

MEDIOLANUM S.p.A.

Sede sociale: Basiglio – Milano 3, Palazzo Meucci – Via F. Sforza

Cap. soc.: Euro 73.743.699,80= i.v.

C.F. - P. IVA - Registro Imprese di Milano: n. 11667420159

PROXY FORM ⁽¹⁾

for representation in Ordinary and Extraordinary General Meeting of MEDIOLANUM S.p.A. (the “Company”), to be held on single call on March 26th, 2015, as set forth in the notice of the shareholders’ meeting published on the Company’s website at www.mediolanum.com in the section Investor Relations, Corporate Governance, Annual General Meeting, also published, by extract, in the Italian daily newspapers “MF” and “Il Giornale”, on February 25, 2015 (and any amendments that may be made, pursuant to Art. 126-*bis*, Legislative Decree 58/1998 (“TUF”)).

With reference to the Ordinary and Extraordinary Meeting to be held in single call on March 26th, 2015, at 2:30 pm local time, at Meucci Building - Milano 3, Basiglio,

WITH THIS FORM

I, the undersigned (name*) ⁽²⁾ (surname*),
 born in (place)* on (date)* and resident in
 (town or city) (Address), tax
 identification code* id document (name document)
 no. (copy enclosed),
 acknowledging the contents of the Reports on the items on the agenda prepared by the Directors, and as ⁽³⁾:

shareholder of Mediolanum S.p.A., owner of no.* ordinary shares registered in
 securities account no. with the following intermediary
 ABI CAB

subject with the right to vote relative to no.* ordinary shares in Mediolanum S.p.A.
 registered in securities account no. with the following intermediary
 ABI CAB, as*
 ⁽⁴⁾;

subject vested with appropriate powers of representation of* ⁽⁵⁾
, with registered office in*
, tax identification number *, by

(*) *Obligatory*

¹ Every shareholder entitled to participate in the Meeting may appoint a representative by written proxy pursuant to the applicable laws, by signing this proxy form, to be issued to the person nominated and appointed by the entitled shareholder (**to confer proxies to the Company’s Appointed Representative pursuant to Art. 135-undecies, TUF, it is necessary to use another proxy form prepared by the company for this purpose and published on the website www.mediolanum.com in the section Investor Relations, Corporate Governance, Annual General Meeting**)

² Enter first name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Art. 83-sexies, TUF), or of the appointing party’s legal representative.

³ Check whichever applies.

⁴ Indicate the legal title (pledge, usufruct, etc.) by which the vote is given.

⁵ Indicate the name of the legal person (as it appears in the copy of the notice for participation in the meeting as per Art. 83-sexies, TUF).

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way of (copy enclosed), owner of / subject with the right to vote as *⁽⁶⁾ relative to no. * ordinary shares in Mediolanum S.p.A. registered in securities account no. with the following intermediary ABI CAB

APPOINT

Mr/Ms (name*) (surname *), born in (place)* on (date)* and resident in (town or city) (address), tax identification number* with the faculty (if applicable) to be replaced by Mr/Ms (name) (surname), born in (place) on (date) and resident in (town or city) (address) tax identification code to participate in the Meeting as my representative.

DATE SIGNATURE

I, the undersigned, also declare that the right to vote ⁽⁷⁾: **is exercised by the proxy holder at their discretion ⁽⁸⁾** **is not exercised by the proxy holder at their discretion but in compliance with specific voting instructions given by the undersigned appointing party.**

DATE SIGNATURE

Please note that, pursuant to Art. 135-novies of the TUF, “The representative may deliver or transmit a copy of the proxy, including a computer digital media copy, instead of the original, confirming that the copy is true to the original, and the identity of the principal. The representative shall keep the original proxy and keep trace of the voting instructions received, if any, for one year starting from the date of completion of the meeting”.

⁶ Cross out whichever does not apply and, in the case of a subject with the right to vote, indicate the legal title (pledge, usufruct, etc.) by virtue of which the right to vote is given.

⁷ Check whichever applies.

⁸ Please note that, pursuant to Art. 118, subsection 1, letter c), of the Regulation approved by the Consob with resolution No. 11971/1999, as amended, for the purposes of the communication obligations regulated by Art. 120 of the TUF, equity interests include those shares, in relation to which “the right to vote is granted by virtue of a proxy, provided that such right may be exercised at the proxy holder’s discretion, in the absence of specific instructions from the appointing party”.



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PRIVACY POLICY

The data on this proxy form will be processed by **MEDIOLANUM S.p.A.** – Data Controller – for the purposes of managing the meeting operations, in compliance with the applicable personal data protection code.

Such data may be disclosed to collaborators of **MEDIOLANUM S.p.A.**, who, as Managers or Persons in charge, are duly authorised to process the data for the purposes indicated above: such data may be disseminated or communicated to specific persons in compliance with community directives, regulations and laws, or as ordered by Authorities vested with the legal power for this or by supervisory and control bodies; without the data marked obligatory (*), the proxy holder will not be allowed to participate in the Meeting.

Pursuant to Art. 7 of Legislative Decree no. 196/2003, at any time, the party concerned is entitled to obtain confirmation of what personal data of theirs is held at **MEDIOLANUM S.p.A.**, its source and how it is used; the party concerned is also entitled to update, correct, integrate or cancel the data, request that it be blocked and object to the processing of their data by contacting **MEDIOLANUM S.p.A.**.