



**LANDI RENZO S.P.A.**

via Nobel, 2 | 42025 Corte Tegge | Cavriago (RE) | Italia | Tel +39 0522 9433 | Fax +39 0522 944044 [www.landirenzogroup.com/it/](http://www.landirenzogroup.com/it/) | e-mail: [info@landi.it](mailto:info@landi.it) | Capitale Sociale € 11.250.000 i.v. | C.F. e partita IVA IT 00523300358

**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 29 April 2019, at 9:00 a.m., in single call, to resolve upon the following

**AGENDA**

1. 1.1. Financial statements as of 31 December 2018, management report, report of the Board of Statutory Auditors and report of the independent auditor; any related and consequential resolution. 1.2. Resolutions regarding the end of year results; any related and consequential resolution.
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 appointment of the Chairman of the Board of Directors; 2.4 determination of the directors' term of office; 2.5 determination of the remuneration of the Board of Directors; any related and consequential resolution.
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 consequential resolution.
4. Resolution on the first section of the report on remuneration pursuant to section 123-ter, sixth paragraph, of Legislative Decree no. 58 of 24 February 1998, as amended and supplemented; any related and consequential resolution.
5. Approval pursuant to section 114-bis of Legislative Decree no. 58 of 24 February 1998 of the remuneration plan based on the allocation of ordinary shares of Landi Renzo S.p.A.
6. Authorisation to purchase and dispose of treasury shares after revocation of the resolution adopted by the shareholders' meeting of 24 April 2018, to the extent not implemented; any relevant and consequential resolution.

**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 right to one vote in the ordinary and extraordinary shareholders' meetings of the Company, save for the provisions of sections 6-bis, 6-ter and 6-quater of the Company's by-laws regarding loyalty shares. 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 will be published on the Company's website in accordance with the terms set out by section 85-bis, paragraph 4-bis, of the regulation issued by Consob with resolution no. 11971 of 1999 (as subsequently amended) (the "**Issuers Regulations**"). 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/it/](http://www.landirenzogroup.com/it/), section – Investors – Share Capital.

**Addition to the agenda and submission of new proposed resolutions**

Pursuant to section 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 may request, within 10 days of the publication of this notice of call (*i.e.* by 28 March 2019), the addition of items on the agenda, indicating in the request the additional items they propose, or 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 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 address [landirengoassemblea@open.legalmail.it](mailto:landirengoassemblea@open.legalmail.it). Within said term and by way of 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 presented on the items already on the agenda.

The request to add further items to the agenda is not allowed for the items 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 section 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 resolutions 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.

### **Right to intervene**

The persons who may intervene in the shareholders' meetings are those persons who, pursuant to section 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.* 16 April 2019). Those who became owners of shares after 16 April 2019 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.* 24 April 2019) or in any case by the start of the shareholders' meeting.

### **Election of the Board of Directors**

With reference to the second item on the agenda, it should be recalled that under section 14 of the Company's by-laws, the election of the directors will be carried out on the basis of the lists that may be submitted by the shareholders who, either individually or collectively with other shareholders, represent at least 2.5% of the Company's share capital. The lists shall be filed at the Company's premises at least 25 (twenty-five) days prior to the scheduled date of the Shareholders' Meeting (or, in other words, by 4 April 2019). The lists may also be filed by certified e-mail to the following address [landirengoassemblea@open.legalmail.it](mailto:landirengoassemblea@open.legalmail.it). Each list presenting at least 3 (three) candidates shall contain a number of candidates of the less represented gender equal to at least the minimum required under the applicable laws and regulations. Together with each list and within the same deadline, the following information and documents shall also be filed: (i) the information related to both the identity of the shareholders who submitted the list and the percentage of shareholding held by the same; (ii) the declarations through which the individual candidates accept their office and certify, under their own responsibility, that no causes for ineligibility or incompatibility exist, and that the requirements provided under applicable laws and regulations to persons holding the role of director of the Company are met; (iii) the candidates' declarations on whether or not the independence requirements are met, rendered under their own responsibility in accordance with applicable laws and regulations; and (iv) the *curricula vitae* setting forth each candidate's personal and professional characteristics, indicating the management and control roles held in other companies. The lists submitted without complying with the foregoing provisions will be considered as not submitted at all. Lastly, it should be recalled that Consob Notice No. DEM/9017893 dated 26 February 2009 recommends, on the occasion of the election of the Board of Directors, that the shareholders who submit a "minority list" shall also file, together with the list of candidates, a declaration that certifies the absence of any relationships, including indirect relationships, within the meaning set forth in section 147-ter, paragraph 3, of the TUF and section 144-quinquies of the Issuers Regulations, as amended and supplemented, with shareholders who hold, even on a collective basis, a controlling or relative majority shareholding. It should also be noted that under the Company's by-laws, the first candidate on the list that receives the highest number of votes at the shareholders' meeting will be appointed as Chairman of the Board of Directors.

The lists shall be made available to the public, by way of publication on the Company's website and through the authorized storage mechanism *emarketstorage*, at the address [www.emarketstorage.it](http://www.emarketstorage.it), no later than twenty-one days before the date of the shareholders' meeting, therefore by 8 April 2019.

### **Election of the Board of Statutory Auditors**

With reference to the third item on the agenda, it should be recalled that under section 22 of the by-laws, the election of the statutory auditors will be carried out on the basis of lists that may be submitted by shareholders who, either individually or collectively with other shareholders, represent at least 2.5% of the share capital. The lists, each of which shall be comprised of two sections, one setting forth candidates for the role of standing statutory auditors and the other setting forth the candidates for the role of alternate statutory auditors, shall be filed at the Company's registered office at least 25 (twenty-five) days prior to the scheduled date of the shareholders' meeting (*i.e.* by 4 April 2019). The list may also be filed by certified email to the following address [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it). Each list which, considering both sections, presents at least 3 (three) candidates shall contain a number of candidates of the less represented gender at least equal to the minimum required under the applicable laws and regulations. If the section containing the candidates for the role of alternate statutory auditors indicates at least 2 (two) candidates, such candidates shall be of different genders. Together with each list, the following information and documents shall be filed by the above-mentioned deadline: (i) information on the identity of the shareholders who submitted the list and the total shareholding held by them; (ii) the declarations through which the individual candidates accept their office and certify, under their own responsibility, that no causes for ineligibility or incompatibility exist, including with reference to the limit on the number of roles that may be simultaneously held, and that the requirements provided under the applicable laws and the by-laws with regard to the respective roles are met; (iii) the *curricula vitae* setting forth each candidate's personal and professional characteristics, indicating the management and control positions held in other companies. In addition to what is provided under the abovementioned points, in the event of submission of a list by shareholders other than those who hold, including jointly, a controlling or relative majority shareholding in the Company, such list shall be accompanied by a declaration by the shareholders submitting it certifying that no relationships exist with one or more of the major shareholders, as such term is defined under the applicable legal framework. It should be recalled that under section 144-*sexies*, paragraph 5, of the Issuers Regulations, if upon the expiry of the twenty-fifth day prior to the shareholders' meeting only one list has been submitted for the appointment of the members of the Board of Statutory Auditors, or the only lists submitted were those submitted by shareholders who, on the basis of the provisions of section 144-*sexies*, paragraph 4, of the Issuers Regulations, are interconnected within the meaning set forth in section 144-*quinquies* of the Issuers Regulations, the lists may be submitted until the third day after such date (or, in other words, by 7 April 2019). In this case, the shareholding required to submit the lists (2.5% of the share capital) is reduced to one half such percentage. The lists submitted without complying with the relevant provisions of the by-laws shall be considered as not submitted at all. It should also be noted that under applicable provisions of law and the by-laws, the first candidate of the minority list that receives the highest number of votes and that is not linked in any way to the majority list will be appointed as Chairman of the Board of Statutory Auditors. Lastly, it should be recalled that the Self-disciplinary Code currently in force and applicable to listed companies recommends that the statutory auditors of listed companies shall be selected among persons who may be qualified as independent also on the basis of the independence criteria provided for directors under section 3 of the Self-disciplinary Code.

The lists shall be made available to the public, by way of publication on the Company's website and through the authorized storage mechanism *emarketstorage*, at the address [www.emarketstorage.it](http://www.emarketstorage.it), no later than twenty-one days before the date of the shareholders' meeting, therefore by 8 April 2019.

### **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/](http://www.landirenzogroup.com/it/), section Investors – Governance – Shareholders' Meeting Documentation 2019, and from qualified intermediaries.

Where the representative delivers or sends to the Company, via certified electronic mail to be sent to the following address [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@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 for one year from the end of the shareholders' meeting the voting instructions received.

The proxy may be granted by way of an electronic document signed pursuant to section 21, paragraph 1-*bis*, of Legislative Decree of 7 March 2005, no. 82, as amended, or by any other equivalent document.

Pursuant to the Company's 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 section 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 three previous days before the date of the shareholders' meetings (in other words by 26 April 2019) and will receive an answer at the latest during the shareholders' meeting, via certified email to be sent to the following address: [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it), accompanied by a notice issued by the qualified intermediary attesting the right to exercise a vote. Answers given in written format and made available to those entitled to vote at the beginning of the shareholders' meeting will be considered to have been provided in the shareholders' meeting.

#### **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 about the corporate governance and ownership structure as well as the reports of the Board of Statutory Auditors and the independent auditor, and the report on remuneration, 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/it/](http://www.landirenzogroup.com/it/), Investors – Governance – Shareholders' Meeting Documentation 2019, and at the authorized storage mechanism at the address [www.emarketstorage.com](http://www.emarketstorage.com). The shareholders and those who are entitled to vote may obtain a copy of all the aforementioned documentation.

Cavriago, 18 March 2019

Chairman of the Board of Directors

Stefano Landi

Fine Comunicato n.0915-10

Numero di Pagine: 6