

Cat. no. 3315

Reg.

no. 1698

Minutes of an extraordinary meeting of shareholders

Republic of Italy

In the year two thousand and seven

on the fifth day

of the month of November

in Milan, in the offices in via Agnello 18,

the following person appeared in the presence of myself, **Carlo**

Marchetti, notary in Rho, registered in the Milan College of

Notaries:

- **Giuseppe GAROFANO**, born in Nereto (Teramo) on 25 January 1944,

domiciled in via dei Bossi 4, Milan for the purposes of office,

of whose personal identity I, notary, can be certain, who in his

capacity as Chairman of the Board of Directors and in the interests

of the listed company:

"Reno de Medici S.p.A."

having registered office in Via dei Bossi 4, Milan, fully paid up

share capital of euro 132,160,074.13, registration number with the

Milan Registrar of Companies and tax code: 00883670150,

registration number in the Milan Administrative and Economic

Repertory: 153186,

requests me to testify the extraordinary part of the agenda of the

shareholders' meeting of the aforesaid company, gathered in third

call in via G. de Medici 17 , Pontenuovo di Magenta, on

29 October 2007

in accordance with the notice of call included herein, to discuss and adopt resolutions on the matters included on the agenda also included herein.

Giving my assent to this request, I acknowledge that the following is an account of the proceedings of the aforesaid meeting, as concerns the extraordinary part, with the proceedings of the ordinary part being minuted separately.

Giuseppe Garofano took the chair of the meeting pursuant to article 11 of the company's bylaws and, specifically (at 10.32 a.m.), entrusted myself, notary, to take the minutes. He recalled all of the statements made during the opening of proceedings, to the extent of his responsibility, which are reported here below:

- the following members of the Board of Directors are in attendance in addition to the Chairman:

-- Carlo Peretti (Deputy Chairman), who arrived with proceedings under way;

-- Emanuele Rossini (Managing Director);

-- Ignazio Capuano;

-- Giancarlo De Min;

-- Vincenzo Nicastro;

- the other members of the Board of Directors had provided justified reasons for their absence;

- the following members of the Board of Statutory Auditors are in attendance, being the standing auditors:

-- Sergio Pivato (Chairman);

-- Marcello Priori;

-- Carlo Tavormina;

- the general meeting of shareholders was properly called to be held at 10 a.m. on 29 October 2007, in second call for the ordinary part and in third call for the extraordinary part, in via G. de Medici 17, Pontenuovo di Magenta, pursuant to law and to the company's bylaws, as per the notice published in the daily newspaper MF Milano Finanza on 25 September 2007, to discuss and adopt resolutions on the following

AGENDA

EXTRAORDINARY PART

1. Approval of the project to merge Cascades Italia S.r.l. into Reno de Medici S.p.A. pursuant to articles 2501 et seq. of the Italian civil code; related and consequent resolutions.

2. Amendment to article 19 of the bylaws.

- nobody attended the extraordinary shareholders' meeting in first call on 26 October 2007 or the ordinary shareholders' meeting in first call and the extraordinary shareholders' meeting in second call on 27 October 2007, as stated in the minutes in the company's records;

- as concerns the matters on the agenda, the requirements of

prevailing laws and regulations have been properly satisfied; in particular the following have been lodged from 26 September at the company's offices and with Borsa Italiana S.p.A.:

-- the project to merge Cascades Italia S.r.l. into Reno de Medici S.p.A. approved by the respective Boards of Directors on 13 September 2007, together with the attached post-merger bylaws of the mergeror; the merger project was registered with the Milan Registrar of Companies on 24 September 2007;

-- the Illustrative Reports as per article 2501-*quater* of the Italian civil code prepared by the Boards of Directors of RDM and Cascades Italia;

-- the report of Reconta Ernst & Young S.p.A. on the fairness of the merger exchange ratio, in its capacity as joint expert pursuant to article 2501-*sexies* of the Italian civil code;

-- the financial statements of RDM for the latest three fiscal years;

- in addition, the Illustrative Reports of the Board of Directors on the proposals concerning the single matter on the agenda of the ordinary part and the second matter on the agenda of the extraordinary part have been lodged in the same manner and from the same date;

- with the exception of the financial statements, the aforesaid documents have also been lodged with Consob in accordance with the applicable regulations;

- all of the documents have further been made available on the company's website and handed out to all of the shareholders or their delegates in attendance at the meeting;
- the Chair reserves the right to notify the meeting during proceedings of any changes in those attending, prior to any vote;
- an examination of the proxies has been carried out pursuant to law and the bylaws;
- a list of names of the shareholders attending the meeting personally or by proxy, with the full data required by Consob, will be attached to these minutes as an integral part of such;
- pursuant to Legislative Decree no. 196/2003 (the Personal Data Protection Code), the data of those attending the meeting will be collected and processed by the company solely for the purposes of fulfilling its corporate obligations and those regarding the meeting itself;
- the minutes of the meeting will contain a summary of the interventions made with mention of the name of the person making the intervention, the replies provided and any statements of comment;
- the proceedings of the meeting will be recorded by audio for the sole purpose of facilitating the preparation of the minutes and the recording will be kept only for the period of time strictly necessary for preparing the minutes, after which it will be cancelled;

- experts, financial analysts, accredited journalists and representatives of the independent auditors have been granted permission to attend today's meeting. In addition certain of the company's employees and collaborators are in attendance in order to assist with matters of a technical or organisational nature regarding the proceedings;

- the company's share capital amounts to euro 132,160,074.13, and consists of 269,714,437 shares, of which 269,247,689 are ordinary shares and 466,748 are convertible savings shares, each of nominal value euro 0.49; this division between ordinary and savings shares is a consequence of the conversion of 45,319 savings shares in September of this year, pursuant to article 5 of the company's bylaws.

The company's shares are admitted for trading on the Star section of the Telematic Share Exchange organised and managed by Borsa Italiana S.p.A.;

- as a consequence of purchases of treasury shares authorised by a resolution of shareholders in ordinary meeting, the company holds at present 7,513,443 treasury shares without voting rights pursuant to article 2357-ter of the Italian civil code, equivalent to 2.791% of share capital;

- on the basis of the entries in the shareholders' register and taking into account the revisions regarding today's meeting, the notices received pursuant to article 120 of Italian Legislative

Decree no. 58/98 and other available information, those persons who own shares, directly or indirectly, which in total exceed 2% of the company's subscribed and paid-up share capital, are the following:

SHAREHOLDER	NO. OF SHARES	% OF SHARE CAPITAL
ALERION INDUSTRIES SPA	33,887,148	12,588%
<i>Directly owned</i>		
FALCON REAL ESTATE GROUP SRL	20,800,000	7,726%
<i>Indirectly owned through</i>		
<i>EURINVEST FINANZA STABILE SRL</i>		
SIANO DANTE	20,000,000	7,429%
<i>Indirectly owned through</i>		
<i>IC (Industria della Costruzione SpA)</i>		
CAAM SOCIETÀ DI GESTIONE		
DEL RISPARMIO S.P.A.	6,050,000	2.247%
<i>For savings management</i>		
BANCA POPOLARE DI MILANO SCRL	5,667,456	2,105%
<i>Indirectly owned and on loan through</i>		
<i>BANCA AKROS and directly pledged</i>		
SANTANDER INVESTMENT		
SERVICES SA	13,747,787	5,106%
<i>For third parties</i>		

- the existence of a shareholders' agreement per article 122 of Italian Legislative Decree no. 58/98 is known and in more detail of a shareholders' voting and blocking agreement, entered into on 27 March 2007 and effective for three years from the date of signing. The agreement, whose purpose is to limit the free alienation of the shares contributed to the agreement, provides for voting restrictions and regards in total 73,887,148 ordinary shares, equal to 27.40% of share capital at the date of signing. The names of the shareholders who are members of the agreement and the percentage of capital represented by the holding that each member has currently restricted by the agreement are as follows:

SHAREHOLDER	NO. OF SHARES IN THE AGREEMENT	% OF SHARES HAVING VOTING RIGHTS
ALERION INDUSTRIES	33,887,148	12,58%
EURINVEST FINANZA STABILE	20,000.000	7,42%
IC	20,000.000	7,42%
TOTAL NO.OF RESTRICTED SHARES	73,887,148	27.40%

- the Board of Directors is not aware of the existence of any other shareholders' agreements as per article 122 of Italian Legislative Decree no. 58/98 whose object is the company's shares;

- it has been made public pursuant to law that on 13 September 2007, as a consequence of the approval by the Boards of Directors of the project to merge RDM and Cascades Italia, Alerion Industries S.p.A., Eurinvest Finanza Stabile S.r.l. and IC (Industria della

Costruzione) S.p.A. entered into a new shareholders' agreement with Cascades S.A. (as a future shareholder of RDM in the event that the merger is finalised and together with its parent Cascades Paperboard International Inc.), whose scope is to regulate certain matters relating to the corporate governance of Reno de Medici post-merger to ensure that there is unity in management and that the circulation of the shares is restricted, with the aim of guaranteeing stability in the future ownership structure; an extract from the agreement was published in the daily newspaper "MF-Milano Finanza" on 21 September 2007 and this is attached to the Illustrative Report as per article 2501-*quinquies* of the Italian civil code prepared by the Board of Directors of RDM, attached in turn to the merger information document published on 6 October last; this new agreement has a term of three years from the effective date of the merger, with the exception of the undertaking made by Alerion Industries S.p.A., Eurinvest Finanza Stabile S.r.l. and IC (Industria della Costruzione) S.p.A. to vote in this present meeting in favour of the merger which is already effective; once the agreement becomes effective, the previously mentioned shareholders' voting and blocking agreement signed by Alerion Industries, Eurinvest and IC on 27 March 2007 shall be considered terminated;

- the Board of Directors is not aware of the existence of any other shareholders' agreements as per article 122 of Italian Legislative

Decree no. 58/98 whose object is the company's shares;

- the company is not under the management and coordination of any other company or companies.

Continuing, the Chairman:

- formally requested those in attendance at the meeting to declare where applicable if they are not permitted to vote pursuant to prevailing provisions of the law or the company's bylaws;

- notified the meeting of the means by which the proceedings will be managed and votes held, before then passing to a discussion of the matters on the agenda:

- - on registering for entry to the meeting, each shareholder and each proxy received an attendance form, or a number of forms if he is attending as a proxy for more than one shareholder and has expressed his intention, for those for whom he is a proxy, to cast a "vote against";

-- those in attendance on their own behalf or as a proxy are requested within the limits of the possible not to leave the meeting; if anyone must, however, leave the meeting before the vote or before the proceedings are completed, he is kindly requested to return the attendance form to the appropriate member of staff;

--if the person should return to the meeting the form will be returned and his attendance will be recorded again;

-- in the case of the issue of more than one form to a single proxy, if that person should leave the meeting having handed over only

one or a few, but not all, of his forms to the member of staff, and thereby remains holding other forms not handed over, that person shall be automatically considered under the procedure as having left the meeting and shall be excluded from the vote;

-- before each vote takes place, formal acknowledgement will be made of the shareholders who are present and the personal details of those who have stated that they do not want to take part in the vote will be noted;

- voting will take place on a show of hands, with the requirement that those who vote against the motion or abstain must state their name and the number of shares held on their own behalf or as proxy.

The above said, the Chairman:

- notified the meeting that at the time of speaking there were 91,759,952 ordinary shares in attendance, equivalent to 34.080% of share capital with voting rights, all of which had been granted admission to the vote;

- declared that the meeting was legally constituted, also for the purposes of holding the extraordinary session, confirming the validity prerequisites, the statements, the notifications and the verifications already determined on the opening of the proceedings for the ordinary meeting;

- then passed on to illustrating the matters on the agenda of the extraordinary meeting, being:

1. Approval of the project to merge Cascades Italia S.r.l. into

Reno de Medici S.p.A. pursuant to articles 2501 et seq. of the Italian civil code; related and consequent resolutions.

2. Amendment to article 19 of the bylaws.

- with regard to the first matter on the agenda of the extraordinary meeting, he recalled that on 13 September 2007 the Boards of Directors of Reno de Medici and Cascades Italia had approved the merger project pursuant to article 2501-ter of the Italian civil code, together with the Illustrative Report, which in particular provides a description of the business reasons for carrying out the operation and the criteria used to determine the exchange ratio established in the merger project;

- the merger project was recorded with the Milan Registrar of Companies on 24 September 2007.

The Chairman then continued by describing the more significant aspects of the merger, noting that:

A) the merger of Cascades Italia into Reno de Medici will be carried out on the basis of the following balance sheets:

(i) for Reno de Medici, the balance sheet at 30 June 2007 approved by the Board of Directors on 13 September 2007;

(ii) for Cascades Italia, the balance sheet at 31 August 2007 approved by the Board of Directors on 13 September 2007, together with a pro-forma balance sheet as of the same date that takes account of the assets received as the result contribution of the European operations of the Cascades group in the recycled paper

sector, as described in the Illustrative Report on the merger project and in the information document, clarifying more specifically that the pro-forma balance sheet prepared by Cascades Italia contains a misprint at page 6 in which pro-forma capital is mistakenly stated as euro 10,000 instead of as euro 100,000. Nonetheless, the correct amount is clearly indicated in other parts of the report (on pages 3, 10 and 11), as well as being stated in the merger project, the Directors' report and the information document;

B) as a consequence of the merger Reno de Medici as mergeror will increase its share capital for the purposes of the exchange. More specifically, the company will increase the nominal value of its share capital by euro 52,962,412.93 through the issue of 108,086,557 ordinary shares each of nominal value euro 0.49 to be assigned to Cascades S.A. together with the total of 7,513,443 ordinary treasury shares held by the company, in exchange for the quota held by Cascades S.A. having a nominal value of euro 100,000 and representing the entire quota capital of Cascades Italia.

As a consequence of this, shareholders are called to adopt a resolution on the resulting change to article 5 of the bylaws to take effect from the effective date of the merger, in addition to approving the merger project.

The auditing company Reconta Ernst & Young S.p.A., appointed by the Milan Court as an expert engaged pursuant to article

2501-*sexies* of the Italian civil code on a joint application made by the company together with Cascades Italia, has expressed a favourable opinion on the fairness of the exchange ratio determined by the Boards of Directors of RDM and Cascades Italia;

C) the date on which the merger has effect in respect of third parties as per article 2504-*bis*, paragraph 2, of the Italian civil code will be established in the merger deed and may also be later than the date of the last of the entries required to be made with the Registrar of Companies for the deed under article 2504, paragraph 2, of the Italian civil code;

D) as indicated during the introduction to this meeting, the new shareholders' agreement signed by Alerion Industries S.p.A., Eurinvest Finanza Stabile S.r.l. and IC (Industria della Costruzione) S.p.A. with Cascades S.A. on 13 September 2007 will take effect on the effective date of the merger. The contents of this agreement that the shareholders have made public in the manner required by law are described in summary form in the report of the Directors illustrating the merger project and the information document.

The Chairman then notified the meeting that:

- the documents as per article 2501-*septies* of the Italian civil code were properly filed in copy at the company's offices for the thirty days preceding the shareholders' meeting;
- these documents have been transmitted to Consob and to Borsa

Italiana S.p.A.;

- the information document pursuant to article 70, paragraph 4, of Consob Regulation no. 11971/1999 has been prepared and was made available to the public at the company's offices and at Borsa Italiana S.p.A. during the ten days preceding the date of the shareholders' meeting in first call and, within the same term, transmitted to Consob;

- within the context of the above-mentioned merger, shareholders are also called to adopt a resolution amending article 15 of the bylaws, with the aim of establishing (in accordance with one of the provisions of the new post-merger shareholders' agreement referred to earlier) that the decisions of the Board of Directors on certain matters of particular importance should be adopted with the vote in favour of at least seven Directors; the proposed amendment, which would take effect on the effective date of the merger, has the purpose of ensuring that in the light of the new ownership structure management decisions having greater importance are made on the basis of broad agreement.

All of the above matters, the Chairman concluded, are described in detail in the Illustrative Report of the Directors as per article 2501-*quinquies* of the Italian civil code. A copy of the merger project and the respective Illustrative Report, together with the Report prepared by the auditing company Reconta Ernst & Young S.p.A. pursuant to article 2501-*sexies* of the Italian civil code and the

reference balance sheet of Reno de Medici S.p.A., are attached to these minutes as a single document under "A".

With the unanimous agreement of the meeting the Chairman omitted a reading of the Illustrative Report of the Directors, which had in any case been distributed to all those attending and which had also been lodged pursuant to law; on the invitation of the Chairman, I, notary, therefore read the final part of the Report of the Directors containing the proposal made by the Board of Directors to the meeting, transcribed herein, and the Chairman then declared the discussion open, reminding anyone who wished to speak to book a turn by stating his name.

Rodinò stressed that in addition to creating a giant in the cartonboard sector having an annual production of one million tonnes and the leader in absolute terms in Europe, by now close to becoming the leader at a world level, the proposed merger will also enable the company to acquire production bases in France and in Germany and a commercial presence in Britain, which if added to its significant presence on the Italian and Spanish markets will give Reno de Medici broad foundations in Europe and will place the company in the best of conditions for competing on the global market.

In addition, the merger will give rise to a series of economies of scale and synergies. In this respect he recalled that synergies have already been identified by management that arise from the

reorganisation of the sales process, the reduction of transport costs and logistics costs in general, the implementation of improved business policies and specialisation within the production plant portfolio.

He therefore wished to ask whether the economic value of these synergies had been quantified, maybe with a broad estimate, and if so what was the figure that had been obtained.

He concluded by stating in advance that he would be voting in favour of the motion, expressing furthermore his congratulations to the Directors for the good results achieved by the company in the first half of the current year that had been presented in the recently published half-year report.

D'Atri noted the extent to which the merger is a complex and detailed operation from a technical standpoint, expressing his gratitude to the Chairman for the clarification he had made regarding the pro-forma balance sheet. Turning, though, to the substantial aspects of the merger, he asked what type of changes might arise on the finalisation of the operation: more specifically, he asked what consequences will be brought about by the international structure that the company is about to embark upon, what advantages there may be in having several production sites and what are the estimated costs of the merger.

Continuing, d'Atri asked whether growth in China is also contemplated in the development plans of Reno de Medici and when

it is expected that an ordinary meeting will be held for shareholders to appoint a new Board of Directors.

As his final point he recalled that in the overall framework of a generally positive situation, the issue of savings shares still has to be addressed and that moreover the owners of these shares should possibly have been asked for their views on the merger being proposed in the meeting. He stated that he hoped that it would be possible to arrive at a final solution to the problem.

Laudi expressed his appreciation for the comments made by shareholder Rodinò, emphasising in turn how the proposed merger represents an operation of considerable importance for Reno de Medici, capable of bringing benefits also from the standpoint of costs and the organisation of production. He stated that in his view the direction being taken by the company was overall quite promising, as had indeed been confirmed by the results for the first half year.

He therefore announced in advance that he would be voting in favour of the motion.

Le Pera, stating that he was speaking as the representative of the consulting company D&C Governance, noted that as a result of the merger of Cascades the company will assume a distinctly international dimension. This will make it even more important to dedicate the right level of attention to corporate governance and to matters regarding communication with all of the company's

stakeholders. He recommended therefore broadening communication channels with the external world in the future, for example in relation to agreements arranged between shareholders, so as to ensure that the company's controlling bodies may be increasingly involved.

In the perspective of this initiative he recommended in particular that the company should improve its corporate website.

Chignoli noted how the companies will in general have to pursue a more credible strategy if they are to gain the trust of shareholders and the market. The Board of Directors of Reno de Medici has known how to win that trust over time by carrying out a patient and effective industrial and financial restructuring, culminating in the return to profit in the first half of 2007 and in the merger being proposed in today's meeting.

With the merger, he continued, the company will acquire a position as European leader in the recycled cartonboard sector, with improved prospects, as may be witnessed by the favourable trend being taken by the company's share price.

He then noted that the company's final objective must always remain that of creating value by growing in size and reducing costs. On this point he asked whether it is correct to state that the synergies expected to result from the merger will amount to around 15 to 20 million euros a year.

Ferla expressed his congratulations on the proposed operation,

which follows on from an improvement in results both in the first half of 2007 and, on the basis of the positive trend in orders, in the second half too. He asked what is the expected timing for the merger to be completed.

As nobody else asked leave to speak, the **Chairman** then passed on to providing the following replies.

In the first place he presented a summary of the recent history of Reno de Medici, reminding everyone that when present management began its work the company appeared in deep crisis with no concrete prospects. The level of debt amounted to ten times EBITDA and additionally there was a bond issued by a subsidiary that was giving cause for concern.

From that moment on, therefore, a long revival process began, which in substance took the company to having a net financial position slightly over 100 million euros which represents a finally sustainable multiple of EBITDA: what is more, this process is not yet completed, considering that there still remains the possibility of disposing of certain non-business assets.

In this overall framework competition from China is not being felt so much with regard to the diffusion of products coming out of that country, but rather in relation to the aggressive approach it is taking over the purchase of raw materials, including waste paper, for which costs have therefore inevitably risen.

It is clear that the company could have stopped right there once

its net financial position had been put back into shape. But this would have been a mistake, and accordingly it was decided on the one hand to continue defending the important market share held in Italy and on the other to begin expansion abroad.

Amongst other things the need arose to broaden production boundaries in relation to the Villa facility, which is capable of producing much more than domestic demand calls for, but from a logistical standpoint selling packaging cartonboard to Northern Europe that has been produced in the province of Frosinone clearly means incurring transport costs of a somewhat significant level. From this emerged the decision to make a proposal to the Cascades Group for a combination that would enable us to expand, in fact, into the Northern part of Europe, with the aim of locating a large part of our production in places that are closer to final markets. The Cascades Group welcomed the proposal enthusiastically, giving recognition moreover to the efficiency and the work performed by Reno de Medici management, which as a result will remain at its post, as indeed the whole company will remain Italian.

This operation, the Chairman continued, will give rise to considerable synergies and what is more these will increase even further as the production sites gradually become more specialised: expectations on this are not so far removed from ideas of the kind indicated by shareholder Chignoli.

As for the next steps in the process the Chairman stressed that

the merger will be completed at the beginning of 2008, once amongst other things the various antitrust procedures required by the legislation of the individual countries involved have been fulfilled. The merger operation has been brought to the attention of Consob in connection with exemption from the obligation to make a public tender offer but the regulator had no observations to make on the matter.

Returning to the benefits that the combination with Cascades will bring, the Chairman also emphasised how the diversification of production sites will enable the various European countries to compete amongst themselves as far as regards the cost of energy, which in Italy is at much higher levels than in France or in Germany. In the internationalisation process that the company is embarking upon, the Chairman concluded, particular attention will be given to the matters of corporate governance and communication, to which moreover the Group already dedicates the maximum level of care. Finally, the Chairman informed those present that the meeting to appoint the new Board of Directors will be held in January.

As nobody else asked leave to speak, the Chairman:

- declared the discussion closed;
- notified the meeting that the number of people in attendance was unaltered;
- called for a vote to be held (11.15 a.m.) on the motion referred to earlier and transcribed below:

"Shareholders,

in consideration of the matters previously presented, the Board of Directors proposes that you adopt the following resolutions:

The extraordinary shareholders' meeting of Reno de Medici S.p.A., agreeing the contents of the report of the Directors and the reasoning contained therein,

- preso atto dell'assolvimento delle formalità di deposito ed iscrizione del progetto di fusione e dell'ulteriore documentazione di cui all'art. 2501 septies del codice civile;

- vista la relazione redatta da Reconta Ernst & Young S.p.A., nella sua qualità di esperto, ai sensi dell'art. 2501 sexies del codice civile,

resolves

1. on the basis of the reference balance sheet of the company (attachment "A") and that of Cascades Italia S.r.l. as of 30 June 2007 (the thirtieth of June two thousand and seven) and as of 31 August 2007 (the thirty first of August two thousand and seven) (and also pro-forma) to approve the merger of Cascades Italia S.r.l. into Reno de Medici S.p.A. as described in the merger project (attachment "A") registered with the Milan Registrar of Companies on 24 September 2007, and in particular to approve the aforementioned merger project;

2. as a consequence of the preceding point and functional to the merger relating to the project approved above,

a. to approve an increase in share capital of euro 52,962,412.93 (fifty two million nine hundred and sixty two thousand four hundred and twelve euros point ninety three), to take effect from the effective date of the merger, to be used for the merger, by issuing 108,086,557 (one hundred and eight million eighty six thousand five hundred and fifty seven) ordinary shares each of nominal value euro 0.49 (nought point four nine);

b. to assign to Cascades S.A., in its capacity as the sole quotaholder of Cascades Italia, the 7,513,443 (seven million five hundred and thirteen thousand four hundred and forty three) ordinary treasury shares held by RDM, in accordance with the authorisation received pursuant to article 2357-ter of the Italian civil code from the ordinary shareholders' meeting held today;

c. to approve amendments to the first paragraph of article 5 (five) of the company's bylaws, to take effect from the effective date of the merger, so as for it to read as follows:

"The company's share capital shall be euro 185,122,487.06 (one hundred and eighty five million one hundred and twenty two thousand four hundred and eighty seven/06) consisting of 377,800,994 (three hundred and seventy seven million eight hundred thousand nine hundred and ninety four) shares each of nominal value euro 0.49 (nought point four nine) divided into:

- 377,334,246 (three hundred and seventy seven million three hundred and thirty four thousand two hundred and forty six)

ordinary shares;

- 466,748 (four hundred and sixty six thousand seven hundred and forty eight) savings shares convertible into ordinary shares on the request of the shareholders in February and September each year;

3. to approve a new article to the company's bylaws to be included as article 15 (fifteen), to take effect from the effective date of the merger, which shall read as follows:

" The Board of Directors has sole competence over resolutions on the following matters which shall be adopted by a vote of 7 (seven) directors in favour:

a) any proposal to be submitted to an extraordinary meeting of shareholders whose subject or effect is to increase the company's share capital, excluding proposals for the reduction and simultaneous increase of capital pursuant to article 2446 or article 2447 of the Italian civil code;

b) any transaction for the purchase, sale or renting of a business, a part of a business, assets, including property, or equity investments (including the purchase and sale of treasury shares or the redemption of shares) constituting fixed assets, whose value, for each individual transaction or series of linked transactions (meaning functional to carrying out the same transaction), exceeds euro 10,000,000.00 (ten million);

c) any proposal to be submitted to shareholders in general meeting

relating to the distribution of dividends and/or reserves, under any form, and/or operations for the voluntary reduction of capital or any resolution proposing the distribution of interim dividends;

d) the entering of agreements for loans, mortgages and other financial debt of any nature whatsoever, having a term exceeding eighteen months, whose value for each individual transaction or series of linked transactions (meaning functional to carrying out the same transaction), exceeds euro 10,000,000.00 (ten million);

e) the appointment or removal of the managing director and the administration and finance manager and the change in and withdrawal of the powers delegated to persons holding these positions;

f) the compensation paid under any name to the managing director of the company and the compensation policies for top management;

g) the approval of strategic plans, annual and multi-annual budgets and changes of a strategic importance to those plans and budgets”;

4. to grant the Chairman of the Board of Directors and the Managing Director, also severally, every suitable power to render the above resolutions legally executive, to accept or introduce any changes or additions to these resolutions that may be required for registration with the Registrar of Companies, with an express advance declaration of approval and ratification, and to do whatever else may be necessary for these resolutions to be carried out;

5. to authorise the Chairman of the Board of Directors and the

Managing Director, also severally, to lodge the company bylaws as updated for the above matters with the Registrar of Companies".

The meeting approved the motion with the unanimous vote of the shares in attendance.

No votes were cast against the motion and nobody abstained.

The Chairman declared the result and passing therefore to discussion of the second matter on the agenda of the extraordinary part, namely ***Amendment to article 19 of the bylaws***, emphasised that the scope of the proposed amendment is to introduce into the bylaws the full provisions of article 144-*sexies* of Consob Regulation no. 11971/1999 (entitled "*Election of minority statutory auditors by a list vote*"), which deals with the appointment of the Board of Statutory Auditors. This regulation took effect only after the Board of Directors had prepared the amendments to the bylaws subsequently approved by the extraordinary meeting of shareholders of 8 May last, as a modification to the regulatory changes introduced by Law no. 262 of 28 December 2005 as amended by Legislative Decree no. 303 of 29 December 2006. Chiefly the bylaws as they stand do not reflect the regulations included at the fourth and fifth paragraphs of the above-mentioned article 144-*sexies* in the parts in which they establish that:

(i) attached to the lists of candidates standing for the position of statutory auditor shall be a statement made by the shareholders, other than those holding, also jointly, a controlling or relative

majority holding, representing that they have no relationship as provided in article 144-*quinquies* of that Regulation with such shareholders;

ii) in the event that only one single list has been lodged by the date of expiry of the term as per paragraph 4 of article 144-*sexies*, or only lists presented by shareholders who, on the basis of the conditions in paragraph 4, are related amongst themselves pursuant to article 144-*quinquies*, lists may only be presented up to the fifth day following that date. In that case any thresholds provided by the bylaws pursuant to paragraph 2 are reduced by one half.

The Chairman then read the parts of article 19 for which amendments are proposed, recalling moreover that the terms of the proposal, with an indication of the changes to be made to the present bylaws, are described in the Illustrative Report prepared by the Board of Directors pursuant to article 72 of the Regulations for Issuers. A copy of that Report is attached to these minutes under "**B**". With the unanimous agreement of the meeting, the Chairman omitted a reading of the Illustrative Report of the Directors, which had in any case been handed out to all those attending and which had also been lodged pursuant to law; on the invitation of the Chairman, I, notary, therefore read the final part of the Report of the Directors containing the proposal made by the Board of Directors to the meeting, transcribed herein, and the Chairman then declared the discussion open, reminding anyone who wished to speak to book

a turn by stating his name.

As nobody asked leave to speak, the Chairman:

- declared the discussion closed;
- notified the meeting that the number of people in attendance was unaltered;
- called for a vote to be held (11.30 a.m.) on the motion referred to earlier and transcribed below:

"The extraordinary shareholders' meeting of Reno de Medici S.p.A., acknowledging the Report of the Board of Directors,

resolves

to approve the following, to take effect from the date that these minutes are registered:

(i) to introduce a new, ninth paragraph in article 19 (nineteen) of the company's bylaws which reads as follows:

"In the event that only one single list has been lodged by the date of expiry of the term for the presentation of lists, or only lists presented by shareholders who are related amongst themselves as established by applicable laws and regulations, lists may only be presented up to the fifth day following that date. In that case any thresholds provided by the bylaws for the presentation of the lists are reduced by one half";

(ii) to introduce a new, ninth paragraph in article 19 (nineteen) of the company's bylaws which reads as follows:

"(omissis)

a statement made by the shareholders - other than those holding, also jointly, a controlling or relative majority holding - representing that they have no relationship, as provided by applicable laws and regulations, with such shareholders (omissis)".

The meeting approved the motion with the unanimous vote of the shares in attendance.

No votes were cast against the motion and nobody abstained.

The Chairman declared the result and as the matters included on the agenda were now completed expressed his thanks to those who had attended and declared the meeting closed at 11.35 a.m. (eleven thirty five).

The Chairman requested me to attach the following to these minutes in addition to the documents already mentioned:

- a list of the names of those attending, which I attach to these minutes at "C";
- the text of the company's bylaws which will take effect on the date that these minutes are registered with the Registrar of Companies, which I attach to these minutes at "D";
- the text of the company's bylaws which will take effect on the effective date of the merger for which a resolution was adopted above, which I attach to these minutes at "E".

I have read these minutes to the person appearing in my presence,

omitting a reading of the attachments at his express request, who then approved them and signed them together with myself at 5.00 p.m..

These minutes consist of eight sheets (translator: literal), written by mechanical means by a person in whom I trust and by my own hand prepared, consisting of thirty one pages (translator: literal) and the thirty second (translator: literal) up to this point.

Signed Giuseppe Garofano, Chairman

Signed Carlo Marchetti, Notary