

## **Attendance procedures**

### **Registration, participation and voting system at the Annual Shareholders' Meeting**

Pursuant to Italian law and Newron Pharmaceuticals S.p.A. Articles of Association, in order to give evidence of your status of Shareholder, you will need to ask the Bank where your shares are deposited, to send to Newron Pharmaceuticals S.p.A. the "*comunicazione dell'intermediario*" (communication) requested by the Italian law. The above communication will allow us to recognize you as a Shareholder of Newron Pharmaceuticals S.p.A., and to know how many of our shares you own.

Please note that your Bank will have been informed by Monte Titoli and by the Italian bank Banca Intesa on how to issue the communication and will take care of transmitting it to Newron Pharmaceuticals S.p.A.. Please make sure to enquire (you could use the document "letter to the bank" to this purpose) with your Bank in time so that your request can be delivered to Newron Pharmaceuticals S.p.A. by Wednesday, March 31, 2010 at the very latest. Please be aware that such procedure may require certain days (by experience about 10 days) to be duly finalized.

Once the communication is sent to Newron Pharmaceuticals S.p.A., you will be entitled to take part in the Annual Shareholders' Meeting.

On the day of the Annual Shareholders' Meeting, we will need to identify you by means of your passport or identity card.

After the identification procedure, you will be able to join the shareholders meeting and to express your vote on every single item of the agenda (all items, or only the items you choose). When the Chairman asks you to vote on one item of the agenda, you will have to raise your hand indicating whether you agree with the proposal, you disagree or you do not wish to vote: we will have vote counters present at the meeting.

### **Proxy Form including instructions for Independent Proxy Holder**

In case you are willing to express your vote at the Shareholders Meeting but you cannot come to Italy on April, 1 and/or 2 and/or 6, you may give a written proxy to any person of your choice. In such regard, you can use, as format, the proxy form herewith attached.

If you choose to be represented by a proxy holder, please note that, pursuant to Italian law, proxies cannot be granted to the members of Newron Board of Directors, to the members of Newron Board of Statutory Auditors, to Newron Pharmaceuticals S.p.A.' employees, to any Newron's subsidiary (the "Subsidiary"), to the members of any Subsidiary's Board of Directors, to the members of any Subsidiary's Board of Statutory Auditors, or to any Subsidiary's employees.

The appointed proxy holder shall bring the proxy form with him/her. Although, please make sure to inform the Company in advance in writing of the name of said proxy holder, by sending an according note to Roberto Galli at Newron Pharmaceuticals S.p.A. ([roberto.galli@newron.com](mailto:roberto.galli@newron.com) - Fax +39 (0)2 610 34 655) to arrive at Newron Pharmaceuticals S.p.A. not later than March 31, 2010. Please be also aware that we will have to verify the identity of said proxy holder, through his/her passport or identity card.

Proxies should be sent by registered mail or courier to:

**Newron Pharmaceuticals S.p.A.**

**Attn: Roberto Galli**

Via L Ariosto, 21

20091 Bresso (MI)

Italia

## **Procedure for the appointment of the members of the Board of Statutory Auditors**

The appointment of the members of the Board of Statutory Auditors will be made in accordance with article 19 of the Company's By-Laws. In particular, the appointment of the three permanent auditors and the two alternate auditors will be made as follows.

Shareholders who represent at least a 2,5% of the share capital constituted by shares with voting rights in the ordinary Shareholders' Meeting may submit one list of candidates numerically listed, depositing it at the registered office of the Company at least five days before the date of the first call of the Shareholders' Meeting, at pain of forfeiture. In order to ascertain the ownership of the number of shares necessary to submit lists, the shareholders shall simultaneously deposit, at the registered office, the shares or the copy of certification issued by the depositaries of such shares. Each list shall indicate distinctly three candidates for permanent auditor office and two candidates for alternate auditor office. Each shareholder shall be entitled to submit and vote only one list of candidates and each candidate may candidate him/herself in one sole list, at pain of ineligibility. The shareholders under common control pursuant to article 2359 of the Italian Civil Code may submit only one list. The shareholders who are part of a voting shareholders' agreement (sindacato di voto) may submit and vote, during the ordinary Shareholders' Meeting called to appoint the members of the Board of Statutory Auditors, only one list for the appointment of the Statutory Auditors.

Together with each list, within the deadline for the relevant deposit, at the registered office, the declarations by means of which each candidate accepts his/her own candidature and states, at his/her own responsibility, the non-existence of ineligibility or incompatibility causes, as well as pointing out the existence of the requisites provided for by law in force and deemed necessary for the office of Auditor of the Company shall be deposited. The list, together with all the declarations of each candidate should be sent by registered mail of courier to:

**Newron Pharmaceuticals S.p.A.**

**Attn: Roberto Galli**

Via L Ariosto, 21

20091 Bresso (MI)

Italia

At the end of the voting procedures the following shall be nominated: the candidate at number 1 of the list obtaining the second highest number of votes shall be appointed as permanent Auditor and Chairman of the Board of Statutory Auditors; the candidates at number 1 and 2 of the list obtaining the highest number of votes shall be appointed as permanent Auditors; the candidates indicated as alternate at number 1 both of the list obtaining the highest number of votes and the list obtaining the second highest number of votes shall be appointed as alternate Auditors.