



NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Persons entitled to take part and exercise voting rights at the Shareholders' Meeting of Reno De Medici S.p.A. (hereinafter also referred to as the "Company") are called to attend the Ordinary and Extraordinary Shareholders' Meeting on April 29th, 2019 at 10.00 am at Borsa Italiana, in Milan, Piazza degli Affari n. 6, in first call and, if necessary, in second call, on April 30th, 2019, at the same time and in the same place, to discuss and resolve upon matters relating to the subjects on the following

Agenda

Ordinary part:

1. Financial Statements as at December 31st, 2018, report of the Board of Directors on the management and reports of the Board of Statutory Auditors and of the Independent Auditors. Presentation of the Consolidated Financial Statements as at December 31st, 2018, and of Non-Financial Statement as at December 31st, 2018 pursuant to Legislative Decree No. 254/2016.
 - 1.1 Resolutions related to the approval of the Financial Statements as at December 31st, 2018.
 - 1.2 Resolutions concerning the allocation of the net profit for the year 2018.
2. Remuneration Report; resolutions relating to the first Section, pursuant to article 123-ter, paragraph 6, of the Legislative Decree of February 24th, 1998 No. 58.
3. Authorization to purchase and disposal of treasury shares, pursuant to articles 2357 and 2357-ter of the Civil Code.

Extraordinary part:

1. Approval, on the basis of the respective Financial Statements as at December 31st, 2018, in place of the patrimonial situations pursuant to article 2501 quater of the Civil Code, of the merger plan by incorporation of Bellim S.r.l. in Reno De Medici S.p.A. to be implemented through cancellation without replacement of the shares representing the entire share capital of the merged company as they are wholly owned by the incorporating company; related and consequent mandates and resolutions.

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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 equal to Euro 140,000,000, divided into 377,800,994 shares, broken down as follows:
 - 1) 377,546,217 ordinary shares;
 - 2) 254,777 savings shares convertible into ordinary shares which, pursuant to Article 6 of the Company By-Laws, do not carry the right to vote at ordinary or extraordinary shareholders' meetings;
- b) each ordinary share gives the right to one vote at Shareholders' Meetings;
- c) the Company holds 2,262,857 ordinary treasury shares, equal to 0.599% of the share capital.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTION

Pursuant to Article 126-*bis* of Legislative Decree No. 58 of February 24th, 1998, shareholders who, also jointly, represent at least 2.5% of the share capital with voting rights may request, within ten days from

Reno De Medici S.p.A. / Registered office: Viale Isonzo 25 / 20135 Milan, Italy

Tel.: +39 02 89966 111 (switchboard) - Fax: +39 02 89966 200 / Certified email: renodemedici@pec.rdmgroup.com / www.rdmgroup.com

Share Capital €140,000,000.00 fully paid-up / Economic Administrative Index No. MI-153186 / Tax Code, VAT Registration No. and Milan Companies Register No. 00883670150



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 resolution 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 n. 25 - to 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 the above-mentioned 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 24th, 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 24th, 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 16th, 2019). 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 24th, 2019). 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 that 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 at the registered office and on the Company's website: www.rdmgroup.com – Section Governance/Shareholders' Meeting 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, to the attention of the Legal and Corporate Affairs Department, or can be sent electronically to the certified email address: renodemedici@pec.rdmgroup.com.

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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 No. 19, 20145 Milan, for the purpose designated by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58 of 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 Section Governance/Shareholders' Meetings). The original proxy for the Designated Representative, with the voting instructions, should reach the offices of Computershare S.p.A., Via Lorenzo Mascheroni No. 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 25th, 2019 at first call or by April 26th, 2019 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 Section Governance/Shareholders' Meetings).

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 No. 58 of 1998, within the imperative deadline of April 26th, 2018, by means of a registered letter to the registered office in Milan, Viale Isonzo No. 25 - to 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.

DOCUMENTATION

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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 Section Governance/Shareholders' Meeting and via the authorized storage mechanism "eMarketStorage" (ww.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 Section Governance/Shareholders' Meeting, on March 22nd, 2019, pursuant with Article 125-*bis*, paragraph 2 of Legislative Decree No. 58 of February 24th, 1998, as well as via the authorized storage mechanism "eMarketStorage" (ww.emarketstorage.com).

An extract of the notice was also published in the daily paper "MF" on March 22nd, 2019.

Milan, March 22nd, 2019

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

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