



NOTICE OF CALL OF SPECIAL SHAREHOLDER'S MEETING FOR HOLDERS OF SAVINGS SHARES

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Shareholders holding convertible savings shares in Reno De Medici S.p.A. (hereinafter the "**Company**") - at the request of the Common Representative of the Savings Shareholders - are called to attend the Special Shareholder's Meeting to be held on July 22nd, 2021, at 2:30 PM, at **ZNR NOTAI, in Milan, Via Metastasio No. 5**, on first call and, if necessary, on second call on July 23rd, 2021 and on third call on July 26th, 2021, at the same time and place, to discuss and resolve on 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.

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In view of the COVID-19 health crisis and having regard to the provisions of Article 106 of Decree Law No. 18 (the "**Decree**") of March 17th, 2020 setting out "*Measures for the strengthening of the National Health Service and economic support to families, workers and businesses in relation to the COVID-19 epidemiological crisis*", aimed at reducing movements and gatherings, participation in the Shareholder's Meeting of the Holders of Convertible Savings Shares and the exercise of voting rights may take place **exclusively by granting a specific proxy to the Designated Representative**, in accordance with the procedures set out *below*.

With regard to participation in the Shareholder's Meeting of Directors, Supervisory Board Members, representatives of the audit firm and the Designated Representative, the Company will adopt the technical instruments that allow these persons to intervene by teleconference, should the epidemic situation require it, or in any case make it preferable to do so, in order to protect the health of the participants.

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INFORMATION RELATING TO THE COMPANY'S SHARE CAPITAL

It should be noted 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, specifically:
 - 1) 377,559,880 ordinary shares;



- 2) 241,114 savings shares convertible into ordinary shares, which, pursuant to Article 6 of the Company By-Laws, do not carry the right to vote rights at ordinary or extraordinary shareholders’;
- b) each ordinary share gives the right to one vote at Shareholder’s Meeting;
- c) the Company holds 2,070,000 ordinary treasury shares, equal to 0.548% of the share capital.

ENTITLEMENT TO PARTECIPATE AND EXERCISE VOTING RIGHTS. DESIGNATED REPRESENTATIVE

Please note that due to the crisis arising from the Covid-19 pandemic, and therefore in compliance with the fundamental principles of health protection for shareholders, employees, representatives and consultants of the Company, as well as in compliance with the Decree, the meeting will be held with participation, for those persons admitted, exclusively by means of telecommunications and that the holders of the share capital may in any case intervene **exclusively through the Designated Representative** under Article 135-*undecies* of Legislative Decree of 24 February 1998, no. 58 (the "TUF") in the manner described *below*, without any access to the location of the Meeting by the Shareholders and their delegates, other than the Designated Representative.

Under Article 83-*sexies* of the TUF, the entitlement to attend the Shareholder’s Meeting and to exercise voting rights is certified by a communication to the Company, made by an authorized intermediary under applicable regulations in accordance with its accounting records, in favour of the party entitled to vote, on the basis of the records as at the end of the accounting day forming the seventh trading day prior to the date set for the Shareholder’s Meeting on first call (i.e. July 13th, 2021). Persons who become holders of the Company's convertible savings shares only after that date will not be entitled to attend and vote at the Shareholder’s Meeting. The communication from the intermediary must be received by the Company by the end of the third trading day preceding the date set for the Shareholder’s Meeting on first call (i.e. July 19th, 2021). This will not affect the right to attend and exercise voting rights (**exclusively through the Designated Representative**) if communications are received by the Company after the above deadline of July 19th, 2021, provided that they are received before the start of the proceedings of the single-call Meeting.

Accordingly, the Shareholders holding convertible savings shares who intend to participate in the Shareholder’s Meeting must grant the Designated Representative a proxy - with voting instructions - for all or some of the proposals for resolution on the items on the agenda, using the appropriate proxy form, including electronic proxy, prepared by the Designated Representative in agreement with the Company, which is available on the Company's *website* at www.rdmgroup.com (section Governance/Special Shareholder’s Meeting).

The proxy form with voting instructions must be submitted in accordance with the instructions on the form itself and on the Company's *website* by the second trading day prior to the Shareholder’s Meeting - i.e., by July 20th, 2021, for the first call, or by July 21st, 2021, in the event of a second call or by July 22nd, 2021 for the Shareholder’s Meeting on third call - together with a copy of a valid identity document of the delegated Shareholder or, if the delegated Shareholder is a legal person, of the *pro tempore* legal representative or other person with appropriate powers, as well as appropriate documentation attesting to their status and powers. The delegation may be revoked within the same period.

The proxy conferred in this way will be effective only for those proposals in relation to which voting instructions have been given.

It should also be noted that the Designated Representative may also be granted proxies or sub-proxies under Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4, of the TUF,



by following the instructions indicated in the form available on the Company's *website* at www.rdmgroup.com (section Governance/Special Shareholder's Meeting). Taking into account the current emergency situation due to COVID-19, proxies may be made by July 21st, 2021, for the first call, or by July 22nd, 2021, for the second call or by July 23rd, 2021 for the third call. With the same terms, entitled persons may, within the same period, revoke the proxy/suproxy and the voting instructions given. The designated representative will be available for clarification or information on 0246776814 or email ufficiomi@computershare.it.

Shareholders holding convertible savings shares are given notice that the Company reserves the right to supplement and/or amend the above instructions in order to take into account any need for action arising from the current situation of epidemiological crisis caused by COVID-19 and its currently unforeseeable developments.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTION

Pursuant to Article 126-*bis* of the TUF, Shareholders holding convertible savings shares which, including jointly, represent at least 2.5% of the share capital of the category may request, within ten days of the publication of this notice of call the addition of items to the agenda for discussion, indicating in the request the additional items proposed, or submit resolution proposals on items already on the agenda.

The questions should be received in writing, by the deadline indicated above - for the attention of the Legal and Corporate Affairs Department - by certified email to the address: renodemedici@pec.rdmgroup.com, together with a copy of the communication certifying ownership of the shareholding issued by the intermediaries holding the accounts on which the applicant's shares are registered. Within the same time limit and according to the same procedures, any proposers will submit a report containing the reasons for motions for resolutions on new items they propose to deal with or the reasons for additional motions for resolutions on items already on the agenda. Notice of any additions to the list of items on the agenda to be discussed at the Shareholder's Meeting or of the presentation of further proposals for resolutions on items already on the agenda will be given, in the same manner as provided for the publication of the notice of call, at least fifteen days before the date set for the Shareholder's Meeting on first call. At the same time as the publication of the notice of integration or submission of further proposals for resolutions on items already on the agenda, the above reports prepared by the requesting shareholders, accompanied by any evaluations by the Common Representative of the Savings Shareholders, will be made available to the public in the same forms as the documentation relating to the Shareholder's Meeting.

Please note that integration is not permitted for matters on which the Shareholder's Meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a project or a report prepared by them other than those referred to in Article 125-*ter*, paragraph 1, of the TUF.

RIGHT TO ASK QUESTIONS ON THE ITEMS OF THE AGENDA

Pursuant to Article 127-*ter* of the TUF, Shareholders holding convertible savings shares may submit questions on the items on the agenda even before the Shareholder's Meeting and in any case, in relation to the provisions of Article 127-*ter*, paragraph 1-*bis*, of the TUF, by the peremptory deadline of July 13th, 2021 – to the attention of the Legal and Corporate Affairs Department - by means of a communication via certified email to the address: renodemedici@pec.rdmgroup.com.

Persons entitled must provide information that will allow them to be identified, accompanied by the relative communication from the intermediary proving ownership of the voting right; the communication



is not, however, necessary if the Company receives the communication required for participation in the Shareholder's Meeting from the intermediary. The deadline for submitting these applications is July 13th, 2021. Questions received by this deadline will be answered at the latest three working days before the Shareholder's Meeting, i.e. by July 19th, 2021. The Company may provide unitary answers to questions with the same content.

DOCUMENTATION

The documentation relating to the Shareholder's Meeting will be made available to the public, in accordance with current legislation, at the Company's registered office in Milan (MI), Viale Isonzo n. 25 and on the Company's *website* (www.rdmgroup.com) in the section "Governance/Special Shareholder's Meeting", as well as at the authorised storage mechanism "eMarketStorage" (www.emarketstorage.com). Publications will be subject to public disclosure in accordance with the applicable legislation. Shareholders holding convertible savings shares may view and obtain a copy of the above documentation.

This notice of call is published on the Company's *website*: www.rdmgroup.com (Governance Section/Special Shareholder's Meeting), on June 18th, 2021, under Article 125-*bis* of the TUF, as well as through the authorised storage mechanism "eMarketStorage" (www.emarketstorage.com).

The notice is also published as an extract in the newspaper "MF" on June 18th, 2021.

Milan, June 18th, 2021

The Common Representative of the Savings Shareholders
Mr. Roberto Fabio Ramorini