

MEDIOBANCA S.p.A.
FORM FOR GRANTING PROXY TO THE APPOINTED REPRESENTATIVE PURSUANT
TO ARTICLE 135-UNDECIES OF ITALIAN LEGISLATIVE DECREE 58/1998

Studio Legale Trevisan & Associati, with registered office in Viale Majno 45, Milan, Italy, (VAT no. 07271340965), in the person of Mr Dario Trevisan, or another person in his place, in his (their) capacity as **Appointed Representative of Mediobanca S.p.A.** pursuant to Article 135-undecies of Italian Legislative Decree 58/98 and Article 106, paragraph 4, of Italian Decree Law 18/20, as extended by Italian law no. 15 of 21 February 2025, is collecting voting proxies in connection with the Extraordinary General Meeting of Mediobanca, scheduled to take place on 1 December 2025, at 9.30 a.m., in a single call, by the means and on the terms set forth in the meeting notice published on the company's website at www.mediobanca.com on 28 October 2025 (an excerpted form of the notice was also published in the following newspapers on 29 October 2025: "Il Corriere della Sera" and "Il Sole 24 Ore"), as subsequently supplemented.

The original proxy form and voting instructions must be received by the end of the second open market day prior to the date set for the Extraordinary General Meeting to take place (i.e. **by 23:59 on 27 November 2025**). **The proxy and voting instructions may also be revoked by the same deadline.**

Declaration of the Appointed Representative

Studio Legale Trevisan & Associati, in the person of Mr Dario Trevisan, hereby declares that it has no interest of its own in the proposed resolutions being submitted to voting in the Extraordinary Shareholders' Meeting. In view, however, of the contractual agreements in force and for all legal purposes, it nonetheless expressly declares that if unforeseen or unknown circumstances occur, or in the event of amendments or additions being made to the proposals submitted to shareholders in the Extraordinary Shareholders' Meeting, it (or the other person or persons in its place) shall not vote any differently from what it is told to do in the instructions.

PROXY FORM (part 1 of 2)

(Section to be notified to the company via the Appointed Representative - Complete with the information requested based on the instructions provided below)(§)

The undersigned (<i>party signing the proxy</i>)	Name(*)	Surname(*)
born in (*)	on (*)	Tax identification code or other identification if foreign (*)
resident in(*)	Address (*)	
Phone n° (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)
in their capacity as (tick the box that concerns you) (*)		
<input type="checkbox"/> shareholder with the right to vote <input type="checkbox"/> legal representative or subject with appropriate representation powers (<u>copy of the documentation proving representation powers to be enclosed</u>) <input type="checkbox"/> pledge <input type="checkbox"/> bearer <input type="checkbox"/> usufructuary <input type="checkbox"/> custodian <input type="checkbox"/> manager <input type="checkbox"/> other (specify)		
Shareholder (if different)	Name and Surname / Company name: (*)	
	born in (*)	on (*) Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)	

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Related to	
no. (*) shares ISSUER ISIN IT0000062957 Registered in securities account (1) no. _____ at the custodian _____ ABI CAB	
no. (*) shares ISSUER ISIN IT0005570848 Registered in securities account (1) no. _____ at the custodian _____ ABI CAB	
Referred to communication (pursuant to Article 83-sexies of Italian Legislative Decree no. 58/1998) (2) no. _____ (to be filled in with information regarding any further communications relating to deposits)	Supplied by the intermediary:

HEREBY DELEGATES

the Appointed Representative, **Studio Legale Trevisan & Associati**, in the person of Mr Dario Trevisan, born in Milan, on 4 May 1964 (tax identification code no. TRVDRA64E04F205I), who may in turn be replaced by Mr Giulio Tonelli, born in La Spezia, on 27 February 1979 (tax identification code no. TNLGLI79B27E463Q), or by Ms Camilla Clerici, born in Genoa, on 19 January 1973 (tax identification code no. CLRCLL73A59D969J), or by Mr Andrea Ferrero, born in Turin, on 5 May 1987 (tax identification code no. FRRNDR87E05L219F), or by Ms Serena Larghi, born in Varese, on 27 November 1992 (tax identification code no. LRGSRN92S67L682Q), or by Ms Raffaella Cortellino, born in Barletta, (Barletta-Andria-Trani province) on 4 June 1989 (tax identification code no. CTRFL89H44A669V), or by Mr Gaetano Faconda, born in Trani (Barletta-Andria-Trani province) on 2 October 1985 (tax identification code FCNGTN85R02L328O), or by Ms Valeria Proli, born in Novara on 24 October 1984 (tax identification code PRLVLR84R64F952S), or by Mr Marcello Casazza, born in Vigevano (Pavia province) on 3 September 1991 (tax identification code CSZMCL91P03L872S), all domiciled for the purposes hereof in Viale Majno 45, 20122 Milan, Italy, to attend and vote at the Extraordinary General Meeting referred to above in accordance with the instructions to be provided to them hereunder.

HEREBY DECLARES to be aware of the possibility that the proxy issued to the Appointed Representative may contain voting instructions in respect only of some of the proposed resolutions on the Agenda for the meeting, and that, if this is the case, their vote will be cast only for the proposed resolutions for which voting instructions have been issued.

HEREBY AUTHORIZES the Appointed Representative to process their own personal data for the purposes, and on the terms and conditions set forth in the attached information notice.

Place/date* _____, _____ Signature _____

(§) Mediobanca S.p.A. will process the personal data of the parties concerned in accordance with the information published on the website mediobanca.com (in the section entitled Governance/General Meeting/General Meeting 1 December 2025).

(*) Mandatory (**) Recommended to allow the delegating party to be better assisted.

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VOTING INSTRUCTIONS (3) (part 2 of 2) <i>(intended for the Appointed Representative only – Tick the relevant boxes)</i>	
The undersigned (4) (Name /Personal details)	
hereby delegates the Appointed Representative to vote in accordance with the following voting instructions at the Extraordinary General Meeting in Mediobanca S.p.A. to be held on 1 December 2025 in a single call:	

A) RESOLUTIONS SUBMITTED TO VOTE

	IN FAVOUR	AGAINST (a)	ABSTAIN (a)
1. Proposed amendments to Article 3 and Article 31 of the company's Articles of Association; related resolutions.	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>

B) UNFORESEEN CIRCUMSTANCES

If circumstances occur which are unknown at the time of granting the proxy (5), the undersigned with reference to:

			AMEND INSTRUCTIONS		
	CONFIRM INSTRUCT-IONS	REVOKES INSTRUCT-IONS	IN FAVOUR (b)	AGAINST	ABSTAIN
1. Proposed amendments to Article 3 and Article 31 of the company's Articles of Association; related resolutions.	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>

C) CHANGES OR ADDITIONS

In the event of any vote on amendments or additions (6) to the resolutions submitted to shareholders in Extraordinary General Meeting with reference to:

			AMEND INSTRUCTIONS		
	CONFIRM INSTRUCT-IONS	REVOKES INSTRUCT-IONS	IN FAVOUR (c)	AGAINST	ABSTAIN
1. Proposed amendments to Article 3 and Article 31 of the company's Articles of Association; related resolutions.	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>

Place/date* _____, _____

Signature* _____

(a) Against/abstain on any proposal made.

(b) Indicate whether you are in favour of the Board of Directors' proposal (by entering "BoD") or of any other shareholder's proposal, whose name must be indicated by the delegating party.

(c) Indicate whether you are in favour of the proposals already approved in Section A or of any other shareholder's proposal, whose name must be indicated by the delegating party.

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INSTRUCTIONS FOR COMPLETING AND SENDING THE PROXY

The original proxy form and voting instructions must be received by the Appointed Representative by the end of the second open market day prior to the date set for the Extraordinary General Meeting to take place (i.e. by 23.59 on 27 November 2025), together with:

- A copy of a valid identity document for the delegating party; or
- If the delegating party is a legal entity, a copy of a valid identity document of the *pro tempore* legal representative- or other person with appropriate powers, along with documentation proving *status* and powers,

By one or other of the following means:

- i) for proxies with handwritten signatures, by registered mail with return receipt or courier, to: Studio Legale Trevisan & Associati, Viale Majno 45, 20122 Milan, Italy, (Subject: "*MEDIOBANCA 2025 GENERAL MEETING PROXY*");
- ii) for proxies with electronic or digital signatures, via certified email to the following address: rappresentante-designato@pec.it (Subject: "*MEDIOBANCA 2025 GENERAL MEETING PROXY*").

- (1) Enter the account number of the securities deposit account and the name of the intermediary depository of the shares. This information can be found on the account statement issued by the intermediary.
- (2) Enter the reference number of the Communication for the Meeting attendance issued by the depository intermediary at the request of the ones entitled to vote.
- (3) Pursuant to art. 135-undecies, paragraph 3 of Italian Legislative Decree 58/98, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be passed".
- (4) Enter the name and surname of the of the voting right holder (and of the person signing the Proxy form and voting instructions, if different).
- (5) For each Agenda item , if significant circumstances arise that are material, unforeseen or unknown when the proxy is issued (for example, failure by the Board of Directors, or by the proposer indicated by the delegating party, to submit proposals by the terms set by law and published by the company) and which cannot be notified to the delegating party, the latter may choose to either: a) confirm the voting instructions already given; b) amend the voting instructions given; c) revoke the voting instructions given. Where no such choice is made by the delegating party, the voting instructions under Section A, as far as possible, shall be deemed to be confirmed. However, if the delegating party, in Section A, has indicated the intention to vote in favour of the proposal submitted by the Board of Directors or by another shareholder, and the said proposal is not submitted or put to vote for whatever reason, and no choice is made in Section B or the choice indicated in Section A is confirmed, the delegating party is deemed abstain.
- (6) In the event of amendments or additions to the resolutions submitted to the Extraordinary General Meeting, it is possible to choose between: a) confirming the voting instructions already given; b) revoking the voting instructions already given; c) amending the voting instructions already given. Where no such choice is made, the voting instructions indicated in Section A shall be deemed to be confirmed.

N.B. If any clarification is required on granting the proxy (and in particular on how to fill in the proxy form and voting instructions and their transmission), the ones entitled to attend the Extraordinary General Meeting may contact the Appointed Representative at the following certified email address: rappresentante-designato@pec.it, and/or the following email address: rappresentante-designato@trevisanlaw.it; and/or on freephone number (Italy only): 800134679 (normal working hours/days).

PERSONAL DATA PROTECTION
INFORMATION PURSUANT TO ARTICLE 13 AND ARTICLE 14 OF REGULATION (EU) 2016/679

DATA PRIVACY POLICY

Pursuant to Article 13 of EU Regulation 2016/679 ("Regulation on the protection of natural persons with regard to the processing of personal data and on the free movement of such data")

In relation to the personal data that will come into the possession of Studio Legale Trevisan & Associati – as Appointed Representative by the Issuer – in carrying out its activities on your behalf, we wish to inform you of the following.

Data Controller

The Data Controller is Studio Legale Trevisan & Associati, Milan, Viale Majno No. 45. The Data Controller can be contacted at email address: mail@trevisanlaw.it.

Purpose of the processing

Data on the proxy form will be processed for the following purposes:

- a) to execute the received assignment, or for obligations relating to representation at the meeting and voting on your behalf, in accordance with the instructions received from you;
- b) fulfilment of the obligations provided for by Law.

Legal basis for processing

Processing is based on the following legal bases:

- fulfilment of contractual obligations, i.e. arising from the assignment received by you;
- fulfilment of a legal obligation to which the Data Controller is subject, including towards the Issuer or supervisory authorities or bodies.

Source of personal data

Personal data is collected directly from you or from public or private archives.

Methods of data processing

Processing will involve the collection, registration, organization, structuring, storage, extraction, consultation, use, communication by transmission, diffusion or any other form of rendering available, comparison or interconnection, limitation, cancellation and destruction of data.

Processing operations can be carried out by the Data Controller and/or by the persons authorized by it, with or without the aid of electronic or automated means.

Personal data is processed in a lawful, correct and transparent manner, in the ways and for the purposes indicated above, as well as in compliance with legislation on privacy and professional confidentiality obligations.

Retention period

In compliance with the principles of legality, limitation of purpose and data minimisation, data will be retained for the completion period of the received assignment and, subsequently, for the period in which the Data Controller is obliged to retain the data for tax and administrative purposes or those otherwise provided by law.

Nature of data provision and consequences of refusal to provide data

In relation to the purposes referred to in point a) of the paragraph "Purpose of the processing", the provision of data is not mandatory, but is strictly necessary for the purpose of carrying out the received assignment. Any refusal to provide such data would make it impossible for the Data Controller – as Appointed Representative – to carry out the received assignment and legal obligations. The related processing does not require your consent.

In relation to the purposes referred to in point b), the provision of data is mandatory. Failure to provide such data would make it impossible for the Data Controller - as Appointed Representative - to carry out the received assignment and legal obligations. The related processing does not require your consent.

Communication and disclosure of personal data

The data will be made accessible for the purposes mentioned above, before, during and after the Issuer's Annual General Meeting.

The Data Controller's employees and collaborators may become aware of the data, where specifically authorized to process it, as may the Issuer in relation to its legal obligations, including the drafting of the Shareholders' Meeting minutes and the updating of the shareholders' register.

Such data may be communicated to all public and private subjects to whom communication is necessary to fulfil a legal obligation, or on the basis of provisions issued by authorities legitimated by law or by supervisory and control bodies, as well as for purposes strictly connected and instrumental to the execution of the received assignment in relation to representation at the meeting and the casting of votes.

Transfer of data abroad

Data may be transferred to EU countries or to third countries for the purposes of the processing.

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Rights of Data Subjects

You have the right to request from the Data Controller, at any time:

- Confirmation that personal data concerning you is being processed or not and, in where it is, to obtain access to the following information: (i) processing purposes, (ii) categories of processed data, (iii) recipients or categories of recipients to whom the data has been or will be communicated, in particular, recipients from third countries or international organisations, (iv) where possible, the expected personal data retention period, or, where not possible, the criteria used to determine this period, (v) existence of an automated decision-making process, including profiling, the logic used, the importance and expected consequences of such processing (right to access);
- The correction of inaccurate personal data, or the integration of incomplete data (right to rectification);
- The erasure of personal data in the event of (i) opposition to the processing in the absence of any other prevailing legitimate reason for us to proceed with the processing itself; (ii) unlawful processing; (iii) fulfilment of a legal obligation; except in the event that the processing is necessary for the exercise of the right to freedom of expression and information, for the fulfilment of a legal obligation, for reasons of public health interest, for statistical purposes, for storage in the public interest, scientific or historical research or, for the assessment, exercise or defence of a right in court. You also have the right to request data be anonymised or blocked where processed in breach of the law (right to be forgotten);
- The restriction of personal data processing in the event of (i) disputing its accuracy for the period necessary for us to verify its accuracy; (ii) unlawful processing following the request of the data subject to restrict the processing of data not already erased; (iii) the data subject's need for the personal data for to ascertain, exercise or defend a right in court; (iv) opposition to processing pending verification of the possible prevalence of our legitimate reasons over yours (right to restrict processing).

Furthermore, you have the right to make a complaint to the competent supervisory authority (in Italy, the Italian Data Protection Authority) if you believe that processing violates privacy legislation.

To exercise your rights or for more information, you can email mail@trevisanlaw.it.

Place/date* _____, _____

Signature* _____

REFERENCE REGULATIONS

Italian Legislative Decree no. 58 of 24 February 1998

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one-fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with Article 125-bis, subsection 3 or Article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of Article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to Article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with Article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with Article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to Article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by Article 125-ter, subsection 1.

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.

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3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies
(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Decree-Law No. 18 of March 17, 2020, converted with amendments into Law No. 27 of April 24, 2020
(as last extended by Article 11, paragraph 2, of Law No. 15 of February 21, 2025)

Article 106 (Rules on the conduct of meetings of companies and entities)

[...]

4. Companies with listed shares may designate for ordinary or extraordinary general meetings the representative provided for in Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even where the bylaws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998; the aforementioned Appointed Representative may also be granted proxies or sub-delegates pursuant to Article 135-novies of Legislative Decree No. 58 of February 24, 1998, as an exception to Article 135-undecies, paragraph 4, of the same decree. [...]
7. The provisions of this article shall apply to meetings held by December 31, 2025. [...]