

PROXY FORM

THE SHAREHOLDER/ LEGAL REPRESENTATIVE /PERSON ENTITLED TO VOTE

_____ *family name and first name /business name*

_____ @ _____

_____ *email address*

_____ *tax registration number*

FOR
**THE ORDINARY AND EXTRAORDINARY GENERAL MEETING
OF MEDIOLANUM S.P.A.**
TO BE HELD

in Basiglio, at 2:30 pm (local time) on
April 21, 2011 (first call)
April 22, 2011 (second call)

Agenda

Ordinary Meeting

1. Separate and consolidated financial statements for the year ended December 31, 2010; Directors' Reports, Report of the Board of Statutory Auditors and Independent Auditors' Reports; dividend distribution.
2. Authorisation 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 and article 132 of Legislative Decree 58/1998.
3. Election of the Board of Directors:
 - 3.1. Determination of the number of members;
 - 3.2. Determination of their term in office;
 - 3.3. Election of Directors and appointment of the Board Chairman;
 - 3.4. Determination of compensation.
4. Election of the Board of Statutory Auditors
 - 4.1. Determination of compensation;
 - 4.2 Election of three standing auditors and two alternate auditors, appointment of the Chairman of the Board of Statutory Auditors.
5. Appointment of the independent auditors whose scope of work will include the limited audit of the half-year condensed financial statements, for the years 2011 through 2019; independent auditors' fees.
6. Report on the Mediolanum Group compensation policies.

Extraordinary Meeting

Amendments to the Bylaws articles 3, 9, 12, 14, 17, 20, 27 and 29 to catch up on recent shareholders' rights regulations.

