

Informazione Regolamentata n. 0915-59-2024	Data/Ora Inizio Diffusione 31 Ottobre 2024 17:15:24	Euronext Star Milan
--	--	---------------------

Societa' : LANDI RENZO

Identificativo Informazione  
Regolamentata : 197433

Utenza - Referente : LANDIN03 - Cilloni

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 31 Ottobre 2024 17:15:24

Data/Ora Inizio Diffusione : 31 Ottobre 2024 17:15:24

Oggetto : PR - Ordinary and extraordinary shareholders'  
meeting convened

*Testo del comunicato*

Vedi allegato

## Press Release

October 31, 2024



### Landi Renzo: ordinary and extraordinary shareholders' meeting convened.

- Appointed a new member of the Board of Directors to replace resigning Director Silvia Landi, effective from the date of execution of the capital increase reserved for Invitalia
- Increased the number of members of the Board of Directors and redetermined the compensation of the body, effective from the date of execution of the capital increase reserved for Invitalia (subject to the entry into force of the New Bylaws)
- Appointed a new Director, with definition of the related compensation, effective from the date of execution of the capital increase reserved for Invitalia (subject to the entry into force of the New Bylaws)
- Appointed a new Statutory Auditor to replace the resigning Statutory Auditor Diana Rizzo; effective from the date of execution of the capital increase reserved for Invitalia
- increased the number of Alternate Statutory Auditors from 2 to 3 and appointed a new Alternate Statutory Auditor, effective from the date of execution of the capital increase reserved for Invitalia (subject to the entry into force of the New Bylaws)
- Approved the reverse stock split of Landi Renzo ordinary shares in the ratio of 1 (one) : 10 (ten)

*Cavriago (RE), October 31, 2024* - Landi Renzo S.p.A. communicates that the Ordinary and Extraordinary Shareholders' Meeting of Landi Renzo S.p.A. met today in Milan in a single call (the "**Shareholders' Meeting**") and resolved favorably on the proposals presented by the Board of Directors and the majority shareholder GBD – Green by definition S.p.A.

#### Integration of the Board of Directors

The Ordinary Shareholders' Meeting, following the proposed resolutions of the Board of Directors and having taken note of the nominations made by the majority shareholder GBD – Green by definition S.p.A., resolved, effective as of the date of subscription and full payment of the reserved capital increase (the "**Reserved Capital Increase**") to Invitalia – Agenzia nazionale per l'attrazione degli investimenti e lo sviluppo d'impresa S.p.A. (the "**Execution Date**"), for the implementation of which the Extraordinary Shareholders' Meeting granted, on September 24, 2024, specific delegated powers to the Board of Directors pursuant to Article 2443 of the Italian Civil Code:

- to integrate the Board of Directors effective as of the Execution Date, appointing a new member until the expiration of the current Board of Directors, and granting him or her compensation equivalent to that granted to the resigning Director Silvia Landi, in the person of Daniele Straventa, born in Rome, on 26 February 1972, Tax Code STRDNL72B26H501Z;
- to increase, subject to the effectiveness, on the Execution Date, of the new bylaws – adopted by the Extraordinary Shareholders' Meeting on September 24, 2024 and providing for, inter alia, the increase of the maximum number of members of the board of directors from 9 to 13 and the increase of the alternate auditor from 2 to 3 (the "**New Bylaws**") – the number of members of the Board of Directors from 9 to 10, re-determining the maximum remuneration attributed to the same at Euro 212,500 gross per year, without prejudice, for all other elements, to the resolution adopted by the Shareholders' Meeting on April 29, 2022;

- to appoint a new member of the Board of Directors, subject to the entry into force of the New Bylaws on the Execution Date, until the expiration of the current Board of Directors, recognizing a remuneration of 12,500 euros gross annually, in addition to an attendance fee of 500 euros for each meeting attended by the same (inclusive of any expenses or costs that the Director would incur in attending the meeting), in the person of Priscilla Pettiti, born in Rome, on 28 June 1963, Tax Code PTPPSC63H68H501P.

Relevant documentation is available to the public at [www.landirenzogroup.com](http://www.landirenzogroup.com) (Investors / Governance section) and on the authorized storage mechanism eMarketStorage (<https://www.emarketstorage.it/>).

As of the Closing Date, the Board of Directors will be composed as follows: Stefano Landi; Annalisa Stupenengo; Sergio Iasi; Massimo Lucchini; Andrea Landi; Sara Fornasiero (independent director); Pamela Morassi (independent director); Anna Maria Artoni (independent director); Daniele Straventa; and Priscilla Pettiti.

Pursuant to Article 147-ter, paragraph 1-ter of Legislative Decree 58/98 and the Bylaws, the new composition of the Board of Directors respects the gender distribution criterion.

### Integration of the Board of Statutory Auditors

The Ordinary Shareholders' Meeting, following the proposed resolutions of the Board of Directors and having taken note of the nominations made by the majority shareholder GBD – Green by definition S.p.A., resolved, effective as of the Execution Date:

- to integrate the Board of Statutory Auditors in accordance with Article 2401 of the Italian Civil Code, effective as of the Execution Date and remaining in office until the expiration of the current Board of Statutory Auditors, without prejudice to the compensation granted to the current Board of Statutory Auditors by resolution of the Shareholders' Meeting on April 29, 2022 appointing Marina Vienna, born in Udine, on 25 June 1963, Tax Code VNNMRN63H65L483J as Effective Auditor and confirming Gian Marco Amico di Meane, born in Torino, on 28 April 1972, Tax Code MCDGMR72D28L219X e Luca Zoani, born in Milano, on 26 November 1977, Tax Code ZNOLCU77S26F205D, as alternate Auditors;
- to appoint a new Alternate Auditor, subject to the effectiveness of the New Bylaws on the Execution Date, until the expiration of the current Board of Statutory Auditors, in the person of Anna Cacciaguerra, born in Udine, on 23 April 1972, Tax Code CCCNNA72D63L483P.

Relevant documentation is available to the public at [www.landirenzogroup.com](http://www.landirenzogroup.com) (Investors / Governance section) and on the authorized storage mechanism eMarketStorage (<https://www.emarketstorage.it/>).

As of the Closing Date, the Board of Statutory Auditors will be composed as follows:

- **Statutory Auditors:** Fabio Zucchetti (chairman); Luca Aurelio Guarna; and Marina Vienna;
- **Alternate Auditors:** Gianmarco Amico di Meane; Luca Zoani; and Anna Cacciaguerra.

Pursuant to Article 148, paragraph 1-bis, of Legislative Decree 58/98 and the Bylaws, the new composition of the Board of Statutory Auditors respects the criterion of gender distribution.

### Reverse stock split

The Extraordinary Shareholders' Meeting resolved to execute a reverse stock split of the ordinary shares of Landi Renzo S.p.A. in the ratio of 1 new ordinary share with regular dividend entitlement for every 10 existing ordinary shares and the related amendment to Article 5 of the Articles of Association.

More information on the Share Grouping can be found in the explanatory report to the Shareholders' Meeting prepared by the Board of Directors on the proposal concerning item 1 on the agenda of the extraordinary part of the October 31, 2024 Shareholders' Meeting.

The minutes of the Shareholders' Meeting, the new bylaws, and the summary statement on the votes will be made available to the public in the terms and modalities prescribed by applicable laws and regulations, and therefore will also be available on the Company's website at [www.landirenzogroup.com](http://www.landirenzogroup.com), Investors section, Governance, 2024 Assembly meeting documents section.

**Landi Renzo** is the global leader in the natural gas, biomethane and hydrogen sustainable mobility and infrastructure sector. The Group stands out for its extensive presence at global level in over 50 countries, generating nearly 90% of its revenues abroad. Landi Renzo S.p.A. has been listed on the Euronext STAR Milan segment of Borsa Italiana since June 2007.

*This press release is a translation. The Italian version will prevail.*

**LANDI RENZO**

Paolo Cilloni  
CFO and Investor Relator  
[ir@landi.it](mailto:ir@landi.it)

**Media Contacts: Community**

Roberto Patriarca – 335 6509568  
Silvia Tavola – 338 6561460  
Lucia Fava – 366 5613441  
[landirenzo@community.it](mailto:landirenzo@community.it)

Fine Comunicato n.0915-59-2024

Numero di Pagine: 5