



# RenoDeMedici

## Ordinary Shareholders' Meeting

April 26, 2013 – April 29, 2013

### Board of Directors' Report

prepared pursuant to Article 3 Ministerial Decree no. 437 of November 5, 1998

#### Item 2 on the agenda – Appointment of one member of the Board of Directors

Dear Shareholders,

on November 2, 2012, Mr. Christian Dubè, appointed through the resolution of April 27, 2011, resigned as member and Chairman of the Board of Directors of the Company. Therefore, after verifying that no-one was available from the list from which all current members of the Board were appointed, the Board has resolved to not co-opt a new member and to defer to the Shareholders' Meeting for any decision on the matter.

With regard to this, Article 12, paragraph 16 of the Company By-Laws states that: *“If one or more directors depart during the year, in order for the majority to always be made up of directors appointed by the Shareholders' Meeting, pursuant to Article 2386 of the Italian Civil Code, as indicated below:*

*a) the Board of Directors proceeds with the replacement from the members of the same list to which the former directors belonged, ensuring, however, the presence of a statutory minimum number of directors in possession of the requirements of independence pursuant to Article 148, paragraph 3 of Legislative Decree 58/1998, and the Shareholders' Meeting resolves on the matter, by legal majority, complying with that criterion;*

*b) if that list does not contain candidates who have not been elected previously or candidates with the necessary requirements, or when for any reason it is not possible to comply with the provisions of letter a), the Board of Directors proceeds with the replacement, as the Shareholders' Meeting does subsequently, by legal majority without a voting list”.*

The subsequent paragraph 17 states that: *“In any case the Board and the Shareholders’ Meeting shall proceed with the appointment in such a way as to ensure the presence of the minimum number of independent directors required by the applicable laws and regulations. The Shareholders’ Meeting can, however, resolve to reduce the number of members of the Board to those in office for the remaining period of their mandate”*.

Through the resolution of April 27, 2011, the Shareholders’ Meeting set the number of members of the Board of Directors as 9, establishing their term as expiring upon approval of the 2013 financial statements, and appointed the new Board from the single list presented by the shareholder Cascades and comprising precisely 9 members.

\* \* \*

Dear Shareholders, in the light of the above, with the favourable opinion of Committee for the appointment of directors pursuant to art. 5 of Borsa Italiana’s Corporate Governance Code, the Board of Directors submits you any decision.

\* \* \*

**Item 3 on the agenda – Proposal for the extension of the appointment of Deloitte&Touche S.p.A.**

Dear Shareholders,

On 20<sup>th</sup> March 2013, the Company received a proposal from Deloitte & Touche S.p.A. for the extension of the auditing appointment and increase to the fees following the entry of RDM Ovaro S.p.A. into the scope of consolidation.

This proposal is attached to this Report.

The formulation of the request appears in line with the provisions of the original appointment and with the applicable regulations.

The opinion of the Board of Statutory Auditors has in their report about the Financial Statement.

Dear Shareholders, in the light of the above, the Board of Directors submits the following proposed resolution for your approval:

*“The Ordinary Shareholders’ Meeting of Reno De Medici S.p.A.,*

*- having examined the report of the Board of Directors and noted its contents;*

*- having examined the prior opinion of the Board of Statutory Auditors:*

***resolves:***

*1. to approve the proposal for the extension of the appointment of the auditing firm Deloitte & Touche S.p.A., approved at the Shareholders’ Meeting on April 27, 2012, and, as a result, to*

*increase the related fees, under the conditions, terms and compensation in the proposal attached to this report in Annex “A”.*

Milan, March 20, 2013.

On behalf of the Board of Directors

The Chairman

signed Robert Hall