

**Landi Renzo S.p.A.**

*(società per azioni)*

with registered office at Via Nobel 2/4, Frazione Corte Tegge, Cavriago (Reggio Emilia) 42025

Share capital of Euro 11,250,000.00

Taxpayer Ref., VAT No. and Company Registration No. 00523300358 on the Register of Companies of Reggio Emilia

REA No. RE-130831

**NOTICE CALLING MEETING OF NOTEHOLDERS, LANDI RENZO 6.10% 2015-2020,  
NOMINAL AMOUNT EURO 34,000,000, ISIN CODE IT0005107237**

The noteholders (the "**Noteholders**") of the non-exchangeable *LANDI RENZO 6.10% 2015-2020* notes (the "**Notes**"), issued in a nominal amount of euro 34,000,000, ISIN code IT0005107237, by Landi Renzo S.p.A. (the "**Company**") are called to attend a noteholders' meeting (the "**Meeting**") at the Company's registered office in Via Nobel 2/4, Frazione Corte Tegge, Cavriago (Reggio Emilia), on 30 December 2016 at 10 am, at first call; and if necessary, on 31 December 2016, in the same place and at the same hour, at second call. The meeting is called to discuss and resolve upon the following:

**AGENDA**

- 1) Information to the Noteholders and proposal from the Company for the amendment of the Terms and Conditions of the Notes and for the release of waivers; resolutions inherent and consequent thereto.

**Questions on the agenda for the meeting**

Pursuant to article 127-ter of the Consolidated Law of Financial Intermediation, the Noteholders may pose questions on the matters on the agenda, also prior to the Meeting itself, by sending them to the Company at its registered office, or by fax to +390522947315, or by email to *landirenzoassemblea@open.legalmail.it*, no later than 29 December 2016. Noteholders interested in exercising these rights must also attach to their question suitable documentation evidencing their status as Noteholders on the Record Date. The Company will respond to the questions it receives prior to the Meeting, at the latest during the Meeting itself. The Company may provide a single response to questions that share the same content.

**Additions to the agenda, and presentation of further proposals for the agenda**

Pursuant to article 126-bis of the Consolidated Law of Financial Intermediation, Noteholders who individually or together represent at least one-fortieth of the Notes that have been issued and have not been cancelled may request that items be added to the agenda, setting out the additional proposed matters in their

request, or submitting proposals for resolutions on matters already on the agenda.

Such requests must be submitted in writing, by recorded delivery (with advice of delivery), addressed to the Company's registered office, for the attention of the Board of Directors; or by certified email, to: *landirengoassemblea@open.legalmail.it*, within ten days of the publication of this notice.

Within the same period, and in the same manner, Noteholders seeking to amend the agenda must also deliver:

- (i) a suitably detailed report setting out the grounds for the proposed resolutions on any new items whose discussion the Noteholders are proposing, or the grounds for the further proposals for resolutions on items already on the agenda; and
- (ii) a notice evidencing their title to the quantity of Notes necessary to exercise these rights, provided by the intermediaries who hold the accounts on which the relevant Noteholders hold their Notes.

Notice of additions to the agenda, or the presentation of additional proposals for resolution on matters already on the agenda, shall be given in the same ways as are prescribed for this notice, at least 15 days prior to the date of the Meeting.

#### **Entitlement to participate and vote in the Meeting**

Pursuant to article 83-*sexies* of the Consolidated Law of Financial Intermediation, all those persons holding voting rights are entitled to attend and vote in the Meeting. Entitlement to attend the Meeting and to exercise voting rights is evidenced by a notice to the Company, within the periods allowed therefor by current law and regulations, by the authorised intermediary with whom the Noteholder holds the Notes. Such notice must be prepared in accordance with the intermediary's accounting records on behalf of the person holding the voting rights, and based on its records with reference to the end of the accounting day on the seventh exchange business day prior to the date fixed for the Meeting at first call, which is to say, 20 December 2016 (the "**Record Date**"). Accordingly, those persons who are Noteholders only after that date are not entitled to attend or vote in the Meeting.

The notice from the intermediary must reach the Company no later than the third exchange business day prior to the date fixed for the Meeting at first call, which is to say, by 27 December 2016. Noteholders whose notices reach the Company at a later date remain entitled to attend the Meeting and vote, provided those notices arrive before the Meeting is appointed to begin at first call. There is no provision for correspondence or electronic voting.

#### **Proxy voting**

Those entitled to vote under applicable law and regulations may be represented at the Meeting in accordance with the present law and regulations.

Accordingly, each Noteholder with voting rights may grant a proxy to a person of their choice, using the proxy form available at the Company's registered office and on the Company's website at *www.landi.it*, in the Investor Relations section, under *Debt and credit rating*.

Duly-compiled proxy forms may be sent to the Company by post, to Via Nobel 2/4, Frazione Corte Tegge,

Cavriago (RE), or by certified email, to [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it).

Prior despatch and/or notice does not release the proxy from their obligation to certify, upon arriving at the Meeting, that the form provided to the Company was a true copy of the original they carry, and as to the identity of the person who granted the proxy.

#### **Documentation**

The report providing details on the matters on the Agenda, complete details of the proposed resolutions, and the documents that will be submitted to the shareholders' meeting, will be made available to the public, along with any other reports and other documentation contemplated by the law, at the Company's registered office, on the central document storage facility at [www.emarketstorage.it](http://www.emarketstorage.it) (managed by Bit Market Services S.p.A.), and on the Company's website at [www.landi.it](http://www.landi.it), in the Investor Relations section, under *Debt and credit rating*, within the periods specified by law and regulations, and Noteholders are entitled to obtain copies.

#### **Information on the share capital and the Notes**

The Company's subscribed and paid share capital is euro 11,250,000, comprising 112,500,000 ordinary shares of a nominal value of euro 0.10 each. The Company holds no treasury shares.

The Notes, *LANDI RENZO* 6.10% 2015-2020, were issued on 15 May 2015, for an aggregate nominal amount of euro 34,000,000, through the issue of 340 Notes with a nominal value of euro 100,000 each.

The Company holds none of the notes it has issued.

#### **Publication of this notice, and further information**

An excerpt of this notice is being published in the newspaper *Il Giornale* on 30 November 2016, and also on the Company's website at [www.landi.it](http://www.landi.it), in the Investor Relations section, under *Debt and credit rating*; is available on the central document storage facility at [www.emarketstorage.it](http://www.emarketstorage.it) (managed by Bit Market Services S.p.A.); and will be distributed to Noteholders by Monte Titoli S.p.A.

Please contact the Investor Relations office should you require any further information, at the following number: +39 0522 9433, or at the following email address: [ir@landi.it](mailto:ir@landi.it).

Cavriago (Reggio Emilia), 30 November 2016

**Landi Renzo S.p.A.**

Chairman of the Board of Directors

Stefano Landi