

MEDIOBANCA S.p.A.
FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT
TO ART. 135-UNDECIES LEGISLATIVE DECREE 58/1998

Studio Legale Trevisan & Associati, with registered office in Viale Majno 45, Milan, Italy (VAT no. 07271340965), in the person of Mr Dario Trevisan, or another person or persons in his place, in his (their) capacity as **Appointed Representative of Mediobanca S.p.A.** (the "Company") pursuant to Article 135-undecies of Italian Legislative Decree 58/98 (the "Italian Finance Act") and Article 106, paragraph 4, of Italian Decree Law 18/20, as extended by Italian law no. 21 of 5 March 2024, is collecting voting proxies in connection with the Annual General Meeting of Mediobanca shareholders, ordinary and extraordinary, scheduled to take place in Piazzetta Cuccia 1, Milan, Italy, on 28 October 2024 at 10.00 a.m., in a single session, by the means and on the terms set forth in the notice of meeting published on the company's website at 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*).

The original proxy form and voting instructions must be received by the end of the second open market day prior to the date set for the Annual General Meeting to take place (i.e. **by 23:59 on 24 October 2024**). **The proxy and voting instructions may also be revoked by the same deadline.**

Declaration of the Appointed Representative

Studio Legale Trevisan & Associati, in the person of Mr Dario Trevisan, hereby declares that it has no interest of its own in the proposed resolutions being submitted to voting in the Annual General Meeting. In view, however, of the contractual agreements in force and to every legal effect, it nonetheless expressly declares that if unforeseen or unknown circumstances occur, or in the event of amendments or additions being made to the proposals submitted to shareholders in the Annual General Meeting, it (or the other person or persons in its place) shall not vote any differently from what it is told to do in the instructions.

PROXY FORM (part 1 of 2)

(Section to be notified to the Company via the Appointed Representative - Complete with the information requested based on the instructions provided below) (§)

I, the undersigned (party signing the proxy)	Name(*)	Surname(*)
born in (*)	on (*)	Tax identification code or other identification if foreign (*)
resident in(*)	Address (*)	
Phone n° (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

in their capacity as (tick the box that concerns you) (*)

shareholder with the right to vote legal representative or subject with appropriate representation powers
 (copy of the documentation of the powers of representation to be enclosed)

pledge bearer usufructuary custodian manager other (specify)

.....

Shareholder (if different)	Name and Surname / Company name: (*)		
	born in (*)	on (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
 UNDECIES LEGISLATIVE DECREE 58/1998**

Related to	
no. (*) shares ISSUER - ISIN IT0000062957 Registered in securities account (1) no. _____ at the custodian ABI CAB	
no. (*) shares ISSUER - ISIN IT0005570848 Registered in securities account (1) no. _____ at the custodian ABI CAB	
Referred to communication (<i>pursuant to Article 83-sexies of Italian Legislative Decree no. 58/1998</i>) (2) no. _____ (to be filled in with information regarding any further communications relating to deposits)	Supplied by the intermediary: _____

HEREBY DELEGATES

the Appointed Representative, 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 Marcello Casazza, born in Vigevano (PV), on 3rd September 1991 (tax identification code no. CSZMCL9P03L8872S), 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 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 Annual General Meeting referred to above in accordance with the instructions to be provided to them hereunder

HEREBY DECLARES they are aware of the possibility that the proxy issued to the Appointed Representative may contain voting instructions in respect only of some of the proposed resolutions on the Agenda for the meeting, and that, if this is the case, their vote will be cast only for the proposed resolutions for which voting instructions have been issued.

HEREBY AUTHORIZES the Appointed Representative to process their own personal data for the purposes, and on the terms and conditions set forth in the attached information notice.

Place/Date* _____, _____ Signature* _____

(§) Mediobanca S.p.A. will process the personal data of the parties concerned in accordance with the information published on the website mediobanca.com (in the section entitled Governance/General Meeting/General Meeting 2024)

(*) Mandatory

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

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
 UNDECIES LEGISLATIVE DECREE 58/1998**

VOTING INSTRUCTIONS (3) (part 2 of 2) <i>(intended for the Appointed Representative only - Tick the relevant boxes)</i>	
The undersigned (4) (Name /Personal details)	
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:	

A) RESOLUTIONS SUBMITTED TO VOTE

Ordinary business

	IN FAVOUR	AGAINST (a)	ABSTAIN (a)
O1. Financial statements as at 30 June 2024, Board of Directors' review of operations and external auditors' report; report by the Statutory Audit Committee:	<i>Leave blank</i>		
O.1.a. Approval of financial statements for the year ended 30 June 2024;	<input type="checkbox"/> <i>In favour of the proposal submitted by the Board of Directors</i>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.1.b. Allocation of profit for the year and distribution of dividend.	<input type="checkbox"/> <i>In favour of the proposal submitted by the Board of Directors</i>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.2. Proposed authorization to buy and dispose of treasury shares.	<input type="checkbox"/> <i>In favour of the proposal submitted by the Board of Directors</i>	<i>(cross)</i> <input type="checkbox"/>	<i>((cross)</i> <input type="checkbox"/>
O.3. Remuneration:	<i>Leave blank</i>		

^(a) Against/Abstain on any proposal made.

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
 UNDECIES LEGISLATIVE DECREE 58/1998**

O.3.a. Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2024-25.	<input type="checkbox"/> <i>In favour of the proposal submitted by the Board of Directors</i>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>
O.3.b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2023-24.	<input type="checkbox"/> <i>In favour of the proposal submitted by the Board of Directors</i>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>
O.3.c. 2024-25 incentivization system based on financial instruments (annual performance share scheme).	<input type="checkbox"/> <i>In favour of the proposal submitted by the Board of Directors</i>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>

Extraordinary business

	IN FAVOUR	AGAINST (b)	ABSTAIN (b)
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.	<input type="checkbox"/> <i>In favour of the proposal submitted by the Board of Directors</i>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>

(b) Against/Abstain on any proposal made.

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
 UNDECIES LEGISLATIVE DECREE 58/1998**

B) UNFORESEEN CIRCUMSTANCES

If circumstances occur which are unknown at the time of granting the proxy (5), the undersigned with reference to

Ordinary business

			AMENDS THE INSTRUCTIONS		
			CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	IN FAVOUR (c)
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:	<i>Leave blank</i>				
O.1.a. Approval of financial statements for the year ended 30 June 2024;	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.1.b. Allocation of profit for the year and distribution of dividend.	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.2. Proposed authorization to buy and dispose of treasury shares.	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.3. Remuneration:	<i>Leave blank</i>				
O.3.a. Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2024-25.	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.3.b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2023-24.	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>

(c) Indicate whether you are in favour of the Board of Directors' proposal (by entering "BoD") or of any other shareholder's proposal, whose name shall be indicated by the delegating party.

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
 UNDECIES LEGISLATIVE DECREE 58/1998**

O.3.c. 2024-25 incentivization system based on financial instruments (annual performance share scheme).	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>
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Extraordinary business

			AMENDS THE INSTRUCTIONS		
			CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	IN FAVOUR (d)
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.	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>

^(d) Indicate whether you are in favour of the Board of Directors' proposal (by entering "BoD") or of any other shareholder's proposal, whose name shall be indicated by the delegating party.

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
UNDECIES LEGISLATIVE DECREE 58/1998**

C) CHANGES OR ADDITIONS

In the event of any vote on amendments or additions (6) to the resolutions submitted to shareholders in Annual General Meeting with reference to:

Ordinary business

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	AMENDS THE INSTRUCTIONS		
			IN FAVOUR (e)	AGAINST	ABSTAIN
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:	<i>Leave blank</i>				
O.1.a. Approval of financial statements for the year ended 30 June 2024;	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.1.b. Allocation of profit for the year and distribution of dividend.	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.2 Proposed authorization to buy and dispose of treasury shares.	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.3. Remuneration:	<i>Leave blank</i>				
O.3.a. Group Remuneration Policy and Report: Section I – Mediobanca Group Remuneration Policy FY 2024-25.	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>
O.3.b. Group Remuneration Policy and Report: resolution not binding on Section II – Group Remuneration Report FY 2023-24.	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>	<i>(cross)</i> <input type="checkbox"/>

(e) Indicate whether you are in favour to the proposal approved in Section A or of any other shareholder's proposal, whose name shall be indicated by the delegating party.

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
 UNDECIES LEGISLATIVE DECREE 58/1998**

O.3.c. 2024-25 incentivization system based on financial instruments (annual performance share scheme).	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>
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Extraordinary business

	CONFIRMS THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS	AMENDS THE INSTRUCTIONS		
			IN FAVOUR (f)	AGAINST	ABSTAIN
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.	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>	(cross) <input type="checkbox"/>

 (Place and date)

 (Signature of the delegating party)

DIRECTORS' LIABILITY ACTION

In the event of a vote on a liability action against the Directors 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 hereby appoints the Appointed Representative to vote as follows:

IN FAVOUR AGAINST ABSTAIN

 (Place and date)

 (Signature of the delegating party)

(f) Indicate whether you are in favour to the proposal approved in Section A or of any other shareholder's proposal, whose name shall be indicated by the delegating party.

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
UNDECIES LEGISLATIVE DECREE 58/1998**

INSTRUCTIONS FOR COMPLETING AND SENDING THE PROXY

The original proxy form and voting instructions must be received by the Appointed Representative by the end of the second open market day prior to the date set for the Annual General Meeting to take place (i.e. by 23.59 on 24 October 2024), together with:

- A copy of a valid identity document for the delegating party; or
- If the 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,

By one or other of the following means:

- i) For proxies with autograph signatures, delivered or sent via courier or recorded delivery to the following address: Studio Legale Trevisan & Associati – Viale Majno 45, 20122 Milan, Italy (marked "MEDIOBANCA 2024 AGM PROXY");
- ii) For proxies with electronic or digital signatures, via certified email message sent to the following address: rappresentante-designato@pec.it.

- (1) State the account number of the securities deposit account and the name of the intermediary with which the shares are deposited. This information can be found on the account statement issued by the intermediary.
- (2) State the reference number of the notification for participation in the AGM which the intermediary with which the shares are deposited issues at the request of those who are entitled to vote.
- (3) Under 135-*undecies*, paragraph 3 of Italian Legislative Decree 58/98, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried".
- (4) Give the name and surname of the voteholder (and of the person signing the Proxy form and voting instructions, if different).
- (5) For each item on the Agenda, in the event of circumstances occurring that are material, unforeseen or unknown when the proxy is issued (for example, failure by the Board of Directors, or by the proponent indicated by the delegating party, to submit proposals by the terms set by law and published by the company) and that cannot be notified to the delegating party, the latter may choose to either: a) confirm the voting instructions already issued; b) amend the voting instructions issued; c) revoke the voting instructions issued. Where no such choice is made by the delegating party, the voting instructions indicated in Section A will, wherever possible, be construed as having been confirmed. However, if the delegating party, in Section A, indicated that they intended to vote in favour of the proposal submitted by the Board of Directors or by another shareholder, and the said proposal was in fact either not submitted or was not put to the vote for whatever reason, and in Section B either no choice was made or the choice indicated in Section A was confirmed, the delegating party is considered to have abstained from the vote.
- (6) For cases in which amendments or additions are made to the proposed resolutions submitted to the approval of shareholders in Annual General Meeting, it is possible to choose between: a) confirming the voting instructions already issued; b) revoking the voting instructions already issued; c) amending the voting instructions already issued. Where no such choice is made, the voting instructions indicated in Section A will be construed as having been confirmed.

N.B. If any clarification is required on issuing the proxy (and in particular on how to compile the 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, and/or the following email address: rappresentante-designato@trevisanlaw.it; and/or on freephone number (Italy only): 800134679 (normal working hours/days).

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
UNDECIES LEGISLATIVE DECREE 58/1998**

**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 authorized 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

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
UNDECIES LEGISLATIVE DECREE 58/1998**

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.

Place, Date* _____ Signature* _____

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
UNDECIES LEGISLATIVE DECREE 58/1998**

Italian Legislative Decree 58/98

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

1. Shareholders, who individually or jointly account for one-fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with Article 125-bis, subsection 3 or Article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of Article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to Article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with Article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with Article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under Article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to Article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by Article 125-ter, subsection 1.

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

MEDIOBANCA S.p.A.
**FORM FOR PROXY GRANTING TO THE APPOINTED REPRESENTATIVE PURSUANT TO ART. 135-
UNDECIES LEGISLATIVE DECREE 58/1998**

Article 135-undecies
(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Italian Civil Code
Article 2393 (Directors liability action)

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 Article 2393-bis.

Decree-Law No. 18 of March 17, 2020, converted with amendments into Law No. 27 of April 24, 2020
(as last extended by Article 11, paragraph 2, of Law No. 21 of March 5, 2024)
Article 106 (Rules on the conduct of meetings of companies and entities)

[...]

4. Companies with listed shares may designate for ordinary or extraordinary shareholders' meetings the representative provided for in Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even where the bylaws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Appointed Representative pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998; the aforementioned Appointed Representative may also be granted proxies or sub-delegates pursuant to Article 135-novies of Legislative Decree No. 58 of February 24, 1998, as an exception to Article 135-undecies, paragraph 4, of the same decree. [...]
7. The provisions of this article shall apply to meetings held by December 31, 2024. [...]