

## *Notice of Shareholders' Meeting*

Holders of voting rights are invited to the ordinary and extraordinary Shareholders' Meeting, to be held **on 8 September 2014 at 4:00 PM** on single call, at NH Hotel Milano 2, via Fratelli Cervi, 20090 Segrate (Milan), Italy, in order to resolve upon the following

### **AGENDA**

#### **Ordinary part**

1. Appointment of two members of the Board of Directors; inherent and consequential resolutions.

#### **Extraordinary part**

1. Proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil code, the power to increase the share capital against payment, in one or more tranches, in divisible form, by and no later than 31 July 2016, without pre-emptive rights pursuant to Article 2441, fourth paragraph, second sentence of the Italian Civil code, to be reserved to Société Générale by means of an issue, in one or more tranches, at the terms and conditions specified in the Agreement, of up to nr. 46,000,000 ordinary shares and in any event within the limit of 10% of the then pre-existing share capital. Consequential amendment of Article 5 of the Corporate by-laws; inherent and consequential resolutions.

#### **Participation in the Meeting**

Holders of voting rights at close of business on the record date of 28 August 2014 - for whom the Company has received the relevant communication from the authorised broker - shall be entitled to participate and vote in the Shareholders' Meeting. Anyone becoming a Shareholder after that term will not be entitled to participate or vote in the Meeting. The above mentioned communication from the broker must be received by the Company by the end of the third trading day before the date of the Meeting. However, the right to attend and vote remains even if the communication is received by the Company after that term, provided that it is received by the beginning of the Meeting. Please note that the communication to the Company is made by the broker upon request of the person who holds the right to vote.

#### **Proxy voting**

Anyone entitled to participate in the Meeting may be represented by written proxy in accordance with the applicable provisions of law (in particular, please note that proxy may also be conferred through an electronic document signed electronically, in accordance with the provisions of Article 135-novies, paragraph 6 of Legislative Decree 58/1998). For this purpose, holders of voting rights can use the ordinary proxy form, which can be downloaded from the page of MolMed's website ([www.molmed.com](http://www.molmed.com)) devoted to the Meeting. The proxy may be notified to the Company by mail at the registered office of the Company or by certified e-mail at [segreteria.molmed@legalmail.it](mailto:segreteria.molmed@legalmail.it). If the representative delivers or sends to the Company a copy of the proxy instead of the original, he or she shall certify under his/her own responsibility the conformity of the copy to the original proxy and the identity of the delegator. Any prior notification does not relieve the representative, when registering for access to the Meeting, from the obligation to certify the conformity of the

#### **FROM GENES TO THERAPY**

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#### **MOLMED S.p.A.**

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[info@molmed.com](mailto:info@molmed.com) - [www.molmed.com](http://www.molmed.com)

Share capital € 10,874,215.42 fully paid - Office of Milan Company Registry number 1506630 - Tax identification number 11887610159

notified copy to the original proxy, as well as the identity of the delegator.

### **Designated Representative**

Proxy can be conferred, with voting instructions for the proposed resolutions on the items on the agenda, on Computershare S.p.A., with registered office in Milan (Italy), via Lorenzo Mascheroni 19, zip code 20145, which is the Company's designated Representative pursuant to Article 135-undecies of Legislative Decree 58/1998, by using the specific proxy form which can be downloaded in printable form from the page of MolMed's website ([www.molmed.com](http://www.molmed.com)) devoted to the Meeting, and is also available at the registered office of the Company or of Computershare S.p.A. at the address indicated above. The proxy with voting instructions must be sent in original to the registered office of Computershare S.p.A. by the end of the second trading day prior to the date of the Meeting, i.e. by 4 September 2014. A copy of the proxy, together with a declaration attesting its conformity to the original, may be anticipated to the designated Representative within the indicated term, either by fax at +39.02.46776850 or attached to an e-mail message to be sent at [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it). The proxy is valid only if voting instructions are provided. The proxy and voting instructions can be revoked within the same term indicated above. Please note that the communication to the Company issued by the broker certifying the right to participate in the Meeting and exercise the right to vote is required also when electing to designate the designated Representative as proxy. Pursuant to law, the shares for which proxy, even partial, has been conferred are counted for the purpose of proper constitution of the Meeting and, if there are no voting instructions, the shares are not counted in the calculation of the majority and percentage of share capital required for the approval of resolutions. Information regarding the granting of the proxy to Computershare S.p.A. (which you can call for any questions at +39.02.4677681) are also available within the specific proxy form.

### **Presentation of draft resolutions/integrations to the agenda**

Shareholders who, individually or jointly, represent at least 2.5% of the share capital, may - within 5 days from publication of this Notice (i.e. by 6 August 2014) - request the integration of the Meeting agenda, specifying the additional items proposed in their request, or submit draft resolutions on the items already on the agenda of the Meeting. The request - together with the communication (or communications) issued, pursuant to the applicable provisions, by the brokers who hold accounts recording the requesting Shareholders' ordinary shares and attesting their ownership (for the purpose of legitimacy) - must be sent in writing, within the term indicated, by delivery or registered mail at the registered office of the Company (via Olgettina 58, 20132 Milan, Italy) to the attention of the Corporate Secretary, or by e-mail at [segreteria.molmed@legalmail.it](mailto:segreteria.molmed@legalmail.it), together with information enabling the identification of the requesting Shareholders (in this regard, please provide a contact telephone number). Within the same term and in the same manner, the requesting Shareholders must also send a report stating the reasons for the proposed resolutions on new items supplementing the agenda or the motivation for further proposed resolutions on the matters already on the agenda. Any addition to the items on the agenda of the Meeting, as well as any submission of further deliberation proposals on the items on the agenda, will be disclosed by the Company in the same form prescribed for the publication of this Notice, at least 7 days before the date of the Meeting. Together with the publication of the Notice of integration of the agenda or submission of additional resolutions on the items already on the agenda, these proposals - as well as the related reports prepared by the requesting Shareholders, accompanied by possible assessments of the Board of Directors - will be made available to the public according to Article 125-ter, paragraph 1 of Legislative Decree 58/1998 (TUF). Integration of items on which the Meeting, in accordance with the applicable provisions, resolves upon proposal of the Board of Directors or on the basis of a project or a report prepared by the Board, is not permitted if different from the cases referred to in Article 125-ter, paragraph 1 of Legislative Decree 58/1998.

**Questions on the items on the agenda**

Holders of voting rights may submit questions on the agenda items prior to the Meeting. Questions, together with information enabling the identification of the holder of voting rights, can be submitted in writing by registered mail at the registered office of the Company, to the attention of the Director of Investor Relations, by fax at +39.02.212.77.325 or by e-mail to [investor.relations@molmed.com](mailto:investor.relations@molmed.com). In this regard, the Company must also receive a communication issued by the broker who holds accounts recording the Shareholder's ordinary shares and attesting their ownership, thus providing proof of entitlement to the right's exercise (or, alternatively, the same statement issued by the broker for the purpose of entitlement to participate in the Meeting). Questions must be received by the Company by 5 September 2014. Questions received prior to the Meeting within the indicated term will be responded to during the Meeting: questions and answers will be made available to the public on the page of MolMed's website ([www.molmed.com](http://www.molmed.com)) devoted to the Meeting, within the Meeting minutes.

**Documents and other information**

Documentation on the items on the agenda required by applicable laws and regulations will be available to the public at the registered office of the Company and will be published in annex to the page of MolMed's website ([www.molmed.com](http://www.molmed.com)) devoted to the Meeting within the terms and pursuant to the conditions prescribed under the regulations in force; Shareholders and other persons entitled to attend the Meeting may obtain hard copies of such documents at their own expense.

**Share capital**

- Share capital: € 10,874,215.42 fully paid
- Total outstanding shares: 231,058,594 (100% ordinary shares with no par value, with the right to vote at ordinary and extraordinary Shareholders' Meetings)

Milan (Italy), 1 August 2014