



Call of ordinary and extraordinary shareholders' meeting

Those persons entitled to take part and cast their vote are hereby called to attend the ordinary and extraordinary shareholders' meeting of Landi Renzo S.p.A. (the "**Company**") at the Studio Notarile Marchetti, in Milan, via Agnello 18 on 29 April 2022, at 12:00 a.m., in single call, to resolve upon the following

AGENDA

Ordinary session:

- 1.1** Financial Statements at December 31, 2021, Directors' Report on Operations, Statutory Auditors' Report and Independent Auditors' Report; relevant and ensuing resolutions. **1.2** Resolutions concerning net profit for the year; relevant and ensuing resolutions.
- Appointment of the Board of Directors: **2.1** Definition of the number of members; **2.2** Appointment of the Board of Directors; **2.3** Definition of Directors' term of office; **2.5** Definition of Board of Directors' remuneration; relevant and ensuing resolutions.
- Appointment of the Board of Statutory Auditors: **3.1** Appointment of the Board of Statutory Auditors; **3.2** Appointment of the Chair of the Board of Statutory Auditors; **3.3** Definition of Board of Statutory Auditors' remuneration; relevant and ensuing resolutions.

Extraordinary session:

Proposal to delegate to the Board of Directors the power to increase share capital, in one or more tranches, up to a maximum amount (including any share premium) of Euro 60.0 million, not subject to split, up to Euro 50.0 million, with options, to be paid up by cash contributions or voluntary offsetting, pursuant to Article 1252 of the Italian Civil Code, against receivables claimed by the subscribers from Landi Renzo; any related and consequent resolutions.

Information on the share capital

The share capital is equal to Euro 11,250,000.00, fully subscribed and paid up, and is represented by no. 112,500,000 ordinary shares with a nominal value of Euro 0.10 each. Each ordinary share gives right to one vote in the ordinary and extraordinary shareholders' meetings of the Company, save for the provisions of articles 6-*bis*, 6-*ter* and 6-*quater* of the Company's by-laws regarding the increase in voting rights. It is hereby noted that, as communicated pursuant to applicable legislation, the increase of voting rights has become effective for certain shareholders. The amount of voting rights is published on the Company's website in accordance with the terms set out by article 85-*bis*, paragraph 4-*bis*, of the regulation issued by Consob with resolution no. 11971 of 1999 (as subsequently amended and supplemented) (the "**Issuers Regulations**") and will be updated in case of normative changes. As of the date hereof, the Company does not hold any treasury shares. Information concerning the composition of the share capital is available on the Company's website www.landirenzogroup.com/it/, section – Investors – Governance.



Addition to the agenda and submission of new proposed resolutions

Pursuant to article 126-*bis* of Legislative Decree no. 58 of 24 February 1998, as amended and supplemented (“TUF”), shareholders who, individually or jointly, represent at least one fortieth of the share capital may request, within 10 days of the publication of this notice of call (*i.e.*, by 28 March 2022), the addition of list to the agenda, indicating in the request the additional items they propose, or submit proposals of resolutions on matters already on the agenda. The proposal shall be submitted in writing by the proposing shareholders, together with suitable documentation attesting ownership of the shares issued by a qualified intermediary in accordance with its accounting records, through certified email to the following address landirenzoassemblea@open.legalmail.it. Within said term and by way of the same procedures, the proposing shareholders shall also send to the Board of Directors a report on the items they propose to be discussed or on the additional proposals presented on the items already on the agenda.

The request to add further items to the agenda is not allowed for the items on which the shareholders’ meeting resolves, in accordance with law, upon proposal of the directors or on the basis of a project or a report drawn up by them, other than those under article 125-*ter*, paragraph 1, of the TUF.

Notice will be given of any additions to the list of items on the agenda or submission of further proposed resolutions on the items on the agenda, in addition to any report prepared by the proposing shareholders, in the same manner prescribed for the publication of this notice of call at least 15 days prior to the date set for the shareholders’ meeting.

As the participation to the shareholders’ meeting is allowed exclusively through the Designated Representative, shareholders with a legitimate right to attend willing to make resolution pursuant to article 126-*bis* TUF, shall present their proposals by no later than 13 April 2022. These proposals will be promptly published on the Company’s website by not later than 14 April 2022 so as to allow shareholders with voting rights to vote in an informed manner, also taking into account any new proposals and also to allow the Designated Representative to collect voting instructions on the said new proposals.

Right to intervene

The persons who may intervene in the shareholders’ meetings are those persons who, pursuant to article 83-*sexies* of the TUF, meet the requirements for taking part in the shareholders’ meeting and exercising the right to vote in relation to whom the Company received the notice issued by a qualified intermediary pursuant to the applicable rules attesting the ownership of the shares on the basis of its accounting records relating to the time limit of the accounting date of the seventh day on which the market is open prior to the date of the shareholders’ meeting (*i.e.*, 20 April 2022). Those who became owners of shares after 20 April 2022 will not have the right to take part in, or vote at, the shareholders’ meeting. The notice from the qualified intermediary must be received by the Company within the time limit of the accounting date of the third day on which the market is open prior to the date of the shareholders’ meeting (*i.e.*, 26 April 2022) or in any case by the start of the shareholders’ meeting.

In light of article 106 of Decree Law no. 18 of 17 March 2020 (so-called “Cura Italia” Decree), converted with amendments by law no. 27 of 24 April 2020, as last extended by article 3, paragraph 1, of Decree Law no. 228 of 30 December 2021 (converted into Law no. 15 of 25 February 2022), the participation in the meeting for the persons with a legitimate right to vote shall be allowed



exclusively through the Designated Representative appointed by the Company pursuant to article 135-*undecies* of the TUF, to which can be conferred a proxy or a sub-proxy pursuant to article 135-*novies* of the TUF, by way of derogation to as provided for under article 135-*undecies* of the TUF, in accordance with the terms and conditions set out below.

Directors and statutory auditors, as well as the other entities with a legitimate right to attend, other than those with a legitimate right to vote, shall be allowed to participate to the shareholders' meeting through telecommunication means that will allow for their immediate identification and participation, with the connection modalities that will be indicated by the Company.

Company's Designated Representative

Pursuant to article 106, fourth paragraph, of the Cura Italia, **the shareholders' meeting can be attended by those entitled with the right to vote, exclusively by way of the representative designated by the Company.**

The Company has given mandate to Computershare S.p.A – with registered office in Milan, via Lorenzo Mascheroni 19, 20145 – to represent the shareholders pursuant to article 135-*undecies* of the TUF and the abovementioned Cura Italia (the “**Designated Representative**”).

Any shareholders wishing to attend the meeting must therefore grant the Designated Representative a proxy – together with the voting instructions – on all or some of the proposed resolutions concerning the items on the agenda, using the specific proxy form, provided, also in digital form, by the Designated Representative in agreement with the Company, available on the Company's website at www.landirenzogroup.com/it/ , section – Investors - Governance - *Documenti Assembleari 2022*.

The proxy form with the voting instructions shall be submitted to the company's certified e-mail address landirengoassemblea@open.legalmail.it , in accordance with the instructions provided in the form itself and on the Company's website by the end of the second open market day prior to the Shareholders' Meeting (*i.e.*, by 27 April 2022) and, within the same deadline, the proxy may be revoked.

The proxy, thus conferred, shall be effective only for those proposals in relation to which voting instructions have been given.

It is noted that the Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-*novies* of the TUF, by way of derogation to article 135-*undecies*, fourth paragraph, of the TUF, following the instructions indicated in the form available on the Company's website at www.landirenzogroup.com/it/, Investors – Governance – *Documenti Assembleari 2022*.

The Designated Representative will be available for clarification or information at 0246776818 or at the e-mail address ufficiomi@computershare.it.

The Company reserves the right to supplement and/or amend the above instructions in consideration of any upcoming needs due to the epidemiological emergency by COVID-19 and its developments currently unforeseeable.



Questions on the items on the agenda

According to article 127-ter of the TUF, any person entitled to vote may raise questions on the items on the agenda also prior to the shareholders' meeting provided they do so by the seven previous open market days before the date of the shareholders' meetings (in other words by 20 April 2022) via certified email to be sent to the following address: landirenzoassemblea@open.legalmail.it, accompanied by a notice issued by the qualified intermediary attesting the right to exercise a vote. Questions received prior to the shareholders' meeting will receive answer at the latest three open market days prior to the shareholders meeting (and therefore on 26 April 2022 at the latest), through the publication on the Company's website.

Election of the Board of Directors

With reference to the second item on the agenda, it should be recalled that under article 14 of the Company's by-laws, the election of the directors will be carried out on the basis of the lists that may be submitted by the shareholders who, either individually or collectively with other shareholders, represent at least 2.5% of the Company's share capital. The lists shall be filed at the Company's registered office at least 25 (twenty-five) days prior to the scheduled date of the Shareholders' Meeting (or, in other words, by 4 April 2022). The lists may also be filed by certified e-mail to the following address landirenzoassemblea@open.legalmail.it. Each list presenting at least 3 (three) candidates shall contain a number of candidates of the less represented gender equal to at least the minimum required under the applicable laws and regulations. Together with each list and within the same deadline, the following information and documents shall also be filed: (i) the information related to both the identity of the shareholders who submitted the list and the percentage of shareholding held by the same; (ii) the declarations through which the individual candidates accept their office and certify, under their own responsibility, that no causes for ineligibility or incompatibility exist, and that the requirements provided under applicable laws and regulations to persons holding the role of director of the Company are met including the declaration of the non-existence, against him/her, of causes of ineligibility pursuant to art. 2382 of the Italian Civil Code and of disqualifications from holding the office of director adopted against him/her in a member State of the European Union; (iii) the candidates' declarations on whether or not the independence requirements are met, rendered under their own responsibility in accordance with applicable laws and regulations; and (iv) the *curricula vitae* setting forth each candidate's personal and professional characteristics, indicating the management and control roles held in other companies. The lists submitted without complying with the foregoing provisions will be considered as not submitted at all. Lastly, it should be recalled that Consob Notice No. DEM/9017893 dated 26 February 2009 recommends, on the occasion of the election of the Board of Directors, that the shareholders who submit a "minority list" shall also file, together with the list of candidates, a declaration that certifies the absence of any relationships, including indirect relationships, within the meaning set forth in article 147-ter, paragraph 3, of the TUF and article 144-quinquies of the Issuers Regulations, as amended and supplemented, with shareholders who hold, even on a collective basis, a controlling or relative majority shareholding. It should also be noted that under the Company's by-laws, the first candidate on the list that receives the highest number of votes at the shareholders' meeting will be appointed as Chairman of the Board of Directors.

The lists shall be made available to the public, by way of publication on the Company's website and through the authorized storage mechanism [emarketstorage](http://emarketstorage.it), at the address www.emarketstorage.it, no later than twenty-one days before the date of the shareholders' meeting, therefore by 8 April 2022.



Election of the Board of Statutory Auditors

With reference to the third item on the agenda, it should be recalled that under article 22 of the by-laws, the election of the statutory auditors will be carried out on the basis of lists that may be submitted by shareholders who, either individually or collectively with other shareholders, represent at least 2.5% of the share capital. The lists, each of which shall be comprised of two sections, one setting forth candidates for the role of standing statutory auditors and the other setting forth the candidates for the role of alternate statutory auditors, shall be filed at the Company's registered office at least 25 (twenty-five) days prior to the scheduled date of the shareholders' meeting (*i.e.*, by 4 April 2022). The list may also be filed by certified email to the following address landirengoassemblea@open.legalmail.it. Each list which, considering both sections, presents at least 3 (three) candidates shall contain a number of candidates of the less represented gender at least equal to the minimum required under the applicable laws and regulations. If the section containing the candidates for the role of alternate statutory auditors indicates at least 2 (two) candidates, such candidates shall be of different genders. Together with each list, the following information and documents shall be filed by the above-mentioned deadline: (i) information on the identity of the shareholders who submitted the list and the total shareholding held by them; (ii) the declarations through which the individual candidates accept their office and certify, under their own responsibility, that no causes for ineligibility or incompatibility exist, including with reference to the limit on the number of roles that may be simultaneously held, and that the requirements provided under the applicable laws and the by-laws with regard to the respective roles are met; (iii) the *curricula vitae* setting forth each candidate's personal and professional characteristics, indicating the management and control positions held in other companies. In addition to what is provided under the abovementioned points, in the event of submission of a list by shareholders other than those who hold, including jointly, a controlling or relative majority shareholding in the Company, such list shall be accompanied by a declaration by the shareholders submitting it certifying that no relationships exist with one or more of the major shareholders, as such term is defined under the applicable legal framework. It should be recalled that under article 144-*sexies*, paragraph 5, of the Issuers Regulations, if upon the expiry of the twenty-fifth day prior to the shareholders' meeting only one list has been submitted for the appointment of the members of the Board of Statutory Auditors, or the only lists submitted were those submitted by shareholders who, on the basis of the provisions of section 144-*sexies*, paragraph 4, of the Issuers Regulations, are interconnected within the meaning set forth in section 144-*quinquies* of the Issuers Regulations, the lists may be submitted until the third day after such date (or, in other words, by 7 April 2022). In this case, the shareholding required to submit the lists (2.5% of the share capital) is reduced to one half such percentage. The lists submitted without complying with the relevant provisions of the by-laws shall be considered as not submitted at all. It should also be noted that under applicable provisions of law and the by-laws, the first candidate of the minority list that receives the highest number of votes and that is not linked in any way to the majority list will be appointed as Chairman of the Board of Statutory Auditors. Lastly, it should be recalled that the Code of Corporate Governance currently in force and applicable to listed companies recommends that the statutory auditors of listed companies shall be selected among persons who may be qualified as independent also on the basis of the independence criteria provided for directors by the same Code.

The lists shall be made available to the public, by way of publication on the Company's website and through the authorized storage mechanism emarketstorage.it, at the address www.emarketstorage.it, no later than twenty-one days before the date of the shareholders' meeting, therefore by 8 April 2022.



Documentation

The documentation relating to the shareholders' meeting, including the reports of the Board of Directors and the proposed resolution on the items on the agenda, the annual financial report, which includes a specific section on the non-financial statement, together with the annual report about the corporate governance and ownership structure as well as the reports of the Board of Statutory Auditors and the independent auditor, will be made available in accordance with law at the registered office and to the shareholders and the public within the prescribed time limits. The documentation will also be available on the website of the Company at the address www.landirenzogroup.com/it/, Investors – Governance – *Documenti Assembleari 2022* and at the authorized storage mechanism at the address www.emarketstorage.com. The shareholders and those who are entitled to vote may obtain a copy of all the aforementioned documentation.

Cavriago, 18 March 2022

Chairman of the Board of Directors

Stefano Landi