



RenoDeMedici

Fully paid share capital Euro 185,122,487.06
Milan Companies' Register no. 00883670150

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The shareholders of Reno De Medici S.p.A. are called to an Ordinary General Meeting to be held in first call at 3.30 p.m. **on 28 April 2009** at Borsa Italiana in Piazza degli Affari 6, and, as may be necessary, in second call on 30 April 2009 at the same time and at Company's headquarter to discuss and adopt resolutions on the following:

Agenda

1. Annual financial statements for the year ended 31 December 2008:

- 1.1. Approval of the annual financial statements for the year ended 31 December 2008 and the Reports of the Board of Directors, the Board of Statutory Auditors and the Auditing Firm. Related and consequent resolutions.
- 1.2. Presentation of the consolidated financial statements for the year ended 31 December 2008.

2. Proposal for additions to the scope of the audit performed by PricewaterhouseCoopers S.p.A.:

Proposal for additions to the scope of the audit of the statutory and consolidated financial statements performed by PricewaterhouseCoopers S.p.A. and amendments to their fees. Related and consequent resolutions.

3. Appointment of the Board of Statutory Auditors for the three-year period 2009-2010-2011:

- 3.1. Appointment of the Board of Statutory Auditors for the three-year period 2009-2010-2011;
- 3.2. Appointment of the Chairman of the Board of Statutory Auditors;
- 3.3. Determination of the annual fees of the members of the Board of Statutory Auditors.

Pursuant to article 126-bis of Legislative Decree no. 58/98, shareholders representing at least one fortieth of the Company's share capital having voting rights may make a request, within five days of the publication of this notice, for other matters to be discussed at the meeting, indicating in their request the additional matters they propose for discussion. Additional matters may not be included on subjects for which the shareholders' meeting adopts resolutions, in accordance with the law, on proposals made by the directors or on the basis of projects or reports prepared by the directors. The list of any additional matters to be discussed at the shareholders' meeting will be published using the same formalities followed in the publication of this present notice.

ENTITLEMENT TO ATTEND

Pursuant to article 2370 of the Italian civil code and article 8 of the Company's articles of association, shareholders on behalf of whom the Company has received - up to two working days before the date arranged for the individual shareholders' meeting - notice from an authorised intermediary of their attendance at the meeting, are entitled to attend.

Shareholders are kindly requested to arrive before the time at which the meeting has been called to facilitate the registration procedure. For this purpose, shareholders are recommended to arrive with a copy of the above-mentioned notice.

Shareholders entitled to attend the shareholders' meeting may be represented pursuant to and by the means established by the law.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The appointment of the Board of Statutory Auditors proceeds in the manner described in article 19 of the Company's articles of association, to which reference should be made.

Statutory Auditors are appointed by the shareholders' meeting on the basis of lists presented by shareholders. Shareholders who on their own or together with other shareholders hold a total number of shares that represent at least 2.5% of share capital are entitled to present lists. Shareholders who are members of a shareholders' pact pursuant to article 122 of Legislative Decree no. 58/98, the controlling entity, subsidiaries and entities under common control pursuant to article 93 of Legislative Decree no. 58/98 may not present or take part in the presentation of, neither directly nor through an intermediate third party or a trustee company, more than one single list, nor may they vote for different lists; no candidate may stand for more than one list, failing which he or she shall be declared ineligible. The names of persons included in voting lists prepared in breach of the above and the votes cast in breach shall not be assigned to any list.

The lists of candidates signed by the shareholder or shareholders presenting them, accompanied by the necessary documentation, must be lodged at the Company's registered office in Via Durini 16/18, Milan by and not beyond **14 April 2009**.

For the purpose of providing evidence of the number of shares required to present the lists, shareholders must lodge at the Company's registered office together with the list of candidates an appropriate certificate demonstrating that they are the owners of the number of shares represented and that they are entitled to participate at the shareholders' meeting.

Shareholders may only present or take part in the presentation of one single list and may only vote for one single list.

The lists are divided into two sections: one with three names for the candidates standing for the position of standing auditor and one with two names for the candidates standing for the position of substitute auditor.

The following must be lodged with each list at the Company's registered office within the terms for lodging the lists: (a) summarised information regarding the presenting shareholders (including the total percentage of shares held); (b) a statement by the shareholders - other than those who hold, also jointly, a controlling or relative majority interest in the Company - declaring that they have no relationship, as envisaged by applicable laws and regulations, with such shareholders; (c) exhaustive details of the professional and personal characteristics of each candidate; (d) statements with which each candidate accepts his or her nomination, affirms under his or her own responsibility that there are no reasons why he or she may be ineligible or incompatible with the position and confirms that he or she possesses the requisites called for by prevailing laws and regulations to be appointed as statutory auditors; and (e) a list of any management or control positions which may be held by a candidate in other companies.

Candidates are requested to indicate any changes in the positions they hold up to the actual day of the shareholders' meeting. Persons holding a number of positions exceeding the cumulative limit provided by prevailing laws and regulations cannot be appointed statutory auditors.

If only one list has been lodged by 14 April 2009, or if only lists have been lodged which are presented by shareholders who are linked in the sense of article 144-*quinquies* of the Issuers' Regulations, lists may be presented up to the fifth day subsequent to that date, meaning by and not beyond 19 April 2009. In that case the threshold for the presentation of lists is reduced by one half and accordingly to 1.25% of share capital.

DOCUMENTATION

Documentation relating to the matters on the agenda will be made available to the public within the terms of law at the Company's registered office and at Borsa Italiana S.p.A., with the possibility for copies to be obtained.

This documentation will also be available for consultation on the website www.renodemedici.it

Milan, 28 March 2009

On behalf of the Board of Directors
The Chairman
Giuseppe Garofano