



RenoDeMedici

*Registered office at Viale Isonzo No. 25, Milan
Share capital of €140,000,000.00 fully paid up,
Milan Companies Register and Tax Identification Number 00883670150*

**REPORT OF THE COMMON REPRESENTATIVE OF THE SAVINGS
SHAREHOLDERS AND PROPOSED RESOLUTIONS ON THE ITEMS ON THE
AGENDA OF THE SPECIAL MEETING OF SAVINGS SHAREHOLDERS
CONVENED FOR 22 JULY 2021 ON FIRST CALL, 23 JULY 2021 ON
SECOND CALL AND 26 JULY 2021 ON THIRD CALL.**



Dear Savings Shareholders,

By virtue of the expiry of the mandate of the Joint Representative of the Savings Shareholders, you have been convened to an special meeting of Reno De Medici S.p.A. (hereinafter, the "**Company**") to discuss and resolve the following

AGENDA

- 1.** Common Representative of the Savings Shareholders.
 - 1.1** Ratification of the actions of the outgoing Common Representative of the Savings Shareholders due to expiration of term of office.
 - 1.2** Determination of the term of office of the Common Representative of the Savings Shareholders.
 - 1.3** Appointment of the Common Representative of the Savings Shareholders
 - 1.4** Determination of the remuneration of the Common Representative of the Savings Shareholders.

In this regard, it is recalled that the Special Shareholders' Meeting of 4 July 2018 had appointed Mr. Roberto Fabio Ramorini as the Common Representative of the Savings Shareholders, with a mandate for three financial years, and thus until the approval of the annual accounts as of 31 December 2020.

With regard to the first item, we would like to inform you that during the mandate it was possible to confirm that the company's management activities did not damage the rights of the Savings Shareholders. It is also confirmed that the Company has at all times promptly informed the Common Representative of the Savings Shareholders on the resolutions adopted by the competent corporate organs, in fruitful cooperation and also providing all documentation requested.

With regard to the expenses necessary for the protection of the common interests incurred in the three-year period 2018/2020, these consisted exclusively of the remuneration due to the Common Representative, as set by the Special Meeting of 4 July 2018 at Euro 12,000.00 gross per year.

Also worth mentioning are the expenses incurred for the organisation of the above Special Shareholders' Meeting and the costs incurred to comply with statutory disclosure requirements with regard to holders of savings shares, specifically the publication in the newspapers of press releases concerning the option to convert savings shares into common



shares, which can be exercised in February and September of each year under Article 5 of the articles of association.

The related costs referred to above were entirely and directly incurred by the Company.

Finally, with regard to the second item, it should be noted that, under Article 2417 of the Civil Code referred to in Article 147 of the TUF, the Common Representative will remain in office for a period not exceeding three financial years, to be determined by the Special Meeting of Savings Shareholders, may be re-elected and may be chosen even from outside the holders of savings shares or indeed from among legal persons authorised to provide investment services and trust companies.

In the light of the above, you are hereby asked to submit new proposals for resolutions concerning (1.1) ratification of the activities carried out by the outgoing Common Representative of the Savings Shareholders due to the expiration of his term of office, (1.2) determination of the length of his term of office, (1.3) appointment of the new Common Representative of the Savings Shareholders and (1.4) determination of his remuneration.

It should be noted that with regard to the items on the agenda the Extraordinary Shareholders' Meeting, under Article 146, paragraph 3 of the TUF, resolves in first and second call with the favourable vote of a number of shares representing respectively at least twenty and ten per cent of the outstanding shares, and in third call with the majority of those present, irrespective of the portion of capital represented by the shareholders attending.

Finally, the following proposals for resolutions on the items on the agenda are reported:

Proposals to the Shareholders' Meeting

The Special Meeting of Shareholders of Risparmio di Reno de Medici S.p.a., having regard to the Convening Notice and the report of the Common Representative,

resolves:

- 1.1** to ratify the actions of the outgoing Common Representative of the Savings Shareholders due to the expiry of his mandate.
- 1.2** to fix the duration of the mandate of the Common Representative at three financial years, i.e. until the approval of the annual accounts on 31 December 2023.
- 1.3** to confirm Roberto Fabio Ramorini, born in Milan on 14 June 1961, as the Common Representative of the Savings Shareholders;
- 1.4** to set the gross annual remuneration of the Common Representative of the Savings Shareholders at €12,000.00 (twelve thousand/00) to be paid pro rata.

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Thank you for your attention and for your trust in me.

Milan, 18 June 2021

**The Common Representative of the
Savings Shareholders**

Dr. Roberto Fabio Ramorini