

## NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

\* \* \* \*

Those entitled to participate and exercise voting rights at the Shareholders' Meeting of Reno De Medici S.p.A. (hereinafter also the "**Company**") are called to attend the Ordinary Shareholders' Meeting to be held on December 9, 2021, at 13:30, at the firm ZNR NOTAI of Milan, Via Metastasio No. 5, on first call and, if necessary, on second call on December 10, 2021, at the same time and place, to discuss and adopt resolutions pertaining to and resulting from the matters of the following

### AGENDA

1. Appointment of the Board of Directors.
  - 1.1 Determination of the number and term of office of the Directors.
  - 1.2 Appointment of members of the Board of Directors.
  - 1.3 Appointment of the Chairman of the Board of Directors.
  - 1.4 Determination of the Directors' remuneration

\* \* \* \*

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 17<sup>th</sup>, 2020 - the effectiveness of which was recently extended pursuant to Legislative Decree 105/2021 converted into Law 126/2021 - 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 by Shareholders in the Shareholders' Meeting 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.

\* \* \* \*

### INFORMATION ON SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

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) n. 377.568.824 ordinary shares;
  - 2) n. 232.170 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' meetings;
- b) each ordinary share gives the right to one vote at Shareholders' Meeting;
- c) the Company holds n. 2.070.000 ordinary treasury shares, equal to 0,548% of the share capital.

#### **ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTION**

Pursuant to Article 126-bis of the TUF, Shareholders who, individually or collectively, represent at least 2.5% of the share capital with voting rights may request, within ten days of the publication of this notice, the addition of items to the agenda to be discussed, indicating in their request the additional proposed items, or submit draft resolutions 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 proposing shareholders 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 Shareholders' 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 Shareholders' 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 Administrative Body, will be made available to the public in the same forms as the documentation relating to the Shareholders' Meeting.

Please note that integration is not permitted for matters on which the Shareholders' 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.

In view of the fact that participation at the Shareholders' Meeting is permitted exclusively through the Designated Representative, with reference to this Shareholders' Meeting it is provided that those entitled to vote can individually submit to the Company proposals for resolutions on the agenda - pursuant to Article 126-bis, paragraph 1, penultimate paragraph, of the TUF - by 7 November 2021, by the methods specified above. Shareholders submitting proposals must legitimise their right by sending the Company specific documentation issued pursuant to the applicable provisions of the intermediary that takes the account on which ordinary shares are registered. The Company will publish these proposals on the Company's website by 24 November 2021 in order to allow all Shareholders to know them and to give the voting instructions to the Designated Representative. For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with regard to the items on the agenda, their completeness and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

#### **ENTITLEMENT TO PARTICIPATE AND TO 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 at the Shareholders' Meeting, for those persons admitted, exclusively by means of telecommunications and that 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, being excluded the access to the meeting rooms.

Holders of the right to vote have the right to attend the Shareholders' Meeting - exclusively through the Designated Representative, in accordance with the regulatory framework in force.

In this regard, pursuant to Article 83-sexies of the TUF, the entitlement to participate in the Shareholders' Meeting and to exercise voting rights is certified by a communication to the Company, made by an intermediary authorised under the applicable regulations in accordance with its accounting records, in favour of the person entitled to vote, based on the evidence at the end of the accounting day on the seventh trading day

preceding the date set for the Shareholders' Meeting at first call (i.e. November 30<sup>th</sup> 2021). Those who hold shares in the Company only after that date will not be entitled to attend and vote at the Shareholders' Meeting. The communication from the intermediary referred to in this point must be received by the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting on first call (i.e. by December 6<sup>th</sup>, 2021). This is without prejudice to entitlement to attend and exercise voting rights (exclusively through the Designated Representative) if the communications have been received by the Company after this deadline, provided that they are received by the start of the proceedings of the single-call Meeting.

The Company has identified Computershare S.p.A, with registered office in Milan, as its designated representative (“Designated Representative”), to which shareholders may grant, without their own expense, except in relation to the transmission of the proxy, voting instructions on all or some of the proposals on the agenda pursuant to Article 135-undecies of the TUF.

As indicated above, Shareholders who intend to participate in the Shareholders' Meeting must therefore grant the Designated Representative a proxy - with voting instructions - on all or some of the proposals for resolutions concerning items on the agenda, using the appropriate proxy form, including electronic proxy, produced by the Designated Representative in agreement with the Company, which is available on the Company website at [www.rdmgroup.com](http://www.rdmgroup.com) (Governance Section/Shareholders' Meeting) where there is a link to a procedure for the electronic forwarding of the proxy.

The proxy form with voting instructions must be submitted according to the instructions on the form and on the Company's website by the second open market day prior to the Shareholders' Meeting, i.e. by December 7<sup>th</sup>,2021 for the first call or by December 8<sup>th</sup>, 2021 in the event of a second call and by the same deadline the proxy may be revoked.

The proxy thus granted shall be effective only for proposals on which voting instructions have been provided for.

It should also be noted that the Designated Representative may also be granted proxies or sub-delegations pursuant to Article 135-novies of the TUF, in derogation of Article 135-undecies, paragraph 4 of the TUF by following the instructions indicated in the form available on the Company website at [www.rdmgroup.com](http://www.rdmgroup.com) (Governance Section /Shareholders' Meeting). Taking into account the ongoing emergency, proxies can be granted by December 8<sup>th</sup>, 2021 for the first call or by December 9<sup>th</sup>,2021 in the event of a second call. By the same methods, those entitled may revoke, within the same term, the proxy/sub-delegation and the voting instructions granted.

The Designated Representative will be available for clarification or information at the number 0246776814 or at the e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

Shareholders are informed that the Company reserves the right to integrate and/or modify the above instructions in consideration of the intervening needs following the current epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

#### **RIGHT TO ASK QUESTIONS ON THE ITEMS OF THE AGENDA**

Those entitled to vote may ask questions about the items on the agenda even before the Shareholders' Meeting, and in any case, with regard to the provisions of Article 127-ter, paragraph 1-bis, of Legislative Decree 58/1998, within the mandatory deadline of December 2<sup>nd</sup>, 2021- to the attention of the Legal and Corporate Affairs Department- by means of certified email to: [renodemedici@pec.rdmgroup.com](mailto:renodemedici@pec.rdmgroup.com).

Entitlement to exercise rights is certified by sending to the Company at the addresses mentioned above a copy of the communication issued by intermediaries who keep the accounts in which the ordinary shares owned by the entitled person are registered. This communication must be sent by December 2<sup>nd</sup>,2021. Questions received by December 2<sup>nd</sup>, 2021 will be answered by December 6<sup>nd</sup>,2021 at the latest. The Company may provide a single answer to questions with the same content.



#### **APPOINTMENT OF THE BOARD OF DIRECTORS**

The Board of Directors is appointed in accordance with the terms and provisions of Article 12 of the Company's By-Laws, to which reference is made. Pursuant to the aforementioned Article 12 of the By-Laws, the Board of Directors is made up of a minimum of 5 to a maximum of 15 Directors and before appointing them, the Shareholders' Meeting is called upon to determine the duration and number of members.

The appointment of the Board of Directors will be based on lists submitted by shareholders in which the candidates will be listed in a sequential number, according to the methods indicated below.

The lists submitted by shareholders, signed by those submitting them, must be filed at the Company's registered office at Viale Isonzo 25, Milan, or sent to the certified email address [renodemedici@pec.rdmgroup.com](mailto:renodemedici@pec.rdmgroup.com) at least twenty-five days before the date set for the Shareholders' Meeting at first call (i.e. by 15 November 15<sup>th</sup>, 2021) and will be subject to the other forms of publicity provided for by current legislation. The lists will remain at the Company's registered office and available to anyone requesting them.

Only shareholders who, alone or together with other submitting shareholders, in total hold shares representing at least 2.5% of the voting capital at the Ordinary Shareholders' Meeting, according to Consob decision no. 28 of 30 January 2020, are entitled to submit lists.

Each list must be accompanied, within the respective deadlines indicated above, by (i) declarations with which individual candidates accept their candidacy and certify, under their own responsibility, that there are no grounds for ineligibility or incompatibility provided for by law and by the By-Laws, and that they meet the requirements for the respective positions; (ii) a curriculum vitae covering the personal and professional characteristics of each candidate with any indication of their suitability to qualify as independent pursuant to Article 148, paragraph 3, of Legislative Decree 58/1998.

The appropriate certification issued by a legally authorised intermediary proving ownership, at the time when the list is submitted to the Company, of the number of shares required for the submission of lists must also be submitted within the period specified by the rules applicable to the publication of lists by the Company.

Each shareholder, shareholders participating in a relevant shareholders' agreement pursuant to Article 122 of Legislative Decree 58/1998, the parent company, subsidiaries and companies subject to common control pursuant to Article 93 of Legislative Decree 58/1998, may not submit or contribute to the presentation, including through an intermediary or trust company, of more than one list, nor may they vote for different lists, and each candidate may appear on only one list on penalty of ineligibility. Endorsements and votes cast in violation of this prohibition will not be attributed to any list.

Lists submitted that do not comply with the above provisions shall be considered not to have been submitted. Those who intend to submit lists for the appointment of the Board of Directors are invited to observe the recommendations made by Consob in Communication No. DEM/9017893 of 26 February 2009, which invite shareholders submitting a minority list to file, together with the list, a declaration certifying the absence of any connections, including indirect connections, as provided for by Article 114-quinquies of Consob Regulation No. 19971/1999.

For procedures for the appointment of the Board of Directors, see the provisions of the aforementioned Article 12 of the Company's By-Laws, available on the Company website (Governance Section/By-Laws), without prejudice to the application of mandatory rules.

It should also be noted that the Board of Directors will be appointed in accordance with the current rules on gender balance. Therefore, pursuant to Article 147-ter, paragraph 1-ter, of Legislative Decree 58/1998, lists presenting three or more candidates must include candidates of the least represented gender in order to guarantee that the new Board of Directors is composed, at least two fifths, of Directors of the least represented gender, rounding up, in the case of a fractional number, to the next higher unit.



#### **DOCUMENTATION**

The Directors' reports with proposals for resolution on the items on the agenda and the additional documentation relating to the Shareholders' Meeting, in line with the applicable law, 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](http://www.rdmgroup.com) (Governance Section/Shareholders' Meeting) and via the authorized storage mechanism "eMarketStorage" ([www.emarketstorage.com](http://www.emarketstorage.com)). The relevant publications will be subject to public information in accordance with the regulation in force.

Shareholders may view and obtain a copy of the aforesaid documentation.

\*\*\*\*\*

This notice of call is published on the Company's website: [www.rdmgroup.com](http://www.rdmgroup.com) (Governance Section/Shareholders' Meeting) on October, 27<sup>th</sup>, 2021 pursuant to Article 125-bis, paragraph 2 of Legislative Decree No. 58 of February 24<sup>th</sup>, 1998, as well as via the authorized storage mechanism "eMarketStorage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

The notice is also published as an extract in the newspaper "MF – Milano Finanza" on October, 27<sup>th</sup>, 2021.

Milan, October, 27<sup>th</sup>, 2021

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