MEDIOBANCA

REGULATIONS REQUIRED PURSUANT TO ARTICLE 125-*BIS*.1 OF THE ITALIAN FINANCE ACT

ADOPTED BY THE BOARD OF DIRECTORS AT A MEETING HELD ON 6 AUGUST 2026

ISSUER NAME:

MEDIOBANCA S.P.A. – BANCA DI CREDITO FINANZIARIO

WEBSITE:

WWW.MEDIOBANCA.COM

Article 1 – Object and scope of application

The Board of Directors of Mediobanca S.p.A. ("Mediobanca", or the "Bank") approves, when each Annual General Meeting is called and having due regard to criteria of efficiency and transparency, the methods by which the same Annual General Meeting will be held, which shall be one of the two following methods:

(i) In a physical location, with the direct participation of those entitled by law to attend;
(ii) In a physical location, with the sole attendance of the Appointed Representative in accordance with the provisions governed by law;
(iii) By remote communication methods, with the sole attendance of the Appointed Representative in accordance with the provisions governed by law.

These Regulations refer to Annual General Meetings that are called by the methods referred to under the foregoing points (ii) and (iii), with the proviso that instructions which simply reproduce the general rules applicable by law or regulations may in any case be applied to any Annual General Meeting.

In order to ensure that proceedings at Annual General Meetings are conducted smoothly, for all matters not expressly provided for by law, the Articles of Association or these Regulations, the Chairman of the meeting shall be responsible, adopting the measures and solutions considered most appropriate in the exercise of his powers.

Shareholders in Annual General Meeting are responsible for adopting resolutions by the methods and on the subjects provided by the regulations in force and by the company's Articles of Association.

Article 2 – Methods by which AGM is conducted and means of communication

At Annual General Meetings conducted exclusively through the Appointed Representative and wholly or partly via remote communication methods, the Company makes available a technology platform that guarantees:

- The identification of participants;
- The orderly and transparent exercise of shareholders' rights, through the sole Appointed Representative, in particular the possibility for the latter to intervene in real time and to participate in the voting on the items on the agenda.

The specific techniques by which the electronic platform can be accessed and for participating in the Annual General Meeting are notified to shareholders by the methods and within the terms set forth in the notice of meeting.

Article 3 – Safeguarding clause for minority shareholders

If the notice of meeting provides that the Annual General Meeting will take place exclusively by the methods referred to under the foregoing Article 1, points (ii) and (iii) of these Regulations, shareholders representing, including jointly, one-twentieth of the share capital with voting rights for the items on the agenda, may, in any case request, within 5 days of the notice of meeting for the Annual General Meeting being published, that the said meeting take place in a physical location without the sole attendance of the Appointed Representative. Notice of the exercise of such right is provided within three days by means of an addendum to the notice of meeting pursuant to Article 125-*bis*.

In the event that, at the request of shareholders submitted pursuant to Article 125-*bis*. 1, paragraph 5 of the Italian Finance Act or approved by the Board of Directors, the meeting takes place in a physical location or entails participation through remote communication methods, participation in the discussions at the meeting is subject to each shareholder owning at least 0.5 percent of the share capital.

Article 4 – Questions prior to AGM

Pursuant to Article 127-*ter*, paragraph 3-*bis* of the Italian Finance Act, in cases where the method for conducting the Annual General Meeting is as provided for under Article 1, points (ii) and (iii) of these Regulations, the right to ask questions may only be exercised prior to the meeting itself. The notice of meeting shall include an indication of the deadline, which shall be no later than the date stipulated in Article 83-*sexies*, paragraph 2 of the Italian Finance Act, by which questions must be received by the Company. The Bank shall provide answers to the questions it receives by at least three days prior to the Annual General Meeting.

The Bank assesses the relevance of the questions to the items on the agenda in accordance with the principles of proper conduct and transparency, taking into consideration among other things whether or not information subject to data privacy regulations is involved, or whether there are confidentiality regulations or clauses. The Bank may provide a single response to different questions with the same content and/or the same subject; in formulating its responses the Bank may, where necessary, make reference to its Annual Report or to press releases or other documentation that has been published.

The responses supplied by the Bank are published, together with the questions in full, on the Bank's website. The minutes of the Annual General Meeting will provide an account of the questions received and the answers provided, including by reference to documentation published on the Company's website.

Those entitled to participate in the Annual General Meeting via the Appointed Representative may send voting instructions, if any, by the same methods and within the same deadline set for the questions. Notice of any voting instructions will be provided in the Annual General Meeting.

Article 5 – Approval and amendments to the Regulations

These Regulations, required pursuant to Article 125 *bis*.1 of the Italian Finance Act, are approved by the Board of Directors, with the independent Directors voting in favour unanimously, and are published on the Bank's website. Reference to these Regulations shall be made in the notice of meeting for the Annual General Meeting.

Any amendments or updates must be approved by the means specifically provided for by Article 125-*bis*.1 of the Italian Finance Act, without prejudice to any adaptation due automatically as a result of changes in binding regulations.

MEDIOBANCA

Regulatory Framework

Article 125-bis.1 - Methods by which AGMs are conducted

1. The Articles of Association may stipulate the exclusive method by which the meeting may be conducted, without prejudice to the provisions of paragraphs no. 5 and 7 hereunder.

2. If the Articles of Association do not expressly stipulate the exclusive method by which the meeting is to be conducted as per point no. 1 above, the management body, having due regard to criteria of efficiency and transparency, shall decide the method by which the meeting is to be conducted. The management body may decide, with a majority of the independent directors voting in favour, or with the supervisory body's approval, that the Annual General Meeting will take place exclusively via remote communication methods or that participation in the meeting and exercise of voting rights shall be exclusively via the company's representative appointed pursuant to Article 135-undecies, to which proxies and sub-proxies may be delegated in accordance with Article 135-novies, in derogation of Article 135-undecies, paragraph 6. Provision may also be made for votes to be cast by correspondence or electronically as permitted by Article 2370, paragraph 4, of the Italian Civil Code.

3. To avail itself of the right pursuant to paragraph 2, second sentence, the management body approves regulations, with a majority of the independent directors voting in favour, or with the supervisory body's approval, to be published on the issuer's website and referred to in the notice of meeting issued in accordance with Article 125-bis, to establish the terms, conditions and methods by which the shareholder can participate in the annual general meetings referred to in paragraph 2 which in any case must be suitable to ensure adequate protections and guarantees for the orderly and transparent exercise of shareholders' rights granted by law.

4. The Articles of Association or alternatively the regulations referred to in paragraph 3 above may also set, in the event of meetings that take place in a physical or location or via remote communication methods, an individual shareholding percentage not to exceed 0.5 thousandths of the share capital, based on the shares held at the end of the day referred to in Article 83-sexies, paragraph 2, to which participation in the discussions at the meeting is subject. The foregoing is without prejudice to the right to submit proposed resolutions pursuant to Article 126-bis and to ask questions prior to the annual general meeting pursuant to Article 127-ter. Notice of the limit referred to in the first sentence is provided in the notice of meeting.

5. In cases where the Articles of Association or resolution adopted by the management body referred to in paragraph 2 stipulate that the annual general meeting shall be conducted exclusively via remote communication methods or through the representative appointed by the company, shareholders representing, including jointly, one-twentieth of the share capital with voting rights for items on the agenda, or such lower percentage as is stated by the Articles, may nonetheless request, within the term of five days from publication of the notice of meeting, that the annual general meeting be conducted as a meeting to be held in a physical location, without exclusive recourse to the appointed representatives and remote communication methods, without prejudice to the provisions of paragraph 4 above. Notice of the right referred to in the first sentence is provided within three days by means of an addendum made to the notice of meeting pursuant to Article 125-bis.