



Call of ordinary shareholders' meeting

Those persons entitled to take part and cast their vote are hereby called to attend the ordinary shareholders' meeting in Cavriago, Corte Tegge (Reggio Emilia), via Nobel 2/4, on 17 October 2017, at 9:00 a.m., in single call, to resolve upon the following

AGENDA

1. 1.1 Proposal to reduce the number of members of the Board of Directors from nine to eight. 1.2 Re-determination of the overall remuneration yearly granted to the Board of Directors; any related and consequential resolution.
2. 2.1 Appointment of an effective member of the Board of Statutory Auditor to integrate the Board itself. 2.2 Determination of the relevant compensation; any related and consequential resolutions.

Information on the share capital

The share capital is Euro 11,250,000.00, fully subscribed and paid up, and is represented by 112,500,000 ordinary shares with a nominal value of Euro 0.10 each. Each ordinary share gives a right to one vote in the ordinary and extraordinary shareholders' meetings of the Company, save for the provisions of artt. 6-*bis*, 6-*ter* e 6-*quater* of the Company's by-laws. As of today, the Company does not hold any treasury shares. Information concerning the composition of the share capital is available on the Company website www.landirenzogroup.com/it/, section – Investors – Share Capital.

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 ("TUF"), shareholders who, individually or jointly, represent at least one fortieth of the share capital can request, within 10 days of the publication of this notice of call (in other words by 25 September 2017), the addition of items on the agenda, indicating in the request the additional topics they propose, or submit proposals for resolutions on matters already on the agenda. The request must 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 way of recorded mail sent to the address of the Company in Cavriago, Corte Tegge (Reggio Emilia), via Nobel 2/4 to the attention of the investor relator or through certified email to the following certified email address landirengoassemblea@open.legalmail.it. Within said term and by way of the same procedures, the proposing shareholders must 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 topics 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 new proposed resolution in addition to any reports 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.

Right to intervene

The persons who may intervene in the shareholders' meetings are those persons who, pursuant to art. 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 (in other words 6 October 2017). Those who became owners of shares after 6 October 2017 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 (in other words 12 October 2017) or in any case by the start of the shareholders' meeting.

Proxy vote

Those who have the right to intervene in the shareholders' meeting may be represented in the manner provided for by the law and the rules currently in force. A copy of the proxy form may be obtained from the registered office or the site of the Company at www.landirenzogroup.com/it/, section Investors – Governance – Shareholders' meeting documents 2017 and from qualified intermediaries.

Where the representative delivers or sends to the Company, via certified electronic mail to be sent to the following certified email address landirenzooassemblea@open.legalmail.it, a copy of the proxy form rather than the original, he/she must attest compliance of the proxy form with the original as well as the identity of the person granting the proxy.

Save as indicated above, under the rules currently in force, the representative must keep the original of the proxy form and store the voting instructions received for one year from the end of the shareholders' meeting.

The proxy may be granted by way of an electronic document signed pursuant to article 21, second paragraph, of Italian Legislative Decree of 7 March 2005, no. 82, as amended, or by any other equivalent document.

Under the by-laws, the Company does not designate a representative for the granting of the proxies by those who have a right to take part in the shareholders' meeting.

Questions on the items on the agenda

According to article 127-*ter* of the TUF, any person entitled to vote can raise questions on the items on the agenda also prior to the shareholders' meeting provided they do so by the three previous days before the date of the shareholders' meetings (in other words by 14 October 2017), and will receive an answer at the latest during the shareholders' meeting, via certified email to be sent to the following certified email address: landirenzooassemblea@open.legalmail.it, accompanied by a notice issued by the qualified intermediary attesting the right to exercise a vote. Answers given in paper format placed at the disposal of each of those entitled to vote at the beginning of the shareholders' meeting will be considered to have been provided in the shareholders' meeting.

Appointment of an effective member of the Board of Statutory Auditors to integrate it

With regard to the second item on the agenda, it is recalled that, as this is a mere integration of the Board of Statutory Auditors and not an appointment of the entire Board of Statutory Auditors, it will not be implemented on the basis of slates as provided for by the by-laws, as the requirements and the conditions provided for by the by-laws for the application of this procedure do not exist and therefore the shareholders' meeting will resolve with the majorities of law, without prejudice to the minimum requirements in relation to the gender balance.

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, as well as any possible proposal of candidacy to the role of effective statutory auditor, accompanied by the documentation required by the law and the by-laws, 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.it, Investors – Governance – Shareholders' meeting documents 2017 and at the 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, 15 September 2017

Chairman of the Board of Directors

Stefano Landi