



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 [31] May 2025

Mediobanca – Banca di Credito Finanziario S.p.A. ("**Mediobanca**", or 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 Companies' Register of Milan, Monza, Brianza and Lodi 00714490158, VAT no. 10536040966, 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 for voting at the ordinary general meeting of Mediobanca shareholders (the "**General Meeting**"), called to take place in a single session on 16 June 2025, by the means and on the terms stated in the Notice of Meeting published on its website on 28 April 2025.

The proxy must reach the Promoter, via Sodali & Co S.p.A. (the "Appointed Party") by and no later than 11.59 p.m. on 14 June 2025, by one of the following means:

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

Sodali & Co S.p.A.
Via XXIV Maggio, 43
00187 Rome, Italy

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The proxy may be rescinded at any time by issuing a declaration in writing for the Promoter's attention, by and no later than 11.59 p.m. on 14 June 2025 and in any case by the day prior to the day set for the General Meeting, by the following means:

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

Sodali & Co S.p.A.
Via XXIV Maggio, 43
00187 Rome, Italy

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)

Entity issuing the proxy

..... (*entity corporate name*)
 with registered office in.....(*city*)
(*address*)
 Tax identification code and VAT no.
 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 General Meeting as at 5 June 2025 (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*)

To be completed at the issuing party's discretion:

- Notification no. reference to notification issued by the intermediary)
- Identification codes, if any

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 Proposal made by the Promoter,



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the latter shall proceed to vote, via the Appointed Party, in accordance with the instructions received, even if these differ from the Proposal referred to above; accordingly, if the solicited party has issued a proxy to vote on proposals which differ 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 report by the Board of Directors of Mediobanca and the proposed resolution;

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

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**"):

- 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 CSLND82S58H703T

to participate in and vote at the General Meeting 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 only item on the agenda regarding:

1. Authorizations required pursuant to Article 104(1) of Italian Legislative Decree 58/1998, as amended, to be granted to the Board of Directors of Mediobanca – Banca di Credito Finanziario S.p.A. ("Mediobanca") to enable Mediobanca to: (i) execute the public voluntary exchange offer (the "Offer") for 100% of the ordinary shares in Banca Generali S.p.A. announced on 28 April 2025; (ii) use the ordinary shares in Assicurazioni Generali S.p.A. held by Mediobanca as the consideration for the Offer; (iii) exercise the right, where considered



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appropriate, to waive all or part of the effectiveness conditions set for the Offer. Related and/or subsequent resolutions.

- ☐ ISSUES A PROXY **TO VOTE IN FAVOUR OF THE BOARD OF DIRECTORS' PROPOSAL**
- ☐ ISSUES A PROXY **TO VOTE AGAINST**
- ☐ ISSUES A PROXY **TO ABSTAIN**

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

C) If **circumstances unknown*** at the time when the proxy is issued materialize, the undersigned, with reference to **the sole item on the agenda for the General Meeting:**

- ☐ CONFIRMS THE INSTRUCTIONS
- ☐ REVOKES THE INSTRUCTIONS**

AMENDS THE INSTRUCTIONS:

- ☐ IN FAVOUR
- ☐ AGAINST
- ☐ ABSTAIN

* 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 General Meeting; 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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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 (Governance/General Meetings/General Meeting 2025).