



RenoDeMedici

Fully Paid-up Share Capital Euro 185,122,487.06
Milan Companies Register no. 00883670150
Registered Office in Viale Isonzo n. 25 - Milan

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The holders of right voting of Reno De Medici S.p.A. (hereafter also RDM and/or the Company) are called to an Ordinary General Meeting at 10.30 a.m. on April 29, 2015 at the Company's registered office in Viale Isonzo n. 25, Milan in first call and, if necessary, **at 11.00 a.m. on April 30, 2015** at Civita, Piazza Venezia, 11, Rome, **in second call** to discuss and adopt resolutions on the following

Agenda

1. Annual financial statements for the year ended December 31, 2014: related resolutions.

1.1. Approval of the annual financial statements for the year ended December 31, 2014. Reports of the Board of Directors with the proposal of results, the Board of Statutory Auditors and the Independent Auditors.

1.2. Presentation of the consolidated financial statements for the year ended December 31, 2014.

2. Appointment of the Statutory Auditors for the years 2015-2016-2017: related resolutions.

2.1. Appointment of three Statutory Auditors and two Deputy Auditors.

2.2. Appointment of the Chairman of the Board of Statutory Auditors.

2.3. Determination of the annual remuneration due to the members of the Board of Statutory Auditors.

3. Report on Remuneration pursuant to Article 123-ter of Legislative Decree 58/98 as subsequently amended and supplemented ("CFA"): resolutions consequence and resulting subsequent.

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INFORMATION RELATING TO THE SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

It is stated that:

a) the share capital at the date of publication of this notice is EUR 185,122,487.06, divided into 377,800,994 shares, subdivided as follows:

1) 377,512,370 ordinary shares;

2) 288,624 savings shares convertible into ordinary shares which, pursuant to Article 6 of the By-Laws, do not carry the right to vote at ordinary or extraordinary shareholders' meetings;

b) each ordinary share gives the right to vote at Shareholders' Meetings;

c) the Company does not hold any treasury shares.

ADDITIONS TO THE AGENDA

Pursuant to Article 126-bis of Legislative Decree 58/98, shareholders who, including jointly, represent at least one-fortieth of the share capital represented by shares with voting rights may request, within ten days from the date of publication of this notice, the addition of items to the agenda for discussion, indicating in the request the additional items proposed by them, or they may present proposals for deliberation on items already on the agenda. Questions should be submitted, in

writing, by Shareholders proposing them by registered mail at the Company's registered office at Viale Isonzo n. 25, Milan, or by certificated email to address renodemedici@pec.rdmgroup.com with supporting documentation attesting to their entitlement. Within the aforesaid period of ten days and in the same manner, the proposing Shareholders must present a report on the matters proposed for consideration, or on the proposals for deliberation. No addition will be accepted in relation to matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a plan or report prepared by them. Any supplemented list of matters to be considered at the Shareholders' Meeting will be published at least fifteen days prior to the date set for the meeting, with the same publication procedures as this notice. Simultaneously with the publication of the notice of addition, the Company will make available to the public, in the same forms, the report prepared by the requesting shareholders, accompanied by any assessments of the Board of Directors.

ENTITLEMENT TO PARTICIPATE AND PARTICIPATION PROCEDURES

Pursuant to Article 83-*sexies* of the CFA and Articles 8 and 9 of the By-Laws, entitlement to participate in the Meeting and exercise voting rights is certified by a communication to the Company, made by an qualified intermediary under the applicable rules, in conformity with its accounting records, in favour of the person holding the voting right, at the end of the seventh trading day preceding the date of the Meeting at first call (i.e. April 20, 2015).

Persons who become holders of shares after April 20, 2015 will therefore not be entitled to participate and vote at the Meeting.

Holders of any shares not yet dematerialized must deliver them in advance to a qualified intermediary for their inclusion in the centralized dematerializing management system pursuant to Article 17 of the Consob/Banca d'Italia Joint Communication of October 22, 2013, and request the transmission of the aforesaid communication.

Persons entitled to participate in the Meeting are requested to attend ahead of the time set for the meeting in order to facilitate registration operations, which will begin at 10.00 a.m.

Persons entitled to vote at the Meeting may be represented by another person on the basis of a proxy drawn up in writing or conferred electronically, pursuant to the legislation in force. The proxy form available from the registered office and from the Company's website www.renodemedici.it can be used for this purpose.

The proxy can be sent recorded delivery to the Company's registered office at Viale Isonzo n. 25, 20135 Milan, marked for the attention of the Legal Department or it can be sent electronically to the certified email address: renodemedici@pec.rdmgroup.com.

If the representative delivers or sends a copy of the proxy to the Company, he/she must declare on his/her own responsibility the proxy's conformity with the original and the identity of the delegating party.

The proxy can be conferred, with voting instructions for some or all of the resolutions of the items on the agenda, to Computershare S.p.A, with its registered office in via Lorenzo Mascheroni n. 19, 20145 Milan, the Company's designated representative pursuant to Article 135-*undecies* of Legislative Decree 58/1998. The special proxy form, prepared by the designated representative, in accordance with the Company, available on the website www.renodemedici.it (Governance/Shareholders' Meetings section) must be used for this purpose. The original proxy for the designated representative, with the voting instructions, should reach the offices of Computershare S.p.A. at via Lorenzo Mascheroni n. 19, 20145 Milan, possibly with a copy of the declaration of conformity to the original by fax to 02.46776850, or by attaching it to an email to be sent to: ufficiomilano@pecserviziotitoli.it, by the end of the second day the market is open for trading prior to the date set for the Shareholders' Meeting, including at second call (i.e. by April 27, 2015 or April 28, 2015). The proxy, conferred in this way is only effective for proposals in relation

to which voting instructions have been issued. The proxy and voting instructions may be revoked within the same period as above.

The proxy form, with instructions for completion and transmission, are available at the registered office and on the Company's website www.renodemedici.it (Governance/Shareholders' Meetings section).

Any prior notification does not relieve the proxy during accreditation of access to the meetings from the obligation to prove the conformity of the notified copy to the original and the identity of the delegator.

The communication made to the Company by the intermediary certifying the entitlement to participate at the Meeting is necessary even in the event that the proxy is conferred upon the Company's designated representative. Consequently, the proxy must be regarded as invalid in the absence of the said communication.

RIGHT TO POSE QUESTIONS ON THE AGENDA ITEMS

Holders of voting rights are informed that pursuant to Article 127-ter of the CFA, questions may be posed in relation to matters placed on the agenda by delivering such questions by recorded-delivery letter to the Company's registered office or by sending a message to the certified e-mail address renodemedici@pec.rdmgroup.com, by the third day preceding the date set for the Meeting at first call. The answers will be provided during the Meeting and the Company will be entitled to replay together to the same questions.

APPOINTMENT OF THE STATUTORY AUDITORS

The Board of Statutory Auditors shall be appointed in accordance with Article 19 of the By-laws.

The Board of Statutory Auditors is appointed on the basis of lists presented by shareholders by the method specified below, under which candidates are assigned a sequential number.

The lists presented by shareholders and signed by the people presenting them must be lodged at the Company's registered office in Viale Isonzo n. 25, Milan, or sent to the certified e-mail address renodemedici@pec.rdmgroup.com at least twenty five days prior to the date established for the Shareholders' Meeting in first call and will be publicised by the other means provided by prevailing laws and regulations. The lists will be made available to anyone making a request.

Shareholders in general, shareholders who are party to significant shareholders' agreements within the meaning of Article 122 of Legislative Decree no. 58/1998, the controlling party, subsidiaries and parties under common control within the meaning of Article 93 of Legislative Decree no. 58/1998 may not present, or take part in the presentation of, including through intermediaries or trust companies, more than one single list, nor may they vote for different lists, and no candidate may be included in more than one list, failing which he or she will become ineligible. Names listed or votes cast in breach of this prohibition will not be allocated to any list.

Only shareholders who on their own or together with other presenting shareholders hold in total shares representing at least 2.5% of share capital with voting rights in an ordinary Shareholders' Meeting are entitled to present lists, together with the necessary information in order to identify the person who transmits the lists. The ownership of the number of shares required for submission of lists by the Shareholders shall be communicated through a notice issued by an intermediary enabled pursuant to the applicable laws, proving the ownership of the number of shares represented, determined by taking into account the shares recorded in the name of the Shareholders as of the date on which the lists are filed with the Company.

The candidates to the office of statutory auditor must have the professional qualification and integrity requirements indicated in the decree of the Ministry of Justice No. 162 of March 30, 2000. In addition, candidates must have the independence requirements set forth under the applicable law. Anyone exceeding the limits to the number of offices held pursuant to the laws and regulations in force shall not be appointed as statutory auditor.

The lists shall be divided in two sections: one for candidates to the office of statutory auditor and the other one for candidates to the office of deputy auditor. In any event, there shall be no more than three names of candidates for the section regarding statutory auditors and two for the section regarding deputy auditors. The first of the candidates of each section must be entered in the register of auditors of accounts and must have exercised the activity of legal audit of accounts for no less than three years.

Statements shall be filed together with such list, whereby the single candidates accept their nomination and certify, under their own responsibility, the non-existence of any reasons for ineligibility and incompatibility, as well as the existence of the independency, integrity and professional qualification requirements set out by the applicable laws.

A curriculum vitae of the candidates shall be filed with the company registered office together with the lists, containing (i) exhaustive information on the personal and professional characteristics of each of them, as well as (ii) the list of the management and supervising assignments held by each of them in other companies as at the date of submission of the list. Candidates are recommended to notify any changes in their assignments up to the date on which the meeting is actually held.

In the event that by April 4, 2015 only one list is submitted, or only lists submitted by shareholders that are affiliated with each other in the meaning of Art. 144-*quinquies* of the Regolamento Emittenti, lists may be submitted up to the third day following such date. Considering that this later date is a public holiday, any list anticipated by telefax (0039 02 89966200) will be valid as it files by April 7, 2015. In such hypothesis, the thresholds for the submission of lists shall be reduced by one half, and therefore to 1.25% of the share capital. If a single list is filed or submitted to the Shareholders' meeting, the entire Board of Statutory Auditors will be appointed by the presented list. The lists made of three or more candidates have to include in any sections people of both genders. The Shareholders should analyse the Consob's Communication number DEM/9017893 dated February 26, 2009.

DOCUMENTATION

It is hereby noted that at the same time as this notice was published the Report of the Board of Directors on the matters included in the agenda was put at the public's disposal by being lodged at the Company's registered office in Viale Isonzo n. 25, Milan and by being posted on the Company's website and on storage system Nis-Storage, with the possibility of obtaining a copy.

The Company's Annual Report, consisting of the draft Annual Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors, the Corporate Governance Report with the information pursuant to art. 123-bis of Legislative Decree n. 58/98, the Attestation of the Manager Responsible for the Preparation of Company Accounting Documents and of the delegated body, the Report of the Board of Statutory Auditors, the Report of the Independent Auditors and the Remuneration Report pursuant to Article 123-*ter* of Legislative Decree n. 58/98 will be put at the public's disposal within the terms of law at the Company's registered office in Viale Isonzo n. 25, Milan and will be available for consultation on the Company's website www.renodemedici.it. The documentation will be available on the centralised data storage system authorised by Consob, known as "NIS-Storage", www.emarketstorage.com.

Milan, March 18, 2015

On behalf of the Board of Directors
The Chairman
Robert Hall