

Informazione Regolamentata n. 0915-25-2023	Data/Ora Inizio Diffusione 20 Settembre 2023 16:13:18	Euronext Star Milan
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Societa' : LANDI RENZO
Identificativo : 181291
Informazione
Regolamentata
Nome utilizzatore : LANDIN03 - Cilloni
Tipologia : REGEM; 3.1
Data/Ora Ricezione : 20 Settembre 2023 16:13:17
Data/Ora Inizio : 20 Settembre 2023 16:13:18
Diffusione
Oggetto : Call of ordinary shareholders meeting 23
October 2023

Testo del comunicato

Vedi allegato.



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 (Reggio Emilia), Via Nobel no. 2/4, on October 23, 2023, at 9:00 a.m., in single call, in order to discuss and resolve upon the following

AGENDA

1. Appointment of a director to integrate the Board of Directors pursuant to article 2386 of the Civil Code until the end of the term of office of the current Board of Directors; related and consequent resolutions.
2. Proposed amendment to the Report on the remuneration policy and compensation paid; related and consequent resolutions.

Information on share capital

The share capital is equal to Euro 22,500,000.00, fully subscribed and paid up, and it is represented by no. 225,000,000 ordinary shares with a nominal value of Euro 0.10 each. Each ordinary share gives right to one vote at the Company's ordinary and extraordinary shareholders' meetings, save for the provisions of articles 6-*bis*, 6-*ter* and 6-*quater* of the Company's by-laws regarding the increase in voting rights. 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 article 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. As of the date of publication of this notice, the total number of voting rights exercisable at the shareholders' meeting is 225,006,700.

Information concerning the composition of the share capital is available on the Company's website at the address: www.landirenzogroup.com/it/, *Investors - Governance*.

Addition to the agenda and submission of new proposed resolutions

Pursuant to article 126-*bis* of Legislative Decree no. 58 of February 24, 1998, as subsequently amended and supplemented ("**TUF**"), shareholders who, even 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 September 30, 2023), the addition of the list of items to be discussed, 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, through certified email to be sent to the following address: landirenzoassemblea@open.legalmail.it. Within the aforementioned 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 resolution proposals presented on the items already on the agenda.

LANDI RENZO S.P.A. The Clean Air Company

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F.C. and V.A.T. n° IT 00523300358 | Share Capital € 22.500.000 i.v. | REA 138031 | Registro Imprese RE
email info@landi.it | Website www.landirenzo.com - www.landirenzogroup.com

The request to add further items to the agenda is not allowed for the items on which the shareholders' meeting resolves upon, in accordance with the law, upon proposal of the directors or on the basis of a project or a report drawn up by them, other than those under article 125-ter, paragraph 1, of the TUF.

Notice will be given of any such additions to the list of items on the agenda or submission of further proposed resolutions on the items already on the agenda, 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.

Please refer to the Directors' Explanatory Report for more information on how to submit any proposals with reference to item 1 on the agenda.

Right to intervene

The persons who may intervene in the shareholders' meetings are those persons who, pursuant to article 83-sexies of the TUF, are entitled to attend the shareholders' meeting and to exercise their voting rights in relation to whom the Company received the notice issued by a qualified intermediary pursuant to applicable rules attesting the ownership of the shares on the basis of its accounting records relating to the time limit of the accounting day of the seventh day on which the market is open prior to the date of the shareholders' meeting (i.e., October 12, 2023). Those who become owners of shares after October 12, 2023 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 day of the third open market day prior to the date of the shareholders' meeting (i.e. October 18, 2023) or, in any case, by the beginning of the meeting proceedings.

Attendance at the shareholders' meeting and granting of proxy

Those persons who have the right to vote may, by written proxy, be represented at the shareholders' meeting in accordance with and within the limits of the provisions of current regulations, the by-laws, and the shareholders' meeting Regulations. For this purpose, they may use the form available at the Company's registered office and on the Company's website: [http://www.landirenzogroup.com/it/Investors - Governance – Assembly meeting documents - shareholders' meeting Documents - 2023 section](http://www.landirenzogroup.com/it/Investors-Governance-Assembly-meeting-documents-shareholders-meeting-Documents-2023-section). The proxy may be given by means of an electronically signed document pursuant to article 20, paragraph 1-bis, of Legislative Decree no. 82/2005. The proxy may also be notified to the Company electronically by sending it by certified electronic email to the address: landirenzoassemblea@open.legalmail.it. Any prior notification does not exempt the proxy holder upon accreditation for access to the meeting activities from the obligation to certify, under his or her own responsibility, the conformity of the notified copy to the original and the identity of the delegating party.

Pursuant to the by-laws, the Company, availing itself of the power provided by law, does not designate the representative referred to in article 135-undecies of Legislative Decree no. 58 of February 24, 1998.

Questions on the items on the agenda

According to article 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

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market days before the day of the shareholders' meeting (i.e., by October 12, 2023) via certified email to be sent to the following address: landirenzoassemblea@open.legalmail.it, accompanied by appropriate notice issued by the qualified intermediary attesting the right to exercise vote. Questions received prior to the shareholders' meeting will receive answer at the latest three open market days prior to the shareholders' meeting (an therefore on October 18, 2023 at the latest), through the publication on the Company's website.

Documentation

The documentation relating to the shareholders' meeting, including the explanatory reports of the Board of Directors and the proposed resolutions on the items on the agenda, will be made available at the registered office and to the shareholders and the public within the prescribed time limits.

The documentation will also be available on the Company's website at the address: <http://www.landirenzogroup.com/it/>, *Investors - Governance - shareholders' meeting documents 2023* 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.

Organizational Aspects

Those entitled to vote and delegates are invited to arrive in advance of the meeting's convening time with an identity document; accreditation activities will begin at 8:30 a.m. In order to facilitate the verification of the entitlement to attend, those entitled to attend are asked to show, on the day of the meeting, the copy of the communication sent to the Company which the intermediary, in accordance with current legislation, is required to provide them with.

Cavriago, September 11, 2023

The Chairman of the Board of Directors

Stefano Landi

Fine Comunicato n.0915-25

Numero di Pagine: 5