



NOTICE OF ORDINARY SHAREHOLDERS' MEETING

Persons entitled to take part and exercise voting rights at the Shareholders' Meeting of Reno De Medici S.p.A. (hereinafter also the Company) are called to attend the Ordinary Shareholders' Meeting on April 30, 2018, at 11.00 am at the Fondazione Stelline in Milan, Corso Magenta 61, in first call and, if necessary, in second call, on May 2, 2018, at the same time and in the same place, to discuss and resolve upon matters relating to the subjects on the following

Agenda

1. Proposal to confirm a director appointed by co-optation pursuant to Article 2386 of the Italian Civil Code; subsequent resolutions.
2. Financial statements as at December 31, 2017, Board of Director's Report on Operations and Reports of the Board of Statutory Auditors and the Independent Auditors.
 - 2.1 Resolutions relating to the approval of the financial statements as at December 31, 2017.
 - 2.2 Resolutions relating to the allocation of the net profit for 2017.
3. Remuneration Report; resolutions relating to the first Section, pursuant to Article 123-ter, paragraph 6 of Legislative Decree No. 58 of February 24, 1998.
4. Authorization to buy and sell treasury shares, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code.
5. Board of Statutory Auditors.
 - 5.1 Appointment of the Board of Statutory Auditors for the three-year period 2018/2019/2020
 - 5.2 Appointment of the Chairman of the Board of Statutory Auditors
 - 5.3 Determination of the remuneration of standing members.

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INFORMATION RELATING TO THE SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

Note that:

- a) the share capital at the date of publication of this notice is €140,000,000, divided into 377,800,994 shares, broken down as follows:



- 1) 377,537,497 ordinary shares;
- 2) 263,497 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 1,434,519 ordinary treasury shares, equal to 0.379% of the share capital.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR DELIBERATION

Pursuant to Article 126-*bis* of Legislative Decree 58 of February 24, 1998, shareholders who, including jointly, represent at least 2.5% of the share capital 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. The questions should be received, in writing, by the above deadline, by means of registered letter, at the registered office of the Company in Milan, Viale Isonzo 25 - for the attention of the Legal and Corporate Affairs Department - or via certified email to the address: renodemedici@pec.rdmgroup.com, together with a copy of the notice certifying ownership of the investment issued by intermediaries who keep records in which the shares of applicants are registered. Any proposing shareholders should submit a report, within this deadline and through the same methods, giving the reasons for the proposals for resolution on new subjects they are proposing to be dealt with or the reasons for any other proposals for resolution on subjects already on the agenda. Notice should be given of any additions to the list of subjects that the Shareholders' Meeting should deal with or the presentation of any other proposals for resolution on subjects already on the agenda, in the same formats recommended for the publication of the call notice, at least fifteen days before the date set for the Shareholders' Meeting in first call. At the same time as the publication of the notice of addition or presentation of other proposals for resolution on subjects already on the agenda, the above-mentioned reports prepared by the applicant shareholders, accompanied by any evaluations by the administrative body, shall be made available to the public in the same formats as for the documentation relating to the Shareholders' Meeting. Note that additions are not permitted for subjects on which the Shareholders' Meeting resolves, according to the law, at the proposal of the Directors or based on a plan or a report



prepared by them other than those pursuant to Article 125-ter, paragraph 1, of Legislative Decree No. 58 of February 24, 1998.

ENTITLEMENT TO PARTICIPATE AND EXERCISE VOTING RIGHTS. DESIGNATED REPRESENTATIVE.

Shareholders with voting rights have the right to participate in the meeting, in accordance with the regulatory framework in force. In this regard, pursuant to Article 83-sexies of Legislative Decree No. 58 of February 24, 1998, 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, based on the evidence at the end of the seventh trading day preceding the date of the Shareholders' Meeting at first call (i.e. April 19, 2018). Anyone only owning Company shares after that date is not entitled to participate in and vote at the Shareholders' Meeting. The notification from the intermediary in this point should reach the Company by the end of the third trading day preceding the date of the Shareholders' Meeting at first call (i.e. April 25, 2018). This is without prejudice to the entitlement to participate and exercise voting rights if the notice is received by the Company after that deadline, provided it is before the start of the proceedings of the meetings at first call.

All persons entitled to participate 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.rdmgroup.com - Company/Governance/Shareholders' Meeting Section can be used for this purpose.

The proxy can be sent by recorded delivery to the Company's registered office at Viale Isonzo 25, 20135 Milan, marked for the attention of the Legal and Corporate Affairs 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 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 Via Lorenzo Mascheroni 19, 20145 Milan, for the purpose designated by the Company pursuant to Article 135-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.rdmgroup.com (under the Company/Governance/Shareholders' Meetings Section). The original proxy for the Designated Representative, with the voting instructions, should reach the offices of Computershare S.p.A., Via Lorenzo Mascheroni 19, 20145 Milan, possibly with a copy of 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 (i.e. by April 26, 2018 at first call or by April 27, 2018 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.rdmgroup.com (under the Company/Governance/Shareholders' Meetings Section).

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 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

Anyone who has the right to vote can ask questions on the agenda items even before the meeting and, in any event, with regard to the provisions of Article 127-ter, paragraph 1-bis, of Legislative Decree 58/1998, within the imperative deadline of April 27, 2018, by means of a registered letter to the registered office in Milan, Viale Isonzo 25 - marked for the attention of the Legal and Corporate Affairs Department - or via certified electronic email to the address: renodemedici@pec.rdmgroup.com.



Entitlement to exercise this right is certified by sending a copy of the notice issued by the intermediaries who keep records in which ordinary shares with voting rights are registered to the Company at the addresses mentioned above.

Questions received before the Shareholders' Meeting will be answered, at the latest, during the actual Meeting. The Company may provide a single response to questions with the same contents. Note that answers given in a hard copy format made available to all those having a right to vote prior to the actual meeting will be considered as having been provided at the Meeting.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The appointment of the Board of Statutory Auditors will take place according to Article 19 of the By-Laws, available on the website www.rdmgroup.com Company/Governance/By-Laws Section.

Note that pursuant to above-mentioned Article 19, the Board of Statutory Auditors is composed of three standing and two alternate auditors, who must satisfy the requirements of the relevant laws and regulations in force.

The appointment of the Board of Statutory Auditors will take place based on the lists presented by shareholders through the methods specified below.

The lists submitted by shareholders, signed by those who present them, should be filed at the Company's office in Milan, Viale Isonzo 25, marked for the attention of the Legal and Corporate Affairs Department or sent to the certified email address renodemedici@pec.rdmgroup.com, at least twenty-five days before the date set for the Shareholders' Meeting in first call (i.e. April 5, 2018). 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 authorized 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.

Every shareholder, shareholders belonging to a significant shareholders' agreement pursuant to Article 122 of Legislative Decree 58/1998, the parent company, subsidiaries and companies subject to joint control pursuant to Article 93 of Legislative Decree 58/1998, may not individually or collectively submit more than one list including through an intermediary or trust company, and may not vote on different lists,



and each candidate may appear on only one list, on penalty of ineligibility. Acceptances and votes cast in violation of this restriction shall not be attributed to any list.

The Company shall make the lists of candidates filed by shareholders available to the public under the terms and conditions laid down by applicable regulations.

In the event in which only one list is filed by the above deadline, or only lists submitted by shareholders that are connected to one another have been filed, the deadline for submitting lists will be extended by a further three calendar days (therefore until April 8, 2018) and the list presentation percentage will be reduced to 1.25%. In this event, the Company will publish a notice - on its website www.rdmgroup.com and that of the authorized storage mechanism “eMarketStorage” (ww.emarketstorage.com) indicating the extended deadline for submitting lists and the reduction of the presentation percentage by half.

With regard to identifying direct relationships of association, please refer to Article 144-*quinquies* of the Consob Issuers' Regulation.

Minimum investment share for presenting lists

As a result of Consob Resolution 20273 of January 24, 2018, published pursuant to Article 144-*septies*, paragraph 1 of the Issuers' Regulation 11971/1999, the minimum investment share for presenting lists for the appointment of the Board of Statutory Auditors applicable to Reno De Medici S.p.A. was 2.5%. Consequently, only shareholders who, severally or jointly with other presenting shareholders, hold in total shares representing at least 2.5% of the share capital with voting rights in an ordinary Shareholders' Meeting are entitled to present lists.

Content of the lists

Each list should contain a number of candidates which does not exceed the number of standing and alternate auditors to appoint, marked with a progressive number.

The lists should indicate whether the individual candidate is being proposed for the office of standing auditor or for the office of alternate auditor. Lists with a total number of three or more candidates must contain members of each gender so that the least represented gender in the list constitutes at least one third



(rounded up) of the candidates for the office of standing statutory auditor, and at least one third (rounded up) of the candidates for the office of alternate statutory auditor.

The lists filed should also be accompanied by:

- information relating to the identity of the shareholders who have submitted the lists, with details of the total percentage shareholding owned;
- a declaration of shareholders - other than those who, even jointly, hold a controlling or majority share - certifying the absence of direct relationships of association with the latter with reference to the provisions of Article 144-*quinquies* of the Consob Issuers' Regulation;
- exhaustive information on the professional and personal characteristics of each candidate;
- declarations in which the individual candidates accept their nominations and attest, under their responsibility, that there are no reasons why they would be ineligible or have a conflict of interest, and that they meet the requirements specified in current regulations to hold the position of statutory auditor and a list of any administrative and control positions held in other companies.

For the methods for appointing the Board of Statutory Auditors and for further information, including with regard to the regulations on gender balance, please refer to Article 19 of the By-Laws available on the Company website: www.rdmgroup.com/Società/Governance/By-Laws.

It is noted that Consob Recommendation no. DEM/9017893 of February 26, 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 Article 144-*quinquies* of Consob Regulation no. 19971/1999.

DOCUMENTATION

The directors' reports with proposals for resolution on subjects on the agenda and the additional documentation relating to the Shareholders' Meeting, in line with existing regulations, will be made available to the public, under the terms of the provisions in force, at the registered office as well as through publication on the Company's website www.rdmgroup.com Company/Governance/Shareholders' Meeting Section and via the authorized storage mechanism "eMarketStorage" (www.emarketstorage.com). Information that has been published will be available to the public in conformity with the laws in force.



Shareholders can see and obtain a copy of this documentation.

This notice of call was published on the Company's website www.rdmgroup.com Company/Governance/Shareholders' Meeting Section, on March 20, 2018, pursuant with Article 125-*bis*, paragraph 2 of Legislative Decree 58 of February 24, 1998, as well as via the authorized storage mechanism “eMarketStorage” (www.emarketstorage.com).

An extract of the notice was also published in the daily paper “MF” on March 20, 2018.

Milan, March 20, 2018

On behalf of the Board of Directors
Chief Executive Officer
Michele Bianchi