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CONNECT

Informazione Regolamentata n. 0217-13-2021	Data/Ora Ricezione 19 Marzo 2021 17:52:17	MTA - Star
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Societa' : RENO DE MEDICI
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Regolamentata
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Oggetto : Notice of call of Shareholdes' Meeting

<i>Testo del comunicato</i>

Vedi allegato.



NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Following the extension of the declaration of the epidemiological state of emergency from COVID-19 to which the extension is followed - most recently, by virtue of the Law Decree of December 31st, 2020, No. 183, converted with amendments by Law of February 26th, 2021, No. 21 - of Article 106 of the Law Decree of March 17th, 2020, No. 18, converted with amendments by Law of April 24th, 2020, No. 27 (hereinafter referred to as the "**Decree**"), which introduced some exceptional rules related to the COVID-19 emergency applicable to the Shareholders' Meetings of listed companies, Reno De Medici S.p.A. (hereinafter referred to as the "**Company**") proceeds as follows to call the ordinary Shareholders' Meeting.

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 to attend the Shareholders' Meeting and to the exercise the right to vote takes place exclusively through the designated representative pursuant to Article 135-undecies of Legislative Decree No. 58/98 (hereinafter referred to as the "**TUF**"), without physical participation by the shareholders themselves;

- that the participation of the Directors, of the Statutory Auditors, the designated representative, the secretary of the shareholders' meeting and the representatives of the auditing company, if present, will take place in compliance with the containment measures provided for 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 Chairman 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 ZNR NOTAI in Milan, Via Metastasio No. 5.

The text of the Notice of Call is shown 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 April 29th, 2021 at 10.00 am, at ZNR NOTAI in Milan, Via Metastasio No. 5, on first call and, if necessary, on second call, on April 30th, 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. Financial Statements as of December 31st, 2020, 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 of December 31st, 2020 and of Non-Financial Statement as of December 31st, 2020 pursuant to Legislative Decree No. 254/2016.
 - 1.1 Resolutions related to the approval of the Financial Statements as of December 31st, 2020.
 - 1.2 Resolutions concerning the allocation of the net profit for the year 2020.



2. Board of Statutory Auditors.
 - 2.1 Appointment of the Board of Statutory Auditors for the three-year period 2021/2022/2023.
 - 2.2 Appointment of the Chairman of the Board of Statutory Auditors.
 - 2.3 Determination of the remuneration of the effective members.
3. Report on the Remuneration policy and in the matter of compensations paid; resolutions pursuant to Article 123-ter, paragraphs 3-bis and 6, of the Legislative Decree of February 24th, 1998 No. 58;
 - 3.1. approval of the first section of the Report pursuant to Article 123-ter, paragraphs 3-bis 3-ter of Legislative Decree February 24, 1998, n. 58;
 - 3.2 resolutions relating to the second section of the Report pursuant to Article 123-ter, paragraph 6 of the Legislative Decree. February 24, 1998, n. 58.

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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) 377,559,880 ordinary shares;
 - 2) 241,114 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 0.548% of the share capital.

ADDITIONS TO THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTION

Pursuant to Article 126-bis of TUF, 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, 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

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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 TUF.

In consideration of the fact that the participation in the Shareholders' Meeting is only permitted through the Designated Representative, with reference to this Shareholders' Meeting it is envisaged that those who have the right to vote can individually submit to the Company resolution proposals on the items on the agenda - pursuant to art. 126-bis, paragraph 1, penultimate period, of the TUF – by April 20th, 2021, in the manner specified above. Shareholders who submit proposals must legitimize their rights by sending the Company specific documentation issued pursuant to the applicable provisions by the intermediary who keeps the account on which the ordinary shares are registered. The Company will publish these proposals on the Company's website by April 23th, 2021 to allow all Shareholders to know them and to give voting instructions to the Designated Representative. For the purposes of the foregoing, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable provisions, as well as the legitimacy of the proposers.

ENTITLEMENT TO PARTICIPATE AND EXERCISE VOTING RIGHTS. DESIGNATED REPRESENTATIVE.

It is communicated that due to the emergency resulting from the Covid-19 pandemic, and therefore in compliance with the fundamental principles of protecting the health of shareholders, employees, representatives and consultants of the Company, as well as, lastly, in compliance with the Decree, the meeting will take place with the participation in the Shareholders' Meeting, for the admitted persons, exclusively by means of telecommunication and that the share capital may in any case intervene exclusively through the Designated Representative pursuant to Article 135-undecies of the TUF with the methods described below, being excluded 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 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. April 20th, 2021). 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 26th, 2021). This is without prejudice to the entitlement to participate and exercise the voting rights 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.

As indicated above, the Shareholders entitled to participate at the Shareholders' Meeting must therefore confer to the Designated Representative the proxy - with the voting instructions - on all or some of the proposed resolutions regarding the items on the agenda, using the specific proxy form, also electronic, prepared by the Designated Representative in agreement with the Company, available on the Company's website at www.rdmgroup.com (Governance Section/Shareholders' Meeting) where the link to a procedure for the electronic submission of the proxy is reported.

The proxy with the voting instructions must be sent following the instructions on the form itself and on the Company's website by the second open market day prior to the Shareholders' Meeting, namely by

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April 27th, 2021, for the first call, or by April 28th, 2021, in the case of a second call, and within the same term the proxy may be revoked.

The proxy, conferred in this way, shall be effective only for proposals on which voting instructions have been provided for.

Moreover, it is also specified that the Designated Representative may also be granted proxies or sub-delegations pursuant to Article 135-*novies* of the TUF, notwithstanding Article 135-*undecies*, paragraph 4, of the TUF, following the instructions indicated in the form available on the Company website at www.rdmgroup.com (Governance Section/Shareholders' Meeting). Taking into account the current emergency, the proxies can be conferred by April 28th, 2021, for the first call, or by April 29th, 2021, in the case of a second call. With the same modalities, those entitled may revoke, within the same term, the proxy/sub-delegation and the voting instructions conferred.

The Designated Representative will be available for clarification or information at the number 0246776814 or at the e-mail address ufficiomi@computershare.it.

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 currently unforeseeable developments.

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 20th, 2021, - to the attention of the Legal and Corporate Affairs Department - via certified electronic email to the address: 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 on which the ordinary shares with voting rights are registered. This communication must be sent by April 23rd, 2021.

Questions received by the deadline of April 20th, 2021 will be answered no later than April 26th, 2021.

The Company can provide a single answer to questions with the same content.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors is appointed in accordance with the terms and provisions of Article 19 of the Company's By-Laws, available on the Company's website (Governance Section/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 19 of the By-Laws, the Board of Statutory Auditors composed of three effective members and two alternates, who can be re-elected, by determining their remuneration. The powers, duties and duration are those established by law.

The Board of Statutory Auditors will be appointed on the basis of lists presented by the shareholders according to the methods indicated below, in order to ensure the appointment of one effective auditor and one alternate auditor for the minority.

The lists, which contain the names, marked with a progressive number, of one or more candidates, indicate whether the individual candidacy is presented for the office of effective auditor or for the office of alternate auditor. The lists contain a number of candidates not exceeding the number of members to be elected.

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, at least twenty-five days before the date set for the Shareholders'

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Meeting on first call (i.e., by Sunday April 4th, 2021) and will be subject to the other forms of advertising 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. 44 of January 29, 2021.

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 Company will make available to the public, within the terms and in the manner provided for by the applicable regulatory provisions, the lists of candidates filed by the shareholders.

In the event that, within the aforementioned deadline, only one list has been filed, or only lists presented by shareholders who are related to each other have been filed, the deadline for the presentation of the lists will be extended by three calendar days subsequent (and therefore until April 7th, 2021) and the percentage of presentation of the lists will be reduced to 1.25%. In this case, the Company will publish - through the website www.rdmgroup.com and the authorized storage mechanism "eMarketStorage" (www.emarketstorage.com) - a press release indicating the further deadline for the presentation of the lists and the reduction to half of the percentage of submission.

The lists will be made available on the website www.rdmgroup.com, at the authorized storage mechanism "eMarketStorage" (www.emarketstorage.com) and at the registered office on April 8th, 2021.

Together with each list, within the deadline for filing the list indicated above, (a) summary information relating to the presenting shareholders (with the overall percentage shareholding held), (b) a declaration of the shareholders - other than those who hold, must be deposited, also jointly, a controlling or relative majority shareholding - certifying the absence of connections, as provided for by the applicable regulations, with the latter, (c) exhaustive information on the professional and personal characteristics of each candidate, (d) the declarations with which the individual candidates accept their candidacies and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requisites prescribed by current legislation to hold the office of statutory auditor and (e) the list of administration and control positions possibly held in other companies.

Those who intend to submit lists for the appointment of the Board of Statutory Auditors are invited to observe the recommendations made by Consob with Communication No. DEM / 9017893 of February 26th, 2009, which invite shareholders who submit a minority list - without prejudice to the obligation to file the declaration pursuant to Article 144-sexies, paragraph 4, lett. b), of the Regulation adopted with Consob resolution No. 11971/1999 (the "**Issuers Regulation**") - to provide in the aforementioned declaration information relating to the existence or otherwise of any relations, if significant, with the shareholders who hold, even jointly, a controlling or relative majority stake, where these the latter are identifiable on the basis of the communications of significant shareholdings pursuant to Article 120 of the

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TUF or the publication of the shareholders' agreements pursuant to Article 122 of the TUF, as well as the reasons for which these relationships were not considered decisive for the existence of the relationships of association referred to in Article 148, paragraph 2, of the TUF and Article 144-*quinquies* of the Issuers' Regulations.

It is also recalled that the appointment of the Board of Statutory Auditors will take place in compliance with the pro tempore regulations in force concerning the balance between genders. Therefore, pursuant to Article 148, paragraph 1-bis, of the TUF, the division of the members of the Board of Statutory Auditors must be carried out in such a way that the less represented gender obtains at least two fifths of the effective members of the Board of Statutory Auditors, with rounding down to the lower unit, in accordance with the provisions of Article 144-*undecies*, paragraph 3, of the Issuers' Regulation.

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 Governance Section/Shareholders' Meeting and via the authorized storage mechanism "eMarketStorage" (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.

This notice of call was published on the Company's website: www.rdmgroup.com Governance Section/Shareholders' Meeting, on March 19th, 2021, pursuant to Article 125-*bis*, paragraph 2 of Legislative Decree No. 58 of February 24th, 1998, as well as via the authorized storage mechanism "eMarketStorage" (ww.emarketstorage.com).

An extract of the notice of call was also published in the daily paper "MF" on March 20th, 2021.

Milan, March 19th, 2021

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

Fine Comunicato n.0217-13

Numero di Pagine: 8