



# 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 SHAREHOLDERS' MEETING**

Persons entitled to take part and exercise voting rights in relation to Reno De Medici S.p.A. (hereinafter also referred to as: "RDM" and/or "the Company") are called to an Ordinary Shareholders' Meeting to be held on April 26, 2013 at 11.00 a.m., at the registered office at Via Durini 16/18, Milan, at first call and, if necessary, on April 29, 2012 at 12.00 p.m. at Borsa Italiana at Piazza degli Affari 6, Milan, at second call, to discuss and deliberate on the following

### **Agenda**

#### **1. Financial Statements for the year ended December 31, 2012: resolutions pertaining thereto and resulting therefrom.**

- 1.1. Approval of the Financial Statements for the year ended December 31, 2012 and the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors.
- 1.2. Presentation of the consolidated Financial Statements for the year ended December 31, 2012;
- 1.3. Presentation of the 2012 Social and Environmental Report.

#### **2. Appointment of 1 member of the Board of Directors.**

- 2.1. Discussions on the subject of the number of members of the Board of Directors;
- 2.2. Appointment of 1 member of the Board of Directors.

#### **3. Proposal for the extension of the appointment and change to the fees for auditing the statutory financial statements and consolidated financial statements by Deloitte & Touche S.p.A.: resolutions pertaining thereto and resulting therefrom.**

#### **4. Report on Remuneration pursuant to Article 123-ter of Legislative Decree 58/98 as subsequently amended and supplemented ("CFA"): resolutions pertaining thereto and resulting therefrom.**

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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 EUR 185,122,487.06, divided into 377,800,994 shares with a par value of €0.49 each, subdivided as follows:
  - 1) 377,478,357 ordinary shares;

- 2) 322,637 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 favor 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 17, 2013).

Persons who become holders of shares after April 17, 2013 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 dematerialization management system pursuant to Article 17 of the Consob/Banca d'Italia Joint Communication of December 24, 2010, 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 11:30 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 [www.renodemedici.it](http://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](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 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 Valeggio, 10129 Turin, or by certified electronic post to the e-mail address [segre@legalmail.it](mailto: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 Wednesday April 24, 2013 for the first call and by Thursday April 25, 2013 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](mailto:renodemedici@pec.it), by the day preceding the date set for the Meeting at first call. Le risposte alle domande pervenute saranno formulate nel corso dell'Assemblea.

### **Appointment of one member of the Board of Directors.**

Pursuant to Article 12, paragraph 16, b) of the Company By-Laws, which should be referred to, if during the course of the year one or more directors are missing, in order for the majority to always be made up of directors appointed by the Shareholders' Meeting, pursuant to Article 2386 of the Italian Civil Code, the Shareholders' Meeting shall appoint a member of the Board of Directors by legal majority without a voting list.

Pursuant to the next paragraph 17 of the above-mentioned Article 12 of the Company By-Laws, the Board and the Shareholders' Meeting shall proceed with the appointment to ensure the presence of independent directors in the overall minimum number required by the laws and regulations prevailing at the time. The Shareholders' Meeting can, however, deliberate to reduce the number of members of the Board to the directors in office for the remaining period of their mandate.

Name of potential candidates can, in any case, be filed at the Company's office.

### **Documentation**

Please note that simultaneously with the publication of the present notice, it has been made available to the public by being deposited at the Company's registered office at Via Durini 16/18, Milan and with Borsa Italiana S.p.A., as well as on the Company's website. Copies may also be obtained of the Report of the Board of Directors on the matters placed on the agenda.

The Annual Financial Report, including the draft Financial Statements, the Consolidated Financial Statements, the Management Report, the Report pursuant to Article 123-bis of the CFA, the Declaration of the Financial Reporting Executive and the Delegated Body, the Report of the Board of Statutory Auditors and the Independent Auditors, as well as the Remuneration Report pursuant to Article 123-ter of the CFA, will be made available to the public within the legal timescales at the Company's registered office at Via Durini 16/18, Milan, and at Borsa Italiana S.p.A.; shareholders have the right to obtain copies of the same.

All the documentation can be consulted on the website [www.renodemedici.it](http://www.renodemedici.it) where the Company By-Laws are also available.

Milan, March 20, 2013

for the Board of Directors  
The Chairman  
Robert Hall