one of the co-owners.

If you require any clarification or information regarding the methods for participating in the annual general meeting held by Mediobanca S.p.A., please contact the Company Secretary's office (tel. no.: 0039-02-8829.514/02-8829830; email: segreteria societaria@mediobanca.it)

Information on data protection

Please note that under Article 13 of Italian Legislative Decree 196/03, the data contained in the proxy form shall be processed by the Company – which is the holder of the information – only for administrative purposes in connection with the annual general meeting, and shall be treated in compliance with the personal data protection regulations currently in force.

The data may become known to those of our collaborators who are expressly authorized to process the data, in their capacity as persons responsible for or authorized to engage in data processing, for the purposes referred to above. Such data may be disclosed or otherwise notified to specific individuals or entities in order to comply with legal, regulatory or EU requirements or on the basis of instructions provided by authorities permitted legitimately to do so by law or by supervisory or regulatory bodies; without the information marked as compulsory (*) the proxy will not be allowed to participate in the annual general meeting.

The interested party may at any time ask to know which of his/her data are held by us, their provenance and how they are used; he/she is also entitled to have their data updated, amended, supplemented or deleted, to ask for their processing to be blocked or to oppose their treatment, by contacting the person responsible for data processing pursuant to Article 7 (Vincenzo Pagliaro c/o Mediobanca, Piazzetta E. Cuccia 1, 20121 Milan, Italy).