

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

With reference to Annual General Meeting, ordinary and extraordinary, of Mediobanca (the "Company"), to be held at 10.00 a.m. on 28 October 2024 in a single session in Piazzetta Cuccia 1, Milan, Italy, by the means and on the terms stated in the notice of meeting published on the Company's website at [www.mediobanca.com](http://www.mediobanca.com) on 23 September 2024 (an excerpted form of the notice was also published in the following newspapers: *Corriere della Sera* and *Il Sole 24 Ore*, and having read the documentation made available by the Company (§)

**With this form (part 1 of 2)**

<b>I, 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 * _____ 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-delegate** Studio Legale Trevisan & Associati with registered office in Viale Majno 45, Milan, Italy (VAT no. 07271340965), 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. Marcello Casazza born in Vigevano on 3 September 1991 (tax identification code no. CSZMCL91P03L872S), 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 Raffaella Cortellino, born in Barletta (province of Bari) on 4 June 1989 (tax identification code no. CRTRFL89H44A669V), or all of whom domiciled for the purposes hereof at Studio Legale Trevisan & Associati, Viale Majno 45, 20122 Milan, Italy, to participate in and represent them at the Annual General Meeting.

The undersigned also declares that the voting right will be exercised by the sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature of the delegating party)

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 the conformity of the document to the original which will be notified to the Company.

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature of the delegating party)

(§) 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 2024).

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

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<b>VOTING INSTRUCTIONS</b> (part 2 of 2) <i>(intended for the Delegate only - Tick the relevant boxes)</i>	
The undersigned Signatory of the sub-proxy (1) <i>(name/personal details)</i>	
Hereby delegates the Appointed Representative to vote in accordance with the following voting instructions at the ordinary and extraordinary Annual General Meeting of Mediobanca S.p.A. to be held on 28 October 2024 in a single session.	

**Ordinary business**

<b>O.1. Financial statements as at 30 June 2024, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:</b>			
<b>O.1.a. Approval of financial statements for the year ended 30 June 2024</b>			
Proposal of the Board of Directors	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the shareholders at the Annual General Meeting submitted to the shareholders at the Annual General 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"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>		
<b>O.1.b. Allocation of profit for the year and distribution of dividend to shareholders</b>			
Proposal of the Board of Directors	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the shareholders at the Annual General 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"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>		
<b>O.2. Proposed authorization to buy and dispose of treasury shares.</b>			
Proposal of the Board of Directors	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the shareholders at the Annual General 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"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>		
<b>O.3. Remuneration:</b>			
<b>O.3.a. Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2024-25</b>			
Proposal of the Board of Directors	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>

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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the shareholders at the Annual General 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"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>

**O.3.b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2023-24**

Proposal of the Board of Directors	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the shareholders at the Annual General 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"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>

**O.3.c. 2024-25 incentivization system based on financial instruments (annual performance share scheme)**

Proposal of the Board of Directors	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the shareholders at the Annual General 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"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>

**Extraordinary business**

**E.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.**

Proposal of the Board of Directors	<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
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In the event of unknown circumstances or in the event of amendments or additions to the proposed resolutions submitted to the shareholders at the Annual General 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"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>

\_\_\_\_\_

*(Place and date)*

\_\_\_\_\_

*(Signature of the delegating party)*

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**DIRECTORS' LIABILITY ACTION**

**In the event of a vote on a directors' liability action 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 appoints the Appointed Representative to vote as follows:**

<input type="checkbox"/> <b>In favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
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\_\_\_\_\_

*(Place and date)*

\_\_\_\_\_

*(Signature of the delegating party)*

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

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the Annual General Meeting referred to Article 83-sexies of Italian Legislative Decree 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 the case of co-ownership of shares, the sub-proxy must always be issued with the signature of all the co-owners.

(1) State 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 26 October 2024), together with:

- A copy of a valid identity document for the sub-delegating partying party, or
- If the sub-delegating party is a company, a copy of a valid identity document for the representative-at-law at the time or another party vested with adequate powers, along with documentation proving the existence of their 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 company, a copy of a valid identity document for the representative-at-law at the time or another party vested with adequate powers, along with documentation proving the existence of their status and powers.

The above should be sent to Studio Legale Trevisan & Associati by post to the following address: Viale Majno 45, 20122 Milan, Italy, or by certified email message to the following address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it); or by email to the following address: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it) (marked "MEDIOBANCA 2024 AGM PROXY").

Sub-proxies and/or proxies issued pursuant to Article 135-novies of Italian Legislative Decree 58/98 and the related voting instructions may also be revoked by the deadline referred to above.

N.B. If any clarification is required on issuing the sub-proxy (and in particular on how to compile the sub-proxy form and voting instructions and how to send them), parties authorized to participate in the Annual General Meeting may contact the Appointed Representative at the following 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).

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**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 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 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-

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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\* \_\_\_\_\_