



**LANDIRENZO®**

## Calling of ordinary and extraordinary meetings

Those entitled to attend and exercise voting rights are called to the ordinary and extraordinary shareholders' meeting of Landi Renzo S.p.A. (the "**Company**"), at the offices of Studio Notarile Marchetti, in via Agnello 18, 20121, Milan, on 24 September 2024, at 11.00 a.m., in a single call, to deliberate on the following

### AGENDA

#### In ordinary part

1. Approval of the financial statements as of December 31, 2023: **1.1** Financial statements as of December 31, 2023, directors' report on management, Board of Statutory auditors' report and auditing firm' report; inherent and consequent resolutions. **1.2** Resolutions regarding the operating result; inherent and consequent resolutions.
2. Annual report on remuneration policy and compensation paid as of December 31, 2023: **2.1** Review and approval of the first section, pursuant to article 123-ter of legislative decree no. 58 of February 24, 1998, as amended and supplemented, and article 84-*quater* of the Regulations adopted by Consob with Resolution no. 11971 of May 14, 1999, as amended and supplemented; inherent and consequent resolutions. **2.2** Resolutions relating to the second section, pursuant to article 123-ter of legislative decree no. 58 of February 24, 1998, as amended and supplemented, and article 84-*quater* of the Regulations adopted by Consob with Resolution no. 11971 of May 14, 1999, as amended and supplemented; inherent and consequent resolutions.
3. Appointment of the auditing firm and assignment of office for fiscal years 2025-2033; inherent and consequent resolutions.

#### In extraordinary part

1. Proposal to grant the Board of Directors a delegation of powers, pursuant to article 2443 of the Italian Civil Code, to increase the share capital for cash up to a maximum amount (including share premium) of Euro 25 million, with option rights, to be paid up either by cash contributions or by voluntary offsetting, pursuant to article 1252 of the Italian Civil Code, of subscribers' credits against Landi Renzo; inherent and consequent resolutions.
2. Proposal to grant the Board of Directors a delegation of powers, pursuant to article 2443 of the Italian Civil Code, to increase the share capital for cash, in an indivisible manner, with the exclusion of option rights pursuant to article 2441, paragraph 5, of the Italian Civil Code for a countervalue of Euro 20 million (including the share premium) to be reserved for Invitalia – Agenzia nazionale per l'attrazione degli investimenti e lo sviluppo d'impresa S.p.A. as the *ex lege* managing entity of the "Fund for the safeguarding of employment levels and the continuation of business activity"; inherent and consequent resolutions.
3. Proposed amendments to article 5 of the by-laws and elimination of the par value of shares, Article 11 of the by-laws, introducing a new Article 11-*bis* about attendance at the shareholders' meeting and exercise of voting rights including through the designated representative, and Articles 6, 6-*bis*, 12, 14, 19 and 22 of the by-laws, introducing a new Article 6-*quinquies* with reference to the establishment of a special class of shares; inherent and consequent resolutions.

#### **Capital stock information**

The share capital is Euro 22,500,000.00, fully subscribed and paid up, and is represented by 225,000,000 ordinary shares with a par value of Euro 0.10 each. Each ordinary share entitles the holder to one vote at the Company's ordinary and extraordinary shareholders' meetings, subject to

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

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the provisions of Articles 6-*bis*, 6-*ter* and 6-*quater* of the by-laws on the subject of increased voting rights. It should be noted that, as disclosed in accordance with the applicable regulations, the increase in voting rights has taken effect in favor of certain shareholders. The amount of voting rights is published on the Company's website in accordance with the terms of Article 85-*bis*, paragraph 4-*bis*, of the regulations issued by Consob in Resolution no. 11971 of 1999, as subsequently amended and supplemented (the “**Issuers’ Regulations**”) and will be updated should changes occur pursuant to applicable regulations. As of today's date, the Company holds no treasury shares.

Information about the composition of share capital is available on the Company's website at [www.landirenzogroup.com/it/](http://www.landirenzogroup.com/it/), *Investors* section.

### **Integrating the agenda and submitting 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 meeting, the integration of the list of items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda. The application must be submitted in writing by the proposing shareholders, together with appropriate documentation proving ownership of the shares issued by an authorized intermediary in accordance with its accounting records, by certified e-mail message to be sent to the following address [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it). Within the aforementioned deadline and in the same manner, the proposing shareholders must also send the Board of Directors a report on the matters they propose to discuss or on the additional resolution proposals submitted on matters already on the agenda.

The request for an addition to the list of items to be discussed is not allowed for items on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a draft or a report prepared by them, other than those referred to in article 125-*ter*, paragraph 1, of the TUF.

Notice of any such additions to the list of items on the agenda or submission of additional proposed resolutions on items already on the agenda, as well as the related reports prepared by the proposing members, will be given in the same form as prescribed for the publication of this notice of meeting, at least 15 days before the date set for the meeting.

### **Right of intervention**

Those who are entitled to attend the shareholders' meeting and exercise their voting rights for whom the Company has received a notice issued by an authorized intermediary pursuant to applicable regulations certifying the ownership of shares based on the evidence of its accounting records as of the end of the accounting day of the seventh trading day preceding the date of the shareholders' meeting (*i.e.*, 13 September 2024) are entitled to attend the shareholders' meeting pursuant to Article 83-*sexies* of the TUF. Those who turn out to own shares after 13 September 2024 will not be entitled to attend or vote at the meeting. The notice made by the authorized intermediary must be received by the Company, by the end of the accounting day of the third open market day preceding the date of the meeting (*i.e.*, 19 September 2024) or, in any case, by the start of the meeting proceedings.

In light of article 106 of decree law no. 18 of March 17, 2020, (the so-called “**Cura Italia Decree**”) converted with amendments by law no. 27 of April 24, 2020, as most recently extended by article 11 of law no. 21, participation in the Shareholders' Meeting by those entitled to vote is permitted exclusively through the Company's Designated Representative, pursuant to article 135-*undecies* of the TUF, who may be granted a proxy or sub-delegation pursuant to article 135-*novies* of the TUF,



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as an exception to the provisions of article 135-*undecies* of the TUF, in accordance with the terms and conditions set forth below.

Directors and Statutory Auditors, as well as other persons entitled under the law, other than those who are entitled to vote, may attend the Shareholders' Meeting through telecommunication means that also ensure the identification and immediate participation of the same, with connection arrangements to be communicated by the Company.

### **Company's designated representative**

Pursuant to article 106, paragraph 4, of the Cura Italia Decree, attendance at the meeting by those entitled to vote is permitted exclusively through the Company's designated representative.

The Company has appointed Computershare S.p.A. – with registered office in Milan, via Lorenzo Mascheroni 19, 20145 – to represent shareholders pursuant to article 135-*undecies* of the TUF and the aforementioned Cura Italia Decree (the “**Designated Representative**”).

Shareholders who wish to attend the meeting should therefore give the Designated Representative a proxy – with voting instructions – on all or some of the proposed resolutions on the items on the agenda, using the specific proxy form, prepared by the Designated Representative himself in agreement with the Company, available on the Company's website at [www.landirenzogroup.com/it/](http://www.landirenzogroup.com/it/), section *Investors - Governance - Meeting Documents 2024*.

The proxy form with voting instructions must be submitted pursuant to the instructions on the proxy form by the end of the second open market day preceding the meeting (*i.e.*, by 20 September 2024), and by the same deadline the proxy may be revoked.

The proxy, so conferred, is effective only for those proposals in relation to which voting instructions have been granted.

It should also be noted that the Designated Representative may also be granted proxies or sub-delegations pursuant to article 135-*novies* of the TUF, as an exception to article 135-*undecies*, paragraph 4 of the TUF, by following the instructions indicated in the form available on the Company's website at [www.landirenzogroup.com/it/](http://www.landirenzogroup.com/it/), *Investors - Governance - Shareholders' Meeting Documents 2024* section.

The Designated Representative will be available for clarification or information at numbers 0246776818 and 0246776814 or at the e-mail address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

### **Other rights of those entitled to vote**

Since participation in the Shareholders' Meeting is allowed exclusively through the Designated Representative, eligible shareholders who intend to formulate resolution proposals pursuant to article 126-*bis* of the TUF must submit them by 9 September 2024. Such proposals shall be published without delay by 11 September on the Company's website in order to enable those entitled to vote to express themselves in an informed manner also taking into account such new proposals and to enable the Designated Representative to collect voting instructions, if any, on the same.

### **Questions on the items on the agenda**

Pursuant to article 127-*ter* of the TUF, any person entitled to vote may ask questions on the items on the agenda even before the meeting provided that they are received no later than seven open market days prior to the date of the meeting (*i.e.*, by 13 September 2024), by certified e-mail message to be sent to the following address [landirenzoassemblea@open.legalmail.it](mailto:landirenzoassemblea@open.legalmail.it), accompanied by appropriate notice issued by the authorized intermediary proving ownership of the exercise of voting rights. Questions received prior to the meeting shall be answered no later than at least three trading days

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prior to the date of the meeting (*i.e.*, no later than 19 September 2024), by publication on the Company's website.

**Documentation**

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

The documents will also be available on the Company's website at <http://www.landirenzogroup.com/it/>, *Investors - Governance – Shareholders' Meeting 2024 Meeting Documents* section and at the authorized e-market storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com). Shareholders and those entitled to vote are entitled to obtain copies of all the aforementioned documents.

Cavriago, 23 August 2024

The Chairman of the Board of Directors

Stefano Landi