



## **Press Release**

*Public notice pursuant to Consob Regulation no. 11971 of May 14, 1999 and subsequent amendments.*

### **RENO DE MEDICI S.P.A.: PUBLICATION OF THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING**

*Milan, November 10, 2020.* It should be noted that the notice of call of the Ordinary Shareholders' Meeting of Reno De Medici S.p.A. (hereinafter, the "**Company**"), on December 14, 2020, first call (December 15, 2020, in the event of a second call) is published on the website of the Company [www.rdmgroup.com](http://www.rdmgroup.com) (Section Governance/Shareholders' Meeting), as well as through the authorized storage mechanism "eMarketStorage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

The notice of call of the Company is also published as an excerpt in the newspaper "MF" of November 10<sup>th</sup>, 2020.

**Attachment:** full text of the notice of call of the Ordinary Shareholders' Meeting of the Company.

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**Reno De Medici S.p.A.** / Registered office: Viale Isonzo 25 / 20135 Milan, Italy  
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Share Capital €140,000,000.00 fully paid-up / Economic Administrative Index No. MI-153186 / Tax Code, VAT Registration  
No. and Milan Companies Register No. 00883670150



## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Following the extension of the declaration of the epidemiological state of emergency from COVID-19 which determined the extension, most recently by virtue of Law Decree No. 125 of October 7<sup>th</sup>, 2020, of Article 106 of Law Decree No. 18 of March 17<sup>th</sup>, 2020, converted with amendments by the Law of April 24<sup>th</sup>, 2020, No. 27 (hereinafter referred to as the “**Decree**”) - which has introduced some exceptional regulations related to the COVID-19 emergency applicable to the Shareholders' Meetings of the listed companies - Reno De Medici S.p.A. (hereinafter referred to as the “**Company**”) proceeds with the notice of call of the Ordinary Shareholders' Meeting as follows.

In order to minimize the risks associated with the ongoing health emergency, the Company has decided:

- to make use of the faculty - established by the Decree - to provide in the notice of call that the legitimacy for the participation of the shareholders to the Shareholders' Meeting and the exercise of the right to vote occur exclusively through a representative designated pursuant to Article 135-undecies of Legislative Decree No. 58/98 (hereinafter referred to as the “**TUF**”), without physical participation of the shareholders themselves;
- that the participation of the directors, of the statutory auditors, of the designated representative, of the secretary of the meeting and of the representatives of the auditing company, if intervened, will take place in compliance with the containment measures required by law, and therefore exclusively through electronic means of communication that allow immediate identification and participation, with connection methods that will be communicated by the Company to the interested parties, without, in any case, the need for the President and the Secretary to be in the same place; and
- in consideration of the above, to provide that the Shareholders' Meeting will be held at the Zabban - Notari - Rampolla & Associati Firm, in Milan, Via Metastasio n. 5.

The text of the notice of call is reported below.

\* \* \*

The persons entitled to take part and exercise the voting rights at the Shareholders' Meeting of Reno De Medici S.p.A. are called to attend the Ordinary Shareholders' Meeting on December 14<sup>th</sup>, 2020 at 1.00 pm at the **Zabban – Notari – Rampolla & Associati Firm, Via Metastasio n. 5**, on first call and, if necessary, on second call, on December 15<sup>th</sup>, 2020, at the same time and in the same place, to discuss and resolve upon matters relating to the subjects on the following

### Agenda

1. Appointment of the Statutory Auditors for the nine years period 2021-2029; related and consequent resolutions.
  - 1.1 Appointment of the Statutory Auditors for the nine years period 2021-2029;
  - 1.2 Determination of the relative compensation.

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## **INFORMATION RELATING TO THE SHARE CAPITAL AND SHARES WITH VOTING RIGHTS**

Note that:

**a)** the share capital, at the date of publication of this notice of call, is equal to Euro 140,000,000, divided into 377,800,994 shares, broken down as follows:

1) 377,551,889 ordinary shares;

2) 249,105 savings shares convertible into ordinary shares which, pursuant to Article 6 of the Company By-Laws, do not carry the right to vote at ordinary or extraordinary shareholders' meetings;

**b)** each ordinary share gives the right to one vote at Shareholders' Meetings;

**c)** the Company holds 2,070,000 ordinary treasury shares, equal to 0.55% of the share capital.

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

Pursuant to Article 126-*bis* of the TUF, the Shareholders who, also jointly, represent at least 2.5% of the share capital with voting rights may request, within ten days from the date of publication of this notice of call, the addition of items to the agenda for discussion, indicating in the request the additional items proposed by them, or they may present proposals for resolution on items already on the agenda. The questions should be received, in writing, within the above-mentioned deadline, - to the attention of the Legal and Corporate Affairs Department - via certified email to the address: [renodemedici@pec.rdmgroup.com](mailto:renodemedici@pec.rdmgroup.com), together with a copy of the communication certifying ownership of the investment issued by intermediaries who keep records in which the applicants' shares are registered. Any proposing shareholders should submit a report, within the above-mentioned deadline and using the same formalities, giving the reasons for the proposals for resolution on new items they are proposing to be dealt with or the reasons for any other proposals for resolution on items already on the agenda. Notice should be given of any additions to the items on the agenda that the Shareholders' Meeting should deal with or the presentation of any other proposals for resolution on items already on the agenda, in the same formats 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 presentation of other proposals for resolution on items already on the agenda, the above-mentioned reports prepared by the applicant shareholders, accompanied by any evaluations by the Administrative Body, shall be made available to the public in the same formats as for the documentation relating to the Shareholders' Meeting. Please note that additions are not permitted for items on which the Shareholders' Meeting resolves, according to the law, upon proposal of the Directors or based on a plan or a report prepared by them other than those pursuant to Article 125-*ter*, paragraph 1, of the TUF.

## **ENTITLEMENT TO PARTICIPATE AND EXERCISE VOTING RIGHTS. DESIGNATED REPRESENTATIVE.**

It should be noted that due to the emergency of Covid-19, and therefore in compliance with fundamental principles of protection of the health of the shareholders, employees, representatives, and consultants of the Company, as well as, lastly, the Decree, the Shareholders' Meeting will take place with the participation in the Shareholder's Meeting, for the persons admitted, exclusively through telecommunication means and that the share capital will be able to intervene exclusively through the Designated Representative pursuant to article 135-*undecies* of the TUF in the manner described below, by excluding the access to the meeting rooms.

The shareholders with voting rights have the right to participate at the Shareholders' Meeting - exclusively through the Designated Representative - in accordance with the regulatory framework in force.

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In this regard, pursuant to Article 83-*sexies* of the TUF the entitlement to participate in the Shareholders' Meeting and to exercise the voting rights is certified by a communication to the Company, made by an authorized intermediary under the applicable rules, in accordance with its accounting records, in favor of the person holding the voting right, based on the evidence at the end of the seventh trading day preceding the date of the Shareholders' Meeting on first call (i.e. December 3<sup>rd</sup>, 2020). Those who become owners of the Company's shares after that date are not entitled to participate and vote at the Shareholders' Meeting. The communication from the intermediary should be delivered to the Company within the end of the third trading day preceding the date of the Shareholders' Meeting on first call (i.e. within December 9<sup>th</sup>, 2020). This is without prejudice to the entitlement to participate and exercise the voting rights **(exclusively through the Designated Representative)** if the communications are received by the Company after that deadline, provided that they are received within the start of the Shareholders' Meeting on first call.

According to the above, the Shareholders wishing to attend the Shareholders' Meeting will therefore have to delegate to the Designated Representative - with voting instructions - on all or some of the proposed resolutions regarding the items on the agenda by using the specific proxy form, also electronic, prepared by the same Designated Representative in agreement with the Company, available on the Company's website at [www.rdmgroup.com](http://www.rdmgroup.com) (Section Governance/Shareholders' Meeting) where the link to a procedure for forwarding in electronic way of the proxy itself.

The proxy form with voting instructions must be sent by following the instructions on the form itself and on the Company's website by the second market day preceding the Shareholders' Meeting, i.e. within December 10<sup>th</sup>, 2020 for the first call or within December 11<sup>th</sup>, 2020 in the event of a second call and, within the same term, the proxy may be revoked.

The proxy thus conferred has effect only for the proposals in relation to which voting instructions have been granted.

It should also be noted that proxies or subdelegations may also be granted to the Designated Representative pursuant to Article 135-*novies* of the TUF, notwithstanding 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](http://www.rdmgroup.com) (Section Governance/Shareholders' Meeting). Taking into account the ongoing emergency, the proxies/subdelegations granted pursuant to Article 135-*novies* of the TUF can arrive within December 11<sup>th</sup>, 2020 for the first call or within December 14<sup>th</sup>, 2020 in the case of a second call. In the same way, those entitled can revoke the proxy/subdelegation and the voting instructions given within the same term.

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

The 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 developments that are currently not foreseeable.



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

Anyone who has the right to vote can ask questions on the items on the agenda even before the Shareholders' Meeting and, in any event, with regard to the provisions of Article 127-*ter*, paragraph 1-*bis*, of the TUF, within the deadline of December 3<sup>rd</sup>, 2020 - to the attention of the Legal and Corporate Affairs Department - via certified electronic email to the address: [renodemedici@pec.rdmgroup.com](mailto:renodemedici@pec.rdmgroup.com).

The entitlement to exercise this right is certified by sending to the Company at the address mentioned above a copy of the communication issued by the intermediaries who keep the records in which the ordinary shares with voting rights are registered. Such communication must be transmitted by April 23, 2020 within the third day following December 3<sup>rd</sup>, 2020, namely within December 7<sup>th</sup>, 2020.

Questions received within the deadline of December 3<sup>rd</sup>, 2020 will be answered no later than December 10<sup>th</sup>, 2020. The Company may provide a single response to questions with the same contents.

### **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) (Section Governance/Shareholders' Meetings) and via the authorized storage mechanism "eMarketStorage" ([ww.emarketstorage.com](http://ww.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.

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This notice was published on the Company's website: [www.rdmgroup.com](http://www.rdmgroup.com) (Section Governance/Shareholders' Meetings), on **November 10<sup>th</sup>, 2020**, pursuant to Article 125-*bis*, paragraph 2 of the TUF, as well as via the authorized storage mechanism "eMarketStorage" ([ww.emarketstorage.com](http://ww.emarketstorage.com)).

An extract of the notice was also published in the daily paper "MF" on November 10<sup>th</sup>, 2020.

Milan, November 10<sup>th</sup>, 2020

### **On behalf of the Board of Directors**

Chief Executive Officer

Michele Bianchi