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**INFORMATION DOCUMENT RELATING TO THE 2017-2019 SHARE GRANT
PLAN FOR THE CEO OF RDM GROUP, PREPARED IN ACCORDANCE WITH
ART. 114 OF LEGISLATIVE DECREE 58/98 AND ART. 84 OF REGULATION
11971 APPROVED BY THE ITALIAN SECURITIES AND EXCHANGE
COMMISSION WITH RESOLUTION DATED 14 MAY 1999, AS AMENDED
AND PREPARED IN ACCORDANCE WITH ART. 6 OF THE CODE OF
CONDUCT FOR LISTED COMPANIES**

Milan, 23 March 2017

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Definitions

In addition to the terms defined in other sections of this prospectus, for the purposes hereof, the terms listed below have the meanings specified below for each of them:

<i>Assignment</i>	means the free Beneficiary Rights approved by the Board of Directors.
<i>Stockholders' meeting</i>	means the General Meeting of the Company Stockholders.
<i>Allocation</i>	indicates the determination of the number of Shares, after verifying Performance Targets have been attained, that each Beneficiary will receive free of charge, as determined by the Board of Directors, after consulting the Compensation Committee, at the end of the Performance Period.
<i>Stocks</i>	indicates the ordinary shares of the Company listed in the STAR [Securities Segment with High Requirements] sector of the electronic market, managed by Borsa Italiana S.p.A. without nominal value
<i>Beneficiary</i>	indicates the recipient of the Plan or the CEO of Reno De Medici S.p.A., who will be appointed for 2017-2019.
<i>Change in control</i>	means the change in control of the Company in accordance with current legislation.
<i>Claw-back</i>	indicates the clause based upon which the Company shall be entitled to ask the Beneficiary to return any Stocks allocated according to the Plan if they were received based on data that later turns out to be manifestly incorrect due to willful misconduct or gross negligence on the part of the Beneficiary.
<i>Code</i>	indicates the Code of Conduct for Listed Companies approved by the Corporate



	Governance Committee of Borsa Italiana S.p.A. in March 2006, as subsequently amended and supplemented.
<i>Compensation Committee</i>	indicates the Committee set up by the Company to implement the recommendations contained in the Code.
<i>Delivery</i>	indicates the delivery of the Stocks to the Beneficiary of the plan according to the Allocation determined by the Board of Directors at the end of the Performance Period provided by the Plan.
<i>Board of Directors</i>	indicates the Company's Board of Directors.
<i>Assignment of Rights Date</i>	means the date when the Board of Directors, after consulting the Compensation Committee, indicates the number of Rights granted to the Beneficiary for the entire duration of the Plan.
<i>Share Allocation Date</i>	indicates the date when the Board of Directors, at the end of the Performance period and once the level of Performance Targets achieved has been verified, decides on the number of Stocks to be allocated to the Beneficiary and arranges sending a notice of the Allocation of Stocks.
<i>Rights</i>	rights means the rights granted to Beneficiary to receive free Shares at the end of the Performance Period based on fulfilled Performance Targets.
<i>Performance Period</i>	means the three-year period of 2017-2018-2019 for which the achievement of Performance Targets is verified.
<i>Plan</i>	indicates the 2017-2019 Share Grant Plan based on financial instruments reserved for the RDM Group CEO.
<i>Relationship</i>	indicates the administrative relationship existing between the Company and the Beneficiary



Plan Regulations

means the regulation governing the terms, characteristics, conditions and procedures for implementing the Plan

Issuers' Regulations

indicates the Italian Securities and Exchange Commission Regulation 11971, approved by the resolution dated 14 May 1999, as amended

Companies

indicates Reno De Medici S.p.A., based in Milan, Viale Isonzo 25

Unified Finance Act [FA]

indicates Legislative Decree 58 dated 24 February 1998, as amended.



Introduction.

On 23 March 2017, the Board of Directors resolved to submit an incentive plan for the approval of the Stockholders' Meeting in the ordinary session on 27 April 2017, at the first convocation, and 28 April 2017 at the second convocation, that provides the right to proceed with the Rights Grant to be received for free up to a maximum aggregate of 2,262,857 company shares at the end of the three-year period of 2017-2018-2019, subject to achieving the predetermined Performance Targets by the end of the same Plan.

The Plan is aimed at the Company's CEO, who will be appointed to the next Board.

This Prospectus has been prepared in accordance with Article 114-bis of FA and Article 84-*bis* of the Issuers' Regulations and consistent, including in the numbering of the relevant sections, with the information contained in Schedule 7 of Annex 3A of the Issuers' Regulations.

As better specified in this Prospectus, certain aspects relating to implementing the plan will be determined by the Board of Directors based on the powers that will be conferred by the Stockholders' Meeting.

The information resulting from the resolutions that, subject to the approval of the Plan by the Stockholders' Meeting and in accordance with the criteria stated therein, the Board of Directors will adopt in implementing the Plan will be provided in the manner and within the period specified by Article 84-bis, paragraph 5, sect. (a) of the Issuers' Regulations.

This Prospectus is intended to provide the stockholders with the information needed to exercise their right to vote at the meeting in an informed manner.

The Prospectus is made available to the public at the company's registered office and on its website www.Renodemedici.it, Section/Governance/Stockholders' Meeting, in accordance with the law.

The Plan is to be considered of major importance in accordance with Article 114-*bis*, paragraph 3 of the FA and Article 84-bis, paragraph 2, sect. (a) and (b) of the Issuers' Regulations.



1. Beneficiaries

1.1. *Indication of the Name of the beneficiaries who are members of the Company's Board of Directors. The parent company of the Company and its subsidiaries.*

As specified in the Introduction, the Plan is for the Company's Chief Executive Officer as of the Allocation Date. Given that the Board currently in Office will finish their mandate with the approval of the Budget as of 31 December 2016, the Beneficiary will be identified from among the Board Members to be appointed at the next Stockholders' Meeting. Therefore, the indication by name of the Beneficiary of the Plan and other information in the provisions in Annex 3, paragraph 1 of Schedule 7 of the Issuers' Regulations will be provided in the manner and under the terms stated in Article 84-bis, paragraph 5, sect. (a) of the Issuers' Regulations.

1.2. *Indication of the employee categories "Employee" or "Co-worker" categories of the financial instruments' issuer and the parent companies or subsidiaries of this issuer.*

Not Applicable.

1.3 *Indication of Beneficiaries belonging to the following groups:*

a) *persons performing management functions in the Company, as per Art. 152-sexies, paragraph 1, sect. (c)-c.2, Issuers' Regulations:*

Not applicable.

b) *persons performing management functions in a company controlled, directly or indirectly, by more than fifty percent of the current assets of the issuer's stocks, as shown in the last approved budget, as stated in Article 152-sexies, paragraph 1, section (c)-c. 3:*

Not applicable.

c) *individuals controlling the issuer stocks, whether employees or working with the share issuer:*

Not applicable.



1.4. Description and numerical indication, separated by categories, of Shares subject to allocation

a) to executives who have regular access to privileged information and have the power to make decisions which may impact the Issuer's development and future prospects, in accordance with Art. 152-sexies, paragraph 1, section (c)-c.2 of the Issuers' Regulations:

Not Applicable

b) to executives who have regular access to privileged information and have the power to make decisions which may impact the Issuer's development and future prospects in a company controlled by the Issuer, if the book amount of the investment represents more than fifty percent of the current assets of the issuer, in accordance with Art. 152-sexies, paragraph 1, section (c)-c.3 of the Issuers' Regulations:

Not applicable.

c) to any other employees or co-worker categories for which differentiated characteristics of the Plan have been provided

Not applicable.

d) to the persons indicated in sections (a) and/or (b) for which provision is made for different year prices:

Not applicable.



2. Rationale motivating the Plan

2.1. Objectives of the Plan.

The objectives that the Company aims to achieve by implementing the Plan are identified in incentivising the Executive Director, the Group's primary human resource, thus promoting retention, through the allocation of instruments directly representing the value of the Company based on achieving predetermined Performance Targets.

The key objectives of the Plan can be summarised as follows:

- (i) aligning the Beneficiary's compensation with the interests of the Shareholders and the guidelines of the Code;
- (ii) retaining the new CEO;
- (iii) directing the Executive Director, toward decisions that pursue the creation of value for the Group in the medium to long term.

The Board of Directors believes that an incentive plan based on accruing the right to allocation of free Shares paid in the mid-term and the performance targets represents the most effective incentive tool and is best suited to the interests of the Company and the Group.

In particular, the three-year Performance Period allows the CEO to have a reasonable time frame to achieve the economic benefits of the Plan, in line with the objectives of retention and alignment with the Shareholders' interests in the medium to long term that the Plan proposes.

The Plan fits in the range of tools used by the Company to supplement the fixed component of the compensation package for strategic human resources by using variable components depending on certain performance targets, as set by the best market practices.

2.2. Key variables and performance indicators.

The Share Allocation is subject to achieving the Performance Targets for the three-year period of 2017-2019.



The specific Performance Targets for each year of the three-year period will be identified by the Board of Directors at the time of Assigning the Shares, and will consist of parameters designed to measure the Company's financial performance.

Particularly, it is believed that the performance indicators selected in the percentages that will be indicated are the related: 1. Consolidated Ebitda as indicated in approved Financial Statement; 2) OSHA results.

The details of the Performance Targets set for each year and the related incentive target will be communicated to the Beneficiary in the Assignment Letter that must signed by the Beneficiary for acceptance within 15 days of receipt, under penalty of nullification.

The Share Allocation will be subject to prior assessment by the Board of Directors upon actual achievement of the Targets and the Beneficiary maintaining the office of Chief Executive Officer at RDM at the time of the Allocation.

2.3 Criteria for determining the number of Stocks to be assigned.

In determining the number of Shares to be granted to the Beneficiary, the Management Board has taken into account the role and importance of the function within the RDM Group.

2.4 Reasons forming the basis of any decision to allocate payment plans based on financial instruments not issued by the Company.

Not applicable. The plan is based solely on the Company's Stocks.

2.5 Assessments concerning significant accounting and tax implications.

There are no tax or accounting reasons that have significantly impacted the structuring of the Plan.

Free assignment of the Shares takes on relevance as income for the Beneficiary on the date that the Stocks are actually granted to employees. The value is excluded from taxable income.

The Plan's preparation was not affected by significant tax or accounting assessments.

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2.6 Any support for the Plan by the Special Fund for incentivising employee participation in companies, as per Art. 4, paragraph 112 of Law 350 dated 24 December 2003.

Not Applicable.

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3. Approval procedure and timing for assigning instruments

3.1 Powers and functions delegated by the Meeting to the Board of Directors for implementing the Plan.

On 23 March 2017, the Board of Directors, after listening to the opinion of the Compensation Committee that met on the same date, resolved to submit this Plan for approval to the Shareholders' Meeting during its ordinary session held on 27 April 2017, upon first convocation, and 28 April 2017, upon second convocation.

The Shareholders' Meeting during its ordinary session will also be asked also to assign the same Board to: (i) implement the plan; (ii) identify the Beneficiary by name; (iii) determine the number of shares to be granted to the Beneficiary. (iv) prepare and approve the documents related to implementing the Plan.

3.2 Persons responsible for the Plan's Administration

The responsibility for managing the Plan rests with the Board of Directors, with the Beneficiary abstaining. In particular, all powers are granted to implement the plan, including, but not limited to, the following:

- (i) the power to identify the Beneficiary by name;
- (ii) the power to verify the achievement of the Performance Targets for Share Allocation;
- (iii) the power to ask the Beneficiary to return the Shares allocated in accordance with the Plan if they were received based on data that later turned out to be manifestly incorrect due to wilful misconduct or gross negligence on the part of the Beneficiary (*Claw-Back*);
- (iv) the power to determine the manner and the terms for the Share Allocation in the event of a change of control or *delisting*;
- (v) the power to amend the Plan as outlined in subsequent section 3.3.

3.3 Existing procedures for amending the Plan



The Company's Board of Directors, as much as possible and to the extent permitted by the law in effect from time to time, when deemed necessary or appropriate to keep the essential content of the Plan intact, shall regulate the emerging shares and/or change and/or integrate the conditions for the Assignment of the Shares being completed, via, among others, the following operations: dividing and grouping the Shares, the free increase of the Company capital, the paid increase of the Company capital, the distribution of special dividends with the Shares, capital reductions due to losses through the cancellation of Shares.

In the case of a change of control or *delisting*, at the sole discretion of the Board of Directors, with the Beneficiary abstaining, the Beneficiary may be allocated Shares before the deadlines provided by the Plan Regulations.

The Board of Directors is entitled to define the manner and terms for allocating the Shares in the event of a change of control or *delisting*.

Change of control refers to the cases provided in the legal provisions on the matter.

3.4 Method for determining the availability and Assigning Shares

The Shares used in the Plan can come, at the discretion of the Board of Directors and in compliance with the applicable provisions of the law,

(a) from Shares purchased on the market and/or held by the Company under the Share Buyback Plan approved by the Stockholders' Meeting on 2 November 2015. To that end, given that the Plan presented to the Meeting on 2 November 2015 specified that the Shares purchased were not intended for incentive Plans, the Shareholders at the ordinary meeting called on 27 April 2017, upon first convocation, and for 28 April 2017, upon second convocation, will also submit the proposal to amend the resolution passed on 2 November 2015 and to authorise the Board of Directors to purchase and dispose of treasury bonds in accordance with and for the purposes of Articles 2357 et seq. of the Civil Code and Article 132 of the Consolidated Financial Text.

3.5 Role of each Director in determining the Plan's features; possible occurrence of conflicts of interest.



The preparation of the Plan involved the Company's Compensation Committee at various stages of development.

As mentioned above, this Plan is aimed at the future CEO of the Company, who in due course is appointed by the Board of Directors. Consequently, the resolutions for granting rights and the Share Allocation will be made in compliance with the applicable legal provisions.

3.6 Date of the decision made by the body responsible for proposing the approval of the Plan to the Meeting and any opinion of the Compensation Committee.

At its meeting on 23 March 2017 the Compensation Committee formulated its opinion with respect to the Plan.

At the meeting on 23 March 2017, the Board of Directors resolved to submit this Plan for approval to the Shareholders' Meeting in ordinary session held on the same date, 27 April 2017, on first call, and 28 April 2017, on second call.

In the aforementioned meeting on 23 March 2017, the Board of Directors, following the approval of the Compensation Committee, approved this Prospectus and the directors' explanatory report on the compensation plan under Article 114-bis of FA that relates to the Prospectus.

3.7 Date of the decision made by the competent body concerning the grant of the shares and any opinion formulated by the Compensation and Appointments Committee to the aforesaid body.

The Rights set forth in the Plan will be granted to the Beneficiary, after consulting with the Compensation Committee and following the approval of the Plan by the Shareholders' Meeting during its ordinary session held on 27 April 2017, upon first convocation, and 28 April 2017, and the appointment of the Chief Executive Officer by the Board of Directors to be appointed in the same session of the meeting and howsoever no later than 30 June 2017.

The underlying Shares will be allotted to the Beneficiary by the Board of Directors, after consulting with the Compensation Committee and subject to fulfilling the Performance Targets at the end of the



Performance Period as well as, in particular, following approval of the Annual Budget for 2019 by the Shareholders' Meeting.

The Assignment of Shares and Share Allocation dates shall be made known in the manner and within the terms specified by Article 84-bis, paragraph 5, sect. (a) of the Issuers' Regulations.

3.8 The market price of the Shares recorded on the dates indicated in sections 3.6 and 3.7

As of 23 March 2017, the date when, respectively, the Compensation Committee and the Board of Directors met to examine the Plan to be submitted to the Shareholders' Meeting during its ordinary session on 27 April 2017, upon first convocation, and 28 April 2017, upon second convocation, the official Stock Market price of the Shares was Euro 0.3587.

The share price at the time of the Assignment of Rights and the Share Allocation by the Board of Directors will be notified in the manner and under the terms set out in Article 84-bis, paragraph 5, sect. (a) of the Issuers' Regulations.

3.9 Method adopted by the Company for any possible coincidence in time between the date the shares are assigned or the decisions on the matter by the Compensation and Appointments Committee and the dissemination of relevant information pursuant to Art. 114, paragraph 1. of the Consolidated Financial Text.

It should be noted that it was not necessary to prepare any such safeguard since the Shares will be awarded only at the end of the Performance Period and subject to achieving the Performance Targets (see section 4.5). Consequently, any dissemination of insider information at the time of the allocation of the Rights would have no effect for the Beneficiary who, at that time, cannot perform any transaction with the Shares since their assignment and delivery is deferred until after the assignment of the rights.

4. Features of the allocated instruments.

4.1 Plan structure



The Plan covers the free assignment to the Beneficiary of the free Allocation of Rights for up to a maximum of 2,262,857 Shares subject to fulfilling the Performance Targets.

The Rights will be granted to the Beneficiaries personally and cannot be transferred inter vivos, or made subject to liens or other acts of disposal of any kind.

4.2 Period of effective implementation of the Plan with reference to any different cycles provided

The Plan consists of 3 financial years: 2017; 2018; 2019.

4.3 Plan end

The Plan's end is 31 December 2019, notwithstanding that the free allocation of shares linked with fulfilling the targets for 2017-2018-2019, which will occur in a lump sum on a date following the approval of the Financial Statement of 31 December 2019 and before 30 June 2020.

4.4 Maximum number of Plan Shares

The Plan covers the Rights to receive a maximum of 2,262,857 Shares free of charge.

The number of Shares will be communicated year by year at a later date with a special notification.

At the time of the Board's approval of this Plan, the Company holds 581,600 treasury bonds which, by virtue of the resolution passed on 2 November 2015, cannot be intended for incentive plans. Therefore, as described in paragraph 3.4, the Shareholders Meeting, during its ordinary session on 27 April 2017, upon first convocation, and 28 April 2017, upon second convocation, will also submit the proposal to amend the resolution passed on 2 November 2015 to make these Shares available for assignment to the Incentive Plans.

4.5 Manner and implementing terms for the Plan



The free Share Allocation is conditional upon (i) achieving specific Performance Targets; and (ii) the fact that the Beneficiary holds the position of CEO at the Company on the date the budget as of December 31, 2019 is approved, having retained that position for the duration of the Plan.

The actual Share Allocation is subject to reaching the Targets referred to in section 2.2. Below is the procedure for allocating the Shares:

- (i) for FY2017, 40% of the total Shares covered in this Plan will be assigned;
- (ii) for FY2018, 30% of the total Shares covered in this Plan will be assigned;
- (iii) for FY2019, 30% of the total Shares covered in this Plan will be assigned;

4.6 Constraints on the availability of Shares

The Rights assigned are personal, non-transferable and unavailable for *inter vivo* transactions; no pledge or guarantee can be used. The Rights will become void after an attempt to transfer or negotiate them, including but not limited to any attempt at an inter vivos transfer or, pursuant to the provisions of law, a pledge or other real right, seizure and attachment.

4.7 Any termination conditions in connection with the Plan in the event the beneficiaries undertake hedging operations that allow for the lifting of any bans on the sale of financial instruments.

Not applicable.

4.8 Description of the effects caused by the termination of employment;

Not applicable.

4.9 Indication of other possible causes for the cancellation of the Plan.



If, following primary and/or secondary legislation coming into effect (including social insurance and tax) and/or following the issuance of official interpretative clarifications and/or following changes in the current interpretations relating to the applicable rules, the implementation of the Plan must entail additional costs not currently set forth by the Company, such as taxes, social insurance or anything else, the Plan may be temporarily suspended, amended or cancelled.

In such a case, the Company will not be liable for damages, indemnities or expenses of any kind with respect to the Beneficiary and the latter cannot make any claim against the Company in connection with the rights granted to receive free Shares not yet vested.

4.10 Reasons concerning any provision for the Company's redemption of the financial instruments subject to the Plan.

It should be noted that the Plan does not give the Company the right to redemption.

4.11 Any loans or other benefits for purchasing Shares

There are no loans or other benefits for purchasing the Shares because they are allocated free of charge.

4.12 Information on assessing expenses anticipated by the company on the related assignment date as determined based on predefined terms and conditions in the total amount and in relation to each Plan's instrument;

The expense for the Company will be represented by the value of the Shares used for the Plan, which will be determined in detail on the date of Allocation of Stocks and will consider other costs in compliance with the applicable law. The information on the Plan's total cost will be provided in the manner and under the terms stated in Article 84-bis, paragraph 5, sect. (a) of the Issuers' Regulations.

4.13 Any dilutive effects created by the Plan.



The dilutive effect of the Plan could be calculated at the date of assignment of Shares.

4.14 Any limits for voting and for allocating the economic rights

There are no limits on exercising the economic rights and voting rights in relation to the Shares that will be allocated under the Plan.

4.15 Information relating to the assignment of Shares not traded on regulated markets

Not applicable.

4.16 - 4.23

Not applicable

4.24 TABLE

It is attached the Table no. 1 required by paragraph 4.24 of Schedule 7 in Annex 3A to the Issuers' Regulations based on the information available at 23th March 2017. Any further modifications and integrations will be issued in compliance to the terms and manners in compliance with the applicable law.

Milan, 23 March 2017

On behalf of Board of Directors

The Chairman

Signed Mr. Robert Hall



COMPENSATION PLANS BASED ON FINANCIAL INSTRUMENTS

Chart n. 1, Schedule 7, Annex 3A of Consob Regulation n. 11971/1991

Name and surname or category	Title	SQUARE 1						
		financial instruments different form option						
		<u>Sezione2</u>						
		New issued financial instrument basing on the proposal of the Board of Directors ¹ to submit to the Shareholders' Meeting						
		Date of meeting resolution	Type of instrument	Number of financial instrument assignment	Data of assignment	Possible share purchase price	Shares market price at the assignment	The final term of the restriction for instrument sale
DIRECTOR	CEO		Right ² s	2,262.857 ³		Not applicable		Not applicable

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Note: any modifications and integrations will be issued in compliance to the terms and manners provided for law.

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¹ Table no. 1 of scheme 7 of Annex 3A to Regulation no. 11971/1999 dated 23th March, 2017.

² Pursuant to the Regulation of Performance Stock Grant Plan, each Rights granted to Beneficiary to receive free Shares at the end of the Performance Period based on fulfilled Performance Targets and subject to the Beneficiary holds the position of CEO at the Company until to the approval of Financial Statement at 31 December 2019.

³ maximum number of Right 2,262,857 granted to the Beneficiary. The number of free Ordinary Shares of Reno De Medici S.p.A. to assign to the Beneficiary will be determined based on the reached Performance and subject to the Beneficiary holds the position of CEO at the Company until to the approval of Financial Statement at 31 December 2019.