

**LANDIRENZO®**

Integration of the notice of call of Ordinary and Extraordinary Shareholders' Meeting

To supplement and partially amend the notice of call published on March 18, 2022 of the Shareholders' Meeting of Landi Renzo S.p.A. (the "**Company**") called for April 29, 2022, Shareholders are informed that the Board of Directors resolved, on March 29, 2022, to supplement the agenda for the ordinary session with the following 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 Regulation adopted by Consob with Resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented; related 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, on March 29, 2022, the Company's Board of Directors resolved to amend the extraordinary session agenda as follows:

Proposal to delegate to the Board of Directors the power to increase the share capital, in one or more *tranches*, up to a maximum amount (including any share premium) of € 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; related and ensuing resolutions.

The following is the text of the notice of call, as supplemented and amended, with evidence in bold type of the new items of the ordinary part and the amendments made to the item on the extraordinary part of the agenda, with the specification that the deadline for requesting the integration of the agenda thus formed and submitting new resolution proposals with reference to the items on the agenda subject to this integration and amendment is postponed to April 9, 2022.

Ordinary and Extraordinary Shareholders' Meetings

Those persons entitled to take part and cast their vote are called to the Ordinary and Extraordinary Shareholders' Meeting of Landi Renzo S.p.A. (the "**Company**"), at the offices of Studio Notarile Marchetti, in Milan, via Agnello 18, on April 29, 2022, at 12:00 p.m., in a single call, 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.
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, ~~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.

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/en/, section – Investors – Governance.

Addition to the agenda and submission of new proposed resolutions

Pursuant to art. 126-bis of Legislative Decree no. 58 of 24 February 1998, as subsequently 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 9 April 2022), the addition of list to the agenda, indicating in the request the additional items they propose, or - with reference to the items on the agenda that are the subject of this integration (items 4 and 5 of the ordinary part of the agenda and the only item on the extraordinary part of the agenda) - 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, by means of a certified e-mail message to be sent to the following address landirengoassemblea@open.legalmail.it. Within the above-mentioned term and according to 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 submitted with reference to the items on the agenda that are the subject of this integration (items 4 and 5 of the ordinary part of the agenda and the only item on the extraordinary part of the agenda).

The request to add further items to the agenda is not allowed for the items on which the shareholders’ meeting resolves, according to the law, upon proposal of the directors or based on a project or a report prepared by them, other than those pursuant to art. 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 of Intervention

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).

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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 Appointed 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/en/, section – Investors - Governance – Assembly meeting documents 2022.

The proxy form with the voting instructions shall be submitted to the company's certified e-mail address landirenzoassemblea@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/en/, Investors – Governance – Assembly meeting documents 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.

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 on corporate governance and ownership structure as well as the reports of the Board of Statutory Auditors and the independent auditor and the report on the remuneration policy and the remuneration paid, 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/en/, Investors – Governance – Assembly meeting documents 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, March 30, 2022

Chairman of the Board of Directors

Stefano Landi