



DECLARATION OF AGREEMENT TO STAND AS CANDIDATE FOR APPOINTMENT TO THE BOARD OF DIRECTORS

The undersigned _____,

Born at _____ on _____, candidate for appointment to the Board of Directors of Mediobanca S.p.A. by shareholders in the ordinary Annual General Meeting to be held in a single session on 14 April 2026, as required by the regulations in force

HEREBY DECLARES THAT:

- She agrees to stand as a candidate and to serve as director of Mediobanca S.p.A., and accordingly, under her own responsibility and to every legal effect,

STATES THAT

- There are no grounds under the regulations in force and under the Articles of Association for her being ineligible, disqualified or suspended from or otherwise incompatible¹ with holding the post of Director of Mediobanca S.p.A.;

AND FURTHER DECLARES THAT

- a. She is in possession of the suitability requirements specified by the regulations in force² and the Articles of Association³ in relation to the position of Director of Mediobanca S.p.A.;
- b. She is in possession of the professional qualifications and competences required for directors of banks set by Italian Ministerial Decree no. 169/2020. With reference specifically to the professional qualifications, she has exercised one or other of the following activities for a period of at least three years in the last twenty years:
 - Management, control, or other leadership activities in the credit, financial, investment or insurance sectors;
 - Management, control, or other leadership activities for listed companies or for companies of a size and complexity greater than or comparable to (in terms of revenues, nature and complexity of organization or activities performed) those of Mediobanca;
 - Professional activities in areas pertaining to the credit, financial, investment or insurance sectors or otherwise functional to the bank's activities; such professional activities must reflect adequate levels of complexity, including with reference to the recipients of the services provided, and must be performed on an ongoing and significant basis in the sectors referred to above;
 - University teaching activities, as associate or full professor, in legal or economic disciplines or in other subjects in any case involving the activities of the credit, financial, investment or insurance sectors;
 - Management or leadership duties, whatever name they go by, for public entities or the public administration, involving the credit, financial, investment or insurance sectors, and

¹ With reference in particular to the conditions establishing ineligibility and disqualification from office laid down by Italian Ministerial Decree No. 169 of 23 November 2020 and by Article 2382 of the Italian Civil Code and the restrictions on holding the office of Director in an EU member state pursuant to Article 2383 of the Italian Civil Code.

² With reference in particular to: Article 26 of Italian Legislative Decree no. 385 of 1 September 1993, Italian Ministerial Decree No. 169 of 23 November 2020 on the requirements and criteria for suitability to hold the position of bank company representatives; EBA/ESMA joint guidelines on the assessment of the suitability of members of the management body and key function holders, updated on 2 July 2021, in implementation of the principles established by Directive 2013/36/EU (the "EBA/ESMA Guidelines"), and the ECB Guide to Fit and Proper Assessments; Articles 2382 and 2387 of the Italian Civil Code, Article 148, paragraph 3, of Italian Legislative Decree 58/98 (the "Italian Finance Act"), as referred to in Article 147-ter and Article 147-quinquies of Italian Ministerial Decree no. 162 of 30 March 2000.

³ Article 15 of the Articles of Association.



provided that the entity for which the Director performed such duties is comparable in size and complexity to those of the bank in which the position is to be held;

- She possesses competences in the following areas (please indicate the area and level of competence by checking the relevant boxes):

Area	Level of competence	
	Basic/ good	High/ very high
1. Knowledge, including strategic, of the banking businesses in which Mediobanca and its subsidiaries operate: Corporate Investment Banking, Wealth Management, Consumer Finance		
2. Risk governance (including environmental risks)		
3. Internal control systems compliance, AML and internal audit		
4. Banking governance		
5. Planning, including in terms of strategic allocation of regulatory and economic capital and risk measurement		
6. Managerial capabilities and entrepreneurial experience		
7. Bank accounting and reporting		
8. Legal and regulatory competences		
9. Macroeconomics/international economics		
10. Sustainability issues		
11. Information technology and security		
12. HR, remuneration systems and policies		

For areas in which competences/experience/knowledge has been classified as "High" or "Very high", please state: the activity performed or the position held, the entity concerned, and the reference period.

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- d. She is in possession of the fit and proper person requirements and meets the proper conduct criteria and good reputation requirements for representatives of banks laid down by Italian Ministerial Decree No. 169 of 23 November 2020, Article 2 of Italian Ministerial Decree No. 162/2000, the ECB Guide and the EBA/ESMA Guidelines, including with reference to cases governed in whole or in part by non-Italian law;

- e. She qualifies She does not qualify

as independent based on the definition provided in Article 13 of Italian Ministerial Decree No. 169/2020 as supplemented by Article 19 of the Articles of Association;⁴

⁴ Individual requirements in terms of independence (pursuant to Italian Ministerial Decree no. 169/2020 as amended by Article 19 of the Articles of Association):



- f. She qualifies She does not qualify
- as independent based on the definition provided in Article 148, paragraph 3, of Italian Legislative Decree no. 58/1998:
- g. She is in possession of the requirements in terms of independence of judgement provided by Article 15 of Italian Ministerial Decree no. 169/2020, and the EBA/ESMA Guidelines and the ECB Guide;
- h. She is not in any of the situations contemplated under Article 2390 of the Italian Civil Code (being a partner with unlimited liability or director or general manager of companies in competition with Mediobanca S.p.A., or exercising on a proprietary basis or on behalf of third parties, activities which are in competition with those performed by Mediobanca S.p.A.);
- i. She does not hold positions in competing companies or groups of competing companies as defined by Article 36 of Italian Decree Law 201/11, subsequently converted into Italian Law 214/11, operating in the credit, insurance and/or financial market;
- or
- She holds positions in competing companies or groups of competing companies as defined by Article of Italian Decree Law 201/2011, subsequently converted into Italian Law 214/2011, operating in the credit, insurance and/or financial market, undertaking henceforth to resign from any positions that are incompatible with that of Statutory

A non-executive Director of the Bank is considered to be independent if none of the following situations applies to them:

- a) They are the spouse not legally separated, joined in civil union or de facto cohabitation, relative or kin up to the fourth degree, of: i) the Chairperson of the Board of Directors, the management body in its management or supervisory function, and of representatives with executive duties in the Bank; ii) the heads of the Bank's main units; iii) persons in the situations listed under the following letters;
- b) They are an investor in the Bank (direct or indirect investment, including through subsidiaries, fiduciary companies or other persons, equal to at least 3% of the share capital);
- c) They hold, or have held in the last three years, for an investor in the Bank or legal entities controlled by it, positions as Chairperson of the Board of Directors, management body in its management function or supervisory function, or as representative with executive duties, or has held, for more than nine years out of the last twelve, positions as member of the Board of Directors, management body in its management function or supervisory function, or senior management, of an investor in the Bank or legal entities controlled by it;
- d) They have held in the past three years a position in the Bank and in one of its Group Legal Entities with strategic significance as representative with executive duties;
- e) They serve as independent Director of another bank forming part of the same Group, save in cases where one bank is 100%-owned by another, directly or indirectly;
- f) They have served, for more than nine out of the last twelve years (including not consecutively), as member of the Board of Directors, management body in its management or supervisory function, and/or senior management of the Bank;
- g) They are representatives with executive duties of a company in which a representative with executive duties for the Bank holds the position of Director or member of the management body;
- h) They entertain, directly or indirectly, or have entertained in the three years prior to accepting the position, freelance or paid employment or other relations of a financial, wealth-related or professional nature, including on a non-continuous basis, with the Bank or its representatives with executive duties or the persons that chair them or senior management, with the legal entities controlled by the Bank or its representatives with executive duties or the persons that chair them or senior management, or with an investor in the bank or their representatives with executive duties or the persons that chair them or senior management, of a kind that would compromise their independence;
- i) They hold, or have held in the last two years, one or more of the following positions:
- 1) Member of the Italian and/or European Parliament, government, or the European Commission;
 - 2) City or regional/provincial/municipal councillor or representative; president of regional or provincial commission; mayor; president or member of district council; chair or director of consortia between local entities; chair or member of boards or commissions of groups of municipalities; director or chair of special companies or institutions referred to in Article 114 of Italian Legislative Decree 267/00; mayor or councillor of metropolitan cities; president or member of governing bodies of mountain or island communities, in cases where there is sufficient overlap between the territory covered by the entity concerned and the geographical footprint of the bank/banking group to compromise their independence;
- j) Shareholder or director of a company or entity forming part of the network headed up by the audit firm responsible for auditing the bank's financial statements.



Auditor of Mediobanca, if appointed by the company's shareholders at the aforementioned Annual General Meeting;

- l. She does not hold She has held
in the past six months, the position of Executive Director or senior management member of companies forming part of banking groups;
- m. She is not She is
directly or indirectly via fiduciary companies, subsidiaries or other proxies, a significant shareholder, i.e. with an interest of more than 3%;
- n. She is aware of the time commitment estimated by Mediobanca to be able to perform the duties required of them effectively, in view of the quality of the commitment required and the duties to be performed on behalf of the Bank;
- o. She complies with the limit on the number of directorships provided by Article 17 of Italian Ministerial Decree no. 169/2020;
- p. No grounds exist that would disqualify or otherwise cause her to be suspended or barred from office provided for in Article 67, or any situations related to mafia infiltration provided for by Article 84, paragraphs 4 and 4-bis, of the Anti-Mafia Code;
- q. She is she is not
currently a public official pursuant to and within the meaning of Italian Legislative Decree No. 165/2001 as amended and so benefits from the exemptions for purposes of serving as Director, or has applied to the public administration for prior authorization to serve in such a capacity;
- r. She has familiarized herself with the information on use of her personal data by Mediobanca, furnished to her in accordance with the provisions of Articles 13 and 14 of Regulation (EU) 2016/679, and hereby authorizes the publication of this declaration and all other attached documentation via the means stipulated by the applicable regulations.

The undersigned further undertakes to produce, if requested, any documents required in order to attest to the veracity of all statements made herein, and to notify Mediobanca of any facts which would alter the content of the statement thus made.

Place and data

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(Signature) _____

Annexes

CV

List of positions held at the date on which the declaration is made



Information notice pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 and the existing national regulations on the protection of personal data

Pursuant to Regulation (EU) 2016/679 (the "GDPR Regulation", or the "GDPR") and the existing national regulations on personal data protection (jointly with the GDPR, the "Privacy Regulations"), Mediobanca – Banca di Credito Finanziario S.p.A., with registered office in Piazzetta Enrico Cuccia 1, Milan, Italy (the "Bank", or the "Controller"), in its capacity as data controller, is bound to provide disclosure on its use of personal data.

a) Purposes of the processing and why your personal data is required.

All personal data is processed and collected, in compliance with the provisions of the law and obligations to confidentiality, in order to ensure that the general meeting is regularly constituted, to ascertain the identity of the parties concerned and establish the legitimacy of their participation, and to meet any additional statutory obligations and formalities with respect to the meeting. The provision of such data for these purposes is **mandatory**. Failure to provide such data shall result in not being admitted to participate in the meeting. The legal ground for the data processing is compliance with the legal obligations to which the Bank is subject.

b) Legal ground

The legal ground is compliance with the law (in particular Articles 2370ff of the Italian Civil Code) and the obligations deriving from and/or relating to it.

c) Means of processing

Your personal data, or the personal data referring to third parties (such as proxies or their replacements) provided by you (the "Personal Data"), shall be processed in accordance with the Data Privacy Regulations, using paper-based, IT or electronic tools, based on criteria which are strictly related to the purposes described, and without prejudice to the foregoing, by methods which are suitable to ensure the security and confidentiality of the data as required by the Data Privacy Regulations.

In the course of the general meeting, data is also processed by means of an audio/video recording system for the sole purpose of facilitating the preparation of the minutes of the meeting itself.

d) Data categories processed

For the purposes described above, the Bank processes your Personal Data, including (but not limited to) your name, surname, address, date of birth, ID card and tax registration number.

e) Disclosure and transmission of data

To pursue the purposes described under the foregoing letter a), your Personal Data will be known by those of the Bank's employees who operate as persons appointed and/or authorized to process Personal Data.

Your Personal Data may also be disclosed to:

a) The required parties, in order to meet the obligations incumbent on the Bank under legal and/or regulatory requirements and/or otherwise deriving from EU regulations (in view of the fact that the Bank is a listed company on a regulated market and hence subject to additional disclosure requirements).

b) The persons appointed and/or authorized to process Personal Data employed in the Corporate Affairs area, and the Bank's management and supervisory bodies;

c) The persons appointed and/or authorized to process Personal Data employed by Spafid S.p.A., the company operating as Processor of the data.

f) Data retention

All Personal Data shall be retained, together with the documents produced in the general meeting, by the Bank for the purpose of documenting the events to be recorded in the minutes. In accordance with the principles of proportionality and necessity, Personal Data shall be stored in a form that allows the Data Subject to be identified for a period of time not exceeding the purposes for which the data are being processed. The audio/video recordings referred to above shall be destroyed once the minutes of the meeting have been completed.

g) Rights of data subjects

The parties to which the Personal Data refers are entitled at any time to obtain confirmation of the existence or otherwise of such data and to know its content and origin, to check its accuracy or ask for it to be supplemented, updated or rectified (cf. Articles 15 and 16 of the GDPR).

Data Subjects are also entitled to request that their data be erased, its processing limited, to request data portability and make complaints to the regulatory authority or oppose the processing of their data for legitimate reasons (cf. Articles 17ff of the GDPR).

Such rights may be exercised by sending notice in writing to the following email address: privacy@mediobanca.com.

The Data Controller, *inter alia* through the appointed units, shall take steps to deal with your request and provide you with information regarding the action taken in response to your request without undue delay.

h) Data Controller and Data Protection Officer

The Controller for the data processing is Mediobanca – Banca di Credito Finanziario S.p.A., with registered office in Piazzetta Enrico Cuccia 1, Milan, Italy.

Mediobanca has appointed a Data Protection Officer who may be contacted at the following email addresses: DPO.mediobanca@mediobanca.com and dpomediobanca@pec.mediobanca.com.