



Share Capital EUR 140,000,000 fully paid-up  
Milan Companies Register No. 00883670150  
Registered office at 25 Viale Isonzo - Milan

### **CALLING OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Persons entitled to take part and exercise voting rights at the Shareholders' Meeting of Reno De Medici S.p.A. (hereinafter also referred to as: "RDM" and/or "the Company") are called to Shareholders' Meeting to be held on April 27, 2017 at 10.30 a.m., at the registered office at 25 Viale Isonzo, Milan, at first call and, if necessary, on **April 28, 2017 at 9.30 a.m.** at Borsa Italiana at 6 Piazza degli Affari, Milan, **at second call**, to discuss and resolve upon matters relating to the following

#### **Agenda**

##### **Ordinary Meeting:**

##### **1. Annual financial statements for the year ended December 31, 2016.**

1.1. Approval of the annual financial statements for the year ended December 31, 2016, based on the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, having acknowledged the presentation of the consolidated financial statements for the year ended December 31, 2016.

1.2. Allocation of profit for 2016.

##### **2. Appointment of the Board of Directors:**

2.1. Appointment of the Board of Directors and its Chairman after establishing the number of its members and their term of office.

2.2. Determination of the annual compensation of members of the Board of Directors.

##### **3. Report on Remuneration pursuant to Article 123-ter of Legislative Decree 58/98 as subsequently amended and supplemented (the Consolidated Finance Act, or "CFA").**

##### **4. Approval pursuant to article 114 – bis of Legislative Decree n. 58/1998 of Incentive Stock Grant Plan for years 2017-2019 up to the maximum amount of n. 2.262.857 Reno De Medici's ordinary shares in favour of CEO to be appointed.**

##### **5. Authorizathion to dispose of treasury shares: proposal to modify the resolution adopted on 2nd November 2015.**

##### **Extraordinary Meeting**

**Proposal of Merger Plan relating to the merger by absorption of R.D.M. Marketing S.r.l with and into Reno De Medici S.p.A.**

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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 €140,000,000, divided into 377,800,994 shares, subdivided as follows:



- 1) 377,531,366 ordinary shares;
  - 2) 269,628 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 holds n. 581,600 treasury shares.

#### **ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR DELIBERATION**

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. Such a request must be submitted in writing by the proposing Shareholders and must be sent by recorded-delivery letter to the Company's registered office at 25 Viale Isonzo, Milan, or by certified email to [renodemedici@pec.rdmgroup.com](mailto:renodemedici@pec.rdmgroup.com) together with certification stating ownership of the shareholding. 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 additions 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. At the same time as 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 Shareholders' Meeting and exercise voting rights is certified by a communication to the Company, made by an authorized intermediary under the applicable rules, in conformity with its accounting records, in favor of the person holding the voting right, by the end of the seventh trading day preceding the date of the Shareholders' Meeting at first call (i.e. April 18, 2017).

Persons who become holders of shares after April 18, 2017 will therefore not be entitled to participate and vote at the Shareholders' 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 Shareholders' Meeting are requested to attend ahead of the time set for the meeting in order to facilitate registration operations, which will begin at 8.30 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 at [www.renodemedici.it](http://www.renodemedici.it) can be used for this purpose.

The proxy can be sent by recorded delivery to the Company's registered office at 25 Viale Isonzo, 20135 Milan, marked for the attention of the Legal Department, or can be sent electronically to the certified email address [renodemedici@pec.rdmgroup.com](mailto: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 may be conferred, with voting instructions for all or some of the resolution proposals relating to the items on the agenda, on Computershare S.p.A., which has its registered office at 19 Via Lorenzo Mascherini, 20145 Milan, for the purpose designated by the Company pursuant to Article 15-*undecies* of Legislative Decree 58/1998. A specific proxy form must be used for this purpose, prepared by this Designated Representative in agreement with the Company and available from its website at [www.renodemedici.it](http://www.renodemedici.it) (under Governance/Shareholders' Meetings). The original hard copy of the proxy conferred on the Designated Representative, with voting instructions, must be submitted to the registered office of Computershare S.p.A., 19 Via Lorenzo Mascherini, 20145 Milan, with prior delivery, where applicable, of a copy with a declaration of conformity to the original by fax to 02.46776850 or attached to an email to this address: [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it), by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e. by April 25, 2017 at first call or by April 26, 2017 at second call). Conferred in this way, the proxy shall be valid only for proposals for which voting instructions have been provided. The proxy and the voting instructions may be revoked within the period mentioned above. The proxy form and the relative instructions for completion and submission are available at the Company's registered office and on its website at [www.renodemedici.it](http://www.renodemedici.it) (under Governance/Shareholders' Meetings).

Any prior notification does not exempt the proxy, at the time of accreditation for access to the Shareholders' Meeting, from the obligation of certifying conformity with the original hard copy submitted and the identity of the delegating party.

The communication made to the Company by the intermediary certifying entitlement to participate in the Shareholders' Meeting is necessary even if the proxy is conferred upon the Company's Designated Representative. Consequently, the proxy must be regarded as invalid in the absence of said communication.

#### **RIGHT TO ASK QUESTIONS ABOUT AGENDA ITEMS**

Holders of voting rights are informed that pursuant to Article 127-*ter* of the CFA, questions may be asked in relation to matters on the agenda. These questions are to be sent by recorded-delivery letter to the Company's registered office or by email to the certified e-mail address [renodemedici@pec.rdmgroup.com](mailto:renodemedici@pec.rdmgroup.com), by the day preceding the date set for the Shareholders' Meeting at first call. Responses to questions arriving before the Shareholders' Meeting will be provided no later than during the meeting itself. The Company reserves the right to provide a single response to questions with the same content.

#### **APPOINTMENT OF THE BOARD OF DIRECTORS**

The Board of Directors is appointed pursuant to article 12 of the Company's bylaws, to which reference should be made.

It is recalled that pursuant to article 12 the Company is managed by a Board of Directors consisting of between 5 and 15 members. Before proceeding to appoint the members of the board the Shareholders' Meeting is required to establish the term of office and number of members of the board.

The Board of Directors 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 25, Milan, or it can be sent electronically to the certified email address: [renodemedici@pec.rdmgroup.com](mailto:renodemedici@pec.rdmgroup.com), in order that they may be made available to anyone making a request, at least twenty five days (id est 3 April 2017) 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.

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 pursuant to Consob Resolution number 19856 of 25<sup>th</sup> January 2017.

The following must be lodged together with each list by the respective deadlines indicated above: (i) statements in which the individual candidates accept the nomination, affirm under their own responsibility that there are no reasons why they may be considered ineligible for or incompatible with the position and confirm that they possess the requisites for the respective positions; (ii) a curriculum vitae of each candidate relating to his or her personal and professional characteristics, with a description as appropriate of the reasons justifying why he or she should be considered to be independent pursuant to article 148, paragraph 3 of Legislative Decree no. 58/1998.

In addition, within the term provided by the applicable discipline for the publication of lists by the Company, shareholders must lodge suitable certificates issued by an intermediary authorised by law demonstrating that they are the owners at the date of the lodging of the lists with the Company of the number of shares required for the presentation of the list.

Any lists presented without observing the above requirements shall be considered as not having been presented.

The procedure to apply for the election of the Board of Directors is provided for article n. 12 of ByLaws available for consultation on the Company's website Pursuant to Article 12 of the Articles of Association, reappointment to the Board of Directors must comply with the regulations governing gender balance under Law no. 120 of 12 July 2011 and, pursuant to the aforesaid law, a quota of at least one third of the statutory auditors elected is reserved for the lesser represented gender. Shareholders who intend to submit a list of three or more candidates for reappointment to the Board of Directors must ensure that such lists include both genders, in such a way that candidates of the lesser represented gender constitute at least one third of the total (rounded up, if necessary, to nearest whole number).

It is noted that Consob Recommendation no. DEM/9017893 of 26 February 2009 recommends that Shareholders presenting a minority list should file, together with the list, a declaration certifying to the absence of any direct or indirect relationship of association, as provided for by Art. 144-quinquies of Consob Regulation no. 19971/1999. [www.renodemedici.it/governance/ByLaws](http://www.renodemedici.it/governance/ByLaws).

## DOCUMENTATION

Please note that when this notice was published, the Report of the Board of Directors on the matters on the agenda was made available to the public by being filed at the Company's registered office in 25 Viale



Isonzo, Milan and posted on the Company's website, where a copy may be obtained. It will also be available on the Nis-Storage authorized storage system.

The Company's Annual Report, consisting of the draft annual financial statements, the proposed Shareholders' resolution, the consolidated financial statements, the report on operations, the declaration by 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, the Report on Corporate Governance and Ownership Structure pursuant to Article 123-*bis* of the CFA, and the Report on Remuneration pursuant to Article 123-*ter* of the TUF, the Information Document pursuant to art. 70 of Consob Regulation no. 11971 of 14 May 1999 concerning the Merger Proposal, the Information Document pursuant to art. 84 *bis* Consob regulation n. 11971/1999 concerning the n. 4 of agenda and its proposal will be made available to the public within the legal deadlines at the Company's registered office at 25 Viale Isonzo, Milan, where copies may be obtained. These documents will also be available on Nis-Storage, the authorized storage system, and from the website [www.emarketstorage.com](http://www.emarketstorage.com). All the documentation, including the Company By-Laws, can be viewed on the Company's website.

*Milan, March 23, 2017*

for the Board of Directors  
signed by The Chairman  
Mr. Robert Hall