

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 in a single session on 28 October 2021 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 on 24 September 2021 (an excerpted form of the notice was also published in the following newspapers: *Il Sole 24 Ore*, *Il Corriere della Sera* and *MF/Milano Finanza*), and having read the documentation made available by the Company (§)

With this form

I, the undersigned (<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 (*)
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		
in respect of * _____ shares in Mediobanca S.p.A. ISIN IT0000062957		

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 Ms Camilla Clerici, born in Genoa on 19 January 1973 (tax identification code no. CLRCLL73A59D969J), or by Mr Giulio Tonelli, born in La Spezia on 27 February 1979 (tax identification code no. TNLGLI79B27E463Q), or by Ms Valeria Prolì, born in Novara on 24 October 1984 (tax identification code no. PRLVLR84R64F952S), or by Ms Raffaella Cortellino, born in Barletta (province of Bari) on 4 June 1989 (tax identification code no. CTRFL89H44A669V), or by Mr Andrea Ferrero, born in Turin on 5 May 1987 (tax identification code no. FRRNDR87E05L219F), or by Mr Marco Esposito born in Monza on 30 August 1992 (tax identification code no. SPSMRC92M30F704H), or by Ms Chiara Bevilacqua born in Valdagno on 3 February 1976 (tax identification code no. BVLCHR76B43L551U), or by Ms Cristina Sofia Barracchia born in Trani on 05 February 1991 (tax identification code no. BRCST91B45L328G), or by Mr Marcello Casazza born in Vigevano on 3 September 1991 (tax identification code no. CSZMCL91P03L872S), 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)

Studio Legale Trevisan & Associati 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 with some of its replacements and in any case to every legal effect, it hereby represents and warrants that if 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 (and/or the other person or persons in its place) shall not vote any differently from what it is told to do in the instructions.

(§) 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 (in the section entitled Governance/General Meeting/General Meeting 2021).

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

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VOTING INSTRUCTIONS <i>(intended for the Delegate only - Tick the relevant boxes)</i>	
The undersigned Signatory of the sub-proxy (2)(name/personal details)	
<p>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 Ms Camilla Clerici, born in Genoa on 19 January 1973 (tax identification code no. CLRCLL73A59D969J), or by Mr Giulio Tonelli, born in La Spezia on 27 February 1979 (tax identification code no. TNLGLI79B27E463Q), or by Ms Valeria Proli, born in Novara on 24 October 1984 (tax identification code no. PRLVLR84R64F952S), or by Ms Raffaella Cortellino, born in Barletta (province of Bari) on 4 June 1989 (tax identification code no. CRTRFL89H44A669V), or by Mr Andrea Ferrero, born in Turin on 5 May 1987 (tax identification code no. FRRNDR87E05L219F), or by Mr Marco Esposito born in Monza on 30 August 1992 (tax identification code no. SPSMRC92M30F704H), or by Ms Chiara Bevilacqua born in Valdagno on 3 February 1976 (tax identification code no. BVLCHR76B43L551U), or by Ms Cristina Sofia Barracchia born in Trani on 05 February 1991 (tax identification code no. BRRCST91B45L328G), or by Mr. Marcello Casazza born in Vigevano on 3 September 1991 (tax identification code no. CSZMCL91P03L872S), all of whom domiciled for the purposes hereof at Studio Legale Trevisan & Associati, Viale Majno 45, 20122 Milan, Italy, to vote according to the following instructions at the ordinary and extraordinary Annual General Meeting of Mediobanca S.p.A. scheduled to be held on 28 October 2021 in a single session:</p>	

Ordinary business

Item 1. Financial statements as at 30 June 2021 Board of Directors' Review of Operations, reports by external auditors and Statutory Audit Committee			
1.1 a. Approval of financial statements for the year ended 30 June 2021			
Proposal of the Board of Directors	<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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (express preference)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
1.2 b. Allocation of profit for the year and distribution of dividend to shareholders, including through use of part of the Statutory Reserve			
Proposal of the board of directors	<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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (express preference)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
Item 2. Authorization to buy and sell treasury shares			
Proposal of the Board of Directors	<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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (express preference)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
Item 3. Remuneration:			
3.1 a. Report on remuneration and compensation paid: Section I – Mediobanca Group staff remuneration and incentivization policy FY 2021-22;			
Proposal of the Board of Directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

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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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (<u>express preference</u>)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
3.2 b. Report on remuneration and compensation paid: resolution not binding on Section II – Report on compensation paid in FY 2020-21;			
Proposal of the Board of Directors	<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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (<u>express preference</u>)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
3.3 . Policy in the event of the beneficiary leaving office or the employment arrangement being terminated;			
Proposal of the Board of Directors	<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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (<u>express preference</u>)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
3.4 d. 2022 Incentivization system based on financial instruments (the “2022 performance share scheme”): partial withdrawal of the 2021-25 incentivization scheme, and approval of new one-year scheme			
Proposal of the Board of Directors	<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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (<u>express preference</u>)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
4. Insurance policy covering civil liability for members of the Group legal entities' governing bodies			
Proposal of the Board of Directors	<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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (<u>express preference</u>)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

Extraordinary business

Item 1. Cancellation of treasury shares with no reduction of share capital; Article 4 of the company's Articles of Association to be amended accordingly			
Proposal of the Board of Directors	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

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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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (express preference)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
Item 2. Withdrawal of the existing authorization to the Board of Directors, under a resolution adopted by shareholders at the Annual General Meeting to be held on 28 October 2020, to increase the company's share capital free of charge through the issue of no more than 20 million ordinary shares to be reserved to Mediobanca Group employees in execution of the performance share schemes in force at the time. Article 4 of the company's Articles of Association to be amended accordingly			
Proposal of the Board of Directors	<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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (express preference)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
Item 3 Amendments to Article 15, paragraphs 4, 9, and 15, to Article 18, paragraph 4, and to Article 23, paragraph 3, of the Articles of Association; ensuing and consequent resolutions.			
Proposal of the Board of Directors	<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' Meeting			
<input type="checkbox"/> Confirms the instructions	Amends the instructions (express preference)		
<input type="checkbox"/> Revokes the instructions	<input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		

(Place and date)

(Signature of the delegating party)

DIRECTORS' LIABILITY ACTION		
In case of 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"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

(Place and date)

(Signature of the delegating party)

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INSTRUCTIONS FOR THE FILLING AND SENDING
OF THE VOTING SUB-PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING

The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, 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) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.

(2) Indicate 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 on the day before the date set for the Annual General Meeting to take place (27 October 2021), and without prejudice to the foregoing, before proceedings at the Annual General Meeting commence, together with:

- A copy of an identity document with current validity of the sub-delegant, or
- If the sub-delegant is a legal person, a copy of an identity document with current validity of the legal representative *pro tempore* or of another person holding appropriate powers, together with appropriate documentation to certify their qualification 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 person, a copy of an identity document with current validity of the *pro tempore* legal representative or of another person with the following characteristics appropriate powers, together with appropriate documentation to certify their qualification 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; or by email to the following address: rappresentante-designato@trevisanlaw.it (marked "MEDIOBANCA 2021 AGM PROXY").

Proxies may be notified to the company using the relevant section of its website, by email message sent to the following address: azionisti@mediobanca.com, or by post, addressed to Group Corporate Affairs, Mediobanca S.p.A., Piazzetta Cuccia 1, 20121 Milan, Italy.

Sub-proxy and/or proxy 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, and/or the following email address: 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

We would remind you, pursuant to Articles 13 and 14 of Regulation (EU) 2016/679 (the "GDPR"), that the data contained in the proxy form will be processed by the Trevisan & Associati Law Firm (hereinafter also the "Data Controller" or the "Controller") for the purpose of managing the proxy for shareholders' meeting operations, in compliance with current legislation on personal data protection.

This data may also be communicated to collaborators of the Data Controller specifically authorised to process it, as Data Processors or Agents, for the pursuit of the aforementioned purposes: such data may be communicated to specific subjects in fulfilment of an obligation arising from law, regulation or community legislation, or on the basis of provisions issued by Authorities legitimated by law or by supervisory and control bodies. Furthermore, for the pursuit of the aforementioned purposes, the Data Controller may need to communicate your personal data to third parties such as, for example, the Trevisan & Associati Law Firm and/or the Company.

Consent is mandatory; without giving consent to the data processing it will not be possible to allow the proxy to participate in the Shareholders' Meeting.

The Data Controller is the Trevisan & Associati Law Firm, with offices in Viale Majno 45, 20122- Milan.

The Data Controller can be contacted at the following addresses:

- Studio Legale Trevisan & Associati, Viale Majno 45, 20122 - Milan;
- +39028051133 / +3902877307.

Personal data processing will take place, in compliance with the provisions of the GDPR, using paper, IT and telematic tools, with a logic strictly related to the purposes indicated and, in any event, with suitable methods to guarantee its security and confidentiality in accordance with the provisions of Art. 32 of the GDPR. Your personal data will be processed for the period necessary for the execution of the purposes of the processing described above at the end of which it will be retained, where necessary, for the period of time prescribed by current regulations.

Data Subject has the right to exercise the rights referred to in articles 15 to 21 of the GDPR, or to know, at any time, what personal data the Company holds relating to him, its origin and how it is used, to request its updating, rectification, integration or erasure, blocking, portability or oppose its processing by contacting the addresses given above.

They also have the right to withdraw consent and lodge a complaint with the Italian Data Protection Authority, Piazza Venezia No. 11, 00187, Rome (RM).

The aforementioned rights may be exercised against the Data Controller, by contacting the addresses given at the start of this policy.

The exercise of your rights as a Data Subject is free of charge pursuant to Art. 12 of the GDPR. However, in the case of manifestly unfounded or excessive requests, also in relation to their repetitiveness, the Data Controller may charge you a reasonable contribution towards costs, in light of the administrative costs incurred to manage your request, or reasonably deny the request itself is satisfied.

Place, Date* _____ Signature* _____