

# LANDI RENZO S.P.A.

JOINT STOCK COMPANY

WITH REGISTERED OFFICE AT VIA NOBEL 2/4 – 42025

CAVRIAGO (RE), FRAZIONE CORTE TEGGE,

SHARE CAPITAL OF EURO 11,250,000.00

FISCAL CODE, VAT NO. AND REGISTRATION WITH THE COMPANIES'

REGISTER OF REGGIO EMILIA NO. 00523300358

R.E.A. NO. RE-130831

**Notice of call of the Bondholders' Meeting of «LANDI RENZO 6,10% 2015 – 2022» bond issued for a nominal amount of Euro 34,000,000 ISIN Code IT0005107237**

The bondholders (the "**Bondholders**") of the non-exchangeable «LANDI RENZO 6,10% 2015 – 2022» bond (the "**Bond**") issued for a nominal amount of Euro 34,000,000 ISIN code IT0005107237 by Landi Renzo S.p.A. (the "**Company**") are called to attend the bondholders' meeting (the "**Meeting**") at the Company's registered office in Cavriago (RE), Frazione Corte Tegge, Via Nobel 2/4, on 28 December 2018 at 10:00, in single call, to discuss and resolve upon the following:

## AGENDA

- 1) *Proposal from the Company for the amendment of the Bond regulation; related and consequential resolutions.*

### Questions on the items on the agenda

Pursuant to article 127-ter of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and supplemented (the "**Consolidated Financial Act**"), the Bondholders may raise questions on the items on the agenda, also ahead of the Meeting, by sending them to the Company at its registered office or by fax to the number +39 0522 947315 or by email to the address [landirenzooassemblea@open.legalmail.it](mailto:landirenzooassemblea@open.legalmail.it) within 26 December 2018. The Bondholders interested in exercising such right shall also enclose with their questions a suitable documentation certifying their *status* of Bondholders on the Record Date (as defined below). The Company will answer the questions received prior to the Meeting, at the latest during the Meeting itself. The Company may give a single answer to questions having the same content.

### Additions to the agenda and submission of further proposals on items already on the agenda

Pursuant to article 126-bis of the Consolidated Financial Act, the Bondholders who individually or together with other Bondholders represent at least one fortieth of the Bonds that have been issued and have

not been cancelled, may ask for an addition of the items on the agenda, specifying the additional proposed items in their requests or submitting further resolution proposals on items already on the agenda.

Such requests shall be submitted in writing, by registered letter with acknowledgement of receipt addressed to the Company's registered office, to the attention of the Board of Directors, or by certified email to the following address [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it), within ten days of the publication of this notice (and, therefore, within 3 December 2018).

Within the deadline for submitting the request for additions of the items on the agenda and with the same modalities, the Bondholders shall also deliver:

- (i) a suitable report specifying the grounds of the resolution proposals on any new item that the Bondholders are proposing the discussion of, or the grounds for the further resolution proposals on items already on the agenda; and
- (ii) a suitable notice – released by the intermediaries keeping the accounting records on which the requesting Bondholders register their Bonds – certifying their title to the amount of Bonds necessary to exercise such rights.

Notice of the addition to the agenda or of the submission of further resolution proposals on matters already on the agenda shall be given in the same manner as those prescribed for the publication of this notice of call, at least fifteen days prior to the date of the Meeting.

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

Pursuant to article 83-*sexies* of the Consolidated Financial Act, those holding voting right are entitled to attend and vote in the Meeting. Entitlement to attend the Meeting and to exercise voting rights is certified by a notice sent to the Company – within the time limits provided for by the applicable law – by an authorized intermediary. Such notice shall be drafted in compliance with the intermediary's accounting records on behalf of those holding voting rights and based on the corresponding evidence relating to the end of the accounting day on the seventh open trading day prior to the date fixed for the Meeting, namely by 14 December 2018 (the "**Record Date**"). Thus, those who become Bondholders only after that date will not be entitled to attend or vote in the Meeting.

The notice shall be sent to the Company by the intermediary no later than the third open trading day prior to the date fixed for the Meeting and, hence, by 20 December 2018. The Bondholders who have sent their notices to the Company later than 20 December 2018 remain entitled to attend the Meeting and vote, as long as such notices are received before the Meeting is commenced. No provisions are set for voting by correspondence or by electronic means.

#### **Proxy voting**

Those entitled to vote under applicable law and regulations may be represented at the Meeting pursuant to applicable law and regulations. To this purpose, each Bondholder holding voting rights may grant a voting proxy to a person of its choice, using the proxy form available at the Company's registered office and also on the Company's website at [www.landirenzogroup.com](http://www.landirenzogroup.com) in the section "*Investors – Debt and*

*credit rating*".

The duly filled-in proxy form may be sent to the Company by post, to the following address Via Nobel 2/4, Frazione Corte Tegge, Cavriago (RE), or by certified email to [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it).

It is specified that the prior dispatch and/or notification does not release the delegated person, upon accreditation to access the Meeting, from his/her duty to certify that the notified copy sent to the Company is a true copy of the original and to certify the identity of the delegating person.

### **Documentation**

The explanatory report on the items on the agenda, the full text of the resolution proposal and the documents that will be submitted to the attention of the Bondholders' Meeting, will be made available to the public, along with any other report and further documentation provided by the law, at the Company's registered office, on the storage mechanism at the address [www.emarketstorage.com](http://www.emarketstorage.com) and on the Company's website at [www.landirenzogroup.com](http://www.landirenzogroup.com) in the section "*Investors – Debt and credit rating*", within the time limits provided by the law; the Bondholders are entitled to obtain copies.

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

The subscribed and paid-in share capital is equal to Euro 11,250,000.00 represented by no. 112,500,000 of ordinary shares of a nominal value of Euro 0.10 each. The Company does not own treasury shares as of today.

The «LANDI RENZO 6,10% 2015 – 2022» bond was issued on 15 May 2015 for an aggregate nominal amount of Euro 34,000,000 by issuing no. 340 bonds with a nominal value of Euro 100,000 each. The Company does not own any of them as of today.

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

An extract of this notice is published on the newspaper "ItaliaOggi" of 23 November 2018, on the Company's website at [www.landirenzogroup.com](http://www.landirenzogroup.com) in the section "*Investors – Debt and credit rating*", and it is also available on the storage mechanisms at the address [www.emarketstorage.com](http://www.emarketstorage.com) and will be distributed to Bondholders by Monte Titoli S.p.A.

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

Cavriago (RE), 23 November 2018

Chairman of the Board of Directors

Stefano Landi