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Informazione Regolamentata n. 0217-35-2018	Data/Ora Ricezione 28 Maggio 2018 10:20:59	MTA - Star
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Societa' : RENO DE MEDICI

Identificativo : 104423

Informazione
Regolamentata

Nome utilizzatore : RENONSS01 - Buonanno

Tipologia : 3.1

Data/Ora Ricezione : 28 Maggio 2018 10:20:59

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Diffusione presunta

Oggetto : Call notice of the special shareholders'
meeting for holders of savings shares

Testo del comunicato

Vedi allegato.



CALL NOTICE OF THE SPECIAL SHAREHOLDERS' MEETING FOR HOLDERS OF SAVINGS SHARES

Shareholders holding convertible savings shares in Reno De Medici S.p.A. (hereinafter also the Company) are called to attend the Special Shareholders' Meeting on June 28, 2018, at 2:30 PM at the Grand Visconti Palace Hotel in Milan, Viale Isonzo 14, in first call and, if necessary, in second call, on June 29, 2018, and in third call, on June 30, 2018 - at the same time and in the same place - to discuss and resolve upon matters relating to the subjects on the following

Agenda

1. Common Representative of the Savings Shareholders:
 - 1.1 Ratification by the outgoing Common Representative of Savings Shareholders for the expiration of his term of office.
 - 1.2 Appointment of the Common Representative of the Savings Shareholders after determination of the term of office.
 - 1.3 Determination of remuneration of the Common Representative of the Savings Shareholders

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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 is €140,000,000, divided into 377,800,994 shares, broken down as follows:
 - 1) 377,537,497 ordinary shares;
 - 2) 263,497 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 savings share gives the right to vote at Special Shareholders' Meetings.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR DELIBERATION

Pursuant to Article 126-*bis* of Legislative Decree 58 of February 24, 1998, shareholders who, including jointly, represent at least 2.5% of the category share capital 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. The questions should be received, in writing, by the above deadline, by means of registered letter, at the registered office of the Company in Milan, Viale Isonzo 25 - for the attention of the Legal and Corporate Affairs Department - or via certified email to the address: renodemedici@pec.rdmgroup.com, together with a copy of the notice certifying ownership of the investment issued by intermediaries who keep records in which the shares of applicants are registered. Any proposing shareholders should submit a report, within this deadline and through the same methods, giving the reasons for the proposals for resolution on new subjects they are proposing to be dealt with or the reasons for any other proposals for resolution on subjects already on the agenda. Notice should be given of any additions to the list of subjects that the Shareholders' Meeting should deal with or the presentation of any other proposals for resolution on subjects already on the agenda, in the same formats recommended for the publication of the call notice,

Reno De Medici S.p.A. / Registered office: Viale Isonzo 25 / 20135 Milan, Italy

Tel.: +39 02 89966 111 (switchboard) - Fax: +39 02 89966 200 / Certified email: renodemedici@pec.rdmgroup.com / www.rdmgroup.com

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



at least fifteen days before the date set for the Shareholders' Meeting in first call. At the same time as the publication of the notice of addition or presentation of other proposals for resolution on subjects 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. Note that additions are not permitted for subjects on which the Shareholders' Meeting resolves, according to the law, at the 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 Legislative Decree No. 58 of February 24, 1998.

ENTITLEMENT TO PARTICIPATE AND EXERCISE VOTING RIGHTS. DESIGNATED REPRESENTATIVE.

Shareholders with voting rights have the right to participate in the Special Shareholders' Meeting, in accordance with the regulatory framework in force. In this regard, pursuant to Article 83-sexies of Legislative Decree No. 58 of February 24, 1998, 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, based on the evidence at the end of the seventh trading day preceding the date of the Shareholders' Meeting at first call (i.e. June 19, 2018). Anyone only owning Company savings shares after that date is not entitled to participate in and vote at the Shareholders' Meeting. The notification from the intermediary in this point should reach the Company by the end of the third trading day preceding the date of the Shareholders' Meeting at first call (i.e. June 25, 2018). This is without prejudice to the entitlement to participate and exercise voting rights if the notice is received by the Company after that deadline, provided it is before the start of the proceedings of the meetings at first call.

All persons entitled to participate 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 www.rdmgroup.com - Company/Governance/Shareholders' Meeting Section - can be used for this purpose.

The proxy can be sent by recorded delivery to the Company's registered office at Viale Isonzo 25, 20135 Milan, marked for the attention of the Legal and Corporate Affairs 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 Via Lorenzo Mascheroni 19, 20145 Milan, for the purpose designated by the Company pursuant to Article 135-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.rdmgroup.com (under the Company/Governance/Shareholders' Meetings Section). The original proxy for the Designated Representative, with the voting instructions, should reach the offices of Computershare S.p.A., Via Lorenzo Mascheroni 19, 20145 Milan, possibly with a copy of the original by fax to 02.46776850 or by attaching it to an email to be sent to: ufficiomilano@pecserviziitolitoli.it, by the end of the second day the market is open for trading prior to the date set for the Shareholders' Meeting (i.e. by June 26, 2018 at first call or by June 27, 2018 at second call or by June 28, 2018 at third call).

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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.rdmgroup.com (under the Company/Governance/Shareholders' Meetings Section).

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 the entitlement to participate at the Meeting is necessary even in the event that the proxy is conferred upon the Company's designated representative. Consequently, the proxy must be regarded as invalid in the absence of the said communication.

RIGHT TO POSE QUESTIONS ON THE AGENDA ITEMS

Anyone who has the right to vote can ask questions on the agenda items even before the meeting and, in any event, with regard to the provisions of Article 127-ter, paragraph 1-bis, of Legislative Decree 58/1998, within the imperative deadline of June 25, 2018, by means of a registered letter to the registered office in Milan, Viale Isonzo 25 - marked for the attention of the Legal and Corporate Affairs Department - or via certified electronic email to the address: renodemedici@pec.rdmgroup.com.

Entitlement to exercise this right is certified by sending a copy of the notice issued by the intermediaries who keep records in which ordinary shares with voting rights are registered to the Company at the addresses mentioned above.

Questions received before the Shareholders' Meeting will be answered, at the latest, during the actual Meeting. The Company may provide a single response to questions with the same contents. Note that answers given in a hard copy format made available to all those having a right to vote prior to the actual meeting will be considered as having been provided at the Meeting.

DOCUMENTATION

The directors' report on the items on the agenda and the additional documentation relating to the Shareholders' Meeting, in line with existing regulations, has been 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 Company/Governance/Shareholders' Meeting Section and via the authorized storage mechanism "eMarketStorage" (www.emarketstorage.com).

Shareholders can see and obtain a copy of this documentation.

This call notice is published on the Company's website www.rdmgroup.com, in the Company/Governance/Shareholders' Meeting Section, on May 28, 2018, as well as by means of the authorized storage mechanism "eMarketStorage" (www.emarketstorage.com).

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An extract of the notice was also published in the daily paper “Italia Oggi” on May 28, 2018.

Milan, May 28, 2018

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

Reno De Medici S.p.A. / Registered office: Viale Isonzo 25 / 20135 Milan, Italy

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Fine Comunicato n.0217-35

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