

**LANDIRENZO®**

Directors' Reports of Landi Renzo S.p.A. in accordance with Article 125-ter of legislative decree 58/1998 and Articles 84-ter and 72 of Consob regulation no. 11971 of 1999, to the ordinary and extraordinary Shareholders' Meeting, to be held at the Studio Notarile Marchetti, in Milan, via Agnello 18, on 29 April 2021 at 12:00 a.m. in single call.

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ORDINARY PART

1. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2021, DIRECTORS' REPORT ON OPERATIONS, BOARD OF STATUTORY AUDITORS' REPORT AND INDEPENDENT AUDITORS' REPORT; ANY RELEVANT AND CONSEQUENT RESOLUTIONS. 1.2. RESOLUTIONS REGARDING THE RESULTS OF THE FINANCIAL YEAR; ANY RELEVANT AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

the draft financial statements for the year ended 31 December 2021, which we are submitting to your approval, report a loss for the financial year of Euro 9,130,903.21.

We therefore propose that you approve the covering of Landi Renzo S.p.A.'s (the "**Company**" or "**Landi Renzo**") loss for the year of Euro 9,130,903.21 through the use of the Share Premium Reserve, which is reduced to Euro 19,814,663.29.

We are also submitting the consolidated financial statements of Landi Renzo for the year ended as of 31 December 2021 which, although does not need to be approved by the Shareholders' Meeting, sets out additional information provided with the Landi Renzo financial statements for the year.

For more information, please refer to the financial statements for the year ended as of 31 December 2021 and the related Management Report, which also includes the non-financial statements pursuant to Italian legislative decree 254/2016, which you are asked to approve. We submit to your approval the following

proposed resolution

"The Shareholders' Meeting of Landi Renzo, having acknowledged the Board of Director's management report, the Board of Statutory Auditors' report and the independent auditors' report, and having reviewed the financial statements for the year ended on 31 December 2021,

resolves

- 1) to approve the financial statements of Landi Renzo S.p.A. for the year ended on 31 December 2021, which report a loss for the financial year of Euro 9,130,903.21, as presented by the Board of Directors with regard to the aggregate accounts, the individual items, as well as the management report prepared by the Board of Directors;
- 2) to approve the setting-off of the loss of the year equal to Euro 9,130,903.21 recorded by Landi Renzo, by means of the Share Premium Reserve, which is reduced to Euro 19,814,663.29".

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2. APPOINTMENT OF THE BOARD OF DIRECTORS: 2.1 DETERMINATION OF THE NUMBER OF BOARD MEMBERS; 2.2 APPOINTMENT OF THE BOARD OF DIRECTORS; 2.3 DETERMINATION OF THE DIRECTORS' TERM OF OFFICE; 2.4 DETERMINATION OF THE REMUNERATION OF THE BOARD OF DIRECTORS; ANY RELATED AND CONSEQUENT RESOLUTION.

Dear Shareholders,

with the approval of the financial statements as of 31 December 2021, the term of office of the Board of Directors currently in office expires.

We thank you for the trust you have placed in us and we invite you to appoint, pursuant to Article 2364, paragraph 1, point 2), of the Italian Civil Code and the applicable provisions of the by-laws, the new administrative body after determining the numerical composition of the same, and to determine the duration of their office and the remuneration of the Board of Directors.

In this regard, we kindly remind you that:

- pursuant to Article 14 of the Company's by-laws, the term of office of the administrative body cannot exceed three financial years and the number of its members shall not be lower than five and higher than nine, including the Chairman;
- the ceasing directors can be re-appointed;
- the directors must possess the requirements provided for by the current provisions of the law;
- in compliance with the provisions of article 147-ter, fourth paragraph, of Legislative Decree 58/1998, as subsequently amended, (the "**Consolidated Financial Act**"), at least one director, or two if the Board of Directors is composed of more than seven members, shall meet the independence requirements set forth for the Statutory Auditors by article 148, third paragraph, of the Consolidated Financial Act;
- the appointment of the Board of Directors is based on the lists presented by the shareholders who, in accordance with the Company's by-laws and the current provisions of law and regulations, represent a total of at least 2.5% of the share capital, in compliance with the *pro tempore* applicable laws and regulations, on gender balance;
- in compliance with Article 147-ter, third paragraph, of the Consolidated Financial Act and Article 14 of the by-laws, at least one director shall be appointed from the minority list that has obtained the highest number of votes and is not connected in any way, not even indirectly, with the shareholders who submitted, or contributed to submit, or voted the list that was first in terms of number of votes;
- the presentation of the lists of candidates for the office of director, as well as the appointment of the same shall be carried out in compliance with the provisions of Article 14 of the by-laws and the current provisions of law. In particular, each list presenting at least three candidates shall contain a number of candidates of the less represented gender at least equal to the minimum required by the applicable laws and regulations *pro tempore* in force, as well as provide adequate information on whether the list corresponds to the objective of gender diversity. The lists presented without observing the aforementioned provisions are considered as not presented;



- each candidate may be included on only one list, under penalty of ineligibility;
- in the event that a single list is submitted or in the event that no list is submitted, the Shareholders' Meeting shall resolve pursuant to, and with the majorities required by the law, without observing the aforementioned procedure.

Furthermore, we kindly remind the shareholders' that would submit proposals for the appointment of directors that:

- Landi Renzo is listed on the segment Euronext STAR Milan of Borsa Italiana S.p.A. ("**Borsa Italiana**") and, therefore, in accordance with the Borsa Italiana Regulation and related instructions, it must:
 - i. ensure the presence of two independent directors in the Boards of Directors composed of up to a maximum of eight members, and of three independent directors in the Boards of Directors composed of nine up to a maximum of fourteen members;
 - ii. apply, with regard to the composition of the Board of Directors, the principles and recommendations set forth in Article 2 of the Corporate Governance Code;
- the appointment proposals shall be filed at the Company's registered office in Cavriago, Corte Tegge (Reggio Emilia), Via Nobel 2/4, and by certified e-mail to be sent to the following e-mail address: landirenzoassemblea@open.legalmail.it, at least 25 days before the date set for the Shareholders' Meeting, and shall be accompanied by:
 - i. the information concerning the identity of the shareholders who presented the list and the percentage of the overall shareholdings held by them;
 - ii. the declarations through which the candidates accept the candidacy and certify, under their own responsibility, the absence of causes of ineligibility and incompatibility, as well as the existence of the requirements prescribed by the current legislation for the appointment of directors, including the declaration of the non-existence, against him/her, of causes of ineligibility pursuant to Article 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 statements regarding the compliance with the independence requirements potentially issued by the candidates, under their own responsibility, in accordance with the applicable laws and regulations;
 - iv. the *curricula vitae* containing exhaustive information on the personal and professional characteristics of each candidate, with indication of the administration and control positions held in other companies; and
 - v. in the case of presentation of a list by shareholders other than those holding, even jointly, a controlling shareholding or a majority shareholding in the share capital of the Company, the Consob Communication no. DEM / 9017893 of 26 February 2009 recommends that such list shall be accompanied by a declaration of the shareholders presenting it, certifying the absence of relationships, even indirect, as referred to under Article 147-ter, paragraph 3, of the Consolidated Financial Act and of Article 144-quinquies of Consob regulation no. 11971 of 19 May 1999, as subsequently amended (the "**Regulations for Issuers**"), with shareholders who hold, even jointly, a controlling or majority shareholding.



- the lists presented without observing the aforementioned provisions are considered as not presented;
- the lists will be published by the Company at least 21 days before the date set for the Shareholders' Meeting, in accordance with the provisions of the by-laws and article 144-*octies* of the Regulation for Issuers.

We also invite you to determine – pursuant to Article 2364, first paragraph, point 3), of the Italian Civil Code and the applicable provisions of the by-laws – the total annual compensation of the Board of Directors.

In light of the foregoing, we submit to your approval the following

proposed resolution

“The Shareholders' Meeting of Landi Renzo, having acknowledged the proposal of the Board of Directors and taking into account the provision of Article 2364, first paragraph, numbers 2) and 3) of the Italian Civil Code and applicable statutory provisions,

resolves

- 1) to determine the number of members of the Board of Directors;
- 2) to appoint the Board of Directors;
- 3) to determine the term of office of the Directors; and
- 4) to determine the remuneration of the Board of Directors”.

* * *

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 DETERMINATION OF THE REMUNERATION OF THE BOARD OF STATUTORY AUDITORS; ANY RELATED AND CONSEQUENT RESOLUTION.

Dear Shareholders,

in relation to the third item on the agenda, we remind you that with the approval of the financial statements as of 31 December 2021, the mandate conferred to the Board of Statutory Auditors also expires.

We therefore invite you, pursuant to Article 2364, first paragraph, point 2) of the Italian Civil Code and the applicable provisions of the by-laws, to appoint three standing Statutory Auditors and two alternate Statutory Auditors for the three-year term ending with the approval of the financial statements as of 31 December 2024, as well as to appoint the Chairman of the Board of Statutory Auditors, and to determine their annual remuneration.



In this regard, we would like to point out that:

- pursuant to Article 22 of the by-laws, the Board of Statutory Auditors is appointed on the basis of lists of candidates presented by the shareholders who, in accordance with the by-laws and applicable laws and regulations, represent at least 2.5% of the Company's share capital, in compliance with the *pro tempore* regulations in force concerning gender balance;
- each candidate may appear on only one list, under penalty of ineligibility;
- the ceasing Statutory Auditors may be re-appointed;
- the presentation of the lists of candidates for the office of member of the Board of Statutory Auditors and their appointment shall be made in accordance with Article 22 of the Company's by-laws and the current provisions of law. In particular, each list that presents (considering both the section containing the candidates for the office of Statutory Auditor and the section containing the candidates for the office of alternate Statutory Auditor) at least three candidates shall contain a number of candidates of the less represented gender at least equal to the minimum required by the applicable laws and regulations in force, as well as provide adequate information on whether or not the list itself meets the aim of gender diversity. If the section of the alternate auditors of said lists indicates at least two candidates, these shall be of different genders. The lists presented without complying with the above provisions shall be considered as not presented;
- in accordance with the law and the Company's by-laws, the chair of the Board of Statutory Auditors shall be held by the first candidate of the list that received the second highest number of votes and that is not connected, even indirectly, in accordance with the provisions of applicable legislation and regulations, with the shareholders who presented, contributed to present or voted for the list that received the highest number of votes;
- if only one list is presented or if no list is presented, the Shareholders' Meeting shall appoint the Board of Statutory Auditors, acting with the majorities required by law;
- pursuant to Article 2400, last paragraph, of the Italian Civil Code, when the members of the Board of Statutory Auditors are appointed and before the appointment is accepted, the Shareholders' Meeting shall be informed of the management and control positions held by each of them in other companies.

We also remind to the shareholders who intend to submit proposals for the appointment of the Board of Statutory Auditors that:

- candidates for the position of member of the Board of Statutory Auditors shall meet the independence requirements set forth under Article 148, paragraph three, of the Consolidated Financial Act and those set forth by current laws and regulations;
- the lists, each consisting of two sections – one for candidates for the appointment of Statutory Auditors and the other for the appointment of alternate Statutory Auditors – shall be filed at the registered office of the Company in Cavriago, Corte Tegge (Reggio Emilia), Via Nobel 2/4, also by certified e-mail to be sent to the following address: landirenzoassemblea@open.legalmail.it, at least 25 days before the date fixed for the meeting and shall be accompanied by:



- i. the information relating to the identity of the members who submitted the list and the percentage of participation held by them as a whole;
 - ii. the declarations with whom the single candidates accept the candidature and certify, under their own responsibility, that there are no reasons for ineligibility or incompatibility, including the limit on the number of offices held in accordance with the applicable legislative and regulatory provisions, as well as the existence of the requirements prescribed for the respective offices;
 - iii. the *curricula vitae* containing exhaustive information regarding the personal and professional characteristics of each candidate, with indication of the administration and control positions held in other companies;
 - iv. if a list is presented by shareholders other than those who hold, even jointly, a controlling or relative majority interest in the Company's share capital, this list shall be accompanied by a declaration from the shareholders presenting it, attesting the absence of any relationship with one or more reference shareholders, as defined by current legislation;
- the lists will be published by the Company at least 21 days before the date of the Shareholders' Meeting, in compliance with the provisions of the by-laws and Article 144-*octies* of the Regulations for Issuers.

Lastly, it should be noted that, pursuant to Article 144-*sexies*, paragraph five, of the Regulations for Issuers, in the event that, at the end of the twenty-fifth day prior to the Shareholders' Meeting only one list has been filed for the appointment of the members of the Board of Statutory Auditors, or only lists presented by shareholders who, pursuant to Article 144-*sexies*, paragraph four, of the Regulations for Issuers, are connected with each other pursuant to Article 144-*quinquies* of the Regulations for Issuers, lists may be submitted until the third day following that date (i.e. 7 April 2022) and the participation held in the share capital required for the submission of lists (2.5% of the share capital) is reduced to one-half.

We also invite you to determine – pursuant to Article 2364, first paragraph, point 3), of the Italian Civil Code and the applicable provisions of the by-laws – the total annual remuneration due to the Statutory Auditors.

In view of the above, we submit to your approval the following

proposed resolution

“The Shareholders' Meeting of Landi Renzo, having acknowledged the proposal of the Board of Directors and taking into account the provision of Article 2364, first paragraph, point 2), of the Italian Civil Code and the applicable provisions of the by- laws,

resolves

- 1) to appoint the Board of Statutory Auditors until approval of the financial statements as of 31 December 2024;
- 2) to appoint the Chairman of the Board of Statutory Auditors; and
- 3) to determine the remuneration of the Board of Statutory Auditors”.



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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; RELATED AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

the Board of Directors of Landi Renzo, with the favourable opinion of the Remuneration Committee, resolved to convene the Shareholders' Meeting in order to examine, and adopt the consequent resolutions concerning, *inter alia*, the report on the remuneration policy and the remuneration paid pursuant to art. 123-ter of the Consolidated Financial Act and 84-quater of the regulation adopted by Consob Resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented ("**Issuers' Regulation**"), in compliance with scheme 7-bis and 7-ter of Annex 3A of the Issuers' Regulation (the "**Remuneration Report**").

To this end, it is reminded that the Remuneration Report consists of two sections: (i) one (the "**Remuneration Policy**"), programmatic, illustrating the remuneration policy of: (a) the members of the Board of Directors of the Company; (b) the general managers of the Company (c) the Company's managers with strategic responsibilities; and (d) without prejudice to the provisions of Article 2402 of the Italian Civil Code, the members of the Company's Board of Statutory Auditors, as well as the procedures used for the adoption and implementation of the remuneration policy; (ii) the other (the "**Report on Compensation**"), illustrating the compensation paid in the year ended on 31 December 2021 to the members of the management and supervisory bodies and to the general managers of the Company (by name) and to managers with strategic responsibilities (in aggregate form), as well as the compensation paid in the year under review for any reason and in any form by the Company and its subsidiaries or affiliates.

The Remuneration Report was approved by the Board of Directors on 29 March 2022 and will be made available to the public as required by law.

The Remuneration Policy is subject to the vote of the shareholders; the relevant resolution is binding. The Report on Compensation is also subject to a vote of the shareholders; the related resolution is not binding.

In the light of the above, we submit the following for your approval

proposed resolution

"The Shareholders' Meeting of Landi Renzo, having acknowledged the Remuneration Report approved by the Board of Directors



resolves

- 1) to approve the Remuneration Policy;
- 2) in favour of the Remuneration Report.
- 3) to grant the Chairman of the Board of Directors and the Managing Director, severally, with the right to sub-delegate, all the widest powers necessary or appropriate to implement the above, to finalize the text of the Remuneration Report and proceed with its publication, making any non-substantial changes deemed necessary and/or appropriate".

* * *

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 ORDINARY SHARES OF LANDI RENZO

Dear Shareholders,

on 29 March 2022, the Board of Directors, with the favourable opinion of the Remuneration Committee, resolved to submit for your approval, pursuant to Article 114-*bis* of the Consolidated Financial Act, a long-term incentive plan for the three-year period 2022-2024.

This is a performance share plan called the “2022-2024 Performance Shares Plan” (the “**Plan**”) reserved for the Beneficiaries (as defined below) and concerning the free assignment of the right to receive ordinary shares of the Company (the “**Shares**”) always free of charge, subject to overcoming an entry gate and subject to the achievement of certain performance targets to be established by the Board of Directors.

The essential terms and conditions of the Plan submitted to the Shareholders’ Meeting for approval are summarized below. For further details, please refer to the information document relating to the Plan (the “**Information Document**”) prepared pursuant to Article 84-*bis* and Annex 3A of the Issuers’ Regulation. Capitalised terms not expressly defined in this explanatory report have the meaning attributed to them in the Information Document.

1. Reasons for the adoption of the Plan

The Company believes that the Plan is a valid tool for the loyalty and incentive of the Beneficiaries, as individuals who play a key role in achieving the objectives of the Company and more generally of the Group.

In particular, the Plan aims at (i) aligning the interests of the Beneficiaries with those of the shareholders and investors; (ii) linking the remuneration of the Beneficiaries, taking into account their role and relevant functions in the Company or in its subsidiaries to the actual performance of the Company as well as to the creation of new value and the achievement of specific pre-established medium-long term objectives (iii) to develop retention policies in order to build the loyalty of the Beneficiaries and to incentivize their permanence within the Company or its subsidiaries; (iv) to launch attraction policies for talented managerial and professional figures.



2. Recipients of the Plan

The Plan is addressed to the Managing Director and General Manager, as well as to other managers to be identified by the Board of Directors, after hearing the opinion of the Remuneration Committee, depending on the level of contribution to the business, autonomy and complexity of the position held.

3. Purpose and duration of the Plan

The Plan envisages - subject to the overcoming an Entry Gate and subject to the achievement of certain Performance Targets and to the terms and conditions that will be defined by the Plan Regulation - the free allocation of a maximum total of 2,100,000 ordinary Shares of the Company to the Beneficiaries. The Shares allocated under the Plan shall have regular dividend entitlement.

The performance targets will be calculated with reference to the following criteria:

- total shareholder return (50%); and
- Cash Flow from Operations or FMO (50%).

The Allocation of Shares is subject to the achievement of the TSR-related target of at least 50% (the Entry Gate). No Shares will therefore be awarded if the Entry Gate is not met, even where, hypothetically, the FMO is above the minimum vesting threshold.

Passing the Entry Level and the degree of achievement of the Performance Targets will be verified by the Board of Directors, after hearing the opinion of the Remuneration Committee, after the end of the Vesting Period within the terms set out in the Plan Regulation.

The Plan is structured for a three-year period (2022-2024) and will last from the date of its approval by the Shareholders' Meeting until 31 December 2026. The Beneficiaries may request the Allocation of the Shares accrued on the basis of the objectives achieved as follows:

- a) until 31/12/2025, the Beneficiary may request the Allocation of a maximum number of Shares equal to 50% of the Allocable Shares;
- b) from 1/1/2026 to 31/12/2026 the Beneficiary may request the Allocation of all the Shares that can be assigned for which he/she has not already requested the assignment pursuant to point (a) above.

There are lock-up mechanisms on the Shares assigned and/or other instruments aimed at binding part of the countervalue deriving from the possible sale by the Beneficiary of the allocated Shares for a certain period of time.

4. Implementation of the Plan

The Plan will be implemented using (i) shares already held in the Company's portfolio; and/or (ii) shares that will be purchased by the Company pursuant to the authorization set out in Article 2357 of the Italian Civil Code that may be granted from time to time by the Shareholders' Meeting of the Company and/or (iii) newly issued shares from a capital increase with exclusion of the option right pursuant to Article 2349 of the Italian Civil Code, to be resolved upon during the duration of the Plan by the Board of Directors, subject to the granting of a specific proxy by the Shareholders' Meeting.



The Plan envisages, as a condition for participation in the Plan, the existence of an employment and/or management relationship between, the Beneficiary, on the one hand, and the Company or the relevant subsidiary, on the other. The termination of this relationship, in the cases contemplated by the Plan, affects the allocation of the Shares and may result in the extinction of the right to receive Shares, according to the terms and conditions set out in the Plan Regulations.

The Plan includes claw-back clauses.

In light of the above, and referring to the specific Information Document for a detailed explanation of the Plan, we submit the following for your approval

proposed resolution

“The Shareholders’ Meeting of Landi Renzo, having examined the explanatory report of the Board of Directors, prepared pursuant to Articles 114-*bis* and 125-*ter* of Legislative Decree no. 58 of 24 February 1998, as subsequently amended, and having regard to the information document prepared pursuant to Article 84-*bis* and Annex 3A of the regulations adopted by Consob with Resolution no. 11971 of 14 May 1999, as subsequently amended

resolves

1) to approve, pursuant to and for the purposes of Article 114-*bis* of Legislative Decree no. 58 of 24 February 1998, the adoption of the performance shares plan called “*2022-2024 Performance Shares Plan*” having the characteristics (including the conditions and implementation assumptions) indicated in the explanatory report of the Board of Directors and in the information document on the “*2022-2024 Performance Shares Plan*”;

2) to grant the Board of Directors, with the right to sub-delegate, any power necessary or appropriate to fully and completely implement the “*2022-2024 Performance Shares Plan*”, in particular, by way of example but not limited to, (i) the approval of the Regulation that will regulate the Plan; (ii) the identification of the Beneficiaries and the determination of the number of Units to be assigned to each of them; (iii) the determination of the target values of the Performance Objectives; (iv) the verification of the overcoming of the Entry Gate and the achievement of the Performance Objectives and the determination of the number of Shares Assignable to each Beneficiary (v) to proceed with the Allocation of the Shares to the Beneficiaries, as well as to draft and/or finalize any document necessary or appropriate in relation to the implementation of the aforesaid Plan, as well as to perform any act, fulfilment, formality, communication that is necessary or appropriate for the management and/or implementation of the aforesaid Plan; and

3) to grant the Chairman of the Board of Directors, all powers, with the right to sub-delegate, to carry out the legislative and regulatory fulfilments resulting from the adopted resolutions.”



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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 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.

1. The proposed delegation for the capital increase

The Board of Directors has convened the Shareholders' Meeting of Landi Renzo in extraordinary session to approve the proposal to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, a Delegation (the "**Delegation**") to increase the share capital of the Company in one or more *tranches*, to be subscribed no later than 31 December 2023, up to a maximum amount of Euro 60 million, including any share premium, by issuing ordinary shares with the same characteristics as those in circulation, to be offered to the Company's Shareholders, to be paid up both through cash contributions and voluntary offsetting, pursuant to Article 1252 of the Italian Civil Code, against receivables claimed by the subscribers from the Company, and with the broadest powers of the Board of Directors to establish, from time to time, procedures, terms and conditions of the share capital increase, including the number of shares to be issued, the pre-emption *ratio* and the issue price, in compliance with the limits set out below and according to the procedures described below (the "**Capital Increase**").

2. Reasons and purpose of the Capital Increase

The proposed granting of the Delegation is aimed at providing the Company with the financial resources to support the strategic/financial business plan of the Company for the period 2022-2025 and the external growth project of the Company envisaged therein.

In particular, the use of the delegation is aimed at providing the Board of Directors with a suitable instrument to promptly and flexibly carry out operations on the share capital, promptly taking advantage of the opportunities that may arise, also in view of the high degree of uncertainty and volatility that characterizes the financial markets in the current context.

The delegation tool has the additional advantage of granting to the Board of Directors the power to determine the terms and conditions of the Capital Increase taking into account the market conditions prevailing at the time of the actual launch of the transaction, reducing, among other things, the risk of fluctuation in stock market prices between the time of the announcement and the start of the transaction, which would occur if the transaction were decided by the Shareholders' Meeting.

3. Guarantee and/or placement consortia

There are currently no plans to set up a guarantee and/or placement consortia.

It is further specified that in the context of the non-binding agreements signed between the Company's current majority shareholders, Girefin S.p.A. and Gireimm S.r.l. (the "**Current Shareholders**"), and Itaca Equity Holding S.p.A. ("**Itaca**" and, together with the Current Shareholders, the "**Parties**"), the Capital Increase is guaranteed by the Current Shareholders and Itaca, indirectly through the newly incorporated vehicle company to be capitalised by the Parties,



up to the amount of Euro 50 million, assuming the completion of the transaction between the Current Shareholders and Itaca.

4. Terms and conditions, including the criteria for the determination of the issue price of the new shares, of the Capital Increase and the Delegation

In the exercise of the Delegation, the Board of Directors will be entitled to establish, from time to time, the methods, terms and conditions of the Capital Increase and its implementation, in compliance with the provisions set out below and, therefore, to determine, also in proximity to the launch of the offer:

- the measure of the Capital Increase, in any case not exceeding - also taking into account the possible share premium - Euro 60 million;
- the number of ordinary shares to be issued and the related option ratio, it being understood that the newly issued ordinary shares will have the same characteristics as the outstanding shares and will be offered as options to the shareholders in proportion to their respective stake held.

The newly issued ordinary shares will be offered at the price (including any share premium) that will be established by the Board of Directors upon exercise of the Delegation, equal to the lower of:

- (i) Euro 0.60 per ordinary share; and
- (ii) the price per ordinary share to be calculated by applying a 15% discount on the TERP (*Theoretical Ex-Right Price*) determined on the basis of the weighted average trading price of Landi Renzo ordinary shares in the 5 previous trading days: (x) the day of exercise by the Board of Directors of the Delegation; or in any case (y) the day on which the price will be determined (regardless of the technical form of determination of the price).

5. Duration of the Delegation and running times

It is proposed to establish that the Delegation can be exercised, once or more than once, within the limits of the overall maximum amount of the Capital Increase, in any case taking in consideration that the Capital Increase shall be subscribed no later than 31 December 2023.

Without prejudice to the above, the timing of the exercise of the Delegation, pursuant to Article 2443 of the Italian Civil Code, as well as the terms of such exercise, will depend on the factual circumstances and concrete opportunities that will arise and will be communicated to the market in accordance with the law and regulations as soon as they are determined by the Board of Directors.

6. Amount of the Delegation

It is proposed that the maximum amount of the Delegation is equal to Euro 60 million, attributable to share capital and share premium to the extent that will be determined from time to time by the Board of Directors.



7. Authorisations of the competent Authorities

Pursuant to Articles 93-*bis* and 113 of the Consolidated Financial Act and related implementing regulations, the implementation of the Capital Increase will require the publication of a prospectus for the offer and listing of the shares to be issued in execution of the Capital Increase, subject to Consob approval.

8. Shareholders who expressed their willingness to subscribe, in proportion to the quota held, the newly issued shares, as well as any unexercised option right

As part of the agreements between the current majority shareholders of the Company, the Current Shareholders and Itaca:

- (i) the Current Shareholders have undertaken to contribute the stake held by them in the share capital of Landi Renzo to a newly incorporated joint-stock company (“NewCo”);
- (ii) Itaca undertook to capitalise NewCo by subscribing a capital increase approved by the latter and reserved to Itaca, up to a maximum amount of Euro 39.4 million;
- (iii) the Current Shareholders and Itaca, indirectly through NewCo, will guarantee the subscription of the Capital Increase up to the amount of Euro 50 million.

9. Dividend entitlement date of the newly issued shares

The newly issued ordinary shares will have regular dividend entitlement.

10. Financial information

On 15 March 2022, the Company’s Board of Directors approved the civil Company’s draft financial statements as of 31 December, 2021 and the consolidated financial statements of the Company as at 31 December 2021. For further information on the Company’s operating performance for the year ended on 31 December 2021 and on the business outlook, please refer to the press release published by the Company on 15 March 2022, as well as the civil Company’s financial statements as of 31 December 2021 and the consolidated financial statements of the Company as at 31 December 2021 which will be made available to the public at the Company’s registered office, on the website www.landirenzogroup.com/en/, section *Investors*, as well as in compliance with applicable regulations.

11. Appropriately commented *pro-forma* economic and financial effects, suitable to represent the consequences of the capital increase on the economic performance and on the financial position of the issuer

The Company shall provide adequate information to the market on the economic and financial effects of the Capital Increase, if any, approved in implementation of the Delegation in the documents set forth under paragraph 7 above.



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12. Effects of any dilution on the unit value of the shares

The Company will offer the to the Shareholders the option to subscribe the new ordinary shares deriving from the Capital Increase pursuant to art. 2441 of the Italian Civil Code and, therefore, there will be no dilutive effects in terms of shareholding in the total share capital for the Shareholders of the Company that decide to fully subscribe this offer, exercising their option right in full.

On the contrary, the Shareholders who will not exercise their option right in full will suffer a dilution of their shareholding following the issue of the ordinary shares deriving from the Capital Increase.

13. Amendment to Article 5 of the By-laws

If the proposal is approved by the Extraordinary Shareholders' Meeting, it will be necessary to make the consequent amendments to Article 5 of the by-laws.

Below is a comparative analysis of the text of Article 5 of the By-laws with the text submitted for approval to the Extraordinary Shareholders' Meeting:

By-Laws	
ARTICLE 5	
The share capital is Euro 11, 250, 000 divided into No. 112,500,000 ordinary shares at a nominal value of Euro 0.10 each..	Unchanged
The share capital may be increased also by issuing shares bearing entitlements other than those incorporated in shares already issued.	Unchanged
Share capital can be raised also through contributions in cash in accordance with the law, including contributions in kind and receivable assets.	Unchanged
The shareholders' meeting can grant the board of directors the power to increase share capital once or more until reaching a certain amount and for a maximum of five years from the date of the resolution.	Unchanged
In the case of paid increase in share capital the option right can be excluded by resolution of the shareholders' meeting or the board of directors, if the latter was granted such power, with the limits and in accordance with Article 2441, paragraph 4, second period, of the	Unchanged



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<p>Italian Civil Code, also for the purpose of issuing convertible bonds (also with warrants) and under the condition that the price of the issue corresponds to the market value of the shares and that this has been confirmed by a special report drafted by a independent auditor.</p>	
<p>Payments on shares are made by shareholders in accordance with the law, and under the terms established by the board of directors. Any shareholders who are late in effecting payment shall be subject to legal interest on unpaid amounts, without prejudice to the provisions of Article 2344 of the Italian Civil Code.</p>	<p>Unchanged</p>
<p>The company can obtain loans from shareholders, bearing interest or gratuitous, with or without the obligation to pay back the money, in accordance with the laws in force.</p>	<p>Unchanged</p>
	<p>The Shareholders' Meeting held in extraordinary session on 29 April 2022 resolved to delegate to the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, in one or more <i>tranches</i>, up to a maximum amount (including any share premium) of Euro 60 million, by issuing ordinary shares with the same characteristics as those in circulation, to be offered as an option to the shareholders pursuant to Article 2441 of the Italian Civil Code, to be paid up both through cash contributions and through voluntary compensation, pursuant to art. 1252 of the Italian Civil Code, of receivables claimed by the subscribers from the Company, to be subscribed in any case no later than 31 December 2023, with the broadest powers to establish, from time to time, in compliance with the above-mentioned limits, terms and</p>



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	<p>conditions of the transaction, including dividend entitlements, it being understood that (a) the newly issued ordinary shares will have the same characteristics of the outstanding shares and will be offered as an option to the shareholders in proportion to the stake held, and (b) the newly issued ordinary shares will be offered at the price (including any share premium) that will be set by the Board of Directors upon exercise of the Power of Attorney, equal to the lower of:</p> <ul style="list-style-type: none">(i) Euro 0.60 per ordinary share; and(ii) the price per share to be calculated by applying a 15% discount on the TERP (Theoretical Ex-Right Price) determined on the basis of the weighted average trading price of Landi Renzo ordinary shares in the 5 previous trading days: (x) the day on which the Board of Directors exercises the delegation; or in any case (y) the day on which the price will be determined (regardless of the technical form of determination of the price).
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14. Assessments regarding the recurrence of the right of withdrawal

The proposed amendment to the Articles of by-laws does not fall under any of the cases of withdrawal pursuant to the Company's by-laws and the applicable legal and regulatory provisions.

Proposed resolution

“The Extraordinary Shareholders’ Meeting of Landi Renzo, having acknowledged the report prepared by the Board of Directors of the Company pursuant to Article 2443, paragraph 1, Article 125-ter of the Consolidated Financial Act and Article 72 of the Regulation on Issuers,



resolves

- 1) to grant the Board of Directors the power, pursuant to art. 2443 of the Italian Civil Code, to increase the share capital, in one or more tranches, up to a maximum amount (including any share premium) of Euro 60 million by issuing ordinary shares with the same characteristics as those in circulation, to be offered as an option to the shareholders pursuant to Article 2441 of the Italian Civil Code, to be paid up both through cash contributions and through voluntary compensation, pursuant to Article 1252 of the Italian Civil Code, of receivables claimed by the subscribers from the Company, to be subscribed no later than 31 December 2023, with the broadest powers to establish, from time to time, in compliance with the above-mentioned limits, terms and conditions of the transaction, including dividend entitlements, it being understood that (a) the newly issued ordinary shares will have the same characteristics of the outstanding shares and will be offered as an option to the shareholders in proportion to the stake held, and (b) the newly issued ordinary shares will be offered at the price (including any share premium) that will be set by the Board of Directors upon exercise of the Power of Attorney, equal to the lower of:
 - (i) Euro 0.60 per share ordinary; and
 - (ii) the price per ordinary share to be calculated by applying a 15% discount on the TERP (Theoretical Ex-Right Price) determined on the basis of the weighted average trading price of Landi Renzo ordinary shares in the 5 previous trading days: (x) the day on which the Board of Directors exercises the Delegation; or in any case (y) the day on which the price will be determined (regardless of the technical form of determination of the price);
- 2) to approve the consequent amendments to Article 5 of the Company's by-laws, by inserting at the end thereof the following new paragraph in the wording reported below: "The Shareholders' Meeting held in extraordinary session on 29 April 2022 resolved to delegate to the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, in one or more *tranches*, up to a maximum amount (including any share premium) of Euro 60 million, by issuing ordinary shares with the same characteristics as those in circulation, to be offered as an option to the shareholders pursuant to art. 2441 of the Italian Civil Code, to be paid up both through cash contributions and through voluntary compensation, pursuant to art. 1252 of the Italian Civil Code, of receivables claimed by the subscribers from the Company, to be subscribed no later than 31 December 2023, with the broadest powers to establish, from time to time, in compliance with the above-mentioned limits, terms and conditions of the transaction, including dividend entitlements, it being understood that (a) the newly issued ordinary shares will have the same characteristics of the outstanding shares and will be offered as an option to the shareholders in proportion to the stake held, and (b) the newly issued ordinary shares will be offered at the price (including any share premium) that will be set by the Board of Directors upon exercise of the delegation, equal to the lower of:
 - (iii) Euro 0.60 per ordinary share; and
 - (iv) the price per share to be calculated by applying a 15% discount on the TERP (Theoretical Ex-Right Price) determined on the basis of the weighted average trading price of Landi Renzo ordinary shares in the 5 previous trading days: (x) the day on which the Board of Directors exercises the Delegation; or in any case (y) the day on which the price will be determined (regardless of the technical form of determination of the price)"
- 3) to grant the Chairman and the Chief Executive Officer, separately and also through special attorneys appointed for this purpose, all the broader powers (without any exclusion) necessary or appropriate to

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implement the above resolutions (including the powers to update Article 5 of the Articles of by-laws with the amendments resulting from the resolutions and from the implementation of the delegated capital increase) and exercise the powers that are the subject of the same, as well as to make any amendments, additions or deletions to the resolutions of the Shareholders' Meeting, which are not substantial, that may be necessary or appropriate, at the request of any competent authority or at the time of registration with the Register of Companies, in representation of the Company, all with any and all powers for such purpose necessary and appropriate and with promise as of now to be rato and valid".

Cavriago, 30 March 2022

The Chairman of the Board of Directors

Stefano Landi