

**RENO DE MEDICI S.P.A.**

**CONDITIONAL NOTICE OF REDEMPTION**

**To the holders of the  
€445,000,000 Floating Rate Sustainability-Linked Senior Secured Notes due 2026**

**RULE 144A GLOBAL NOTE**

ISIN: XS2417499832

Common Code: 241749983

**REGULATION S GLOBAL NOTE**

ISIN: XS2417486771

Common Code: 241748677

Reno de Medici S.p.A. (the “Issuer”) gives notice to the holders (the “Holders”) of its €445,000,000 Floating Rate Sustainability-Linked Senior Secured Notes due 2026 (the “Notes”) of the redemption of the entire aggregate principal amount of outstanding Notes (the “Redeemed Notes”) in accordance with paragraph 5(b) thereof and Sections 3.03 and 3.05 of the indenture, dated as of December 14, 2021 (the “Indenture”), among Rimini Bidco S.p.A., as issuer, The Law Debenture Trust Corporation p.l.c., as trustee (the “Trustee”), noteholders’ representative (*rappresentante comune*) of the holders of the Notes, security agent and security representative (*rappresentante*) of the holders of the Notes, Deutsche Bank AG, London Branch, as paying agent, calculation agent and transfer agent (the “Paying Agent”), and Deutsche Bank Luxembourg S.A., as registrar (the “Registrar”). Capitalized terms used herein and not defined in this conditional notice of redemption (this “Conditional Notice of Redemption”) have the meanings given to them in the Indenture. The terms and conditions of the redemption are as follows:

1. The redemption date for the Redeemed Notes will be April 8, 2024, or such later day, subject to the conditions set forth herein being satisfied or waived (the “Redemption Date”) and the record date will be April 5, 2024, unless postponed by the Issuer in accordance with paragraph 4 of this Conditional Notice of Redemption.

2. The aggregate redemption price for the Redeemed Notes will comprise (i) the redemption price of 100.0000% of the aggregate principal amount of the Redeemed Notes, amounting to €445,000,000, and (ii) accrued and unpaid interest and Additional Amounts, if any, to, but not including, the Redemption Date, amounting to €2,726,366.67 (together, the “Redemption Amount”).

3. In accordance with paragraph 5(f) of the Notes, the redemption of the Redeemed Notes is conditional upon (i) the closing of the Issuer’s previously announced offering of new senior secured floating rate sustainability-linked notes on or about the Redemption Date and (ii) the receipt by the Paying Agent of an amount of cash in euro from, or on behalf of, the Issuer sufficient to pay the Redemption Price payable to the Holders, prior to 10:00 a.m., London time, on the Redemption Date (or pursuant to such other arrangements as may be agreed with the Paying Agent and the Trustee). Accordingly, none of the Redeemed Notes shall be deemed due and payable on the Redemption Date unless and until the conditions set forth herein are either satisfied or waived by the Issuer.

4. In the event that, in the Issuer's reasonable belief, the conditions described in paragraph (3) above will not be satisfied or waived by the Issuer on or before the Redemption Date, the Issuer may, in its discretion, postpone the Redemption Date to a date that is not more than 60 days after the date of this Conditional Notice of Redemption. If the Issuer elects to postpone the Redemption Date, the Issuer will notify the Holders, the Trustee and the Paying Agent on or prior to the Redemption Date of (i) its election to postpone the Redemption Date, (ii) the new redemption date and (iii) the updated Redemption Amount.

5. The redemption may not occur and such Conditional Notice of Redemption may be rescinded in the event that any or all conditions of which at paragraph 3 above shall not have been satisfied by the Redemption Date, or by the redemption date so delayed pursuant to paragraph 4.

6. The Redeemed Notes must be presented and surrendered to the Paying Agent, which is Deutsche Bank AG, London Branch Winchester House 1 Great Winchester Street, London, EC2N 2DB, United Kingdom, to collect the Redemption Amount.

7. Unless the Issuer defaults in making payments of the Redemption Amount or the Paying Agent is prohibited from making such payments pursuant to the terms of the Indenture, interest and Additional Amounts, if any, on the Redeemed Notes shall cease to accrue on and after the Redemption Date, and the only rights of the Holders of the Redeemed Notes shall be to receive payment of the Redemption Price upon surrender to the Paying Agent of the Redeemed Notes.

8. No representation is made as to the correctness or accuracy of the Common Codes and ISIN numbers listed in this Conditional Notice of Redemption or printed on the Notes. Neither the Trustee nor the Paying Agent shall be responsible for the correctness or accuracy of the redemption calculations or the terms and conditions of the redemption stated herein.

9. This Conditional Notice of Redemption is given on March 27, 2024.

This Conditional Notice of Redemption is given by Reno de Medici S.p.A., as the Issuer.

Enquiries about this Conditional Notice of Redemption should be directed to the Issuer as set out below:

**Reno de Medici S.p.A.**  
Viale Isonzo 25  
20135 Milan  
Italy