

SUB-PROXY FORM
(part 1 of 2)

With reference to the Annual General Meeting of shareholders in Mediobanca (the "Company"), to be held at 9.30 a.m. on 14 April 2026 in a single session, by the means and under the terms set forth in the meeting notice published on the Company's website at www.mediobanca.com on 5 March 2026 and, in excerpts, published in *Il Corriere della Sera* on 6 March 2026, having read the documentation made available by the Company(§) with this form:

The undersigned (<i>party signing the sub-proxy</i>):	Name (*)	Surname (*)
Born in (*)	On (*)	Tax identification code or other identification if non-Italian (*)
Resident in (*)	Address (*)	
Phone no. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)
in my capacity as party delegated to vote by no. (*) _____ holders of voting rights, as per the copy of the voting proxies issued and attached hereto		
in respect of (*) ISIN IT0000062957	shares in Mediobanca S.p.A.	
in respect of (*) ISIN IT0005570848	shares in Mediobanca S.p.A.	

HEREBY SUB-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, on 4 June 1989 (tax identification code no. CRTRFL89H44A669V), 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), or by Ms Denise Di Candia, born in Monza (Milan province) on 6 June 2001 (tax identification code

DCNDNS01H46F704J), all domiciled for the purposes hereof in Viale Majno 45, 20122 Milan, Italy, to attend and vote at the aforementioned ordinary Annual General Meeting, as per the following voting instructions.

Further **DECLARES** that voting rights will be exercised by the sub-delegate in accordance with specific voting instructions given by the undersigned sub-delegating party.

Place/date * _____, _____

Signature _____

By signing this sub-proxy, the undersigned undertakes to notify the same sub-proxy by sending the original or a copy of the original, thereby certifying, as of now, the conformity of the document that will be notified to the Company with the original and the identity of his own delegating parties.

Place/date * _____, _____

Signature _____

(§) Mediobanca S.p.A. shall process the personal data of the data subjects in accordance with the provisions of the information notice published on the Bank's website at www.mediobanca.com (in the section entitled Governance/General Meeting/General Meeting 2026).

(*) Mandatory.

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

VOTING INSTRUCTIONS**(part 2 of 2)***(intended for the Appointed Representative only - Tick the relevant boxes)*The undersigned (1)
(name/personal details)

hereby delegates the Appointed Representative to vote in accordance with the following voting instructions at the Ordinary Annual General Meeting of Mediobanca S.p.A. to be held on 14 April 2026 in a single session:

O.1. Financial statements as at 31 December 2025, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:**a. Approval of financial statements for the period ended 31 December 2025;** **In favour** **Against** **Abstain***In the event of unforeseen or unknown circumstances, or in the event of changes or additions to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, the undersigned* **Confirms their instructions****Amends their instructions (please express preference)** **In favour of:** _____ **Against** **Revokes their instructions** **Abstain****O.1. Financial statements as at 31 December 2025, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:****b. Allocation of profit for the year and distribution of dividend;** **In favour** **Against** **Abstain***In the event of unforeseen or unknown circumstances, or in the event of changes or additions to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, the undersigned* **Confirms their instructions****Amends their instructions (please express preference)** **In favour of:** _____ **Against** **Revokes their instructions** **Abstain**

**O.1. Financial statements as at 31 December 2025, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:
c. One-off payment required under Article 1, paragraphs 68-73, of the 2026 Italian budget law regarding the release of the unavailable reserve instituted pursuant to Article 26 of Italian Decree Law no. 104 of 10 August 2023; related resolutions.**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unforeseen or unknown circumstances, or in the event of changes or additions to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, the undersigned

<input type="checkbox"/> Confirms their instructions	Amends their instructions (please express preference) <input type="checkbox"/> In favour of: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> Revokes their instructions	

O.2. Addition to the Board of Directors through appointment of a new member; related resolutions .

<input type="checkbox"/> In favour of the proposal submitted by _____	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unforeseen or unknown circumstances, or in the event of changes or additions to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, the undersigned

<input type="checkbox"/> Confirms their instructions	Amends their instructions (please express preference) <input type="checkbox"/> In favour of: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> Revokes their instructions	

**O.3. Appointment of Statutory Audit Committee for 2026-28 three-year period:
a. Appointment of Statutory Auditors and Committee Chair;**

<input type="checkbox"/> In favour of List no. ___ and/or submitted by _____	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unforeseen or unknown circumstances, or in the event of changes or additions to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, the undersigned

<input type="checkbox"/> Confirms their instructions	Amends their instructions (please express preference) <input type="checkbox"/> In favour of List no. ___ and/or submitted by _____	
<input type="checkbox"/> Revokes their instructions	<input type="checkbox"/> Against <input type="checkbox"/> Abstain	
O.3. Appointment of Statutory Audit Committee for 2026-28 three-year period: b. Establishment of their annual remuneration.		
<input type="checkbox"/> In favour of proposal submitted by _____	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
<i>In the event of unforeseen or unknown circumstances, or in the event of changes or additions to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, the undersigned</i>		
<input type="checkbox"/> Confirms their instructions	Amends their instructions (please express preference) <input type="checkbox"/> In favour of: _____	
<input type="checkbox"/> Revokes their instructions	<input type="checkbox"/> Against <input type="checkbox"/> Abstain	
O.4. Remuneration: a. Remuneration Policy and Report: Section I – Remuneration Policy FY 2026 of Mediobanca and its subsidiaries.		
<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
<i>In the event of unforeseen or unknown circumstances, or in the event of changes or additions to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, the undersigned</i>		
<input type="checkbox"/> Confirms their instructions	Amends their instructions (please express preference) <input type="checkbox"/> In favour of: _____	
<input type="checkbox"/> Revokes their instructions	<input type="checkbox"/> Against <input type="checkbox"/> Abstain	
O.4. Remuneration: b. Remuneration Policy and Report: resolution not binding on Section II – Remuneration Report FY 2025.		
<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

In the event of unforeseen or unknown circumstances, or in the event of changes or additions to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, the undersigned

<input type="checkbox"/> Confirms their instructions	Amends their instructions (please express preference) <input type="checkbox"/> In favour of: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> Revokes their instructions	

**O.4. Remuneration:
c. 2026 incentivization scheme based on financial instruments – Annual performance share scheme**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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In the event of unforeseen or unknown circumstances, or in the event of changes or additions to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, the undersigned

<input type="checkbox"/> Confirms their instructions	Amends their instructions (please express preference) <input type="checkbox"/> In favour of: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain
<input type="checkbox"/> Revokes their instructions	

Place/Date* ,

Signature*

DIRECTORS' LIABILITY ACTION

In the event of a vote on a liability action against the Directors pursuant to Article 2393, paragraph 2, of the Italian Civil Code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned hereby appoints the Appointed Representative to vote as follows:

IN FAVOUR

AGAINST

ABSTAIN

Place/date* ,

Signature*

INSTRUCTIONS FOR COMPLETING AND SENDING VOTING SUB-PROXY FOR REPRESENTATION AT THE ORDINARY ANNUAL GENERAL MEETING

The entitled party must request the depositary intermediary to issue the notification for the attendance at the ordinary Annual General Meeting referred to Article 83-sexies of Italian Legislative Decree no. 58/1998)

- The sub-proxy must be dated and signed by the sub-delegating party.
- Representation may be conferred only for single meetings, with effect also for subsequent sessions.
- In cases where shares are co-owned, the sub-proxy must always be issued with the signature of all the co-owners.

(1) Enter the name and surname of the signatory of the sub-proxy form and the voting instructions.

INSTRUCTIONS FOR SENDING

The sub-proxy form and voting instructions must be received by the Appointed Representative by 12.00 noon on 13 April 2026, together with:

- A copy of a valid identity document for the sub-delegating partying party, or
- If the sub-delegating party is a legal entity, a copy of a valid identity document of the legal representative at the time or other person with appropriate powers, along with documentation proving status and powers,
- Copy of the proxies of each delegating Shareholder and subject to sub-delegation,
- Copy of the identity card or equivalent document of each delegating Shareholder, or
- If the delegating Shareholder is a legal entity, a copy of a valid identity document of the legal representative at the time or other person with appropriate powers, along with documentation proving status and powers

to Studio Legale Trevisan & Associati, by post, to the following address: Viale Majno 45, 20122 Milan, Italy; or by certified email to, rappresentante-designato@pec.it, or by ordinary email to: rappresentante-designato@trevisanlaw.it (Subject: "Proxy, MEDIOBANCA ANNUAL GENERAL MEETING 2026").

Sub-proxies pursuant to Article 135-novies of Italian Legislative Decree 58/98 and the related voting instructions may be revoked at any time within the aforementioned deadline and, in any case, before the start of the Annual General Meeting.

N.B. If any clarification is required on issuing the sub-proxy (and in particular on how to fill in the proxy form and voting instructions and their transmission), persons entitled to attend the Annual 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 Representative Appointed 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 data processing

The 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 ground for data processing

Processing is based on the following legal grounds:

- 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.

Sources of personal data

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

Methods of personal 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 minimization, 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 authorised to process it, as may the Issuer in relation to its legal obligations, including the drafting of the minutes of the Annual General Meeting 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 outside of Italy

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

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*