

Notice of Shareholders' General Meeting

Shareholders are invited to the ordinary Shareholders' General Meeting, to be held **on 3 June 2015 at 3:00 PM** on single call, at NH Hotel Milano 2, via Fratelli Cervi, 20090 Segrate (Milan), Italy, in order to resolve upon the following

AGENDA

1. Approval of the financial statements for the fiscal year ended 31 December 2014;
2. Deliberation on Remuneration Report, pursuant to art. 123-ter of the Italian Legislative Decree 58/98 and subsequent changes;
3. Composition of the administrative body: deliberation on appointment of a Director or reduction of the number of members;
4. Deliberation on re-determination of compensation of the administrative body.

Participation in the Meeting

Holders of voting rights at close of business on the record date of 25 May 2015 - 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 (i.e. by 29 May 2015). 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 Italian Legislative Decree 58/1998 and subsequent modifications, hereinafter the "TUF"). 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) 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. 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 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

FROM GENES TO THERAPY

MOLMED S.p.A.

Via Olgettina, 58 - 20132 Milano, Italy | Phone +39 02 21277.1 - Fax +39 02 21277.325
info@molmed.com - www.molmed.com

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

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) 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 1st June 2015. 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@pecserviziitolitoli.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 10 days from publication of this Notice (i.e. by 9 May 2015) - 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, 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 15 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 the 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 the TUF.

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. 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 31 May 2015. Questions received prior to the Meeting within the indicated term will be responded to during the Meeting at the latest: questions and answers will be made available to the public on the page of MolMed's website (www.molmed.com) devoted to the Meeting, in annex to 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) devoted to the Meeting within the terms and pursuant to the conditions prescribed under the regulations in force. In particular, the Annual Financial Report at 31 December 2014 and further documentation pursuant to Article 154-ter of the TUF, as well as the Report on corporate governance and ownership structure for year 2014, prepared in accordance with Article 123-bis of the TUF, will be made available to the public on 30 April 2015 at the Company's registered office and at *Borsa Italiana S.p.A.*, as well as on the Company's website and in the authorised storage system 1INFO-Storage (<https://www.1info.it/PORTALEONEINFO/>). The Report of the Board of Directors prepared pursuant to art. 125-ter of the TUF, will be made available today with the same modalities. The Remuneration Report and the entire additional documentation required by law will also be made available to the public with the same modalities within the terms of law. Shareholders and other persons entitled to attend the Meeting may obtain hard copies of such documents.

Appointment of a member of the Board of Directors or reduction of the number of members of the Board

With reference to the possible appointment of a new member of the Board of Directors to integrate the number of members, it is recalled that the voting list mechanism will not apply and, therefore, the General Meeting will deliberate according to the provisions of law.

Shareholders are invited to present their proposed nominations for the office of member of the Board of Directors either at the Company's registered office or by means of certified e-mail at the address segreteria.molmed@legalmail.it. Together with each nomination, the following - under penalty of disqualification - must be filed: (i) comprehensive information on the candidate's personal and professional qualifications; (ii) a statement of the candidate that he/she meets the requirements established by law and that he/she accepts the nomination as well as possible qualifications of independence under Article 148, paragraph 3, of the TUF; (iii) any additional requirements provided for by the codes of conduct drawn up by *Borsa Italiana S.p.A.* or by trade associations to which the Company adheres.

The composition of the Board of Directors must anyway ensure both equal gender balance, in accordance with the rules and regulations in force, and compliance with the provisions of the TUF with respect to independent Directors.

It should be remembered that, should the Meeting resolve not to replace the outgoing member of the Board of Directors with a new member, Shareholders will be asked to vote on the reduction of the number of members of the Board from 12 to 11.



Share capital

Pursuant to Article 125-*quater* of the TUF, information on the share capital of MolMed S.p.A. is reported here below:

- 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)

The Corporate Bylaws are available on the Company's website (www.molmed.com).

Milan (Italy), 29 April 2015