

**LANDIRENZO®**

Directors' Reports of Landi Renzo S.p.A. in accordance with article 125-ter of legislative decree 58/1998 and article 84-ter of Consob regulation no. 11971 of 1999, to the ordinary Shareholders' Meeting, to be held in Cavriago, Corte Tegge (Reggio Emilia), Via Nobel 2/4, on 26 April 2023 at 9:00 a.m. in single call.

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1. APPROVAL OF THE FINANCIAL STATEMENT AS OF 31 DECEMBER 2022:

1.1. FINANCIAL STATEMENTS AT DECEMBER 31, 2022, DIRECTORS' REPORT ON OPERATIONS, STATUTORY AUDITORS' REPORT AND INDEPENDENT AUDITORS' REPORT; RELATED AND CONSEQUENT RESOLUTIONS.

1.2. RESOLUTIONS CONCERNING NET PROFIT FOR THE YEAR; RELATED AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

the draft financial statements for the year ended 31 December 2022, which we are submitting to your approval, report a loss for the financial year of Euro 15,749,826.46.

We therefore propose that you approve the covering of Landi Renzo S.p.A.'s (the "**Company**" or "**Landi Renzo**") loss for the year of Euro 15,749,826.46 through the use of the Share Premium Reserve, which is reduced to Euro 51,368,236.59

We are also submitting the consolidated financial statements of Landi Renzo for the year ended as of 31 December 2022 which, although does not need to be approved by the Shareholders' Meeting, sets out additional information provided with the Landi Renzo financial statements for the year.

For more information, please refer to the financial statements for the year ended as of 31 December 2022 and the related Management Report, which also includes the non-financial statements pursuant to Italian legislative decree 254/2016, which you are asked to approve. We submit to your approval the following

proposed resolution

"The Shareholders' Meeting of Landi Renzo, having acknowledged the Board of Director's management report, the Board of Statutory Auditors' report and the independent auditors' report, and having reviewed the financial statements for the year ended on 31 December 2022,

resolves

1. to approve the financial statements of Landi Renzo S.p.A. for the year ended on 31 December 2022, which report a loss for the financial year of Euro 15,749,826.46, as presented by the Board of Directors with regard to the aggregate accounts, the individual items, as well as the management report prepared by the Board of Directors;
2. to approve the setting-off of the loss of the year equal to Euro 15,749,826.46 recorded by Landi Renzo S.p.A., by means of the Share Premium Reserve, which is reduced to Euro 51,368,236.59".

2. REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID AS AT 31 DECEMBER 2022:

2.1. EXAMINATION AND APPROVAL OF THE FIRST SECTION, PURSUANT TO ARTICLE 123-TER OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED, AND ARTICLE 84-QUATER OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED; RELATED AND CONSEQUENT RESOLUTIONS.

2.2. RESOLUTIONS RELATING TO THE SECOND SECTION, PURSUANT TO ARTICLE 123-TER OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS SUBSEQUENTLY

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AMENDED AND SUPPLEMENTED, AND ARTICLE 84-QUATER OF THE REGULATIONS ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999, AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED; RELATED AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

the Board of Directors of Landi Renzo, with the favourable opinion of the Appointment and Remuneration Committee, resolved to convene the Shareholders' Meeting in order to examine, and adopt the consequent resolutions concerning, *inter alia*, the report on the remuneration policy and the remuneration paid pursuant to art. 123-ter of the Consolidated Financial Act and 84-quater of the regulation adopted by Consob Resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented ("**Issuers' Regulation**"), in compliance with scheme 7-bis and 7-ter of Annex 3A of the Issuers' Regulation (the "**Remuneration Report**").

To this end, it is reminded that the Remuneration Report consists of two sections: (i) one (the "**Remuneration Policy**"), programmatic, illustrating the remuneration policy of: (a) the members of the Board of Directors of the Company; (b) the Company's general managers and managers with strategic responsibilities; and (c) without prejudice to the provisions of Article 2402 of the Italian Civil Code, the members of the Company's Board of Statutory Auditors, as well as the procedures used for the adoption and implementation of the remuneration policy; (ii) the other (the "**Report on Compensation**"), illustrating the compensation paid in the year ended on 31 December 2022 to the members of the management and supervisory bodies and to the general managers of the Company a, as well as the compensation paid in the year under review for any reason and in any form by the Company and its subsidiaries or affiliates.

The Remuneration Report was approved by the Board of Directors on 24 March 2023 and will be made available to the public as required by law.

The Remuneration Policy is subject to the vote of the shareholders; the relevant resolution is binding. The Report on Compensation is also subject to a vote of the shareholders; the related resolution is not binding.

In the light of the above, we submit the following for your approval proposed resolution

"The Shareholders' Meeting of Landi Renzo, having acknowledged the Remuneration Report approved by the Board of Directors

resolves

1. to approve the Remuneration Policy;
2. in favour of the Remuneration Report.
3. to grant the Chairman of the Board of Directors and the Managing Director, severally, with the right to sub-delegate, all the widest powers necessary or appropriate to implement the above, to finalize the text of the Remuneration Report and proceed with its publication, making any nonsubstantial changes deemed necessary and/or appropriate".

Cavriago, 27 March 2023

The Chairman of the Board of Directors

Stefano Landi