



# SPAFID CONNECT

Informazione Regolamentata n. 0217-19-2020	Data/Ora Ricezione 31 Marzo 2020 14:05:27	MTA - Star
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Societa' : RENO DE MEDICI

Identificativo : 129976

Informazione  
Regolamentata

Nome utilizzatore : RENONSS01 - Buonanno

Tipologia : 3.1

Data/Ora Ricezione : 31 Marzo 2020 14:05:27

Data/Ora Inizio : 31 Marzo 2020 14:05:27

Diffusione presunta

Oggetto : Integration and rectification of the ordinary shareholders' meeting's notice of call

*Testo del comunicato*

Vedi allegato.



## INTEGRATION AND RECTIFICATION OF THE ORDINARY SHAREHOLDERS' MEETING'S NOTICE OF CALL

As integration and rectification of the notice of call published on March 19<sup>th</sup>, 2020 with which has been convened for April 29<sup>th</sup>, 2020, at 10.00 am, on first call, and if necessary, on April 30<sup>th</sup>, at same time, on second call, the Ordinary Shareholders' Meeting of Reno De Medici S.p.A., in Milan, at the Italian Stock Exchange registered office, Piazza degli Affari n. 6 (the "**Shareholders' Meeting**"), following the entry into force of Law Decree No. 18/2020 (the "**Decree**") - which introduced some exceptional rules, due to COVID-19 emergency, applicable to the shareholders' meetings of listed companies - and following the entry into force of the Prime Minister Decree of March 22<sup>nd</sup>, 2020, effective from March 23<sup>rd</sup>, 2020, which provided the "ban to all individuals to move, by public or private means of transport, to a different municipality than the one in which [on that date] they are located" (the "**PMD**") Reno De Medici S.p.A. proceeds with the integration and rectification of the aforementioned notice of call 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 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 ("**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, as well as integrated and rectified, by underlining the integrated and rectified parts and with strikethrough text for the deleted words.

\* \* \*

The persons entitled to take part and exercise the voting rights at the Shareholders' Meeting of Reno De Medici S.p.A. (hereinafter also referred to as the "**Company**") are called to attend the Ordinary Shareholders' Meeting on April 29, 2020 at 10.00 am at the Zabban – Notari – Rampolla & Associati Firm ~~Borsa Italiana, in Milan, Piazza degli Affari no. 6~~, on first call and, if necessary, on second call, on April 30, 2020, at the same time and in the same place, to discuss and resolve upon matters relating to the subjects on the following

### Agenda

**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](mailto:renodemedici@pec.rdmgroup.com) /

[www.rdmgroup.com](http://www.rdmgroup.com)

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1. Financial Statements as at December 31, 2019, report of the Board of Directors on the management and reports of the Board of Statutory Auditors and of the Independent Auditors. Presentation of the Consolidated Financial Statements as at December 31, 2019 and of Non-Financial Statement as at December 31, 2019 pursuant to Legislative Decree No. 254/2016.
  - 1.1 Resolutions related to the approval of the Financial Statements as at December 31, 2019.
  - 1.2 Resolutions concerning the allocation of the net profit for the year 2019.
2. Appointment of the Board of Directors.
  - 2.1 Determination of the number and term of office of the Directors.
  - 2.2 Appointment of the members of the Board of Directors.
  - 2.3 Appointment of the Chairman of the Board of Directors.
  - 2.4 Determination of the remuneration of the Directors.
3. Remuneration Report; resolutions pursuant to Article 123-ter, paragraphs 3-bis and 6, of the Legislative Decree of February 24, 1998 No. 58.
4. Approval, pursuant to Article 114-bis of the Legislative Decree of February 24, 1998 No. 58, of the long-term incentive plans based on financial instruments in favor of the Chief Executive Officer and of the Managers with Strategic Responsibilities
5. Authorization to purchase and disposal of treasury shares, pursuant to articles 2357 and 2357-ter of the Civil Code.

\* \* \*

#### **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) 377,546,253 ordinary shares;

2) 254,741 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 2,262,857 ordinary treasury shares, equal to 0.599% of the share capital.

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

Pursuant to Article 126-bis of Legislative Decree No. 58 of February 24, 1998, 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, ~~by means of registered mail, at the registered office of the Company in Milan, Viale Isonzo no. 25~~ - to the attention of the Legal and Corporate Affairs Department - ~~or~~ 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

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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 Legislative Decree No. 58 of February 24, 1998.

**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 and the PMD, 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 Legislative Decree No. 58 of 24 February 1998 ("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. In this regard, pursuant to Article 83-sexies of Legislative Decree No. 58 of February 24, 1998, 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. April 20<sup>th</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. April 24, 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.

~~All persons entitled to participate at the Shareholders' 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 at the registered office and on the Company's website: [www.rdmgroup.com](http://www.rdmgroup.com) - Section Governance/Shareholders' Meeting can be used for this purpose.~~

~~The proxy can be sent by registered mail to the Company's registered office at Viale Isonzo no. 25, 20135 Milan, to the attention of the Legal and Corporate Affairs Department, or can be sent electronically to the certified email address: [renodemedici@pec.rdmgroup.com](mailto:renodemedici@pec.rdmgroup.com).~~

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~~If the representative delivers or sends a copy of the proxy to the Company, he/she must declare under 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, Computershare S.p.A., which has its registered office at Via Lorenzo Mascheroni No. 19, 20145 Milan, as designated representative of the Company pursuant to Article 135-undecies of Legislative Decree No. 58 of February 24, 1998. For this purpose, the specific proxy form, prepared by the Designated Representative, in agreement with the Company, must be used and it is available on the Company's website: [www.rdmgroup.com](http://www.rdmgroup.com) (under the Section Governance/Shareholders' Meetings). The original proxy for the Designated Representative, with the voting instructions, should be delivered to the registered office of Computershare S.p.A., Via Lorenzo Mascheroni No. 19, 20145 Milan, possibly anticipating if by fax to 02.46776850 or by email to be sent to: [ufficiomilano@pec.serviziotitoli.it](mailto:ufficiomilano@pec.serviziotitoli.it), within the end of the second day of open market prior to the date set for the Shareholders' Meeting (i.e. by April 27, 2020 on first call or by April 28, 2020 on second call). The proxy, conferred in this way, shall be effective only for proposals on which voting instructions have been provided for. The proxy and the voting instructions may be revoked within the same period mentioned above.~~

~~The proxy form and the related instructions for completion and submission are available at the Company's registered office and on its website at: [www.rdmgroup.com](http://www.rdmgroup.com) (under the Section 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 the compliance with the original hard copy notified and the identity of the delegating party.~~

~~The communication made to the Company by the intermediary certifying the entitlement to participate at the Shareholders' 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 ineffective in the absence of the said communication.~~

**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. by April 27, 2020 for the first call or by April 28, 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 Legislative Decree no. 58/98 by following the instructions indicated in the form**

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**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 can be conferred by April 28, 2020 for the first call or by June 29, 2020 in the case of a second call. In the same way, those entitled can revoke the proxies/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 Legislative Decree No. 58 of 1998, within the deadline of April 27 ~~20~~, 2020, ~~by means of registered mail to the registered office of the Company in Milan, Viale Isonzo No. 25 - to the attention of the Legal and Corporate Affairs Department - or~~ 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 addresses 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.**

The questions received **by April 20, 2020** ~~before the Shareholders' Meeting~~ will be answered **no later than April 27, 2020** at the latest, during the Shareholders' Meeting itself. The Company may provide a single response to questions with the same contents. ~~It should be noted that answers given in a hard copy format made available prior to the Shareholders' Meeting to all those having voting rights will be considered as having been provided at the Shareholders' Meeting itself.~~

#### **APPOINTMENT OF THE BOARD OF DIRECTORS**

The Board of Directors is appointed in accordance with the terms and provisions of Article 12 of the Company's By-Laws, to which reference is made, **without prejudice to the application of mandatory rules.** It should be reminded that, pursuant to the aforementioned Article 12 of the By-Laws, the Board of Directors is made up of a minimum of 5 to a maximum of 15 Directors and that, before proceeding with their appointment, the Shareholders' Meeting is called upon to determine their duration and the number of the members.

The Board of Directors will be appointed on the basis of lists presented by the shareholders in which the candidates must be listed with a progressive number, according to the procedures indicated below.

The lists submitted by the shareholders, signed by those who present them, must be filed at the Company's registered office, in Milan, Viale Isonzo no. 25, or sent to the certified e-mail address [renodemedici@pec.rdmgroup.com](mailto:renodemedici@pec.rdmgroup.com), at least twenty-five days before the date set for the Shareholders' Meeting on first call (i.e., by Saturday 4 April 2020) and will be subject to the other forms of advertising

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provided for by the regulations in force at that time. The lists will remain deposited at the Company's registered office and will be available to anyone who requests them.

Only those shareholders who, alone or together with other presenting Shareholders, hold shares representing at least 2.5% of the share capital with voting rights in the Ordinary Shareholders' Meeting are entitled to submit lists, pursuant to Consob regulation no. 28 of January 30, 2020.

Along with each list, within the related terms indicated above, the following documents must be filed: (i) the declarations with which the individual candidates accept their candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility provided by the law and by the By-laws, as well as the existence of the requirements provided for the respective offices; (ii) a curriculum vitae concerning the personal and professional characteristics of each candidate with the possible indication of their suitability to qualify as independent pursuant to Article 148, paragraph 3, of Legislative Decree 58/1998.

The appropriate certification issued by an intermediary authorized by law proving the ownership of the number of shares needed for the presentation of the list, at the time of filing the list with the Company, must also be filed within the term provided by the applicable regulations for the publication of the lists by the Company.

Each shareholder, the shareholders who adhere to a significant shareholders agreement pursuant to Article 122 of the Legislative Decree 58/1998, the controlling entity, the subsidiaries and those subject to common control pursuant to article 93 of Legislative Decree 58/1998, cannot present or participate in the presentation, not even through a third party or trust company, of more than one list, nor can they vote for different lists and each candidate may appear only on one list under penalty of ineligibility. Any endorsements and votes casted in violation of this prohibition shall not be attributed to any list.

The lists presented without observing the above-mentioned provisions are considered as not presented.

Those who intend to submit the lists for the appointment of the Board of Directors are invited to observe the recommendations provided for by Consob with Communication No. 9017893 of February 26, 2009, which invite the shareholders who present a minority list to file, along with the list, a declaration certifying the absence of any liaison relationships, including indirect ones, pursuant to art. 114-quinquies of Consob Regulation No. 19971/1999.

For the procedures of appointment of the Board of Directors, please refer to the provisions of the aforementioned Article 12 of the Company's By-Laws which can be consulted on the Company's website (Governance/By-laws), **without prejudice to the application of mandatory rules.**

It should also be remembered that the appointment of the Board of Directors will take place in compliance with the applicable *pro tempore* regulation on gender balance. Therefore, pursuant to Article 147-ter, paragraph 1-ter, of Legislative Decree 58/1998, the lists presenting a number of candidates equal to or greater than three must include candidates of the less represented gender in order to guarantee that the new Board of Directors is composed, at least for two fifths, by Directors of the less represented gender, with rounding, in case of fractional number, to the higher unit.

## 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'

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Meetings) and via the authorized storage mechanism “eMarketStorage” ([ww.emarketstorage.com](http://www.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 of call was published on the Company's website: [www.rdmgroup.com](http://www.rdmgroup.com) (Section Governance/Shareholders' Meetings), on March 19 ~~31~~, 2020, pursuant to Article 125-*bis*, paragraph 2 of Legislative Decree No. 58 of February 24, 1998, as well as via the authorized storage mechanism “eMarketStorage” ([ww.emarketstorage.com](http://www.emarketstorage.com)).

An extract of the notice of call was also published in the daily paper “MF” on March 19 ~~31~~, 2020.

Milan, March 31, 2020

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

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Fine Comunicato n.0217-19

Numero di Pagine: 9