



SPAFID
CONNECT

Informazione Regolamentata n. 0915-9-2021	Data/Ora Ricezione 30 Marzo 2021 10:56:45	MTA - Star
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Societa' : LANDI RENZO
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Regolamentata
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Diffusione presunta
Oggetto : Call of ordinary 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/ | e-mail: 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 of Landi Renzo S.p.A. (the "**Company**") at the registered office in Cavriago, Corte Tegge (Reggio Emilia), via Nobel 2/4, on 29 April 2021, at 9:00 a.m., in single call, to resolve upon the following

AGENDA

1. **1.1** Financial statements as at 31 December 2020, 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 2020. **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; any related resolutions.
4. Appointment of a new director pursuant to article 2386, first paragraph, of the Italian civil code, and article 14 of the bylaws; 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 is 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 and supplemented) (the "**Issuers Regulations**") and will be updated in case of normative changes. 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/, section – Investors – Governance.

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 9 April 2021), 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

landirenzooassemblea@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.

As the participation to the shareholders' meeting is allowed exclusively through the Designated Representative, shareholders with a legitimate right to attend willing to make resolution and voting proposals on the items of the agenda, shall present their proposals by no later than 14 April 2021. These proposals will be promptly published on the Company's website by not later than 16 April 2021 so as to allow shareholders with voting rights to vote in an informed manner, also taking into account any new proposals and also to allow the Designated Representative to collect voting instructions on the said new proposals.

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.* 20 April 2021). Those who became owners of shares after 20 April 2021 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.* 26 April 2021) or in any case by the start of the shareholders' meeting.

In light of the Italian decree law no. 183 of 31 December 2020 (so-called "*Mille proroghe*"), converted with amendments by law no. 21 of 26 February 2021 – which, in article 3, paragraph 6, provided for the extension of article 106 of decree law no. 18 of 17 March 2020 (so-called "*Cura Italia*" Decree), converted with amendments by law no. 27 of 24 April 2020 (the "*Cura Italia*") – the participation in the meeting for the persons with a legitimate right to vote shall be allowed exclusively through the Designated Representative appointed by the Company pursuant to article 135-undecies of the TUF, to which can be conferred a proxy or a sub-proxy pursuant to article 135-novies of the TUF, by way of derogation to as provided for under article 135-undecies of the TUF, in accordance with the terms and conditions set out below.

Directors and statutory auditors, as well as the other entities with a legitimate right to attend, other than those with a legitimate right to vote, shall be allowed to participate to the shareholders' meeting through telecommunication means 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 Cura Italia, **the shareholders' meeting can be attended by those entitled with the right to vote, exclusively by way of the representative designated by the Company.**

The Company has given mandate to Computershare S.p.A – with registered office in Milan, via Lorenzo Mascheroni 19, 20145 – to represent the shareholders pursuant to article 135-undecies of the TUF and the abovementioned Cura Italia (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/, section – Investors - Governance - Shareholders' Meeting Documentation 2021.

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 end of the second open market day prior to the Shareholders' Meeting (*i.e.* by 27 April 2021) 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/, Investors – Governance – Shareholders' Meeting Documentation 2021.

The Designated Representative will be available for clarification or information at 0246776818 or at the e-mail address 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 seven previous open market days before the date of the shareholders' meetings (in other words by 20 April 2021) via certified email to be sent to the following address: landirenzoassemblea@open.legalmail.it, accompanied by a notice issued by the qualified intermediary attesting the right to exercise a vote. Questions received prior to the the shareholders' meeting will receive answer at the latest three open market days prior to the shareholders meeting (and therefore on 26 April 2021 at the latest). Answers will be made available in the Company's website.

Appointment of a new director

With respect to the fourth item on the agenda, it should be noted that, as it concerns an integration of the Board of Directors pursuant to article 2386 of the Italian civil code, and not the appointment of a new Board of Directors, in accordance with the provision of article 14 of the Company's bylaws, it will not be carried out with a slate voting system, as the requirements and conditions provided for by the bylaws in this respect are not fulfilled and, therefore, the shareholders' meeting will resolve on the basis of the majority thresholds provided by the law, without prejudice to the fulfilments of the minimum requirements for the number of independent directors and gender equality issues.

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/, Investors – Governance – Shareholders' Meeting Documentation 2021, and at the authorized 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, 30 March 2021

Chairman of the Board of Directors

Stefano Landi

Fine Comunicato n.0915-9

Numero di Pagine: 5