

PROXY FORM

THE SHAREHOLDER/ LEGAL REPRESENTATIVE /PERSON ENTITLED TO VOTE

<p>_____</p> <p><i>family name and first name /business name</i></p> <p>_____ @ _____</p> <p><i>email address</i></p> <p>_____</p> <p><i>tax registration number</i></p>
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FOR
THE ORDINARY AND EXTRAORDINARY GENERAL MEETING
OF MEDIOLANUM S.P.A.
TO BE HELD

<p>in Basiglio, at 2:30 pm (local time) on April 23, 2013 (first call) April 24, 2013 (second call)</p>

<p>Agenda</p>
<p><u>Ordinary Meeting</u></p> <ol style="list-style-type: none">1. Separate and consolidated financial statements _____ for the year ended December 31, 2012; Directors' Reports, Report of the Board of Statutory Auditors and Independent Auditors' Reports;1.1. 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 <i>et seq.</i> of the Italian Civil Code and article 132 of Legislative Decree 58/1998;3. Election of two Directors and of the Chairman of the Board of Directors;3.1 Election of two Board Directors;3.2 Election of the Board Chairman;4. Report on compensation policies pursuant to article 123-<i>ter</i> of Legislative Decree 58/1998. <p><u>Extraordinary Meeting</u></p> <ol style="list-style-type: none">1. Amendments to articles 9, 10, 11 and 12 (General Meetings), 17 and 23 (Board of Directors), and 27 (Board of Statutory Auditors) of the Bylaws.

HEREBY APPOINTS

<p>_____</p> <p><i>details identifying the person appointed as proxy</i></p> <p>No. _____ Mediolanum S.p.A. shares - with _____</p> <p><i>Number of shares</i> - <i>name of the intermediary</i></p>
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AND GIVES THE PROXY

discretionary voting authority

specific voting instructions and no discretionary voting authority

place, date _____, _____

Pursuant to section 7 Legislative Decree 196/2003 consent is hereby given to use of personal data

Signature of the person appointing the proxy _____

Mediolanum S.p.A. contact details

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