



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 11.00 a.m. on 26 April 2012 at the Company's registered office in Via Durini 16/18, Milan in first call and, if necessary, **at 12.00 a.m. on 27 April 2012** at Borsa Italiana in Piazza degli Affari 6, Milan in second call to discuss and adopt resolutions on the following

Agenda

1. Annual financial statements for the year ended 31 December 2011: related resolutions.

- 1.1. Approval of the annual financial statements for the year ended 31 December 2011. 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 31 December 2011.
- 1.3. Presentation of Social and Environment Report for year 2011.

2. Appointment of the Statutory Auditors for the 2012-2014 three year period: related resolutions.

- 2.1. Appointment of three Statutory Auditors and two Deputy Auditors.
- 2.2. Appointment of the Chairman of the Board of Statutory Auditors.
- 2.3. Determination of the annual remuneration due to the members of the Board of Statutory Auditors.

3. Appointment of the Independent Auditor for the 2012-2020 nine-year period: related resolutions.

- 3.1. Appointment of the Independent Auditor for the 2012-2020 nine-year period.
- 3.2. Determination of the relative remuneration.

4. Report on remuneration pursuant to article n. 123 *ter* of Legislative Decree n. 58/98: related resolutions.

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INFORMATION ON THE COMPANY'S SHARE CAPITAL AND ABOUT VOTING SHARES.

The following matters are noted in particular:

- a) At the issue of this calling the Company's share capital is Euro 185,122,487.06 made up of 377,800,994 shares of EUR 0.49 par value each divided into:
 - 1) 377,471,641 ordinary shares;
 - 2) 329,353 savings shares convertible into ordinary shares. Pursuant to article 6 of the Company's Bylaws savings shares have no voting rights in ordinary or extraordinary shareholders' meetings;
- b) each ordinary share is entitled to one vote in Shareholders' Meetings;
- c) the Company does not hold any treasury shares.

ADDITION TO THE AGENDA

Pursuant to Article 126-*bis* of Legislative Decree No. 58/98, Shareholders representing, also jointly, at least one fortieth of the Company's share capital with the right to vote may request, within ten days of the publication of this notice, additions to the agenda regarding the items to be discussed, indicating their such items in the request. The request shall be submitted in writing by the Shareholders and it must be lodged at the Company's registered office in Milan, Via Durini 16/18 by registered email or by certified electronic mail, at renodemedici@pec.it, with documentation suitable to prove their entitlement. Within the same period of ten days and by the same way, the Shareholders requesting additions to the agenda shall also

submit a report on the items proposed for discussion in the General Meeting. No additions are admitted for those items on which the General Meeting resolves at the proposal of the directors or on the basis of a project or report prepared by the directors. The integrated list of the items to be discussed in the General Meeting, if any, shall be made available to the public by the same means of publication of this notice, at least 15 days prior to the date of the General Meeting, on first call. At the same time and by the same means of publication of this notice the Company shall make available to public the report of Shareholders with Board of Directors' possible evaluations.

TITLE TO PARTICIPATE

Pursuant to Article 83-*sexies* of Legislative Decree No. 58/98 and Articles 8 and 9 12.1 of the Company's Bylaws, the right to participate and vote at the Meeting shall be conditioned upon the reception by the Company of a notice given by an intermediary enabled pursuant to the applicable laws, attesting to the ownership of the Shares based on the intermediary accounting records as on the basis of balances recorded at the end of the seventh trading day prior to the date of the shareholders' meeting on first call (*i.e.* April 16, 2012).

Therefore, those who become owners of the shares subsequent to April 17, 2012 shall have no right to attend and vote in the General Meeting.

The Owners of not dematerialization shares have to entrust them to the intermediary enabled to operate into the Centralised Administration Services of dematerialization shares pursuant to art. 17 of Consob and Banca d'Italia's Act dated 24th December 2010. Then, the Owners of not dematerialization shares are entitled to ask to Intermediary sending the above mentioned notice.

Those entitled to participate in the General Meeting are invited to arrive before the time on which the Meeting has been called, to simplify registration operations, which shall begin at 11:30 am.

Those who are entitled to participate in the General Meeting may appoint a representative by way of a proxy given in writing or by electronical means, pursuant to the applicable laws. The proxy form can be found at the Company's registered office, as well as on the company *website*, at www.renodemedici.it.

The proxy may be transmitted to the Company by registered mail at the Company's registered office at via Durini n. 16/18, 20121 Milan, to the attention of the Legal Office or by certified electronic mail, at renodemedici@pec.it

If the representative delivers or transmits a copy of the proxy to the Company, he/she shall certify, under his/her own responsibility, the conformity of the proxy to the original document, as well as the identity of the delegating person.

The proxy may be given, together with voting instruction, free of charge to the delegating person, to Studio Segre S.r.l., which has been appointed by the Company pursuant to Art. 135- *undecies* of Legislative Decree No. 58/98, on condition that the proxy is transmitted by a registered letter with return receipt sent to the registered office of Studio Segre S.r.l., in Torino, Via Valeggio n. 41, or by certified electronic mail, at segre@legalmail.it and that Studio Segre receives it within the end of the second day of open market prior to the date of the General Meeting, on first call (*i.e.* within the end of April 23, 2012).

Any proxy given to Studio Segre shall not have effect with regard to those proposals, for which no voting instructions have been given. The proxy and the voting instruction may be revoked within the end of the second day of open market prior to the date of the General Meeting, on first call (*i.e.* within the end of April 23, 2012). The proxy form is available at the Company's registered office. The notice given by an intermediary it is necessary also in case of appointment of the delegating person of Company; therefore, without the mentioned notice the proxy will be not in force.

RIGHT TO ASK QUESTIONS ABOUT THE ITEMS IN AGENDA

Pursuant to Article 127-*ter* of Legislative Decree No. 58/98, the Shareholders may ask questions relating to the items on the agenda even the day before the Meeting in first call, by sending them by registered mail, at the Company's registered office, or by certified electronic mail, at renodemedici@pec.it. Questions asked before the General Meeting shall be answered during the Meeting.

APPOINTMENT OF THE STATUTORY AUDITORS

The Board of Statutory Auditors shall be appointed in accordance with Article 19 of the By-laws.

The Board of Statutory Auditors 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, 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 4.5% of share capital with voting rights in an ordinary Shareholders' Meeting are entitled to present lists, together with the necessary information in order to identify the person who transmits the lists. The ownership of the number of shares required for submission of lists by the Shareholders shall be certified by a notice issued by an intermediary enabled pursuant to the applicable laws, proving the ownership of the number of shares represented, determined by taking into account the shares recorded in the name of the Shareholders as of the date on which the lists are filed with the Company.

The candidates to the office of statutory auditor must have the professional qualification and integrity requirements indicated in the decree of the Ministry of Justice No. 162 of March 30, 2000. In addition, candidates must have the independence requirements set forth under the applicable law.

Anyone exceeding the limits to the number of offices held pursuant to the laws and regulations in force shall not be appointed as statutory auditor.

The lists shall be divided in two sections: one for candidates to the office of statutory auditor and the other one for candidates to the office of deputy auditor. In any event, there shall be no more than three names of candidates for the section regarding statutory auditors and two for the section regarding deputy auditors. The first of the candidates of each section must be entered in the register of auditors of accounts and must have exercised the activity of legal audit of accounts for no less than three years.

Statements shall be filed together with such list, whereby the single candidates accept their nomination and certify, under their own responsibility, the non-existence of any reasons for ineligibility and incompatibility, as well as the existence of the independency, integrity and professional qualification requirements set out by the applicable laws.

A *curriculum vitae* of the candidates shall be filed with the company registered office together with the lists, containing (i) exhaustive information on the personal and professional characteristics of each of them, as well as (ii) the list of the management and supervising assignments held by each of them in other companies as at the date of submission of the list. Candidates are recommended to notify any changes in their assignments up to the date on which the meeting is actually held.

In the event that by April 1, 2012 only one list is submitted, or only lists submitted by shareholders that are affiliated with each other in the meaning of Art. 144-*quinquies* of the *Regolamento Emittenti*, lists may be submitted up to the third day following such date. In such hypothesis, the thresholds for the submission of lists shall be reduced by one half, and therefore to 2,25% of the share capital.

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 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 and the Report of the Independent Auditors 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, 15 March 2012

On behalf of the Board of Directors
The Chairman
Christian Dubè