

MEMORANDUM

**COMPENSATION PLANS BASED ON
FINANCIAL MARKET TOOLS**

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DEFINITIONS

The following definitions are used in this Memorandum:

SHARES

indicates the Company's common shares, listed on the telematic stock market and managed by Borsa Italiana S.p.A..

RECIPIENTS

are the Administrators, Employees (i.e. the Directors) and Collaborators (i.e. the sales network operators) of the Company and its controlled companies.

COMPENSATION PLANS or PLANS

indicates the compensation plans based on Shares approved by the Company's shareholders meeting of the 12th April 2001 and of the 26th April 2005 in favour of the Recipients and governed by the Regulations.

REGULATIONS

indicates the code of rules of the Plan reserved to Administrators, the code of rules of the Plan reserved to Employees and the code of rules of the Plan reserved to Collaborators.

STOCK OPTIONS or OPTIONS

Stock Options are options granted to Recipients which empower the same to underwrite a certain number of Shares, at a pre-determined price and within a specified deadline, the ratio being of one Share per Option exercised, under the terms and conditions set forth in the Regulations of the compensation Plans.

VESTING (*Period*)

corresponds to the period of time during which the Options are not exercisable; in American usage, vesting represents a set of modalities and time of maturation terms, i.e. the conditions whereby Options become exercisable.

AWARD DATE

represents the date of deliberation by the Company's Board of Directors which, following the shareholders meeting, on one of more occasions during the Compensation Plans' duration determines the Stock Options' exercise price and quantities awardable, and assigns them to the Recipients, identified by name by the Compensation Committee.

UNDERWRITING PRICE (Exercise Price or Strike Price)

The underwriting price is the price owed by the Recipients for a Share in respect of an exercised Option.

EXERCISE CONDITIONS

represent the whole of the events to which the Stock Option's maturation is subject; when exercise conditions are complied with, the Options become exercisable (e.g. the fulfilment of certain personal or Company objectives, the continuation of the work relationship, the market price of the Share at a certain date, the termination of the vesting period). The Compensation Plan Regulations report the contractual exercise conditions of the Stock Options.

EMBEDDED VALUE

represents the Group's intrinsic value. It is defined by means of an estimate of the Company's value calculated on the basis of actuarial techniques. The embedded value consists in the sum total of the net property, considering the assets at market value, and the value of the portfolio in force. The value of the portfolio in force is the current value of the future financial statement's net profits, projected from the portfolio of contracts in force at the evaluation date, adjusted in consideration of the cost of maintaining the necessary solvency.

COMPANY

indicates MEDIOLANUM S.p.A., with registered office in Basiglio, Milano 3, fiscal code and registration in the Milan Company Register nr. 11667420159.

FOREWORD

This memorandum is drawn up pursuant to the transitory dispositions of CONSOB deliberation 15915 dated 3rd May 2007 with reference to the Compensation Plans already approved, for which the Stock Options granting implementation phase has already been carried out.

In particular, it is acknowledged that the Company has approved:

- on 12th April 2001: the Compensation Plan reserved to Administrators, Employees and Collaborators of the Company and its controlled companies, deliberating for such purpose an increase in company capital amounting in total to Euro 750,000.00 and conferring on the Company's Board of Directors, under Article 2443 of the Civil Code, the faculty to increase the Company capital in relation to the exercise of options assigned by virtue of said Plan. Such Plan has been implemented – albeit not for its entire value – by means of various annual cycles of option granting, with the contextual execution of the associated capital increases; the authorization for capital increases in relation to the Plan under Article 2443 of the Civil Code, originally conferred in 2001, was revoked for the outstanding part on 26th April 2005, on the occasion of the approval of the new Compensation Plan. The tables attached to this Memorandum illustrate the options awarded by virtue of the 2001 Compensation Plan which are still exercisable, the recipients of the options and the quantity for each of them, the exercise price and expiry date thereof;
- on 26th April 2005: the Compensation Plan addressed to Employees, Collaborators and Administrators of the Company and its controlled companies (Recipients), conferring on the Board of Directors, under Article 2443 of the Civil Code, the authorization for a five year term to increase the Company capital, even in various stages, against cash payment, with the exclusion of the right of option in favour of shareholders, by offering underwriting Options exercisable repeatedly over a number of years for the following amounts:
 - for a total of maximum nr. 4,000,000 ordinary shares of Euro 0.10 each, to be offered to Employees of the Company and of its controlled companies;

- for a total of maximum nr. 4,000,000 ordinary shares of Euro 0.10 each, to be offered to Collaborators (i.e. the members of the sales network) of the Company and of its controlled companies;
- for a total of maximum nr. 1,500,000 ordinary shares – adjusted to a maximum of nr. 4,000,000 with resolution of the Extraordinary Shareholders Meeting dated 19th April 2007 – of Euro 0.10 each, to be offered to Administrators of the Company and of its controlled companies.

Based on past positive experiences, among other things, the Board of Directors in fact considers the implementation of the Plan a particularly effective tool for incentivating and promoting loyalty in Administrators, Employees and Collaborators (members of the sales network) of the Company and of its controlled companies (hereinafter jointly referred to as “**Recipients**”), which decisively contribute to the success of the Company and of its controlled companies.

The Plans, the implementation and management of which are assigned as of November 2006 to the Compensation Committee (and previously to the Stock Option Plan Committee), are based on the awarding to Recipients of the right to underwrite new issue ordinary MEDIOLANUM S.p.A. shares (“**Options**”). The Options are personal and not transferable *inter vivos*.

The Plans are implemented via Company capital increases reserved to each of the categories of Recipients, under Article 2441, fourth and fifth subparagraphs of the Civil Code, deliberated by the Board of Directors, authorized for such purpose under 2443 of the Civil Code. The duration of the Administrators’ authorization to actuate all capital increases has been established in the maximum period envisaged under Article 2443 of the Civil Code, namely five years starting from the date of the Shareholders Meeting’s deliberation.

PERFORMANCE OBJECTIVES AND EXERCISE CONDITIONS

The exercise of the Options assigned to Recipients may be subject to the fulfilment of performance objectives of an economic and/or financial nature, as well as to the continuation

of the existing relationship between the Recipient and the Company or other controlled companies: such obligations are specifically identified and disciplined by the Compensation Committee in the Regulations.

In the Regulations of the Plan implementation approved in 2005, the following general performance obligation is required of all three categories of Recipients of the Plan (i.e. Employees, Administrators and Collaborators):

- (i) the achievement on the part of the Company of a net consolidated result for the financial year 2007 at least equal to, or (in case of a generally negative market trend) not more than 15% lower than the previous financial year's net consolidated result; or, (ii) should the obligation not be fulfilled, an increase during the year in question of the assets administered by MEDIOLANUM Group or, alternatively, an increase in the embedded value, calculated by an independent third party.

Under this general condition, applicable to all Recipients, the Administrative, Financial and Control Management of the Company, in concert with the Commercial Area of Banca MEDIOLANUM S.p.A. – the functions delegated for the purpose by the Compensation Committee – have added production objectives for each of the Collaborators identified by the Committee.

Furthermore, in addition to the aforementioned general obligation, the Regulations of the 2005 Compensation Plan presently in force with regard to Administrators and Collaborators foresee other exercise conditions; in particular, the exercise of Options to be assigned to **Collaborators and Administrators** is subject to the verification of at least one of the following events ("**Exercise Conditions**"):

- (i) That the official Stock Exchange price of the ordinary MEDIOLANUM S.p.A. shares at the starting date of the Option exercise be at least equal to that of the official Stock Exchange price of ordinary MEDIOLANUM S.p.A. shares at the grant date of the Options; **or** (ii) that the variation of the official Stock Exchange price of ordinary MEDIOLANUM S.p.A. shares in the period running from the granting date to the starting date of the Option exercise ("**Relevant Period**") be not lower than the mean average of the variations registered in the

Relevant Period by the “S & P/Mib, Comit Assicurativi and Comit Bancari” indexes (“**Indexes**”), duly adjusted according to criteria commonly adopted in financial practice, in order to take into account the correlation coefficient (c.d. beta) between ordinary MEDIOLANUM S.p.A shares and said Indexes in the Relevant Period; the average variation adjusted by the Indexes will be calculated by a independent third party, specifically designated for the purpose; **or (iii)** that the Embedded Value of the MEDIOLANUM Group, calculated by an independent third party specifically designated for the purpose, referred to the last balance sheet approved prior to the starting date of the Option exercise, be at least equal to the intrinsic value of the Group referred to the last balance sheet approved prior to the Options’ grant date.

EXERCISE PRICES AND STATUS OF IMPLEMENTATION OF 2005 PLAN

With reference to the various categories of Recipients foreseen above and different typologies of judicial relations between the same and the Company, or its controlled companies, the Board of Directors proposed – and the Shareholders Meeting consequently deliberated – that the underwriting price of the new shares available for the Plan, against the exercise of Options, be as follows:

- for **Employees**, equal to normal market value – as defined by the fiscal norms – of the Company shares at the Options’ grant date;
- for **Collaborators and Administrators**, equal to the weighted average between (i) the net asset value per share of the Company with reference to the last balance sheet approved prior to the granting of the Options, and (ii) the average stock market value of the MEDIOLANUM S.p.A. shares in the six months prior to the grant date, applying respectively a weighting coefficient equal to 90% of the net asset value and equal to 10% of the average stock market prices of the last semester.

It must be noted that a fairness opinion on the criteria adopted for the determination of the issue price of the shares associated with the increases dedicated to Administrators and Collaborators was originally pronounced by the auditing firm Reconta Ernest & Young S.p.A. – and confirmed on the occasion of each single Shareholders Meeting deliberation – under the

combined dispositions of Articles 2441, subparagraph 6, Civil Code, 2443 Civil Code and 158 TUF (consolidated financial norms).

Status of implementation of the Plan

By virtue of the authority conferred on it by the Shareholders Meeting deliberation of 26th April 2005, the Board of Directors has to-date increased the Company capital for Plan purposes in various stages and has granted:

- **nr. 2,155,250 Options to Employees** of the Company and of its controlled companies; therefore to-date **nr. 1,844,750 Options of the Plan are still available** in favour of Employees;
- **nr. 1,494,811 Options to Collaborators** of the Company and of its controlled companies; therefore to-date **nr. 2,505,189 Options of the Plan are still available** in favour of Collaborators;
- **nr. 1,782,800 Options to Administrators** of the Company and of its controlled companies; therefore to-date **nr. 2,217,200 Options of the Plan are still available** in favour of Administrators. The names of Administrators Recipient of the Plan are reported in the table attached hereto.

IMPLEMENTATION TERMS AND STATUTE

It is to be noted that the Board of Directors must exercise the authority to increase the Company capital for Plan purposes, conferred on it under Article 2443 of the Civil Code, within April 2010 (i.e. 5 years from the Shareholders Meeting deliberation which originally conferred such powers). **The specifications relating to each single increase deliberated by the Board of Directors, divided by category, are quoted integrally in Article 6) of the Statute**, an extract of which is given below – for the sake of completeness of information – starting from subparagraph 5, with the addition of some remarks and notes to allow a better understanding of what has been done so far:

“5. The Shareholders Meeting can delegate the deliberations mentioned in the above subparagraphs to the Board of Directors, as set forth in Article 2443 of the Civil Code.

5.1 On 26th April 2005, the Extraordinary Shareholders Meeting, pursuant to Article 2443, first and second subparagraph, Civil Code, deliberated to bestow on Administrators, for a period of maximum five years from the date of such deliberation, the authority to increase Company capital against cash payment, in one or more stages, up to a total amount of Euro 400,000.00 and therefore through issuing a maximum total of nr. 4,000,000 ordinary shares with a nominal value of Euro 0.10 each, regular enjoyment, to be offered for subscription, with the exclusion of the right of option in favour of shareholders as set forth in Article 2441, eighth subparagraph, of the Civil Code, to Employees of the Company and of its controlled companies, Recipients of the shareholding Plan; the shares will be offered for subscription at a price per unit equal to the normal market value of the same – as defined by the fiscal norms – at the date of the respective capital increase deliberation by the Board of Directors, by offering underwriting rights exercisable even in various stages and over several years; the right to subscribe for such shares shall be personal and non-transferable *inter vivos*; the deliberations of the Board of Directors will set appropriate terms for underwriting the shares, and establish that, should the increase deliberated not be underwritten within the deadline set for the purpose, the capital will be increased by an amount equal to the subscriptions collected up to that term.

5.2 On 26th April 2005 the Extraordinary Shareholders Meeting, pursuant to Article 2443, first and second subparagraph, Civil Code, deliberated to grant Administrators, for a period of maximum five years from the date of such deliberation, the authority to increase the Company capital against cash payment, in one or more stages, up to a total amount of Euro 400,000.00 and therefore through issuing a maximum total of nr. 4,000,000 ordinary shares with a nominal value of Euro 0.10 each, regular enjoyment, to be offered for subscription, with the exclusion of the right of option in favour of shareholders as set forth in Article 2441, eighth subparagraph, of the Civil Code, to Collaborators of the Company and of its controlled companies, Recipients of the shareholding Plan; the shares will be offered for subscription at a price per unit equal to the weighted average between (i) the net asset value per share of the Company with reference to the last balance sheet approved prior to the granting of the Options, and (ii) the average stock market value of MEDIOLANUM S.p.A. shares in the six months prior to the grant date, applying respectively a weighting coefficient equal to 90% of the net asset value and equal to 10% of the average stock market prices of the last semester,

by offering underwriting rights exercisable even in various stages and over several years; the right to subscribe for such shares shall be personal and non-transferable *inter vivos*; the deliberations of the Board of Directors will set appropriate terms for underwriting the shares, and establish that, should the increase deliberated not be underwritten within the deadline set for the purpose, the capital will be increased by an amount equal to the subscriptions collected up to that term.

5.3 With deliberation of 26th April 2005, and subsequent modification of 19th April 2007, the Extraordinary Shareholders Meeting, pursuant to Article 2443, first and second subparagraph, Civil Code, deliberated to grant Administrators, for a period of maximum five years from the date of such deliberation, the faculty to increase Company capital against cash payment, in one or more stages, up to a total amount of Euro 400,000.00 and therefore through issuing a maximum total of nr. 4,000,000 ordinary shares with a nominal value of Euro 0.10 each, regular enjoyment, to be offered for subscription, with the exclusion of the right of option in favour of shareholders as set forth in Article 2441, eighth subparagraph, of the Civil Code, to Administrators of the Company and of its controlled companies, Recipients of the shareholding Plan; the shares will be offered for subscription at a price per unit equal to the weighted average between (i) the net asset value per share of the Company with reference to the last balance sheet approved prior to the granting of the Options, and (ii) the average stock market value of MEDIOLANUM S.p.A. shares in the six months prior to the grant date, applying respectively a weighting coefficient equal to 90% of the net asset value and equal to 10% of the average stock market prices of the last semester, by offering underwriting rights exercisable even in various stages and over several years; the right to subscribe for such shares shall be personal and non-transferable *inter vivos*; the deliberations of the Board of Directors will set appropriate terms for underwriting the shares, and establish that, should the increase deliberated not be underwritten within the deadline set for the purpose, the capital will be increased by an amount equal to the subscriptions collected up to that term.

Increase delegated on 19th June 2002 (*residual of 2001 Plan – now expired (editor's note)*)

With deliberation dated 19th June 2002, the Board of Directors, by virtue of the powers conferred on it by the Extraordinary Shareholders Meeting of 12th April 2001, decided the following:

- to increase Company capital against cash payment by a maximum of Euro 82,750.00 (eightytwothousandsevenhundredandfifty) by issuing a maximum of nr. 827,500 (eighthundredandtwentyseventhousandfivehundred) ordinary shares with a nominal value of

Euro 0.10 (zero point one) each, regular enjoyment, with the exclusion of the right of option to shareholders, as per Article 2441, eighth subparagraph, Civil Code, and Article 134, third subparagraph, of Legislative Decree 58/98, to be offered for subscription to Employees of the Company and of its controlled companies pursuant to Article 2359, subparagraph 1, nr. 1, Civil Code, at a price, inclusive of premium, equal to the mean average of the reference prices of the "MEDIOLANUM S.p.A." shares as reported by the telematic system of the Borsa Italiana S.p.A. in the period between 19th June 2002 and the same day of the previous calendar month (*i.e.* € 7,337 (*editor's note*)).

- to increase Company capital against cash payment by a maximum of Euro 20,000 (twentythousand) by issuing a maximum of nr. 200,000 (twohundredthousand) ordinary shares with a nominal value of Euro 0.10 (zero point one) each, regular enjoyment, with the exclusion of the right of option to shareholders, as per Article 2441, eighth subparagraph, Civil Code, and Article 134, third subparagraph, of Legislative Decree 58/98, to be offered for subscription to non-Employee Administrators of the Company and/or its controlled companies pursuant to Article 2359, subparagraph 1, nr. 1, Civil Code, at a price equal to Euro 0.384 (zero point three-eight-four).

Underwriting of the above mentioned capital increases must take place in a single instalment, within the first five working days of each of the thirty-six calendar months following the expiry of the two year term starting 19th June 2002, without prejudice to the exceptions foreseen by the Regulations; the deadline for the exercise of the option rights corresponding to the above mentioned capital increase deliberations is set for the fifth working day of the thirty-sixth month following the expiry of the two year term starting 19th June 2002: if the capital increases should not be entirely underwritten by that date, they will be deemed to be executed for an amount equal to the subscriptions collected.

Increase delegated on 25th March 2003

(residue of 2001 Plan (editor's note))

With deliberation dated 25th March 2003, the Board of Directors, by virtue of the authorization conferred on it by the Extraordinary Shareholders Meeting of the 12th April 2001, decided the following:

- to increase Company capital against cash payment by a maximum of Euro 99,150 (ninety-nine thousand one hundred and fifty) by issuing a maximum of nr. 991,500 (nine hundred and ninety one thousand five hundred) ordinary shares with the nominal value of Euro 0.10 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, eighth subparagraph, Civil Code, and Article

134, third subparagraph, of Legislative Decree 58/98, to be offered for underwriting to Employees of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1, Civil Code, at a price, inclusive of premium, equal to the mean average of the reference prices of the "MEDIOLANUM S.p.A." share as reported by the telematic system of the Borsa Italiana S.p.A. in the period between the 25th March 2003 and the same day of the previous calendar month (*i.e.* € 7,907 (*editor's note*)).

Underwriting of the above mentioned capital increases must take place in a single instalment, within the first five working days of each of the thirty-six calendar months following the expiry of the two year term starting 25th March 2003, without prejudice to the exceptions foreseen by the Regulations; the deadline for the exercise of the option rights corresponding to the above mentioned capital increase deliberations is set for the fifth working day of the thirty-sixth month following the expiry of the two year term starting 25th March 2003: if the capital increases should not be entirely underwritten by that date, they will be deemed to be executed for an amount equal to the subscriptions collected.

Increase delegated on 13th May 2003

(*residue of 2001 Plan (editor's note)*)

With deliberation dated 13th May 2003, the Board of Directors, by virtue of the authority conferred on it by the Extraordinary Shareholders Meeting of the 12th April 2001, decided the following:

- to increase Company capital against cash payment by a maximum of 96,000 (ninetysixthousand) by issuing a maximum of nr. 960,000 (ninehundredandsixtythousand) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting to Collaborators of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1, Civil Code, at a price equal to Euro 0.539 (zero point five-three-nine);
- to increase Company capital against cash payment by a maximum of Euro 25,000 (twentyfivethousand) by issuing a maximum of nr. 250,000 (twohundredandfiftythousand) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting to non-employee Administrators of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1, Civil Code, at a price equal to Euro 0.539 (zero point five-three-nine).

Underwriting of the above mentioned capital increases must take place in a single instalment, within the first five working days of each of the thirty-six calendar months following the expiry of the two year term starting 13th May 2003, without prejudice to the exceptions foreseen by the Regulations; the deadline for the exercise of the option rights corresponding to the above mentioned capital increase deliberations is set for the fifth working day of the thirty-sixth month following the expiry of the two year term starting 13th May 2003: if the capital increases should not be entirely underwritten by that date, they will be deemed to be executed for an amount equal to the subscriptions collected.

Increase delegated on 12th May 2004

(residue of 2001 Plan (editor's note))

With deliberation dated 12th May 2004, the Board of Directors, by virtue of the authority conferred on it by the Extraordinary Shareholders Meeting of the 12th April 2001, has decided the following:

- to increase Company capital against cash payment by a maximum of Euro 75,900 (seventyfivethousandninehundred) by issuing a maximum of nr. 759,000 (sevenhundredandfiftyninethousand) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, eighth subparagraph, Civil Code, under Article 134, third subparagraph, of Legislative Decree 58/98, to be offered for underwriting to Employees of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1, Civil Code, at a price, inclusive of premium, equal to the mean average of the reference prices of the "MEDIOLANUM S.p.A." share reported by the telematic system of Borsa Italiana S.p.A. in the period between the 12th May 2004 and the same day of the previous calendar month; *(i.e. €5.368 (editor's note))*
- to increase Company capital against cash payment by a maximum of Euro 72,934 (seventytwothousandninehundredandthirtyfour) by issuing a maximum of nr. 729,340 (sevenhundredandtwentyninethousandthreehundredandforty) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting to Collaborators of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1, Civil Code, at a price equal to Euro 0.583 (zero point five-eight-three);
- to increase Company capital against cash payment by a maximum of Euro 18,000 (eighteenthousand) by issuing a maximum of nr. 180,000 (onehundredandeightythousand)

ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting to non-employee Administrators of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1, Civil Code, at a price equal to Euro 0.583 (zero point five-eight-three).

Underwriting of the above mentioned capital increases must take place in a single instalment, within the first five working days of each of the thirty-six calendar months following the expiry of the two year term starting 12th May 2004, without prejudice to the exceptions foreseen by the Regulations; the deadline for the exercise of the option rights corresponding to the above mentioned capital increase deliberations is set for the fifth working day of the thirty-sixth month following the expiry of the two year term starting 12th May 2004: if the capital increases should not be entirely underwritten by that date, they will be deemed to be executed for an amount equal to the subscriptions collected.

Increase delegated on 13th July 2005

(New 2005 Plan (editor's note))

1) With deliberation dated 13th July 2005, the Board of Directors, by virtue of the authority conferred on it by the Extraordinary Shareholders Meeting of 26th April 2005, decided the following:

- to increase Company capital against cash payment by a maximum of Euro 68,100.00 (sixtyeighthousandonehundred) by issuing a maximum of nr. 681,000 (sixhundredandeightyonethousand) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, eighth subparagraph, Civil Code, and Article 134, third subparagraph, Legislative Decree 58/98, to be offered for underwriting to Employees of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1, Civil Code, at a price, inclusive of premium, equal to the mean average of the reference prices of the "MEDIOLANUM S.p.A." share reported by the telematic system of Borsa Italiana S.p.A. in the period between 13th July 2005 and the same day of the previous calendar month; (*i.e.* € 5,231 (*editor's note*))

- to increase Company capital against cash payment by a maximum of Euro 39,000.00 (thirtyninethousand) by issuing a maximum of nr. 390,000 (threehundredandninetythousand) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting in favour of Administrators of the

Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1, Civil Code, at a price equal to Euro 1.118 (one point one-one-eight);

Underwriting of the above mentioned capital increases must take place in a single instalment, within the first five working days of each of the sixty calendar months following the expiry of the two year term starting 13th July 2005, without prejudice to the exceptions foreseen by the Regulations; the deadline for the exercise of the option rights corresponding to the above mentioned capital increase deliberations is set for the fifth working day of the sixtieth month following the expiry of the two year term starting 13th July 2005: if the capital increases should not be entirely underwritten by that date, they will be deemed to be executed for an amount equal to the subscriptions collected.

2) With deliberation dated 13th July 2005, the Board of Directors, **by virtue of the authority conferred on it by the Extraordinary Shareholders Meeting of the 12th April 2001 (*the last increase deliberated based on the old Plan (editor's note)*)**, decided to increase Company capital against cash payment by a maximum of Euro 25,444.00 (twentyfivethousandfourhundredandfortyfour) by issuing a maximum of nr. 254,440 (twohundredandfiftyfourthousandfourhundredandforty) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting in favour of Collaborators of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1), Civil Code, at a price equal to Euro 0.648 (zero point six-four-eight).

Underwriting of the above mentioned capital increases must take place in a single instalment, within the first five working days of each of the thirty-six calendar months following the expiry of the two year term starting 13th July 2005, without prejudice to the exceptions foreseen by the Regulations; the deadline for the exercise of the option rights corresponding to the above mentioned capital increase deliberations is set for the fifth working day of the thirty-sixth month following the expiry of the two year term starting 13th July 2005: if the capital increases should not be entirely underwritten by that date, they will be deemed to be executed for an amount equal to the subscriptions collected.

Increase delegated on 10th May 2006

(New 2005 Plan (editor's note))

With deliberation dated 10th May 2006, the Board of Directors, by virtue of the authority conferred on it by the Extraordinary Shareholders Meeting of the 26th April 2005, decided the following:

- to increase Company capital against cash payment by a maximum of Euro 71,400.00 (seventyonethousandfourhundred) by issuing a maximum of nr. 714,000 (sevenhundredandfourteenthousand) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, eighth subparagraph, Civil Code, and under Article 134, third subparagraph, Legislative Decree 58/98, to be offered for underwriting to Employees of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1), Civil Code, at a price, inclusive of premium, equal to the mean average of the reference prices of the "MEDIOLANUM S.p.A." share as reported by the telematic system of the Borsa Italiana S.p.A. (Italian stock exchange) in the period between 10th May 2006 and the same day of the previous calendar month (*i.e.* € 6,374 (*editor's note*))
- to increase Company capital against cash payment by a maximum of Euro 58,750.00 (fiftyeightthousandsevenhundredandfifty) by issuing a maximum of nr. 587,500 (fivehundredandeightyseventhousandfivehundred) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting in favour of Collaborators of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1), Civil Code, at a price equal to Euro 1.210 (one point two-one-zero);
- to increase Company capital against cash payment by a maximum of Euro 60,900.00 (sixtythousandninehundred) by issuing a maximum of nr. 609,000 (sixhundredandninthousand) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting in favour of the Administrators of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1), Civil Code, at a price equal to Euro 1.210 (one point two-one-zero).

Underwriting of the above mentioned capital increases must take place in a single instalment, within the first five working days of each of the sixty calendar months following the expiry of the two year term starting 10th May 2006, without prejudice to the exceptions foreseen by the Regulations; the deadline for the exercise of the option rights corresponding to the above mentioned capital increase deliberations is set for the fifth working day of the sixtieth month following the expiry of the two year term starting 10th May 2005: if the capital increases

should not be entirely underwritten by that date, they will be deemed to be executed for an amount equal to the subscriptions collected.

Increase delegated on 10th May 2007

(New 2005 Plan (editor's note))

With deliberation of 10th May 2007, the Board of Directors, by virtue of the authority conferred on it by the Extraordinary Shareholders Meeting of 26th April 2005, decided the following:

a) - to increase Company capital against cash payment by a maximum of Euro 76,025.00 (seventysixthousandtwentyfive) by issuing a maximum of nr. 760,250 (sevenhundredandsixtythousandtwohundredandfifty) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, eighth subparagraph, Civil Code, and under Article 134, third subparagraph, Legislative Decree 58/98, to be offered for underwriting to Employees of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1), Civil Code, at a price, inclusive of premium, equal to the mean average of the reference prices of the "MEDIOLANUM S.p.A." share as reported by the telematic system of the Borsa Italiana S.p.A. (Italian stock exchange) in the period between 10th May 2007 and the same day of the previous calendar month (*i.e. € 6.352 (editor's note)*)

b) - to increase Company capital against cash payment by a maximum of Euro 90,731.10 (ninetythousandsevenhundredandthirtyone point one-zero) by issuing a maximum of nr. 907,311 (ninehundredandseventhousandthreehundredandeleven) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting in favour of Collaborators of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1), Civil Code, at a price equal to Euro 1.30 (one point three-zero);

c) - to increase Company capital against cash payment by a maximum of Euro 78,380.00 (seventyeighththousandthreehundredandeighty) by issuing a maximum of nr. 783,800 (sevenhundredandeightythreehousandeighthundred) ordinary shares with a nominal value of Euro 0.1 (zero point one) each, regular enjoyment, with the exclusion of the right of option reserved to shareholders, under Article 2441, fifth subparagraph, Civil Code, to be offered for underwriting in favour of Administrators of the Company and/or its controlled companies under Article 2359, subparagraph 1, nr. 1), Civil Code, at a price equal to Euro 1.30.

Underwriting of the above mentioned capital increases must take place in a single instalment, within the first five working days of each of the sixty calendar months following the expiry of the two year term starting 10th May 2007, as far as subparagraphs b) and c) above are concerned, while they must take place, again in one single instalment, within the first five working days of each of the twelve calendar months following the expiry of the three year term starting 10th May 2007, as far as subparagraphs a) above is concerned, without prejudice to the exceptions foreseen in the Regulations; the deadline for the underwriting is therefore established on the date of the fifth working day of the sixtieth month following the expiry of the two year term starting 10th May 2007 as far as subparagraphs b) and c) above are concerned, and on the date of the fifth working day of the twelfth month following the expiry of the three year term starting 10th May 2007 as far as subparagraph a) above is concerned: if the capital increases should not be entirely underwritten by those dates, they will be deemed to be executed for an amount equal to the subscriptions collected.

Basiglio – Milano 3, 11th September 2007

For the Board of Directors

Roberto Ruozi

President

ATTACHMENTS: Table nr.1 – frame 2 – of chart 7 of Attachment 3A of Regulations nr. 11971/1999

COMPENSATION PLANS BASED ON FINANCIAL MARKET TOOLS

Table nr. 1 - chart 7 of Attachment 3A - Regulations nr. 11971/1999

Date: 11 /09 /2007

Name or Category (1)	Qualification (indicate only for subjects entered by name)	FRAME 2							
		Options (<i>option grant</i>)							
		<u>Section 1</u>							
		Options relating to plans, presently in force, approved on the basis of previous Shareholders Meeting deliberations (8)							
		Number of financial tools subject to Options exercisable but not exercised (10)	Description of tool (13)	Number of Financial tools subject to Options granted but not exercisable (10) (12)	Number of financial tools subject to Options exercisable but not exercised (10)	Date of granting by the BoD competent Organ (11)	Price of exercise	Market price of financial tools subject to grant date	option expiry date (11)
Alfredo Messina	Deputy Vice President	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	73,000	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes									
Alfredo Messina	Deputy Vice President	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	66,000	//	10/05/2006	1.210	6.1513	5 th day May stock exchange 2013
Notes									

Edoardo Lombardi	Vice President	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	247,500	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes									
Edoardo Lombardi	Vice President	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	247,500	//	10/05/2006	1.210	6.1513	5 th day May stock exchange 2013
Notes									
Renzo Rizzardi	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	13,800	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes									
Renzo Rizzardi	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	12,000	//	10/05/2006	1.210	6.1513	5 th day May stock exchange 2013
Notes									
Danilo Benedetti	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	65,000	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014

Notes									
Danilo Benedetti*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	58,500	//	10/05/2006	1.210	6.1513	5 th day May stock exchange 2013
Notes* It must be pointed out that Mr. Benedetti is also a Recipient – by virtue of grants prior to the year 2005 – of a total of nr. 30,000 Options under the Employee Plan, granted to him as Director.									
Luigi Del Fabbro*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	86,300	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes* Director under Article 152, sexies, subparagraph 1, lett. c) – c.2)									
Luigi Del Fabbro*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	75,000	//	10/05/2006	1.210	6.1513	5 th day May stock exchange 2013
Notes* Director under Article 152, sexies, subparagraph 1, lett. c) – c.2)									
Luigi Del Fabbro*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	75,000	//	10/05/2006	1.210	6.1513	5 th day May stock exchange 2013
Notes* Director under Article 152, sexies, subparagraph 1, lett. c) – c.2) It must be pointed out that Mr. Del Fabbro is also a Recipient – by virtue of grants prior to the year 2005 – of a total of nr. 40,000 Options under the Employee Plan, granted to him as Director.									
Giuseppe Lalli*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM	52,800	//	10/05/2007	1.30	6.0738	5 th day May

			S.p.A. shares with cash payment						stock exchange 2014
Notes* Director under Article 152, sexies, subparagraph 1, lett. c) – c.2)									
Giuseppe Lalli*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	67,500	//	10/05/2006	1.210	6.1513	5 th day May stock exchange 2013
Notes* Director under Article 152, sexies, subparagraph 1, lett. c) – c.2) It must be pointed out that Mr. Lalli is also a Recipient – by virtue of grants prior to the year 2005 – of a total of nr. 35,000 Options under the Employee Plan, granted to him as Director.									
Antonio Maria Penna	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	94,000	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes									
Antonio Maria Penna*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	82,500	//	10/05/2006	1.210	6.1513	5 th day May stock exchange 2013
Notes* It must be pointed out that Mr. Penna is also a Recipient – by virtue of grants prior to the year 2005 – of a total of nr. 45,000 Options under the Employee Plan, granted to him as Director.									
Giovanni Mario Biagiotti*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	10,000	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014

Notes* It must be pointed out that Mr. Biagiotti is also a Recipient – by virtue of grants prior to the year 2007 – of a total of nr. 47,000 Options under the Employee Plan, granted to him as Director.									
Corrado Bocca*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	16,500	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes* It must be pointed out that Mr. Bocca is also a Recipient – by virtue of grants prior to the year 2007 – of a total of nr. 34,000 Options under the Employee Plan, granted to him as Director.									
Gianluca Bosisio*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	16,000	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes* It must be pointed out that Mr. Bosisio is also a Recipient – by virtue of grants prior to the year 2007 – of a total of nr. 48,000 Options under the Employee Plan, granted to him as Director.									
Alessandro Garofalo*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	20,000	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes* It must be pointed out that Mr. Garofalo is also a Recipient – by virtue of grants prior to the year 2007 – of a total of nr. 60,000 Options under the Employee Plan, granted to him as Director.									
Angelo Lietti*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	20,800	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes* It must be pointed out that Mr. Lietti is also a Recipient – by virtue of grants prior to the year 2007 – of a total of nr. 60,000 Options under the Employee Plan, granted to him as Director.									

Walter Ottolenghi*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	15,300	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes* It must be pointed out that Mr. Ottolenghi is also a Recipient – by virtue of grants prior to the year 2007 – of a total of nr. 24,000 Options under the Employee Plan, granted to him as Director.									
Ettore Parlato Spadafora*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	19,000	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes* It must be pointed out that Mr. Parlato Spadafora is also a Recipient – by virtue of grants prior to the year 2007 – of a total of nr. 45,000 Options under the Employee Plan, granted to him as Director.									
Giovanni Pirovano*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	20,300	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes* It must be pointed out that Mr. Pirovano is also a Recipient – by virtue of grants prior to the year 2007 – of a total of nr. 58,000 Options under the Employee Plan, granted to him as Director.									
Maurizio Zanardi*	Administrator Controlled Co.	26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	13,500	//	10/05/2007	1.30	6.0738	5 th day May stock exchange 2014
Notes* It must be pointed out that Mr. Zanardi is also a Recipient – by virtue of grants prior to the year 2007 – of a total of nr. 24,000 Options under the Employee Plan, granted to him as Director.									

Collaborators		26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	760,250	//	10/05/2007	6.352	6.0738	5 th day May stock exchange 2011
Notes									
Collaborators		26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	714,000	//	10/05/2006	6.374	6.1513	5 th day May stock exchange 2013
Notes									
Collaborators		26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	//	650,000	13/07/2005	5.231	4.8329	5 th day May stock exchange 2012
Notes									
Collaborators		12/04/2001	Options on MEDIOLANUM S.p.A. shares with cash payment	//	632,000	12/05/2004	5.368	4.676	5 th day May stock exchange 2009
Notes									
Collaborators		26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	907,311	//	15/05/2007	1.30	6.0738	5 th day May stock exchange 2014

Notes									
Collaborators		26/04/2005	Options on MEDIOLANUM S.p.A. shares with cash payment	587,500	//	10/05/2006	1.210	6.1513	5 th day May stock exchange 2013
Notes									
Collaborators		12/04/2001	Options on MEDIOLANUM S.p.A. shares with cash payment	//	73,553	15/07/2005	0.648	4.8329	5 th day May stock exchange 2010
Notes									
Collaborators		12/04/2001	Options on MEDIOLANUM S.p.A. shares with cash payment	//	39,545	12/05/2004	0.583	4.676	5 th day May stock exchange 2009
Notes									
Collaborators		12/04/2001	Options on MEDIOLANUM S.p.A. shares with cash payment	//	32,588	13/05/2003	0.539	4.0923	5 th day May stock exchange 2008
Notes									

Notes on the table

(1) A line must be filled in for each subject individually identified and for each category considered; a separate line must be used for each subject or category, indicating: i) each type of tool or option granted (e.g. different prices of exercise and/or deadlines determine different typologies of options); ii) each plan deliberated by different shareholders meetings.

(2) Indicate the name of the components of the Board of Directors or of the management board of the issuer of the stock options and of the controlled or controlling companies.

(3) Indicate the name of subjects with management functions in the share issuer, as per article 152-*sexies*, subparagraph 1, letter c)-c2 and in the controlled companies as per article 152-*sexies*, subparagraph 1, letter c)-c3.

(4) Indicate the name of the physical persons controlling the share issuer, whether employees or external collaborators of the company who are not connected thereto via a subordinate work relationship.

(5) Indicate all the directors who have regular access to privileged information and are empowered with the authority to make managerial decisions having a potential impact on the trend and future prospects of the share issuer, as per article 152-*sexies*, subparagraph 1, letter c)-c.2; in cases where, with regard to stock options, different exercise prices are foreseen for said subjects (or different purchase prices for stock grant), enter the name of each of such subjects, by filling in a corresponding number of lines.

(6) Indicate all the directors who have regular access to privileged information and are empowered with the authority to make managerial decisions having a potential impact on the trend and future prospects of a controlled company, directly or indirectly, from a share issuer, if the accounting value of the participation in said controlled company represents over fifty percent of the assets of the share issuer, as shown on the last approved balance sheet, as per article 152-*sexies*, letter c)-c. ; in cases where, with regard to stock options, different exercise prices are foreseen for said subjects (or different purchase prices for stock grant), enter the name of each of such subjects, by filling in a corresponding number of lines.

(7) Indicate the category of the other employees and the category of the non-employee collaborators. It is necessary to use different lines in relation to categories of employees or collaborators for which different plan characteristics are foreseen (e.g. directors, officers, clerks).

(8) The data refer to tools associated with plans approved based on:

- i. shareholders meeting deliberations prior to the date on which the competent organ approves the proposal for the meeting and/or
- ii. shareholders meeting deliberations prior to the date on which the competent organ empowered to decide exercises the authority received from the shareholders meeting;

the table therefore contains:

- in case i) above, information updated to the date of the proposal by the competent organ for the meeting (in which case the table is attached to the memorandum for the plan approval meeting);
- in case ii) above, information updated to the date of the decision by the competent organ for the implementation of the plans (in which case the table is attached to the memoranda issued following the decision of the competent organ for the implementation of the plans, and section 1 reports data regarding all the meeting's deliberations

with respect to the plans in force with stock already granted (even relating to previous portions foreseen by the same deliberation based on which the competent organ grants the new tools).

(9) Data may refer to:

- a. a decision taken by the Board of Directors prior to the shareholders meeting, if the table is attached to the document presented in the meeting; in such case the table will only report any characteristics already defined by the Board of Directors;
- b. a decision taken by the competent organ for deciding the implementation of the plan after the approval by the shareholders meeting, if the table is attached to the memorandum to be issued on the occasion of such last decision regarding implementation.

In either case it is necessary to fill in the box in the field corresponding to note 9) herein. For any data yet to be defined, enter code “NA” (not available).

(10) Total number of tools subject to restrictions (e.g. restricted stock), in frame 1, or of shares subject to options, in frame 2; it is necessary to use a separate line for each class of tool (e.g. for each different duration of the restriction, or for each different exercise price); the number is calculated at the date of the BoD meeting which approves the proposal for the shareholders meeting, or at the date of the subsequent decision of the competent organ for the implementation of the shareholders meeting’s deliberation; if the table is being drawn up for the memorandum relating to the decision of the competent organ for the plan implementation (as per note 9, letter b above), the total number of new issue options, or shares subject to options, must not be entered in section 1 but only in the first field of section 2.

(11) If the grant date is different from the date on which the compensation committee, if any, has formulated the proposal with regard to such grant, enter the date of the proposal of said committee in the field, too, identifying the date relating to the BoD or other competent organ’s proposal with the code “BoD/CO” and the date of the proposal of the compensation committee with the code “CC”.

(12) The number of tools subject to options granted but not exercisable refers to options which, although they have been granted, are not exercisable as a result of vesting conditions.

(13) Indicate, for example, in frame 1: i) shares of Company X, ii) tool parametered to the value of shares Y, and in frame 2: iii) options on shares W with cash payment; iv) options on shares Z with cash settlement, etc.