

**MEDIOBANCA BANCA DI CREDITO FINANZIARIO S.p.A.**

PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "**Monte Titoli**"), acting in the capacity of "**Designated Representative**", pursuant to Article 135-undecies of Legislative Decree 58/1998, of MEDIOBANCA BANCA DI CREDITO FINANZIARIO S.p.A. (hereinafter the "**Company**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Ordinary and Extraordinary General Meeting of MEDIOBANCA BANCA DI CREDITO FINANZIARIO S.p.A. to be held in a single session starting at 6.00 p.m. on 29 October 2026, in Milano – Piazzetta E. Cuccia 1, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.mediobanca.com](http://www.mediobanca.com) (section Governance/General Meetings/General Meeting 29 October 2026) on 29 September 2026, and, in abridged form, in the Italian daily newspaper Corriere della Sera on 29 September 2026.

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 27 October 2026). The proxies and voting instructions may be revoked within the same deadline.**

**Declaration of the Designated Representative:** Monte Titoli declares that it has no personal interest in the proposed resolutions being voted upon. However, taking into account the existing contractual relationships between Monte Titoli and the Company relating, in particular, to technical assistance at the meeting and ancillary services, in order to avoid any subsequent disputes related to the supposed presence of circumstances suitable for determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, lett. f), of the TUF, Monte Titoli expressly declares that, should circumstances which are unknown at the time of issue of the proxy arise, which cannot be communicated to the delegating party, or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it does not intend to express a vote different from that indicated in the instructions.

**Please note: this proxy form may be subject to amendments. Shareholders are therefore kindly requested to verify on the Issuer's website whether any updated version has been made available.**

**PROXY FORM (Part 1 of 2)**

Complete with the information requested at the bottom of the form

**I, the undersigned** (*party signing the proxy*)

(Name and Surname) (\*)

|                                                            |               |                                                                |
|------------------------------------------------------------|---------------|----------------------------------------------------------------|
| Born in (*)                                                | On (*)        | Tax identification code or other identification if foreign (*) |
| Resident in (*)                                            | Address (*)   |                                                                |
| Phone No. (**)                                             | Email (**)    |                                                                |
| Valid ID document (type) (*)<br>(to be enclosed as a copy) | Issued by (*) | No. (*)                                                        |

(\*) Mandatory. (\*\*) It is recommended to fill.  
MONTE TITOLI S.p.A.

**MEDIOBANCA BANCA DI CREDITO FINANZIARIO S.p.A.**

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in quality of (tick the box that interests you) (\*)

☐ shareholder with the right to vote

OR IF DIFFERENT FROM THE SHARE HOLDER

☐ legal representative or subject with subject with power of sub-delegation (copy of the documentation of the powers of representation to be enclosed)☐ pledge ☐ bearer ☐ usufructuary ☐ custodian ☐ manager ☐ other (specify) .....

(complete only if the shareholder is different from the proxy signatory)

Name Surname / Denomination (\*)

Born in (\*)

On (\*)

Tax identification code or other identification if foreign (\*)

Registered office / Resident in (\*)

**Related to**

|                                                                                                                                                                                                 |                                                                                                                                                                                                                                               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>No. (*)</b> _____ shares _____<br><i>e.g.: No. 3 ORDINARY shares IT0012345 (ISIN number)</i><br>(to be filled in with information regarding any further communications relating to deposits) | Registered in the securities account (1) n. _____ at the custodian _____ ABI _____<br>CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2)<br>No. _____ Supplied by the intermediary: _____ |
| <b>No. (*)</b> _____ shares _____                                                                                                                                                               | Registered in the securities account (1) n. _____ at the custodian _____ ABI _____<br>CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2)<br>No. _____ Supplied by the intermediary: _____ |
| <b>No. (*)</b> _____ shares _____                                                                                                                                                               | Registered in the securities account (1) n. _____ at the custodian _____ ABI _____<br>CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2)<br>No. _____ Supplied by the intermediary: _____ |

**DELEGATES MONTE TITOLI S.P.A. to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.****DECLARES**

- to be aware of the possibility that the proxy to the Designated Representative contains voting instructions even only on some of the proposed resolutions on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which they are you have given voting instructions and that you have requested the communication from the depositary intermediary for participation in the Shareholders' Meeting as indicated above;
- that there are no causes of incompatibility or suspension of the exercise of the right to vote.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.

(Place and Date) \*

(Signature) \*

## VOTING INSTRUCTIONS (Part 2 of 2)

intended for the Designated Representative only - Tick the relevant boxes

The undersigned signatory of the proxy (Personal details) (3)

(indicate the holder of the right to vote only if different -  
name and surname / denomination)

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary and Extraordinary General Meeting of MEDIOBANCA BANCA DI CREDITO FINANZIARIO S.p.A. to be held in a single session starting at 6.00 p.m. on 29 October 2026, in Milano – Piazzetta E. Cuccia 1.

## RESOLUTIONS SUBJECT TO VOTING

Please note that Shareholders can make additions to the Agenda and new proposals within the legal deadlines: Shareholders are invited to check updates of this form on the Issuer's website, in accordance with the provided resolutions.

### Ordinary business

| 1. Addition to the Board of Directors through the appointment of a new member; related resolutions.                                                                                                                                                |                                                                                   |                                                                                 |                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SECTION A</b><br>Vote for the proposal of the Board of Directors <span style="float: right;">Tick only one box:</span>                                                                                                                          | <div style="border: 1px solid black; padding: 5px; width: 100px;">In Favour</div> | <div style="border: 1px solid black; padding: 5px; width: 100px;">Against</div> | <div style="border: 1px solid black; padding: 5px; width: 100px;">Abstain</div>                                                                          |
| <b>SECTION B and C</b><br><i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i> | <input type="checkbox"/> confirms the instructions                                | <input type="checkbox"/> revokes the instructions                               | Modify the instructions:<br><input type="checkbox"/> In favour _____<br><input type="checkbox"/> Against _____<br><input type="checkbox"/> Abstain _____ |

### Extraordinary business

| 1. Merger by amalgamation of Mediobanca S.p.A. into Banca Monte dei Paschi di Siena S.p.A.; related resolutions.                                                                                                                                   |                                                                                   |                                                                                 |                                                                                                                                                          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SECTION A</b><br>Vote for the proposal of the Board of Directors <span style="float: right;">Tick only one box:</span>                                                                                                                          | <div style="border: 1px solid black; padding: 5px; width: 100px;">In Favour</div> | <div style="border: 1px solid black; padding: 5px; width: 100px;">Against</div> | <div style="border: 1px solid black; padding: 5px; width: 100px;">Abstain</div>                                                                          |
| <b>SECTION B and C</b><br><i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i> | <input type="checkbox"/> confirms the instructions                                | <input type="checkbox"/> revokes the instructions                               | Modify the instructions:<br><input type="checkbox"/> In favour _____<br><input type="checkbox"/> Against _____<br><input type="checkbox"/> Abstain _____ |



(Place and Date) \*

(Signature) \*

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998**

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Shareholders' Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
  - Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
  - With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choices is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Monte Titoli will abstain on these matters.

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- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers

by one or other of the following two methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for Mediobanca Shareholders' Meeting October 2026") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: RegisterServices Area of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Proxy for Mediobanca Shareholders' Meeting October 2026"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for Mediobanca Shareholders' Meeting October 2026")

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

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The Designated Representative's Privacy Notice is available on Monte Titoli's website at the following address: [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/corporate-data-and-legal-info).

**LEGAL REFERENCES****Legislative Decree no. 58/1998****Article 125-bis.1****(Methods for Holding Shareholders' Meetings)**

1. The by-laws may provide for the exclusive manner in which the shareholders' meeting may be held, without prejudice to the provisions of paragraphs 5 and 7.
2. Where the by-laws do not provide for the exclusive manner in which the shareholders' meeting may be held pursuant to paragraph 1, the administrative body shall determine the meeting arrangements, taking into account efficiency and transparency criteria. The administrative body may, with the favourable vote of the majority of the independent directors or with the approval of the supervisory board, provide that the shareholders' meeting be held exclusively through telecommunication means or that attendance at the meeting and the exercise of voting rights take place exclusively through the representative designated by the company pursuant to Article 135-undecies, to whom proxies or sub-proxies may be granted pursuant to Article 135-novies, by way of derogation from Article 135-undecies, paragraph 4. Voting by correspondence or electronic voting pursuant to Article 2370, fourth paragraph, of the Italian Civil Code may also be provided for.
3. In order to avail itself of the option referred to in paragraph 2, second sentence, the administrative body shall approve, with the favourable vote of the majority of the independent directors or with the approval of the supervisory board, rules of procedure to be published on the issuer's website and referred to in the notice of meeting pursuant to Article 125-bis. Such rules shall determine the conditions and procedures for shareholders' participation in the meetings referred to in paragraph 2 and shall, in any event, ensure adequate safeguards and protections for the orderly and transparent exercise of shareholders' rights provided by law.
4. The by-laws or, alternatively, the rules referred to in paragraph 3 may also establish, in the event of a physical meeting or participation by telecommunication means, an individual shareholding threshold, in any case not exceeding 0.5 per thousand of the share capital, calculated on the basis of the shares held at the end of the day referred to in Article 83-sexies, paragraph 2, as a condition for participation in the discussion during the meeting. The right to submit draft resolutions pursuant to Article 126-bis and to ask questions before the meeting pursuant to Article 127-ter shall remain unaffected. The application of such threshold shall be disclosed in the notice convening the shareholders' meeting.
5. Where the by-laws or the resolution of the administrative body referred to in paragraph 2 provide that the shareholders' meeting shall be held exclusively through telecommunication means or through the company-appointed designated representative, shareholders representing, individually or jointly, at least one-twentieth of the voting share capital with respect to the matters on the agenda, or such lower threshold as may be provided in the by-laws, may in any event request, within five days of publication of the notice convening the meeting, that the shareholders' meeting be held in physical form, without exclusive recourse to the designated representative or telecommunication means, without prejudice to paragraph 4. Notice of the exercise of this right shall be given within three days by means of a supplement to the notice referred to in Article 125-bis.
6. Paragraphs 1, 2, 3 and 5 shall also apply to companies whose shares are admitted to trading on a multilateral trading facility (MTF).
7. Paragraphs 1, 2 and 3 shall also apply to cooperative companies, including those whose shares are admitted to trading on a multilateral trading facility, without prejudice to the application of Articles 135 and 135-bis. Where the by-laws or the resolution referred to in paragraph 2 provide that the shareholders' meeting shall be held exclusively through telecommunication means or through the company-appointed designated representative, shareholders, in a number equal to at least one-fortieth of the members in cooperative companies with fewer than three thousand members, or the lower of one-fiftieth of the members and three hundred members in cooperative companies with more than three thousand members, may request, within seven days of publication of the notice convening the meeting, that the meeting be held physically, without exclusive recourse to the designated representative or telecommunication means. The by-laws may provide for a lower number of members. Notice of the exercise of such right shall be given within three days by means of a supplement to the notice referred to in Article 125-bis. Articles 2539, paragraph 1, of the Italian Civil Code and 150-bis, paragraph 2-bis, of the Italian Banking Act shall not apply to the representative designated exclusively by the company.

**Article 126-bis****(Supplementation of the Agenda and Submission of Additional Proposed Resolutions)**

1. Shareholders representing, individually or jointly, at least one-fortieth of the share capital may request an addition to the list of matters to be discussed within three days of publication of the notice convening the shareholders' meeting, or within two days in the event of a meeting convened pursuant to Article 125-bis, paragraph 3, or Article 104, paragraph 2, indicating in their request the additional matters proposed. For cooperative companies, the required share capital threshold shall be determined by the by-laws, including by way of derogation from Article 135.
2. Shareholders representing, individually or jointly, at least one-fortieth of the share capital may also submit draft resolutions on matters already on the agenda, as supplemented pursuant to paragraph 1, within ten days of publication of the notice convening the meeting, or within seven days in the cases provided for by law.
- 2-bis. Requests for additions to the agenda and draft resolutions on matters already on the agenda shall be submitted in writing, including by mail or electronic means, subject to any requirements strictly necessary to identify the requesting shareholders.
3. The agenda may not be supplemented with matters on which the shareholders' meeting must resolve, by law, upon proposal of the administrative body or on the basis of a draft or report prepared by it, other than those referred to in Article 125-ter, paragraph 1.
4. Shareholders requesting the supplementation of the agenda or submitting draft resolutions shall prepare a report setting out the reasons supporting their proposals. Such report shall be submitted to the administrative body within the applicable statutory deadline.
5. If the administrative body, or, in the event of its inaction, the board of statutory auditors, supervisory board or management control committee, fails to supplement the agenda with the matters or proposals submitted pursuant to paragraphs 1 and 2, the competent court, after hearing the members of the administrative and supervisory bodies, may order such supplementation by decree if the refusal is found to be unjustified.

**Article 135-decies****(Conflict of interest of the representative and substitutes)**

1. The granting of a proxy to a representative who has a conflict of interest shall be permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict and provided that specific voting instructions are given for each resolution in respect of which the representative is required to vote on behalf of the shareholder. The representative shall bear the burden of proving that such disclosure has been made. Article 1711, paragraph 2, of the Italian Civil Code shall not apply.
2. For the purposes of this Article, a conflict of interest shall in any event exist where the representative or substitute:
  - a) directly or jointly controls the company, is controlled by the company, or is under common control with the company;
  - b) is associated with the company or exercises significant influence over it, or vice versa;

- c) is a member of the administrative or supervisory body of the company or of the entities referred to in points (a) and (b);
  - d) is an employee or auditor of the company or of the entities referred to in point (a);
  - e) is the spouse or a relative by blood or marriage up to the fourth degree of the persons referred to in points (a) through (c);
  - f) has employment, professional or other financial relationships with the company or the entities referred to above that may compromise his or her independence.
3. The replacement of a representative with a substitute who has a conflict of interest shall be permitted only if the substitute has been designated by the shareholder. Paragraph 1 shall apply accordingly.
4. This Article shall also apply to the transfer of shares by proxy.

**Article 135-undecies  
(Company-Appointed Representative of Listed Companies)**

1. Unless otherwise provided in the by-laws, companies with listed shares shall appoint, for each shareholders' meeting, a person to whom shareholders may grant a proxy, together with voting instructions on all or some of the items on the agenda, no later than the end of the second trading day preceding the date scheduled for the meeting, including on subsequent calls. The proxy shall be effective only with respect to those proposals for which voting instructions have been provided.
2. The proxy shall be granted by signing a proxy form, the contents of which shall be governed by Consob regulations. Granting the proxy shall not entail any expense for the shareholder. The proxy and voting instructions may always be revoked within the deadline referred to in paragraph 1.
3. Shares for which a proxy, including a partial proxy, has been granted shall be counted for purposes of determining whether the shareholders' meeting has been duly constituted. With respect to proposals for which no voting instructions have been given, the related shares shall not be counted for purposes of calculating the majority or the share capital required for the approval of resolutions.
4. The designated representative shall disclose any interests that he or she may have, on his or her own behalf or on behalf of third parties, in relation to the proposed resolutions on the agenda. The designated representative shall also maintain confidentiality regarding the content of voting instructions received until voting begins, without prejudice to the possibility of disclosing such information to employees and assistants, who shall be subject to the same confidentiality obligation. No proxies may be granted to the designated representative except in accordance with this Article.
5. By means of the regulation referred to in paragraph 2, Consob may determine the circumstances in which a representative who is not in any of the situations referred to in Article 135-decies may cast a vote that differs from the voting instructions received.
- 5-bis. The by-laws of companies whose shares are traded on a multilateral trading facility and of cooperative companies may provide that attendance at ordinary and extraordinary shareholders' meetings may also take place through the designated representative referred to in this Article. Articles 125-bis, 126-bis and 127-ter shall apply, insofar as compatible, and, in the case of cooperative companies, Articles 135 and 135-bis shall also apply.

**Civil Code**

**Art. 2393 (Corporate Liability Action Against Directors)**

1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
4. The action must be started within five years from the termination of office of the director.
5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paragraph of art. 2393-bis.

*Unofficial English Translation - In case of any discrepancy between the Italian text and the English translation, the Italian version shall prevail.*