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Oggetto : Press Release Board of Directors  
29/03/2022

*Testo del comunicato*

Vedi allegato.

## Press release

March 29, 2022

### Landi Renzo: Board of Directors approves the Report on corporate governance and ownership structure, the Remuneration Policy, the medium-long term incentive plan and integrates the agenda of the Annual Shareholders' Meeting called for April 29, 2022

*Cavriago (RE), March 29, 2022*

#### Approval of the Report on Corporate Governance and Ownership Structure and the Remuneration Policy

The Board of Directors approved the Report on corporate governance and ownership structure *pursuant to* art. 123-bis of Legislative Decree no. 58/1998 relating to the year 2021 and the 2022 Remuneration Policy pursuant to art. 123-ter of Legislative Decree no. 58/1998 and 84-quater of the Regulations issued by Consob with resolution no. 11971 of 1999.

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#### Proposal to the Shareholders' Meeting for the approval of a medium/long-term incentive plan based on the allocation of Landi Renzo S.p.A. ordinary shares pursuant to art. 114-bis of Legislative Decree no. 58/1998

The Board of Directors approved the adoption, pursuant to art. 114-bis of Legislative Decree 58/1998, of a remuneration plan called "Performance Shares Plan 2022-2024" (the "**Performance Shares Plan**") which provides for the free granting of the right to receive ordinary shares of Landi Renzo S.p.A. (the "**Shares**"), subject to passing an entry gate and subject to the achievement of certain performance targets which will be established by the Board of Directors.

The Plan has a three-year duration (2022-2024).

The Plan is intended for those who perform relevant roles or functions and for whom an action is justified to strengthen their loyalty with a view to value creation, including the Managing Director and General Manager and other managers who will be identified according to the level of contribution to the business, autonomy and complexity of the position held.

The Plan provides for the free allocation of a maximum total of **2,100,000** Shares.

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With reference to the resolution adopted by the Board of Directors on 15 March 2022 with regard to the proposal - to be submitted to the Shareholders' Meeting - to delegate, pursuant to Article 2443 of the Italian Civil Code, the Board of Directors to increase the share capital to the Board of Directors to increase the share capital, the Board of Directors specified that (as already communicated to the market) this capital increase is guaranteed by Girefin S.p.A., Gireimm S.r.l. e Itaca Equity Holding S.p.A., indirectly, through the newly incorporated entity which will be capitalized by such parties, up to EUR 50 million, assuming the completion of the transaction between the same parties.

## Press release

March 29, 2022

### Additions and changes to the agenda for the Ordinary and Extraordinary Shareholders' Meeting convened for April 29, 2022

The Board of Directors of Landi Renzo also resolved to integrate the agenda for the ordinary part with the following additional items:

4. Report on the remuneration policy and compensation paid as at 31 December 2021. **4.1** Examination and approval of the first section, pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, and article 84-quater of the Regulation adopted by Consob with Resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented. **4.2** Resolutions relating to the second section, pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, and Article 84-quater of the Regulations adopted by Consob with Resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented; relevant and ensuing resolutions.
5. Approval pursuant to Article 114-bis of Legislative Decree no. 58 of 24 February 1998 of the medium/long-term incentive plan based on the allocation of Landi Renzo S.p.A. ordinary shares.

In addition, the Company's Board of Directors resolved to amend the extraordinary part of the agenda as follows:

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 relevant and ensuing resolutions.

The above-mentioned Shareholders' Meeting, convened for April 29, 2022 in single call, at 12:00 a.m., at the offices of Studio Notarile Marchetti, in Milan, via Agnello 18, will therefore be called to resolve on the following

### AGENDA

#### Ordinary session

1. 1.1. Financial statements as at 31 December 2021, Directors' report on operations, Board of Statutory Auditors' report and Independent Auditors' report; relevant and ensuing resolutions. 1.2. Resolutions concerning net profit for the year; relevant and ensuing resolutions.
2. 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 the Directors' term of office; 2.4 Determination of Board of Directors' remuneration; relevant and ensuing resolutions.

## Press release

March 29, 2022

3. Appointment of the Board of Statutory Auditors: 3.1 Appointment of the Board of Statutory Auditors; 3.2 Appointment of the Chairman of the Board of Statutory Auditors; 3.3 Definition of the Board of Statutory Auditors' remuneration; relevant and ensuing resolutions.
  
4. Report on the remuneration policy and compensation paid as at 31 December 2021. 4.1 Examination and approval of the first section, pursuant to article 123-ter of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, and article 84-quater of the Regulation adopted by Consob with Resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented. 4.2 Resolutions relating to the second section, pursuant to Article 123-ter of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, and Article 84-quater of the Regulation adopted by Consob with Resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented; relevant and ensuing resolutions.
  
5. Approval pursuant to Article 114-bis of Legislative Decree no. 58 of 24 February 1998 of the medium/long-term incentive plan based on the allocation of Landi Renzo S.p.A. ordinary shares.

### 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, 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 relevant and ensuing resolutions.

*This press release is also available on the Company's website at [www.landirenzogroup.com](http://www.landirenzogroup.com).*

The integration of the notice of call will be published according to the methods provided for by the law (including regulations) in force.

*This press release is a translation. The Italian version will prevail*

*This press release is also available on the corporate website [www.landirenzogroup.com](http://www.landirenzogroup.com).*

**Landi Renzo** is the global leader in the Methane gas, LNG, hydrogen and LPG components and systems for the motor vehicles sector. The Company is based in Cavriago (Reggio Emilia) and has over 60 years' experience in the sector, and is renowned for the extent of its international activities in over 50 countries, with export sales of about 80%. Landi Renzo S.p.A. has been listed on the Euronext STAR Milan segment of Borsa Italiana since June 2007.

#### LANDI RENZO

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