



**PROCESS FOR SUBMISSION OF LIST OF
CANDIDATES FOR THE POSITION OF
DIRECTOR PROPOSED BY THE
OUTGOING BOARD OF MEDIOBANCA**



MEDIOBANCA



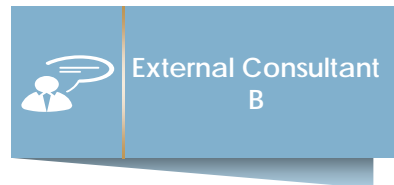
STAKEHOLDERS INVOLVED IN THE PROCESS



- ◆ Consists of five members, three of whom are independent; chaired by an independent Director.
- ◆ Supports the Board of Directors in the various phases of the process.



- ◆ Selected from among specialized companies of the highest standing, External Consultant A supports the Appointments Committee and the Board of Directors in preparing the self-assessment and drawing up the report on the optimal qualitative and quantitative composition of the Board of Directors.

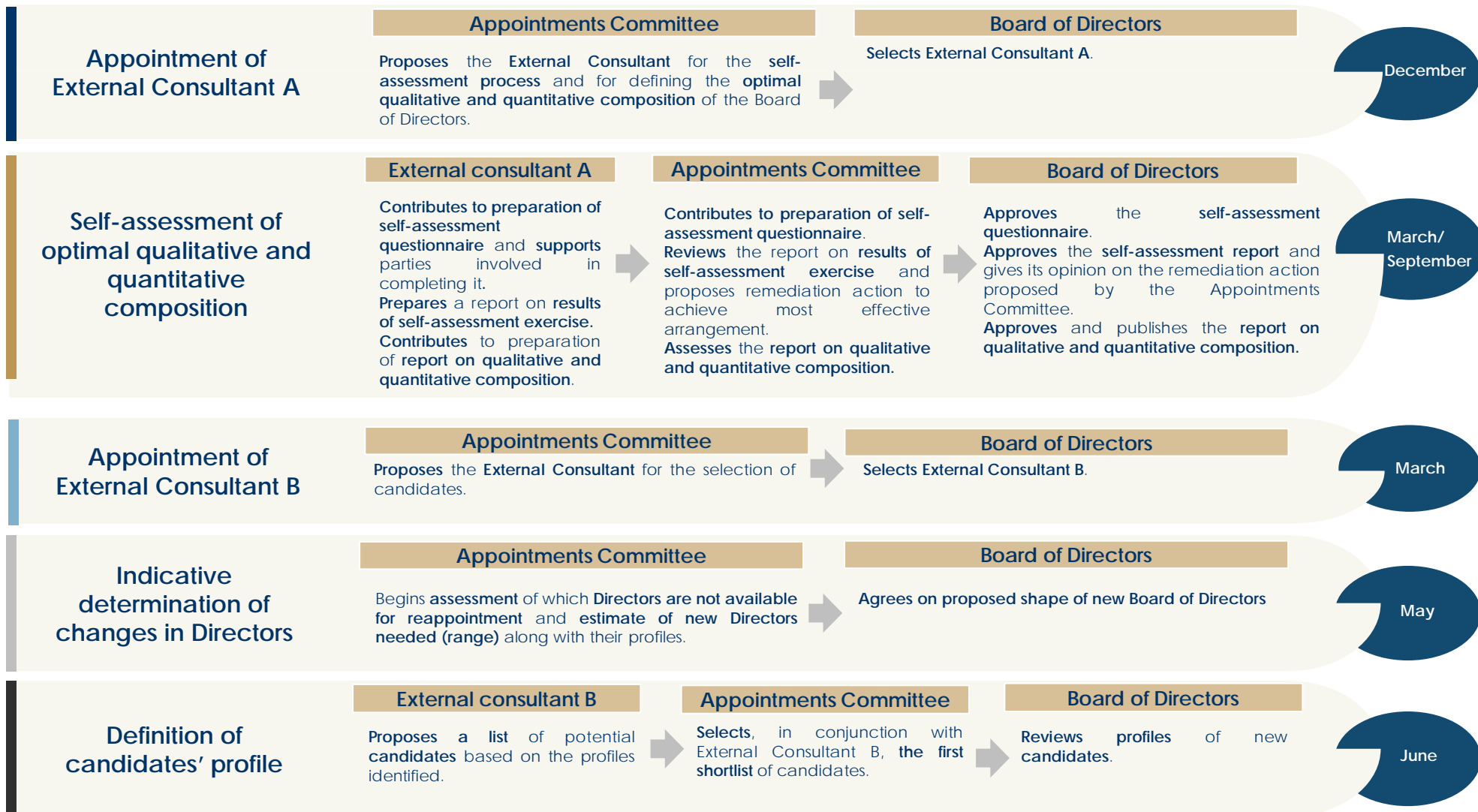


- ◆ Selected from among specialized companies of the highest standing, External Consultant B supports the Appointments Committee and the Board of Directors in the search for possible candidates.

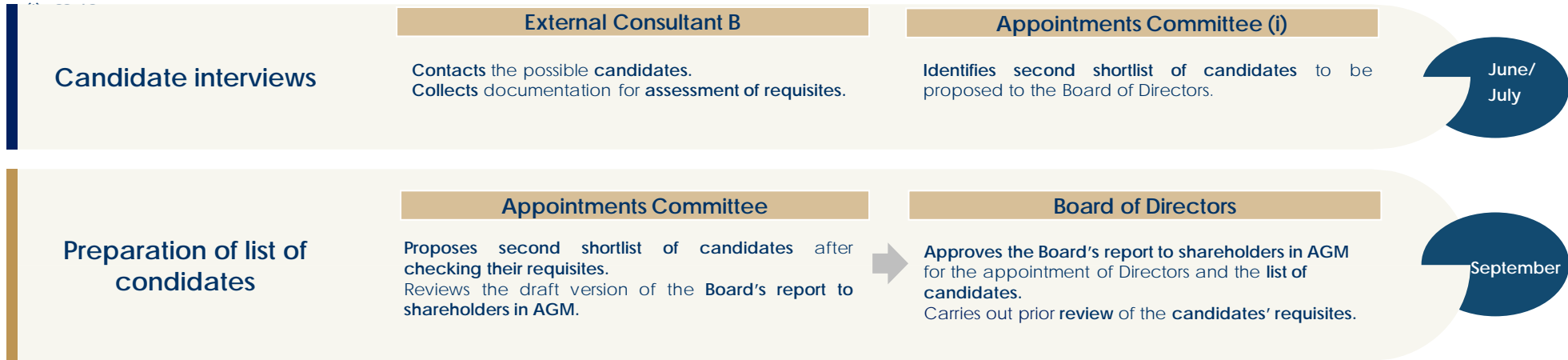


- ◆ Approves and publishes the report on the optimal qualitative and quantitative composition of the Board of Directors.
- ◆ Identifies possible candidates for appointment to the position of Director.
- ◆ Performs the required checks on suitability ahead of submitting the list.
- ◆ Approves and publishes the list.

STEPS IN THE PROCESS 1/2



STEPS IN THE PROCESS 2/2



(i) Any Directors involved are invited.