

**MEDIOBANCA S.p.A.**  
**SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION IN ORDINARY SHAREHOLDERS' MEETING**  
**pursuant to Article 135-novies of Italian Legislative Decree 58/98**

**SUB-PROXY FORM**  
**(PART 1 OF 2)**

With reference to the Ordinary Shareholders' Meeting of Mediobanca (the "Company"), to be held at 10.00 a.m. on 21 August 2025 in a single call, by the means and under the terms set forth in the meeting notice published on the Company's website at [www.mediobanca.com](http://www.mediobanca.com) on 6 August 2025 and, in excerpts, published in the newspapers "*Il Corriere della Sera*" and "*Il Sole 24 Ore*", having read the documentation made available by the Company(§)with this form

<b>The undersigned</b> ( <i>party signing the sub-proxy</i> )	Name(*)	Surname (*)
Born in (*)	on (*)	Tax identification code or other identification if foreign (*)
resident in(*)	Address (*)	
Phone no. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No (*)
<b>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</b>		
<b>in respect of * _____ shares in Mediobanca S.p.A. ISIN IT0000062957</b>		
<b>in respect of * _____ shares in Mediobanca S.p.A. ISIN IT0005570848</b>		

**Hereby sub-delegates Studio Legale Trevisan & Associati**, in the person of Mr Dario Trevisan, born in Milan, on 4th May 1964 (tax identification code no. TRVDRA64E04F205I), who may in turn be replaced by Mr Giulio Tonelli, born in La Spezia, on 27th February 1979 (tax identification code no. TNLGLI79B27E463Q), or by Ms Camilla Clerici, born in Genoa, on 19th January 1973 (tax identification code no. CLRCLL73A59D969J), or by Mr Andrea Ferrero, born in Turin, on 5th May 1987 (tax identification code no. FRRNDR87E05L219F), or by Ms Serena Larghi, born in Varese, on 27th November 1992 (tax identification code no. LRGSRN92S67L682Q), or by Ms Raffaella Cortellino, born in Barletta, on 4th June 1989 (tax identification code no. CRTRFL89H44A669V), all domiciled for the purposes hereof in Viale Majno 45, 20122 Milan, Italy, to attend and vote at the above mentioned Ordinary Shareholders' Meeting, as par 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 and 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

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document that will be notified to the Company with the original and the identity of his own delegating parties.

  
*(Place and 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](http://www.mediobanca.com) (in the section entitled Governance/General Meeting/General Meeting 21 august 2025).

(\*) Mandatory

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

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<b>VOTING INSTRUCTIONS</b> <b>(part 2 of 2)</b> <i>(intended for the Appointed Representative only - Tick the relevant boxes)</i>	
The undersigned (1) <i>(name/personal details)</i>	
hereby delegates the Appointed Representative to vote in accordance with the following voting instructions at the Ordinary Shareholders' Meeting of Mediobanca S.p.A. to be held on 21 August 2025 in a single call.	

<b>1. Authorizations required pursuant to Article 104(1) of Italian Legislative Decree 58/1998, as amended, to be granted to the Board of Directors of Mediobanca – Banca di Credito Finanziario S.p.A. (“Mediobanca”) to enable Mediobanca to: (i) execute the public voluntary exchange offer (the “Offer”) for 100% of the ordinary shares in Banca Generali S.p.A. announced on 28 April 2025; (ii) use the ordinary shares in Assicurazioni Generali S.p.A. held by Mediobanca as the consideration for the Offer; (iii) exercise the right, where considered appropriate, to waive all or part of the conditions precedent set for the Offer. Related and/or subsequent resolutions.</b>			
<b>Proposal of the Board of Directors</b>	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the shareholders at the Ordinary Shareholders' Meeting			
<input type="checkbox"/> <b>Confirms the instructions</b>	<b>Amends the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> <b>Revokes the instructions</b>	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

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*(Place and date) \**

*(Signature)\**

**INSTRUCTIONS FOR COMPLETING AND SENDING  
OF THE VOTING SUB-PROXY FOR REPRESENTATION AT THE ORDINARY SHAREHOLDERS'  
MEETING**

**The entitled subject must request the depositary intermediary to issue the communication for the attendance to the Ordinary Shareholders' 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 calls.
- In case of co-ownership of shares, 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 20 August 2025), together with:

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

to Studio Legale Trevisan & Associati, by mail, (or, in the case of hand delivery, by prior appointment only, calling the toll-free number: 800 134 679), for the attention of Mr Dario Trevisan, c/o Corso Monforte n. 36, 20122 – Milan, (Subject: "MEDIOBANCA GENERAL MEETING 2025 Ordinary Proxy"), or by certified email to [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it), or by ordinary email to [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) (Subject: "MEDIOBANCA GENERAL MEETING 2025 Ordinary Proxy").

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 Shareholders' 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), the ones entitled to attend the Ordinary Shareholders' Meeting may contact the Appointed Representative at the following certified email address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it), and/or the following email address: [rappresentante-designato@trevisanlaw.it](mailto: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**

**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 the 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 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 Ordinary Shareholders' 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 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.

#### **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](mailto:mail@trevisanlaw.it).

Place, Date\* \_\_\_\_\_ Signature\* \_\_\_\_\_