



SPAFID
CONNECT

Informazione Regolamentata n. 0915-35-2022	Data/Ora Ricezione 14 Luglio 2022 09:55:31	Euronext Star Milan
--	--	---------------------

Societa' : LANDI RENZO
Identificativo : 164849
Informazione
Regolamentata
Nome utilizzatore : LANDIN03 - Cilloni
Tipologia : 3.1
Data/Ora Ricezione : 14 Luglio 2022 09:55:31
Data/Ora Inizio : 14 Luglio 2022 09:55:32
Diffusione presunta
Oggetto : PR - Notice of ordinary shares offer

<i>Testo del comunicato</i>

Vedi allegato.



**NOTICE OF OFFERING OF UP TO 112.500.000 ORDINARY SHARES OF
LANDI RENZO S.P.A.
PURSUANT TO ARTICLE 2441 (2) OF THE ITALIAN CIVIL CODE.**

On April 29, 2022, the extraordinary shareholders' meeting of Landi Renzo S.p.A. ("**Landi Renzo**" or the "**Company**") resolved, among other things, to grant the Board of Directors the power, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, in one or more tranches, up to a maximum counter value (including any share premium) of Euro 60 million, by issuing ordinary shares having the same characteristics as those outstanding (the "**New Shares**") to be offered to the shareholders on a pre-emptive basis pursuant to Article 2441 of the Civil Code, to be paid for either by cash contributions or by voluntary set-off, pursuant to Article 1252 of the Civil Code, of receivables owed to the Company by the shareholders, to be subscribed in any case by December 31, 2023 (the "**Capital Increase**"). On July 11, 2022, the Company's Board of Directors - in execution of the aforementioned shareholders' resolution - set the final terms and conditions of the Capital Increase. That being said, Landi Renzo

OFFERS TO OPTION, PURSUANT TO AND FOR THE PURPOSES OF ARTICLE 2441, SECTION 2, OF THE CIVIL CODE, TO THE LANDI RENZO SHAREHOLDERS OWNING ORDINARY SHARES THE NEW SHARES UNDER THE FOLLOWING CONDITIONS ("Offering"):

Number of New Shares and option ratio. The Offering consists of a offering to the Company's shareholders of a maximum of no. 112.500.000 newly issued ordinary shares of Landi Renzo, with a par value of Euro 0.10, with regular dividend entitlements. The New Shares are offered to the shareholders on a pre-emptive basis, on the basis of the ratio of no. 1 New Share for every no. 1 ordinary share held by the Company's shareholders (the "**Option Rights**"), pursuant to Article 2441, paragraph 1, of the Italian Civil Code.

Price of the New Shares. The subscription price of each New Share is equal to Euro 0.53, of which Euro 0.10 as capital and Euro 0.43 as share premium (the "**Option Price**"), for a maximum total amount (including any share premium) of the Capital Increase of Euro 59,625,000, of which Euro 11,250,000.00 As capital and Euro 48,375,000.00 As share premium.

Characteristics of the New Shares. The New Shares will be fungible with Landi Renzo's ordinary shares listed on Euronext STAR Milan organized and managed by Borsa Italiana S.p.A. ("**Euronext STAR Milan**"). The Option Rights are represented by coupon No. 5 and will have ISIN code IT0005499519. The New Shares will bear coupon No. 6 et seq. and the ISIN code assigned to them will be IT0004210289.

Period of the Rights Offering and how to subscribe. The Option Rights valid for subscription of the New Shares shall be exercised, under penalty of forfeiture, from July 18, 2021 to August 4, 2022 (included) (the "**Subscription Period**"). The Option Rights will also be tradable on Euronext STAR Milan from July 18, 2022



to July 29, 2022 (included). Should the Option Rights not be sold in the market within the trading deadline of the Option Rights and/or the Option Rights not be exercised by the end of the Subscription Period, the holder of the Rights will forfeit the right to sell in the market and/or exercise each of the Option Rights, without being awarded any compensation, reimbursement of expenses or economic benefit of any kind. The Option Rights not exercised by the end of the Subscription Period will be offered on Euronext STAR Milan by the Company within the month following the end of the Subscription Period, for at least two trading days (unless early closure occurs), pursuant to Article 2441, paragraph 3, of the Italian Civil Code (the “**Rights Auction**”). The eventual dates of the Rights Auction will be communicated to the public through press release.

Subscription to the Offering will take place through subscription, including electronically, of forms specifically prepared by authorized intermediaries participating in the centralized management system of Monte Titoli S.p.A., who are required to give instructions to the latter by 2:00 p.m. on the last day of the Subscription Period. Accordingly, each subscriber must submit an appropriate subscription request in the manner and within the time limit that his or her depository intermediary will have communicated to him or her to ensure compliance with the above deadline. Payment in full for the New Shares shall be made at the time of subscription of the same, at the authorized intermediary with whom the application for subscription has been submitted by exercising the relevant Option Rights; no additional charge or expense shall be imposed by the Company on the applicant. The New Shares subscribed by the end of the Subscription Period will be credited to the accounts of the authorized intermediaries participating in the Monte Titoli S.p.A. centralized management system at the end of the settlement phase on the last day of the Option Period, with availability on the same date. Notification of the allocation of the New Shares will be made by the authorized intermediaries participating in the Monte Titoli S.p.A. centralized management system.

Recipients. The Offering is being promoted in the form of a public offering exclusively in Italy. In particular, the New Shares and the Offering have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), nor under the regulations in force in Canada, Japan and Australia or in any other country in which the Rights Offering is not permitted in the absence of specific authorization by the competent Authorities in accordance with applicable legal and regulatory provisions or as an exception to the same provisions (collectively, the “**Other Countries**”) and may not consequently be offered, sold or, otherwise, delivered directly or indirectly in the United States of America, Canada, Japan, Australia or the Other Countries, in the absence of specific authorization by the competent Authorities in accordance with applicable statutory and regulatory provisions, without prejudice to cases of exemption from registration under the Securities Act.

Admission to trading. The New Shares will be automatically admitted to trading on Euronext STAR Milan, pursuant to Article 2.4.1 of the Rules of the Markets organized and managed by Borsa Italiana S.p.A., in the same way as Landi Renzo’s outstanding shares.

Places where the Prospectus is available. The (EU) Recovery Prospectus relating to the admission to trading on Euronext STAR Milan of the New Shares (the “**Prospectus**”) is available to the public in accordance with



applicable statutory and regulatory provisions and is available at Landi Renzo's registered office, Via Nobel No. 2/4, Cavriago (RE), as well as on the Company's website www.landirenzogroup.com. The approval and publication of the Prospectus has been made known to the public in the manner and within the terms required by law.

This notice is filed with the Register of Companies of Reggio Emilia pursuant to Article 2441, paragraph 2, of the Italian Civil Code and made available to the public at the registered office at Via Nobel No. 2/4, Cavriago (RE), on the Company's website www.landirenzogroup.com, as well as at the authorized storage mechanism at www.emarketstorage.com. This notice will also be published in the "Il Sole 24 Ore" and "Milano Finanza" newspaper on July 15, 2022.

Cavriago (RE), July 14, 2022

Landi Renzo S.p.A.

The Chairman of the Board of Directors

Stefano Landi

Fine Comunicato n.0915-35

Numero di Pagine: 5