



**LANDI RENZO S.P.A.** – Joint stock company with registered office in Via Nobel 2/4 – 42025 Cavriago (RE), Frazione Corte Tegge | share capital equal to Euro 22,500,000.00 | tax code, VAT number and registration number at the Companies' Register of Reggio Emilia 00523300358 | R.E.A. no. RE-130831

**Extract pursuant to Article 122 of Legislative Decree No. 58 of February 24, 1998 (“TUF”) and Articles 129 and 131 of CONSOB Regulation No. 11971/1999 (“Issuers’ Regulation”)**

It is hereby given notice that, on August 1, 2024, GBD Green by definition S.p.A. (“**GBD**”), as majority shareholder of Landi Renzo S.p.A., a joint-stock company with registered office in Cavriago, Frazione Corte Tegge (Reggio Emilia), Via Nobel 2/4, tax code and registration number with the Companies' Register of Reggio Emilia 00523300358, listed on the STAR segment of the Euronext Milan market organized and managed by Borsa Italiana S.p.A. (“**LRG**”), on the one hand, and Invitalia – Agenzia nazionale per l’attrazione degli investimenti e lo sviluppo d’impresa S.p.A. (“**Invitalia**” and jointly with GBD, the “**Parties**”), as the managing entity *ex lege* of the enterprise safeguard Fund (“*Fondo salvaguardia impresa*”) promoted by the Ministry of Enterprise and Made in Italy (the “**Fund**”), on the other hand, as well as, limited to certain provisions of the Investment Agreement (as defined below), Girefin S.p.A. (“**Girefin**”), Gireimm S.r.l. (“**Gireimm**” and, together with Girefin, “**Landi Shareholders**”) and Itaca GAS S.r.l., (“**Itaca GAS**” and, jointly with Landi Shareholders, the “**GBD Shareholders**”) have signed an investment agreement (the “**Investment Agreement**”) governing the terms and conditions relating to the completion of a capital increase transaction involving the Fund’s investment into LRG’s shareholding structure, in the context of a financial optimization project with reshaping of LRG’s medium and long term financing arrangements (the “**Transaction**”), approved by LRG’s Board of Directors on July 17, 2024, as communicated to the market on the same date.

The Investment Agreement provides that on the date of the closing of the Transaction, as set forth therein (the “**Closing Date**”), subject to the occurrence of certain conditions precedent (i) Landi Shareholders and Itaca GAS will enter into an amendment agreement (the “**Amendment Agreement**”) to the shareholders’ agreement entered into between them on July 14, 2022 (the “**Shareholders’ Agreement of GBD Shareholders**”) governing, *inter alia*, the circulation of GBD’s shares and the governance of GBD and LRG (for more information regarding the Shareholders’ Agreement of GBD Shareholders, please refer to the essential information most recently published today and available on LRG’s website at the following address: [www.landirenogroup.com](http://www.landirenogroup.com), Investors section); (ii) the GBD Shareholders enter into a shareholders’ agreement with Invitalia (the “**Shareholders’ Agreement of GBD Shareholders Invitalia**”), which will regulate certain commitments undertaken by GBD Shareholders with reference to circulation of the shares of the same GBD; and (iii) GBD and Invitalia will enter into a shareholders’ agreement (the “**Shareholders’ Agreement of GBD Invitalia**”) concerning certain rules relating to the circulation of the shares held by them in LRG as well as certain rights of Invitalia subject to the assumption that (a) the latter holds a number of shares representing at least 5% of LRG’s share capital; and/or (b) GBD Shareholders hold, directly and/or indirectly, in the aggregate, a number of shares representing at least 20% of LRG’s share capital.

Upon completion of the Transaction, Landi Shareholders will retain their sole and exclusive control over LRG as no change in LRG’s control structure or a definition of ownership structures such as to give rise to joint control over LRG is envisaged.

For more information in relation to the Shareholders' Agreement of GBD Shareholders, Shareholders' Agreement of GBD Shareholders Invitalia and the Shareholders' Agreement of GBD Invitalia, please see the following.

### **I - Investment Agreement**

The subject matter of the Investment Agreement is the terms and conditions of (i) the execution of a capital increase of LRG, for cash, to be offered under option to shareholders pursuant to Article 2441 of the Civil Code, for a total amount of Euro 25,000,000.00, including share premium, through the issuance of ordinary shares having the same characteristics as those in circulation, with any post-auction unexercised rights guaranteed by GBD up to Euro 20,000,000.00; (ii) the execution of a capital increase of LRG, indivisible and for cash, reserved to Invitalia, for Euro 20,000,000.00, including share premium, through the issuance of non-listed class shares incorporating certain special rights described in more detail below (the "**Class A Shares**"); and (iii) the signing on the Closing Date of the Amendment agreement, the Shareholders' Agreement of GBD Shareholders Invitalia and the Shareholders' Agreement of GBD Invitalia. The Investment Agreement contains certain provisions of shareholders' agreement nature, which are ordinary for similar transactions, functional to the execution of the Transaction and relevant under Article 122, paragraph 1, of the TUF.

The shareholders' agreements contained in the Investment Agreement have as their object (i) the shareholding from time to time held by GBD in the share capital of LRG, amounting, as of the date of execution of the Investment Agreement, to 134,834,988 ordinary shares, corresponding to 59.927% of LRG's share capital and 134,834,988 voting rights, equal to 59.925% of the voting rights (the "**GBD Shareholding**"), as well as (ii) the stake in LRG's share capital that will be held by Invitalia following and as a result of the completion of the Transaction.

### **II - Amendment Agreement to the Shareholders' Agreement of GBD Shareholders**

The purpose of the Amendment agreement is to amend certain clauses of the Shareholders' Agreement of GBD Shareholders, including clauses relating to the governance of LRG and GBD, as well as the circulation of the latter's shares, thus being relevant pursuant to Article 122, paragraph 1 and paragraph 5 of the TUF.

The Shareholders' Agreement of GBD Shareholders concerns (i) all of the shares of GBD held by Landi Shareholders and Itaca GAS; and (ii) the GBD Shareholding.

### **III - Shareholders' Agreement of GBD Shareholders Invitalia**

The Shareholders' Agreement of GBD Shareholders Invitalia governs the transfers of shares in GBD, as well as, of GBD in case the GBD Shareholders become transferees of such shares pursuant to the Shareholders' Agreement of GBD Shareholders (with respect to which please refer to the essential information most recently published today and available on LRG's website at: [www.landirenzogroup.com](http://www.landirenzogroup.com), Investors section) therefore, being relevant pursuant to Article 122, paragraph 5 of the TUF. More specifically, under the terms of the Shareholders' Agreement of GBD Shareholders Invitalia, Landi Shareholders and Itaca GAS undertake not to transfer, to the extent of their respective competence, the shares held in GBD for the entire duration of the Shareholders' Agreement of GBD Shareholders Invitalia itself.

The Shareholders' Agreement of GBD Shareholders Invitalia relates to all the shares in GBD held by Landi Shareholders and Itaca GAS.

### **IV - Shareholders' Agreement of GBD Invitalia**

The object of the Shareholders' Agreement of GBD Invitalia is, among others, to regulate the transfers of LRG shares by Invitalia and GBD Shareholders, as well as to regulate the administrative rights incorporated by the Class A Shares (including, *inter alia*, the right to appoint a certain number of members of LRG's Board of Directors and Board of Statutory Auditors, as well as certain vetoes at the shareholders' meeting and at the board level) and the rules for their circulation. Therefore, the shareholders' agreements contained in the Shareholders' Agreement of GBD Invitalia are relevant pursuant to Article 122, paragraphs 1 and 5, of the TUF.

The Shareholders Agreement of GBD Invitalia will relate to the LRG shares that will be held, following and as a result of the completion of the Transaction, by GBD and Invitalia.

\*\*\*

For a more extensive description of the Investment Agreement, the Shareholders' Agreement of GBD Shareholders Invitalia and the Shareholders' Agreement of GBD Invitalia, please refer to the respective essential information published today pursuant to Article 130 of the Issuers' Regulation on LRG's website ([www.landirenzogroup.com](http://www.landirenzogroup.com), Investors section). For a more extensive description of the Amendment agreement and the Shareholders' Agreement of GBD Shareholders (as it will be amended by the Amendment agreement), please refer to the amendments to the essential information published today pursuant to Article 131 of the Issuers' Regulation on LRG's website ([www.landirenzogroup.com](http://www.landirenzogroup.com), Investors section).

Cavriago, August 6, 2024