



RenoDeMedici

Fully Paid-up Share Capital Euro 185,122,487.06
Milan Companies Register no. 00883670150
Registered Office in Via Durini 16/18 - 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 28 April 2014 at the Company's registered office in Via Durini 16/18, Milan in first call and, if necessary, **at 10.30 a.m. on 29 April 2014** at Centro Congressi Stelline, Corso Magenta n. 61/63, Milan in second call to discuss and adopt resolutions on the following

Agenda

1. Annual financial statements for the year ended 31 December 2013: related resolutions.

- 1.1. Approval of the annual financial statements for the year ended 31 December 2013. 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 31 December 2013.
- 1.3. Presentation of Social and Environmental Report for year 2013.

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 ("CFA"): resolutions consequence and resulting subsequent.

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) 377,509,870 ordinary shares;
 - 2) 291,124 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 filing them at the Company's registered office at Via Durini 16/18, Milan, together 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 15, 2014).

Persons who become holders of shares after April 15, 2014 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 Via Durini 16/18, 20122 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 items on the agenda, to Studio Segre S.r.l., the Company's designated representative pursuant to Article 135 undecies of the CFA, using the special proxy form available on the Company's website; the proxy can be sent recorded delivery to Studio Segre S.r.l., 41 Via Vallengio, 10129 Turin, or by certified electronic post to the e-mail address segre@legalmail.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 Thursday April 24, 2014 for the first call and by Friday April 25, 2014 in relation to the second call). The proxy is not valid for proposals for which no voting instructions have been issued. The proxy and the voting instructions may be revoked within the same period within which they can be conferred. 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.it, by the day preceding the date set for the Meeting at first call. The answers will be provide during the Meeting.

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 Via Durini 16/18, Milan, or it can be sent electronically to the certified email address: renodemedici@pec.rdmgroup.com., in order that they may be made available to anyone making a request, 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.

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 18775 of 29th January 2014.

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 www.renodemedici.it/governance/ByLaws.

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 Via Durini 16/18, Milan and at Borsa Italiana S.p.A. and by being posted on the Company's website, 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 Via Durini 16/18, Milan and at Borsa Italiana S.p.A. and will be available for consultation on the Company's website www.renodemedici.it.

Milan, 19 March 2014

On behalf of the Board of Directors
The Chairman
Robert Hall