



MEDIOLANUM S.p.A.

Registered Office: Palazzo Meucci, Via F. Sforza, Basiglio - Milano 3 - Share

capital: €73,140,327.90= fully paid up

Tax and VAT Registration - Milan Register of Companies No. 11667420159

The shareholders of Mediolanum S.p.A. are invited to attend the Ordinary and Extraordinary General Meetings, which will be held in Basiglio - Milano 3, Palazzo Meucci, on 27 April 2010, at 2:30 p.m., on first call and, if necessary, on 28 April 2010, at the same time and place, on second call, to discuss and pass the resolutions concerning and consequent to the following:

agenda items

Ordinary Meeting

1. Separate and consolidated financial statements for the year ended 31 December 2009; Directors' Report, Report of the Board of Statutory Auditors and Independent Auditors' Reports.
2. Authorisation pursuant to art. 2357 *et seq.* of the Italian civil code concerning the purchase and sale of own shares.
3. Approval pursuant to art. 114-*bis* of the Italian Consolidated Finance Act of the guidelines: (i) of the stock option plan benefiting the directors and managers of the Company and of its subsidiaries, and (ii) of the stock option plan benefiting the collaborators of the Company and of its subsidiaries. Delegated authorities for the implementation of the plans.

Extraordinary Meeting

Authority to increase share capital for a consideration, conferred upon the Board

of Directors, pursuant to art. 2443 of the Italian civil code, waiving any shareholders' pre-emptive rights, pursuant to art. 2441, fifth paragraph, of the Italian civil code, to be exercised in one or more occasions, as follows:

- for a maximum total amount of €500,000.00 issuing up to 5,000,000 new shares to be reserved for subscription of the directors and managers of the Company and of its subsidiaries;
- for a maximum total amount of €700,000.00 issuing up to 7,000,000 new shares to be reserved for subscription of the collaborators of the Company and of its subsidiaries;
- consequent amendment of art. 6 of the Company's Bylaws.

Pursuant to Article 11 of the Company's Bylaws to participate in the General Meeting shareholders are requested to file with the Company the notice from the intermediary pursuant to article 2370, paragraph 2, of the Italian Civil Code at least two business days prior to the date of the General Meeting. Filing the notice from the intermediary does not preclude the availability of shares to the shareholders prior to the General Meeting.

The documentation relating to the agenda items will be available at the company's registered office and at the offices of Borsa Italiana S.p.A. and Shareholders are entitled to receive a copy thereof.

Said documentation will also be available on the Company's website www.mediolanum.com together with the Company's Bylaws and the proxy form to attend the meeting (Corporate Governance/ Documents of Business Conduct).

You are reminded that the share capital amounts to €73,140,327.90, divided into 731,403,279 shares – all carrying voting rights - each with a nominal value of €0.10.

We have reasons to believe the General Meeting will be held on the date of first call.

For any further information please contact the Mediolanum S.p.A. Corporate Affairs Office (tel. 02.9049.2517 or 02.9049.2656 from 9:00 am to 6:00 pm). The Deputy Chairman: Alfredo Messina

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