



RenoDeMedici

Share capital: €185,122,487.06 fully paid-up
Milan Companies Register no. 00883670150
Registered office: 25 Viale Isonzo - Milan

CALLING OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Persons entitled to take part in 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 an Extraordinary and Ordinary Shareholders' Meeting to be held on 30 October 2015 at 10.30 a.m., at the registered office at 25 Viale Isonzo, Milan, at first call and, if necessary, on **2 November 2015 at 10.30 a.m.** at Starhotels Rosa Grand Hotel, 3 Piazza Fontana, Milan, **at second call**, to discuss and resolve upon the following

Agenda

- 1. Interim statement of financial position at 30 June 2015. Subsequent and resulting resolutions.**
- 2. Voluntary reduction of the share capital to cover the losses resulting from the interim statement of financial position as at 30 June 2015. Subsequent and resulting resolutions.**
- 3. Reduction of the share capital through the allocation to the "available reserve" pursuant to Article 2445 of the Italian Civil Code, of the amount of € 10,399,255.80. Subsequent and resulting resolutions.**
- 4. Proposal for authorisation to purchase and dispose of treasury shares: subsequent and resulting resolutions.**

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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 €185,122,487.06, divided into 377,800,994 shares, subdivided as follows:
 - 1) 377,527,066 ordinary shares;
 - 2) 273,928 savings shares that can be converted into ordinary shares which, pursuant to Article 6 of the Company By-Laws, do not carry voting rights for either 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.

Since, pursuant to Article 5 of the Company By-Laws, the conversion period for the savings shares is in progress, the Company will announce the new composition of the share capital as soon as it is available.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR DELIBERATION

Pursuant to Article 126-*bis* of Legislative Decree 58/98, shareholders that, 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 may present proposals for resolution on items already on the agenda. Such requests must be submitted in

writing by the proposing Shareholders and sent by recorded delivery to the Company's registered office at 25 Viale Isonzo, Milan, or by certified e-mail to renodemedici@pec.rdmgroup.com, together with appropriate documentation proving the relative 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 resolution. 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 supplementary list of matters to be considered at the Shareholders' Meeting will be published at least 15 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 by 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 a 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. 21 October 2015).

Parties that become holders of shares after 21 October 2015 will therefore not be entitled to participate and vote at the Meeting.

Holders of any shares not yet dematerialised must deliver them in advance to a qualified intermediary for their inclusion in the centralised dematerialising management system pursuant to Article 17 of the Consob/Banca d'Italia Joint Communication of 22 October 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, which will begin at 10.00 a.m.

Parties entitled to vote at the Meeting may be represented by another party 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 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.

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 by recorded delivery to Studio Segre S.r.l., 41 Via Valeggio, 10129 Turin, or by certified electronic post to the e-mail address segre@legalmail.it by the end of the second day of market trading prior to the date set for the Shareholders' Meeting, including at second call (i.e. by 28 October 2015 for the first call and by 29 October 2015 for 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 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.

The proxy form, with the instructions for filling it out and sending it, are available at the Company's registered office and website www.renodemedici.it (Governance/Shareholders' Meeting section).

Any advance notification does not exempt the proxy holder during validation for access to the proceedings of meetings from the obligation to declare the conformity of the notification copy to the original and the identity of the proxy holder.

The communication made to the Company by the intermediary certifying 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.

PROPOSAL PURSUANT TO ARTICLE 2445 OF THE ITALIAN CIVIL CODE FOR THE REDUCTION OF THE SHARE CAPITAL OF RENO DE MEDICI S.P.A. FOR THE PURPOSE OF ESTABLISHING AN "AVAILABLE RESERVE", WITH THE CONSEQUENT ALTERATION OF ARTICLE 5 (SHARE CAPITAL) OF THE COMPANY BY-LAWS.

Pursuant to Article 2445, paragraph 2 of the Italian Civil Code, the proposal to reduce the share capital by the amount of € 10,399,255.80 corresponds to the need to improve the configuration of the structure of the Company's shareholders' equity and, for this purpose, the reduction of the share capital will result in the creation of an "Available Reserve" of an amount equal to that of the reduction of said share capital.

RIGHT TO SUBMIT QUESTIONS ON THE AGENDA ITEMS

Holders of voting rights are informed that pursuant to Article 127-ter of the CFA, questions may be submitted in relation to matters 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 Shareholders' Meeting at first call. Questions received before the Shareholders' Meeting will receive a reply, at the latest during the actual meeting, with the Company reserving the right to provide one response to questions with the same content.

DOCUMENTATION

It is hereby noted that, when this notice was published, the Interim Statement of Financial Position at 30 June 2015 and the Board of Directors' report on the matters on the agenda was made available to the public by being deposited at the Company's registered office at 25 Viale Isonzo, Milan, from where copies can be obtained, and was also posted on the Company's website. It is also available from the Nis-Storage authorised storage mechanism.

Milan, 28 September 2015

for the Board of Directors
The Chairman
Signed by Robert Hall