

## **MEDIOLANUM S.p.A.**

Registered Office: Palazzo Meucci, Via F. Sforza, Basiglio - Milano 3

Share capital: €73,009,610.90 = fully paid up

Tax and VAT Registration - Milan Register of Companies No.

11667420159

The shareholders of Mediolanum S.p.A. are invited to attend the Ordinary and Extraordinary General Meetings, which will be held in Basiglio - Milano 3, Palazzo Meucci, on April 23, 2009, at 2:30 pm, on first call and, if necessary, on April 24, 2009, at the same time and place, on second call, to vote on the following:

### Agenda items

#### Ordinary Meeting:

1. Separate and consolidated financial statements for the year ended December 31, 2008; Directors' Report, Report of the Board of Statutory Auditors and Independent Auditors' Reports.
2. Election of one standing auditor and one alternate auditor.
3. Authorization to be granted to the Board of Directors to purchase and sell the company's own shares pursuant to art. 2357 et seq. of the Italian Civil Code.
4. Amendments to the stock option plan approved on April 26, 2005 pursuant to art. 114-bis of the Consolidated Finance Act.
5. Resolutions pursuant to art. 5 of Italy's Treasury Minister Decree 516 of December 30, 1998; possible election of a Director.

## Extraordinary Meeting

1. Revocation of the authorities to increase share capital for a consideration delegated to the Board of Directors under art. 2443 of the Italian Civil Code on April 26, 2005 and supplemented on April 19, 2007, in relation to stock option grants to employees and directors; subsequent cancellation of related paragraphs under art. 6), sections 5.1 and 5.3 of the company's Bylaws.

Pursuant to Article 11 of the Company's Bylaws to participate in the General Meeting shareholders are requested to file with the Company the notice from the intermediary pursuant to article 2370, paragraph 2 of the Italian Civil Code at least two business days prior to the date of the General Meeting. Filing the notice from the intermediary does not preclude the availability of shares to the shareholders prior to the General Meeting.

The documentation relating to the agenda items will be available at the company's registered office and at the offices of Borsa Italiana S.p.A. and Shareholders are entitled to receive a copy thereof. Said documentation will also be available on the Company's website [www.mediolanum.it](http://www.mediolanum.it).

In relation to item 2) on the Ordinary General Meeting Agenda, you are reminded that, in compliance with regulations and art. 27) 13, second paragraph of the company's Bylaws, the standing auditor and the alternate auditor shall be elected by relative majority of votes with no list constraints. The Company's Bylaws are available on the Company's website [www.mediolanum.it](http://www.mediolanum.it) (Corporate Governance/ Documents of Business Conduct).

We have reasons to believe the General Meeting will be held on the date of first call.

For any further information please contact the Mediolanum S.p.A. Corporate Affairs Office (tel. 02.9049.2517 or 02.9049.2656 from 9:00 am to 6:00 pm).

The Chairman: Roberto Ruozi

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