

## *Notice of ordinary and extraordinary shareholders' meeting*

Holders of voting rights are invited to the ordinary and extraordinary shareholders' meeting, to be held on **November 7<sup>th</sup>, 2016 at 15.30 on single call**, at Oxygen auditorium, Zambon OpenZone, via Campestre, Bresso (Milan), Italy, to discuss and pass resolution on the following

### AGENDA

#### Ordinary session

1. Adoption of a stock options plan related to MolMed ordinary shares, named "Stock Options Plan 2016-2021", reserved to executive directors, executives with strategic responsibilities, employees and collaborators of Molecular Medicine S.p.A. Related and consequential resolutions.

#### Extraordinary session

1. Share capital increase by bonus issue and instalments, with exclusion of pre-emptive rights pursuant to art. 2441, paragraphs 5 and 8 of the Italian civil code, for a total maximum amount of nominal Euro 595,250,46, by issuance, in one or more tranches, of a total maximum number of 12,643,520 ordinary shares with no par value, for the purpose of the Stock Options Plan 2016-2021. Related and consequential resolutions.
2. Delegation to the Board of Directors, pursuant to art. 2443 of the Italian civil code, to increase the share capital in one or more tranches, by bonus issue and instalments, excluding pre-emptive rights pursuant to art. 2441, paragraph 4 second period of the Italian civil code, by issuance, in one or more tranches, of a maximum number of 42,000,000 ordinary shares with no par value. Related and consequential resolutions.
3. Adoption of a new text of the Articles of Association.

#### Right to participate in the meeting

Holders of voting rights at the close of the accounting day on the seventh business day prior to the date of the meeting (**27 October 2016 – record date**), 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 legitimated to intervene and exercise the right to 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, i.e. by **November 2, 2016**. 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 holder of voting rights.

#### Proxy voting

##### *Ordinary Proxy*

Anyone entitled to participate in the meeting may be represented by written proxy in accordance with the applicable provisions of law. To this end, the specifically authorised form shall be used, which is made available at the Company's website [www.molmed.it](http://www.molmed.it) (section "Investors/Shareholder information/Shareholders

#### FROM GENES TO THERAPY

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

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Share capital € 19,841,682.30 fully paid - Office of Milan Company Registry number 1506630 - Tax identification number 11887610159

Meetings"). The proxy may be notified to the Company either by registered mail at its registered office or by certified e-mail at [segreteria.molmed@legalmail.it](mailto:segreteria.molmed@legalmail.it). The representative by proxy may deliver or send a copy of the proxy form, instead of the original, certifying on his/her own responsibility that the copy is a true copy of the original and certifying the identity of the principal. Pursuant to the applicable legislation, the representative will retain the original proxy form, and keep details of any voting instructions received, for one year from the end of the meeting.

#### *Designated representative*

Proxy can be also conferred, with voting instructions on all or some of the items of 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 art. 135-*undecies* of the Consolidated Law of Finance ("CLF") - by using the specific proxy form which is made available at the Company's website [www.molmed.it](http://www.molmed.it) (section "Investors/Shareholder information/Shareholders Meetings"), and is also available at the registered office 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 **November 3, 2016**. 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@pecserviziitoli.it](mailto:ufficiomilano@pecserviziitoli.it). The proxy is valid only for proposals on which instructions to vote have been conferred. 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. Information about the granting of the proxy to Computershare S.p.A. - which can be contacted by phone for any questions at +39.02.46776811 - are available within the specific proxy form.

#### **Additions to the agenda and submission of new proposed resolutions**

Pursuant to art. 126-*bis* of the CLF, shareholders who, individually or jointly, represent at least 2.5% of the share capital, may - within 10 days from publication of this notice (i.e. by **October 17, 2016**) - 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 by the brokers attesting share 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 to the attention of the Legal & Corporate Governance Office or by certified 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 way, 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 15 days before the date of the meeting. Together with the publication of the notice of agenda integration 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 art. 125-*ter*, paragraph 1 of the CLF. 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 art. 125-

ter, paragraph 1 of the CLF.

### Questions on the items on the agenda

Holders of voting rights may submit questions on the agenda items even prior to the meeting; said questions, must be received by the third day prior to the date of the meeting, i.e. by **November 4, 2016**: (i) by registered mail at the registered office of the Company, to the attention of the Investor Relations Office, (ii) fax at +39.02.212.77.325, (iii) by certified e-mail to [segreteria.molmed@legalmail.it](mailto:segreteria.molmed@legalmail.it).

Requesting parties must send the notices to the Company, via their intermediary, certifying their entitlement to exercise this right. If the shareholder's right to participate in the Shareholders' Meeting has been certified by intermediary's notice, it will suffice to provide the reference details of the notice or, at least, the intermediary's name, in the request. Questions received prior to the meeting within the indicated term will be answered at the latest during the meeting. The Company has the right to provide a single response to questions with the same content.

### Documents

The reports of directors on the items of the meetings' agenda (in Italian), as required by applicable laws and regulations and all information and materials related to the meeting, will be available to the public at the Company's registered office, in the regulated information storage system 1INFO-Storage (<http://www.1info.it/PORTALEONEINFO/>) and at the Company's website [www.molmed.it](http://www.molmed.it) (section "Investors/Shareholder information/Shareholders Meetings") together with this notice.

### Share capital

Under art.125-*quater* of the CLF, the following information on MolMed's share capital is reported:

- Share capital: Euro 19,841,682.30 fully paid
- Total outstanding shares: 421,450,672 (100% ordinary shares with no par value, with the right to vote at shareholders' meetings)

Milan (Italy), October 7, 2016