

Bit Market Services

Informazione Regolamentata n. 0217-23-2016	Data/Ora Ricezione 24 Marzo 2016 22:17:16	MTA - Star
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Societa' : RENO DE MEDICI

Identificativo : 71485

Informazione
Regolamentata

Nome utilizzatore : RENON01 - Arciuolo

Tipologia : IRED 02

Data/Ora Ricezione : 24 Marzo 2016 22:17:16

Data/Ora Inizio : 24 Marzo 2016 22:40:20

Diffusione presunta

Oggetto : Notice of Annual Ordinary Shareholders'
Meeting

Testo del comunicato

Vedi allegato.



Share Capital EUR 140,000,000 fully paid-up
Milan Companies Register No. 00883670150
Registered office at 25 Viale Isonzo - Milan

CALLING OF ORDINARY SHAREHOLDERS' MEETING

Persons entitled to take part and exercise voting rights at the Shareholders' Meeting of Reno De Medici S.p.A. (hereinafter also referred to as: "RDM" and/or "the Company") are called to an Ordinary Shareholders' Meeting to be held on April 28, 2016 at 10.30 a.m., at the registered office at 25 Viale Isonzo, Milan, at first call and, if necessary, on **April 29, 2016 at 11.00 a.m.** at Borsa Italiana at 6 Piazza degli Affari, Milan, **at second call**, to discuss and resolve upon matters relating to the following

Agenda

1. Annual financial statements for the year ended December 31, 2015.

1.1. Approval of the annual financial statements for the year ended December 31, 2015, based on the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors, having acknowledged the presentation of the consolidated financial statements for the year ended December 31, 2015.

1.2. Allocation of profit (loss) for 2015.

2. Appointment of one member of the Board of Directors.

3. Appointment of one Standing Auditor and one Alternate Auditor

4. Report on Remuneration pursuant to Article 123-ter of Legislative Decree 58/98 as subsequently amended and supplemented (the Consolidated Finance Act, or "CFA").

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INFORMATION RELATING TO THE SHARE CAPITAL AND SHARES WITH VOTING RIGHTS

It is stated that:

a) the share capital at the date of publication of this notice is €140,000,000, divided into 377,800,994 shares, subdivided as follows:

1) 377,527,656 ordinary shares;

2) 273,338 savings shares convertible into ordinary shares which, pursuant to Article 6 of the By-Laws, do not carry the right to vote at ordinary or extraordinary shareholders' meetings;

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

c) the Company does not hold any treasury shares.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR DELIBERATION

Pursuant to Article 126-bis of Legislative Decree 58/98, shareholders who, including jointly, represent at least one-fortieth of the share capital represented by shares with voting rights may request, within ten days from the date of publication of this notice, 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 deliberation on items already on the agenda. Such a request must be submitted in writing by the proposing Shareholders and must be sent by recorded-delivery letter to the Company's

registered office at 25 Viale Isonzo, Milan, or by certified email to renodemedici@pec.rdmgroup.com together with certification stating ownership of the shareholding. Within the aforesaid period of ten days and in the same manner, the proposing shareholders must present a report on the matters proposed for consideration, or on the proposals for deliberation. No additions will be accepted in relation to matters on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a plan or report prepared by them. Any supplemented list of matters to be considered at the Shareholders' Meeting will be published at least fifteen days prior to the date set for the meeting, with the same publication procedures as this notice. At the same time as the publication of the notice of addition, the Company will make available to the public, in the same forms, the report prepared by the requesting shareholders, accompanied by any assessments of the Board of Directors.

ENTITLEMENT TO PARTICIPATE AND PARTICIPATION PROCEDURES

Pursuant to Article 83-*sexies* of the CFA and Articles 8 and 9 of the By-Laws, entitlement to participate in the Shareholders' Meeting and exercise voting rights is certified by a communication to the Company, made by an authorized intermediary under the applicable rules, in conformity with its accounting records, in favor of the person holding the voting right, by the end of the seventh trading day preceding the date of the Shareholders' Meeting at first call (i.e. April 19, 2016).

Persons who become holders of shares after April 19, 2016 will therefore not be entitled to participate and vote at the Shareholders' Meeting.

Holders of any shares not yet dematerialized must deliver them in advance to a qualified intermediary for their inclusion in the centralized dematerializing management system pursuant to Article 17 of the Consob/Banca d'Italia Joint Communication of October 22, 2013, and request the transmission of the aforesaid communication.

Persons entitled to participate in the Shareholders' Meeting are requested to attend ahead of the time set for the meeting in order to facilitate registration operations, which will begin at 10.30 a.m.

Persons entitled to vote at the Meeting may be represented by another person on the basis of a proxy drawn up in writing or conferred electronically, pursuant to the legislation in force. The proxy form available from the registered office and from the Company's website at www.renodemedici.it can be used for this purpose.

The proxy can be sent by recorded delivery to the Company's registered office at 25 Viale Isonzo, 20135 Milan, marked for the attention of the Legal Department, or can be sent electronically to the certified email address renodemedici@pec.rdmgroup.com.

If the representative delivers or sends a copy of the proxy to the Company, he/she must declare on his/her own responsibility the proxy's conformity with the original and the identity of the delegating party.

The proxy may be conferred, with voting instructions for all or some of the resolution proposals relating to the items on the agenda, on Computershare S.p.A., which has its registered office at 19 Via Lorenzo Mascherini, 20145 Milan, for the purpose designated by the Company pursuant to Article 15-*undecies* of Legislative Decree 58/1998. A specific proxy form must be used for this purpose, prepared by this Designated Representative in agreement with the Company and available from its website at www.renodemedici.it (under Governance/Shareholders' Meetings). The original hard copy of the proxy conferred on the Designated Representative, with voting instructions, must be submitted to the registered office of Computershare S.p.A., 19 Via Lorenzo Mascherini, 20145 Milan, with prior delivery, where applicable, of a copy with a declaration of conformity to the original by fax to 02.46776850 or attached to an email to this address: ufficiomilano@pecserviziotitoli.it, by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e. by April 26, 2016 at first call or by April 27, 2016 at second call). Conferred in this way, the proxy shall be valid only for proposals for which voting instructions have been provided. The proxy and the voting instructions may be revoked within the period mentioned above.

The proxy form and the relative instructions for completion and submission are available at the Company's registered office and on its website at www.renodemedici.it (under Governance/Shareholders' Meetings).

Any prior notification does not exempt the proxy, at the time of accreditation for access to the Shareholders' Meeting, from the obligation of certifying conformity with the original hard copy submitted and the identity of the delegating party.

The communication made to the Company by the intermediary certifying entitlement to participate in the Shareholders' Meeting is necessary even if the proxy is conferred upon the Company's Designated Representative. Consequently, the proxy must be regarded as invalid in the absence of said communication.

RIGHT TO ASK QUESTIONS ABOUT AGENDA ITEMS

Holders of voting rights are informed that pursuant to Article 127-ter of the CFA, questions may be asked in relation to matters on the agenda. These questions are to be sent by recorded-delivery letter to the Company's registered office or by email to the certified e-mail address renodemedici@pec.rdmgroup.com, by the day preceding the date set for the Shareholders' Meeting at first call. Responses to questions arriving before the Shareholders' Meeting will be provided no later than during the meeting itself. The Company reserves the right to provide a single response to questions with the same content.

APPOINTMENT OF ONE MEMBER OF THE BOARD OF DIRECTORS

Pursuant to Article 12, paragraph 16, b) of the Company By-Laws, which should be referred to, if, during the course of the year, one or more directors are missing, in order for the majority to always be made up of directors appointed by the Shareholders' Meeting, pursuant to Article 2386 of the Italian Civil Code, the Shareholders' Meeting shall appoint a member of the Board of Directors by legal majority without a voting list.

Pursuant to the next paragraph 17 of the above-mentioned Article 12 of the Company By-Laws, the Board and the Shareholders' Meeting shall proceed with the appointment to ensure the presence of independent directors in the overall minimum number required by the laws and regulations prevailing at the time. However, the Shareholders' Meeting may decide to reduce the number of members of the Board to the number of directors in office for the period remaining in their term.

Names of potential candidates can, in any case, be filed at the Company's registered office.

APPOINTMENT OF ONE STANDING AUDITOR AND ONE ALTERNATE AUDITOR

Pursuant to Article 19, paragraph 21, when the Shareholders' Meeting has to appoint the Standing/Alternate Auditors required to add to the Board of Statutory Auditors, it proceeds as follows: if statutory auditors elected from the majority list must be replaced, the appointment shall be made by simple majority vote with no list restrictions. If, on the other hand, it is necessary to replace statutory auditors elected from a minority list, the Shareholders' Meeting shall replace them by a simple majority vote and select them from the candidates on the list that provided the statutory auditor to be replaced, or on the minority list that obtained the second-highest number of votes, and in such a manner as to ensure compliance with the rules in force concerning gender representation.

DOCUMENTATION

Please note that when this notice was published, the Report of the Board of Directors on the matters on the agenda was made available to the public by being filed at the Company's registered office in 25 Viale Isonzo, Milan and posted on the Company's website, where a copy may be obtained. It will also be available on the Nis-Storage authorized storage system.

The Company's Annual Report, consisting of the draft annual financial statements, the proposed Shareholders' resolution, the consolidated financial statements, the report on operations, the

declaration by the Manager Responsible for the Preparation of Company Accounting Documents and of the delegated body, the Report of the Board of Statutory Auditors, the Report of the Independent Auditors, the Report on Corporate Governance and Ownership Structure pursuant to Article 123-*bis* of the CFA, and the Report on Remuneration pursuant to Article 123-*ter* of the CFA will be made available to the public within the legal deadlines at the Company's registered office at 25 Viale Isonzo, Milan, where copies may be obtained. These documents will also be available on Nis-Storage, the authorized storage system, and from the website www.emarketstorage.com. All the documentation, including the Company By-Laws, can be viewed on the Company's website.

Milan, March 25, 2016

for the Board of Directors
The Chairman
Robert Hall

Fine Comunicato n.0217-23

Numero di Pagine: 6