

SHAREHOLDERS' MEETING PROXY FORM

With reference to the ordinary annual General Meeting of Mediobanca scheduled to take place in a single session starting at 10.00 a.m. on 27 October 2018 in Via Filodrammatici 3, Milan, Italy, as set forth in the notice of the Shareholders' Meeting published on the Company's website at www.mediobanca.com on 21 September 2018, and having familiarized themselves with the Reports on the items on the agenda made available by the Company,

with this form¹

The undersigned (*appointing party²*)

Surname* Name*

Born in* on*

Residence Address

Tax identification code*

ID document (copy enclosed) NO.....

in his/her capacity as

(check whichever box applies)

- shareholder and owner of * ordinary Mediobanca S.p.A. shares
- party with the right to vote in respect of ordinary Mediobanca S.p.A. shares* in his/her capacity as*³
- legal representative or party vested with appropriate powers of representation of (name of the company entitled to vote⁴)* with registered office in * Address tax identification code* (copy of the documentation of the powers of representation enclosed) with the right to vote in respect of* ordinary Mediobanca S.p.A. in his/her capacity as (check whichever box applies)* shareholder ³

* *Obligatory*

¹ Every shareholder entitled to participate in the Meeting may appoint a representative by written proxy under the applicable laws, by signing this proxy form, to be issued to the person nominated and appointed by the entitled shareholder.

² Enter first name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Article 83-sexies of the Italian consolidated finance act) or of the appointing party's legal representative.

³ Indicate legal title (e.g. pledgee, bearer, usufructuary, custodian, manager) by virtue of which the voting right has been assigned.

⁴ Enter the name of the company as it appears in the copy of the notice for participation in the meeting as per Article 83-sexies of the Italian consolidated finance act.

appoints Mr/Ms

Surname* Name*
Born in* on*
Residence in Address
Tax identification code*

to participate and represent him/her/the company in the Annual General Meeting

with the right to be replaced by⁵:

Mr/Ms (person indicated by delegating party)

Surname* Name*
Born in* on*
Residence in Address
Tax identification code*

(Place and date)

(Signature)

Notes for completing and sending voting proxies

The voting proxy must be notified to the company, through the relevant section of its website, via email to the following address: azionisti@mediobanca.com, or by post, addressed to Spafid S.p.A. (Foro Buonaparte 10, 20121 Milan, Italy). The sending of such advance notification does not exempt the proxy from the obligation, during the accreditation process for admission to the proceedings, to prove that the notified copy conforms to the original and to prove the identity of the party issuing the proxy. For purposes of authorizing participation in the general meeting and the exercise of voting rights, the issuer must always receive notification from the authorized intermediary at the request of the interested party.

For all clarification or further information regarding the process for participating in the general meeting of Mediobanca S.p.A., please contact the Company Secretary's Office on tel. no. +39 02 8829455/+39 02 8829550 or via email at the following address: affari.societari@mediobanca.com).

⁵ The representative may indicate one or more persons to replace them. A situation whereby the representative's replacement is in a conflict of interest is permissible only in cases where the replacement has been indicated by the shareholder.

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) Purpose on 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 2370 *et seq.* 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 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, via methods which are suitable to ensure the security and confidentiality of the data as required by the 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 drawing up of the minutes for the meeting itself.

d) Data categories processed

In relation to the purposes described above, the Bank processes your personal data, including your name, surname, address, date of birth, ID card and tax registration number.

e) Disclosure and transmission of data

In order 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 consideration 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 to 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 Group company operating as Processor.

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 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 they 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).

Furthermore, Data Subjects are 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 17 *et seq.* 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) 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.