

GENERAL MEETING RULES



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“ART. 1 – Scope of application”

- 1.1 These Rules shall regulate procedures at the Ordinary and Extraordinary General Meetings of Mediolanum S.p.A., with registered office in Basiglio – Milano 3, Palazzo Meucci – Via F. Sforza, except as otherwise provided in the company’s Bylaws.
- 1.2 These Rules, adopted pursuant to art. 11 of the Bylaws by resolution of the Ordinary General Meeting of April 12, 2001, are available to shareholders at the Company’s registered office and at the venue of General Meetings. Any amendments to these rules are subject to the same procedures as their approval.

ART. 2 – Access to the General Meeting

- 2.1 Those persons, who pursuant to the law or the Bylaws, are entitled to participate in general meetings shall exhibit their ID, or other certificate enabling the verification of their identity, such as a self-certified identity document, as well as the required certificates, as set out in the notice of meeting, to designated personnel located at the entrance to the meeting hall. The Chairman shall, also upon notice by designated personnel, settle any dispute concerning entitlements to participate in the meeting. Verification of the entitlement to participate in general meetings shall begin well ahead of the scheduled time for the commencement of proceedings.

In order to facilitate verification of individual entitlement to participate in general meetings, shareholders may submit the instruments attesting to their entitlement to the office of the company secretary in the manner and by the time set out in the notice of meeting.

- 2.2 Employees of the Company and of other Group companies, as well as any other party whose presence the Chairman deems to be of use for deliberations or for the proceedings shall be permitted to participate in general meetings.
- 2.3 Experts, financial analysts and accredited journalists shall only be permitted to attend the meeting with the Chairman's consent. No special authorizations or procedures are required for the participation of the independent auditors.
- 2.4 Unless otherwise authorized by the Chairman, for the proper conduct of the Meeting and the drafting of minutes, video or other communications equipment and the like, as well as recording equipment of any type shall not be used in the meeting hall.

ART. 3 - Deliberations

- 3.1 In presenting the items for deliberations and for replies the Chairman may be assisted by any directors or statutory auditors or any individuals entitled to participate in the general meeting pursuant to art. 2.2 above, who may be requested by the Chairman to introduce the items on the agenda and the proposals submitted to the vote of the General Meeting. Unless otherwise requested by the shareholders, items for deliberation may be presented in an order other than that set out in the notice of meeting and deliberations may be opened for more than one agenda items at one time .
- 3.2 The Chairman shall set the procedures for the deliberations on the agenda items. The Chairman shall assure that deliberations are conducted in an orderly manner and shall give the floor to shareholders who requested it in accordance with the provisions of this article, to directors and statutory auditors, ensuring the mutual respect of the rights of all attending shareholders and the interest of the Company.

To the end the Chairman shall determine the manner in which the floor is

requested and the order of the speakers, ensuring that the persons who requested the floor can make brief replies.

The Chairman shall ensure that the discussion is orderly conducted and shall take any measures required to avoid any obstructions to the meeting's regular proceedings.

3.3 All shareholders entitled to vote have the right to take the floor to request clarifications and express their opinion on the business to be transacted. Those shareholders who so request can take the floor to make remarks only about the items on the agenda.

3.4 The Chairman may, when opening the deliberations, with reference to the items on the agenda, determine the length of time available to each speaker, including any replies, also to ensure the widest participation of shareholders in the discussion.

The Chairman shall invite any speaker, who has exceeded the allotted time or making remarks irrelevant to items under deliberation, to draw to an end, and after such warning, the Chairman may order the speaker to relinquish the floor.

In the event that any shareholders obstruct the meeting's regular proceedings, the Chairman shall call the meeting to order. In the event that any such calls are not observed, the Chairman may order the shareholder(s) so warned to leave the meeting for the duration of the deliberations.

Whenever so required, the Chairman may adjourn proceedings for a short period of time giving reasons for such adjournment.

3.5 The Chairman or, upon his request, the directors, the statutory auditors and the employees of the Company who are in attendance take the floor and reply to the shareholders in accordance with the procedures set by the Chairman.

3.6 After all observations, questions, replies and comments have been completed, the Chairman shall declare the deliberations closed.

ART. 4 - Voting

4.1 Prior to the commencement of voting, the Chairman shall readmit any persons excluded from the meeting in accordance with art. 3.4 of these Rules.

4.2 Shareholders shall vote by open ballot. When the meeting is opened and in any case prior to the commencement of voting, the Chairman shall determine the manner in which votes are cast, collected and counted and the means to be used for voting, as well as any term for voting.

4.3 After the completion of voting, all votes shall be counted, following which the Chairman, with any assistance by the secretary or notary, shall announce the outcome of the voting to the meeting.

ART. 5 – Final provisions

Anything not expressly regulated by these Rules shall be governed by the provisions of the Italian Civil Code, special statutes on the matter and the Bylaws; in particular pursuant to the Bylaws, the Chairman may make any arrangements deemed necessary for orderly and regular proceedings at general meetings.