



# SPAFID CONNECT

Informazione Regolamentata n. 0915-11-2020	Data/Ora Ricezione 07 Aprile 2020 11:40:48	MTA - Star
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Societa' : LANDI RENZO

Identificativo : 130419

Informazione  
Regolamentata

Nome utilizzatore : LANDIN03 - Cilloni

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 07 Aprile 2020 11:40:48

Data/Ora Inizio : 07 Aprile 2020 11:40:50

Diffusione presunta

Oggetto : Call of ordinary and extraordinary  
shareholders' meeting

*Testo del comunicato*

Vedi allegato.

**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 and extraordinary shareholders' meeting**

Those persons entitled to take part and cast their vote are hereby called to attend the ordinary and extraordinary shareholders' meeting of Landi Renzo S.p.A. (the "**Company**") at the registered office in Cavriago, Corte Tegge (Reggio Emilia), via Nobel 2/4, on 8 May 2020, at 9:00 a.m., in single call, to resolve upon the following

**AGENDA**

**ORDINARY SESSION**

1. **1.1** Financial statements as at 31 December 2019, Directors' report on operations, Board of Statutory Auditors' report and Independent Auditors' report; any related resolutions. **1.2.** Resolutions regarding the results of the financial year; any related resolutions.
2. Report on the remuneration policy and the compensation paid as at 31 December 2019. **2.1.** Analysis and approval of the first section, pursuant to article 123-*ter*, sixth paragraph, of Italian legislative decree no. 58 of 24 February 1998, as subsequently amended and integrated, and article 84-*quater* of the regulation adopted by Consob with the resolution no. 11971 of 14 May 1999, as subsequently amended and integrated. **2.2.** Resolutions relating to the second section, pursuant to article 123-*ter* of the Italian legislative decree no. 58 of 24 February 1998, as subsequently amended and integrated, and article 84-*quater* of the regulation adopted by Consob with the resolution no. 11971 of 14 May 1999, as subsequently amended and integrated; any related resolutions.
3. Authorisation to purchase and dispose of treasury shares after revocation of the resolution adopted by the shareholders' meeting held on 29 April 2019, to the extent not implemented; any related resolutions.

**EXTRAORDINARY SESSION**

4. Proposal of amendment of article 6-*bis* of the company's bylaws regarding the "shares with increased voting rights" system, provided for in article 127-*quinquies* of the Italian legislative decree no. 58 of 24 February 1998, as subsequently amended and integrated, in order to align it with the most recent interpretative guidance expressed by Consob in the communication no. 0214548 of 18 April 2019; any related 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 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 and supplemented ("**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 17 April 2020), 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 [landirenzosassemblea@open.legalmail.it](mailto:landirenzosassemblea@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.* 28 April 2020). Those who became owners of shares after 28 April 2020 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 2020) or in any case by the start of the shareholders' meeting.

Pursuant to article 106, second paragraph, of the Italian decree law no. 18 of 17 March 2020, concerning measures aimed at strengthening the national healthcare system and providing economic support for families, workers and enterprises related to the epidemiological emergency by COVID-19 (the so-called "*Cura Italia*" decree, the "**Decree**"), the participation in the meeting shall be allowed to the Designated Representative (as defined *infra*) and to the other entities with a legitimate right to attend, other than the shareholders, exclusively through electronic means of communications that will allow for their immediate identification and participation, with the connection modalities that will be indicated by the Company.

### **Company's Designated Representative**

Pursuant to article 106, fourth paragraph, of the Decree, the shareholders' meeting can be attended by those entitled with the right to vote, exclusively by way of the representative designated by the Company, not being allowed the attendance in person or by way of proxy granted to third parties.

Consequently, the Company has given mandate to Computershare S.p.A – with registered office in Milan, via Lorenzo Mascheroni 19 – to represent the shareholders pursuant to article 135-*undecies* of the TUF and the abovementioned Decree (the "**Designated Representative**").

Any shareholders wishing to attend the meeting must therefore grant the Designated Representative a proxy – together with the relevant voting instructions – on all or some of the proposed resolutions concerning the items on the agenda, using the specific proxy form, provided, also in digital form, by the Designated Representative in agreement with the Company, available on the Company's website at [www.landirenzogroup.com/it/](http://www.landirenzogroup.com/it/), section Investors – Governance – Shareholders' Meeting Documentation 2020, where the link to a procedure for the electronic submission of the proxy is provided.

The proxy form with the voting instructions shall be submitted in accordance with the instructions provided in the form itself and on the Company's website by the second open market day prior to the Shareholders' Meeting (*i.e.* by 6 May 2020) and, within the same deadline, the proxy may be revoked.

The proxy, thus conferred, shall be effective only for those proposals in relation to which voting instructions have been given.

It is noted that the Designated Representative may also be granted proxies or sub-proxies pursuant to article 135-*novies* of the TUF, by way of derogation to article 135-*undecies*, fourth paragraph, of the

TUF, following the instructions indicated in the form available on the Company's website at [www.landirenzogroup.com/it/](http://www.landirenzogroup.com/it/), Investors – Governance – Shareholders' Meeting Documentation 2020.

The Designated Representative will be available for clarification or information at 0246776818 or at the e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

The Company reserves the right to supplement and/or amend the above instructions in consideration of any upcoming needs due to the epidemiological emergency by COVID-19 and its developments currently unforeseeable.

### **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 five previous open market days before the date of the shareholders' meetings (in other words by 30 April 2020) 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 2020, 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, 7 April 2020

Chairman of the Board of Directors

Stefano Landi

Fine Comunicato n.0915-11

Numero di Pagine: 5