



# MEDIOBANCA

## ANNEX A

### PROXY FORM

#### FOR THE SOLICITATION OF PROXIES PROMOTED BY

#### MEDIOBANCA S.p.A.

In relation to the Prospectus for the Solicitation published on 27 September 2023

***This Proxy Form was updated on 5 October 2023***

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Mediobanca – Banca di Credito Finanziario S.p.A. (“**Mediobanca**”, the “**Promoter**”, the “**Issuer**”, or the “**Company**”), a company incorporated under Italian law with registered office at Piazzetta Enrico Cuccia 1, Milan, Italy, tax identification code and registration no. in the Milan Companies’ Register 00714490158, registered as a bank and a banking group under registration no. 10631, and parent company of the Mediobanca Banking Group, intends to promote a proxy solicitation with reference to the Annual General Meeting, ordinary and extraordinary, of shareholders in Mediobanca (the “**AGM**”), called to take place in a single session on 28 October 2023, by the means and on the terms set forth in the Notice of Meeting published on its website on 15 September 2023.

The proxy must reach the Promoter, via Morrow Sodali S.p.A. (the “**Appointed Party**”) by and no later than 11.59 p.m. on 26 October 2023, by one of the following means:

- ◆ By **email** to the following address: [assemblea.mediobanca@investor.morrowsodali.com](mailto:assemblea.mediobanca@investor.morrowsodali.com)
- ◆ By **certified email (PEC)** to the following address: [morrowsodali@legalmail.it](mailto:morrowsodali@legalmail.it)
- ◆ By post via a letter sent by **recorded delivery**, courier or delivered by hand, to the following address:

*Morrow Sodali S.p.A.  
Via XXIV Maggio, 43  
00187 Rome  
Italy*

*Marked for the attention of: Retail Department.*

The proxy may be rescinded at any time by issuing a declaration in writing for the Promoter’s attention, by and no later than 11.59 p.m. on 26 October 2023 and in any case by the day prior to the day set for the AGM, by the following means:

- ◆ By **email** to the following address: [assemblea.mediobanca@investor.morrowsodali.com](mailto:assemblea.mediobanca@investor.morrowsodali.com)
- ◆ By **certified email (PEC)** to the following address: [morrowsodali@legalmail.it](mailto:morrowsodali@legalmail.it)
- ◆ By post via a letter sent by **recorded delivery**, courier or delivered by hand, to the following address:

*Morrow Sodali S.p.A.  
Via XXIV Maggio, 43  
00187 Rome  
Italy*

*Marked for the attention of: Retail Department.*



**The signing of this form shall not entail any expense for the party issuing the proxy**

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**Individual issuing the proxy**

The undersigned.....(name and surname)  
born at..... on ....., resident in .....(city),  
in.....(address)  
Tax identification code.....  
Tel. no. ....; email.....

**(please attach photocopy of valid ID document for the person issuing the proxy)**

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**Entity issuing the proxy**

..... (entity corporate name)  
with registered office in in .....(city)  
.....(address)  
Tax identification code. / P.IVA  
.....  
Tel. no.....; email.....

As represented by the representative-at-law in force at the time .....

**(attach the following documentation: photocopy of the certificate issued by the Companies' Register or the special powers of attorney or other such deed which shows clearly the powers to represent the company vested in the person signing the Proxy Form in the name and on behalf of the company/other entity); a photocopy of the identity card of the person signing the Proxy Form)**

recorded as being authorized to vote at the ordinary AGM as at 19 October 2023 (the "Record Date") in their capacity as:

.....  
(owner of the shares, secured creditor, receiver of contango, usufructuary, custodian, manager, legal representative or attorney with powers to sub-delegate)

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To be completed at the issuing party's discretion:

- Notification no. .... (reference to notification issued by the intermediary)



- Identification codes, if any .....

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**HAVING NOTED** the possibility that the proxy being issued to the Promoter contains voting instructions on only some of the proposals for the items on the agenda;

**HAVING NOTED THAT**, pursuant to Article 138(2) of the Regulations for Issuers, where the voting instructions issued by the solicited party do not conform to the Proposals made by the Promoter, the latter shall proceed to vote, via the Appointed Party, in accordance with the instructions received, even if these differ from the Proposals referred to above; accordingly, if the solicited party has issued a proxy to vote on proposals which differ – *inter alia* in relation to the list of candidates for appointment to the Board of Directors – from those formulated by the Promoter, the Appointed Party shall proceed to vote in absolute accordance with the instructions received from the party that adhered to the Solicitation;

**HAVING SEEN** the reports by the Board of Directors of Mediobanca on the items on the agenda for the AGM as ordinary business and the Proposals or proposed resolutions contained in them;

**HAVING SEEN** the Prospectus regarding the Solicitation, with reference in particular to the possible existence of conflicts of interest;

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## HEREBY DELEGATES

the Promoter, and on its behalf the Appointed Party for the Solicitation and collection of proxies and exercise of voting rights with registered office in Via XXIV Maggio 43, Rome, Italy, or, each of the following persons indicated by the Appointed Party, in relation to whom, so far as Mediobanca is aware, none of the situations referred to in Article 135-*decies* of Italian Legislative Decree no. 58 of 24 February 1998 (the “**Italian Finance Act**”) applies:

- Andrea Di Segni, born in Rome on 17/4/1966, tax identification code DSGNDR66D17H501N
- Fabio Bianconi, born in Urbino on 14/5/1980, tax identification code BNCFBA80E14L500I
- Renato Di Vizia, born in Capaccio (Salerno) on 26/8/1970, tax identification code DVZRNT70M26B644G
- Iolanda Casella, born in Salerno on 18/11/1982, tax identification code CSLLND82S58H703T

to participate in and vote at the AGM referred to above as per the instructions provided below with reference to ..... shares recorded in securities deposit account no. .... held with (*depository bank*) ..... ABI bank code ..... CAB bank code.....

*Shareholders are reminded that under Article 135-novies of the Italian Finance Act, if the shareholder owns shares deposited in different securities deposit accounts, they may issue a proxy to a different representative for each securities deposit account, or alternatively appoint a single representative for all the accounts.*



## A) RESOLUTIONS COVERED BY THE SOLICITATION

The Promoter intends to perform the Solicitation for proxies to vote in respect of the following items on the agenda for the AGM as ordinary business:

Item no. 2. a) on the agenda for the AGM - Ordinary business - **Appointment of Board of Directors for 2024-26 three-year period – Establishment of number of Directors:**

ISSUES A PROXY **TO VOTE IN FAVOUR OF THE PROPOSAL put forward by the Promoter** to establish the number of Directors on the new Board as fifteen

ISSUES A PROXY **TO VOTE FOR A DIFFERENT PROPOSAL,**  
namely.....

.....

ISSUES A PROXY **TO VOTE AGAINST ALL THE PROPOSALS** regarding item no. 2 a) on the agenda – Ordinary business

ISSUES A PROXY **TO ABSTAIN** from voting on item no. 2. a) on the agenda – Ordinary business

ISSUES NO PROXY

Item no. 2. b) on the agenda for the AGM – Ordinary business - **Appointment of Board of Directors for 2024-26 three-year period – Appointment of Directors:**

ISSUES A PROXY **TO VOTE IN FAVOUR OF THE PROPOSAL PUT FORWARD BY THE PROMOTER, NAMELY, OF LIST NO. 1 SUBMITTED BY THE BOARD OF DIRECTORS,** CONTAINING THE FOLLOWING CANDIDATES:

1. Renato Pagliaro
2. Alberto Nagel
3. Laura Cioli (\*)
4. Valérie Hortefeux (\*)
5. Francesco Saverio Vinci



6. Laura Penna (\*)
7. Vittorio Pignatti Morano (\*)
8. Angel Vilà Boix (\*)
9. Virginie Banet (\*)
10. Marco Giorgino (\*)
11. Mana Abedi (\*)
12. Maximo Ibarra (\*)
13. Simonetta Iarlori (\*)
14. Mimi Kung (\*)
15. Stefano Parisse (\*)

(\*) *Independent Directors*

- ISSUES A PROXY **TO VOTE FOR LIST NO. 2 SUBMITTED BY DELFIN S.À R.L.**
- ISSUES A PROXY **TO VOTE FOR LIST NO. 3 SUBMITTED BY A GROUP OF INVESTORS**
- ISSUES A PROXY **TO VOTE AGAINST ALL THE LISTS** submitted
- ISSUES A PROXY **TO ABSTAIN** from voting on item no. 2. b) on the agenda
- ISSUES NO PROXY

Item no. 2. c) on the agenda for the AGM – Ordinary business - **Appointment of Board of Directors for 2024-26 three-year period – Establishment of their annual remuneration:**

- ISSUES A PROXY **TO VOTE IN FAVOUR OF THE PROPOSAL** put forward by the Promoter to establish the gross annual remuneration payable to the Board as €2,500,000
- ISSUES A PROXY **TO VOTE FOR A DIFFERENT PROPOSAL,**  
namely.....  
.....
- ISSUES A PROXY **TO VOTE AGAINST ALL THE PROPOSALS** regarding Item no. 2 c) on the agenda – Ordinary business



ISSUES A PROXY **TO ABSTAIN FROM VOTING** on item no. 2. c) on the agenda

ISSUES NO PROXY

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**B)** Section not applicable as the Promoter is also the Company and the Issuer.

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**C) OTHER RESOLUTIONS** (not covered by the Solicitation)

**Ordinary business**

**1. Financial statements as at 30 June 2023, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:**

**a. Approval of financial statements for the year ended 30 June 2023**

IN FAVOUR  AGAINST  ABSTAIN  NO PROXY ISSUED

**b. Allocation of profit for the year and distribution of dividend**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**3. Appointment of Statutory Audit Committee for 2024-26 three-year period:**

**a. Appointment of Directors and Committee Chairperson**

IN FAVOUR OF LIST NO. 1 SUBMITTED BY SHAREHOLDER DELFIN S.À R.L.

IN FAVOUR OF LIST NO. 2 SUBMITTED BY A GROUP OF INVESTORS

AGAINST <sup>1</sup>  ABSTAIN <sup>1</sup>  NO PROXY ISSUED

**b. Establishment of their annual remuneration**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**4. Proposed authorization to buy and dispose of treasury shares.**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**5. Remuneration:**

**a. Group Remuneration Policy and Report - Section I - Mediobanca Group Remuneration Policy FY 2023-24**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**b. Group Remuneration Policy and Report - Resolution not binding on Section II - Group Remuneration Report FY 2022-23**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED



**c. 2023-24 incentivization system based on financial instruments (annual performance share scheme)**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**d. Long-Term Incentive (LTI) Plan 2023-26 based on financial instruments**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**e. Employee Share Ownership and Coinvestment Plan 2023-2026 ("ESOP 2023-26") for Mediobanca Group Staff**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**Extraordinary business**

**1. Cancellation of treasury shares with no reduction of share capital; Article 4 of the company's Articles of Association to be amended accordingly and related resolution**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**2. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 3 million ordinary shares to be reserved to Mediobanca Group employees who are recipients of the Long-Term Incentive Plan 2023-26 included as item no. 5 d) on the agenda as ordinary business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**3. Authorization to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the Company's share capital free of charge through the issue of up to 1 million ordinary shares to be reserved for use in connection with the Employee Share Ownership Plan 2023-26 included as item no. 5 e) on the agenda as ordinary business; Article 4 of the company's Articles of Association to be amended accordingly and related resolution**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

**4. Proposal to amend Article 33 of the company's Articles of Association (interim dividend); related resolutions**

IN FAVOUR OF THE BOARD'S PROPOSAL  AGAINST  ABSTAIN  NO PROXY ISSUED

<sup>1)</sup> AGAINST or ABSTAIN for all lists

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If **circumstances unknown** (\*) at the time when the proxy is issued materialize, the undersigned, with reference to:

**Item no. 1. a) on the agenda for the AGM – Ordinary business:**

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:



- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 1. b) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 3. a) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR OF LIST NO. \_\_\_\_\_ FOR THE APPOINTMENT OF CANDIDATES TO THE STATUTORY AUDIT COMMITTEE SUBMITTED BY .....
- AGAINST ALL THE LISTS
- ABSTAIN

**Item no. 3. b) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- IN FAVOUR OF A DIFFERENT PROPOSAL FROM THE ONE PUT FORWARD BY THE BOARD, namely.....
- ABSTAIN

**Item no. 4 on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:





- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 5. a) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 5. b) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 5. c) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 5. d) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST



- ABSTAIN

**Item no. 5. e) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 1 on the agenda for the AGM – Extraordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS

- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 2 on the agenda for the AGM – Extraordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 3 on the agenda for the AGM – Extraordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

**Item no. 4 on the agenda for the AGM – Extraordinary business:**



- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR
- AGAINST
- ABSTAIN

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(\*) In cases where material circumstances occur, unknown at the time when the proxy was issued and which cannot be disclosed to the solicited party, it is possible to choose between: a) confirming the voting instructions already issued; b) amending the voting instructions already issued; c) revoking the voting instructions already issued. If no choice is made, the voting instructions already issued shall be construed as being confirmed.

(\*\*) Pursuant to Article 138(6) of the Regulations for Issuers, in relation to the proposed resolutions for which no voting instructions have been issued, the shares will nonetheless be counted for purposes of establishing a quorum at the AGM; however, the same shares will not be calculated for purposes of establishing the majority and the share of the capital required for the resolutions to be approved.

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In the event of **amendments** or **additions** to the resolutions submitted to the approval of shareholders at the AGM being put to a vote(\*\*\*) the undersigned, with reference to:

**Item no. 1. a) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 1. b) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 3. a) on the agenda for the AGM – Ordinary business:**



- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR OF LIST NO. \_\_\_\_\_ FOR THE APPOINTMENT OF CANDIDATES TO THE STATUTORY AUDIT COMMITTEE SUBMITTED BY .....
- AGAINST ALL THE LISTS
- ABSTAIN

**Item no. 3. b) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 4 on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 5. a) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 5. b) on the agenda for the AGM – Ordinary business:**

- CONFIRMS THE INSTRUCTIONS



REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 5. c) on the agenda for the AGM – Ordinary business:**

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 5. d) on the agenda for the AGM – Ordinary business:**

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 5. e) on the agenda for the AGM – Ordinary business:**

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 1 on the agenda for the AGM – Extraordinary business:**

CONFIRMS THE INSTRUCTIONS

REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS



- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 2 on the agenda for the AGM – Extraordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 3 on the agenda for the AGM – Extraordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

**Item no. 4 on the agenda for the AGM – Extraordinary business:**

- CONFIRMS THE INSTRUCTIONS
- REVOKES THE INSTRUCTIONS(\*\*)

AMENDS THE INSTRUCTIONS:

- IN FAVOUR of .....
- AGAINST
- ABSTAIN

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(\*\*) Pursuant to Article 138(6) of the Regulations for Issuers, in relation to the proposed resolutions for which no voting instructions have been issued, the shares will nonetheless be counted for purposes of establishing a quorum at the AGM; however, the same shares will not be calculated for purposes of establishing the majority and the share of the capital required for the resolutions to be approved.

(\*\*\*) In cases where amendments or additions to the resolutions submitted to the approval of shareholders at the AGM are required, it is possible to choose between: a) confirming the voting instructions already issued; b) amending the voting instructions already issued; c) revoking the voting instructions already issued. If no choice is made, the voting instructions already issued shall be construed as being confirmed.



MEDIOBANCA

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The undersigned (*surname and name of signatory **only if different from the owner of the shares***)

.....

is signing the Proxy Form in their capacity as (*check relevant box*):

Secured creditor;  receiver of contango;  Usufructuary;  Custodian;  Manager;  Legal representative or attorney with powers to sub-delegate

Place \_\_\_\_\_ Date \_\_\_\_\_

Signature \_\_\_\_\_

*Mediobanca S.p.A. shall process the data subjects' personal data in accordance with the provisions of the Information Notice on data privacy published on its website at [www.mediobanca.com](http://www.mediobanca.com) (Governance/General Meetings/General Meeting 2023).*