

Informazione Regolamentata n. 0915-85-2024	Data/Ora Inizio Diffusione 22 Novembre 2024 07:51:09	Euronext Star Milan
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Societa' : LANDI RENZO

Identificativo Informazione  
Regolamentata : 198548

Utenza - Referente : LANDIN03 - Cilloni

Tipologia : REGEM

Data/Ora Ricezione : 22 Novembre 2024 07:51:09

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Oggetto : Notice of offering of up to 12,600,000 ordinary  
shares of Landi Renzo S.p.A.

*Testo del comunicato*

Vedi allegato



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## NOTICE OF OFFERING OF UP TO 12,600,000 ORDINARY SHARES OF LANDI RENZO S.P.A. PURSUANT TO ARTICLE 2441, PARAGRAPH 2, OF THE ITALIAN CIVIL CODE

On September 24, 2024, the Extraordinary Shareholders' Meeting of Landi Renzo S.p.A. ("**Landi Renzo**" or the "**Company**") resolved, among other things, to grant the Board of Directors the power, pursuant to article 2443 of the Italian Civil Code, to increase the share capital, in one or more tranches, up to a maximum countervalue (including any share premium) of Euro 25 million, by issuing ordinary shares with the same characteristics as those outstanding (the "**New Shares**") to be offered to the shareholders on a pre-emptive basis pursuant to Article 2441 of the Italian Civil Code, to be paid for either by cash contributions or by voluntary set-off, pursuant to Article 1252 of the Italian Civil Code, of receivables owed to the Company by the shareholders to be subscribed in any case by December 31, 2024 (the "**Option Capital Increase**"). The Board of Directors of the Company, on November 6, 2024, has exercised the aforementioned proxy and, on November 12, 2024, set the final terms of the Option Capital Increase. That being said, Landi Renzo

### OFFERS TO OPTION, PURSUANT TO AND FOR THE PURPOSES OF ART. 2441, SECTION 2, OF THE ITALIAN CIVIL CODE, TO THE LANDI RENZO SHAREHOLDERS OWNING ORDINARY SHARES THE NEW SHARES UNDER THE FOLLOWING CONDITIONS ("**Offering**"):

**Number of New Shares and option ratio** The Offering consists of a offering to the Company's shareholders of a maximum of no. 12,600,000 newly issued ordinary shares of Landi Renzo, with a par value of Euro 1.984, with regular dividend entitlement, arising from the Option Capital Increase. The New Shares are offered to the shareholders on a pre-emptive basis, on the basis of the ratio of no. 14 New Shares for every no. 25 ordinary shares held by the Company's shareholders (the "**Option Rights**"), pursuant to Article 2441, paragraph 1, of the Italian Civil Code.

**Price of the New Shares.** The subscription price of each New Share is equal to Euro 1.984, of which Euro 0.050 as capital and Euro 1.934 as share premium (the "**Option Price**"), for a maximum total amount (including any share premium) of the Capital Increase equal to Euro 24,998,400, of which Euro 630,000 is capital and Euro 24,368,400 is share premium.

**Characteristics of the New Shares.** The New Shares will be fungible with Landi Renzo's ordinary shares traded on Euronext STAR Milan organised and managed by Borsa Italiana S.p.A. ("**Euronext STAR Milan**"). The Option Rights will have ISIN code IT0005620684. The New Shares will be attributed the ISIN code IT0005619843, i.e. the same ISIN code attributed to the Landi Renzo shares already outstanding.

**Period of the Rights Offering and how to subscribe.** The Option Rights valid for subscription of the New Shares shall be exercised, under penalty of forfeiture, from November 25, 2024 to December 9, 2024, (included) (the "**Subscription Period**"). The Option Rights will also be tradable on Euronext STAR Milan from November 25, 2024 to December 3, 2024 (extremes included). Should the Option Rights not be sold on the market within the trading deadline of the Option Rights and/or that the Option Rights not be exercised by the end of the Subscription Period, the holder of the Rights will forfeit the right to sell in the market and/or exercise each of the Option Rights, without being awarded any compensation, reimbursement of expenses or economic benefit of any kind. The Option Rights not exercised by the end of the Subscription Period will be offered on Euronext Milan by the Company within the month following the end of the Subscription Period, for at least two trading days (and unless they have already been fully sold), pursuant to Article 2441,



paragraph 3, of the Italian Civil Code (the “**Rights Auction**”). The eventual dates of the Rights Auction will be communicated to the public through press release.

Subscription to the Offering will take place through subscription, including electronically, of forms specifically prepared by the authorised intermediaries participating in the centralized management system of Monte Titoli S.p.A., who are required to give instructions to the latter by 2:00 p.m. (CET time) on the last day of the Subscription Period. Accordingly, each subscriber must submit an appropriate subscription request in the manner and within the time limit that his or her depository intermediary will have communicated to him or her to ensure compliance with the above deadline. Payment in full for subscription of the New Shares shall be made at the time of subscription of the same, at the authorised intermediary with whom the application for subscription has been submitted by exercising the relevant Option Rights; no additional charge or expense shall be imposed by the Company on the applicant. The New Shares subscribed by the end of the Subscription Period will be credited to the accounts of the authorized intermediaries participating in the Monte Titoli S.p.A. centralized management system at the end of the settlement phase on the last day of the Subscription Period, with availability on the same date. Notification of the allocation of the New Shares will be made by the authorized intermediaries participating in the Monte Titoli S.p.A. centralized management system.

**Recipients.** The Offering is being promoted in the form of a public offering exclusively in Italy. In particular, the New Shares and the Option Rights have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), nor under the regulations in force in Canada, Japan and Australia or in any other country in which the Rights Offering is not permitted in the absence of specific authorisation by the competent Authorities in accordance with applicable legal and regulatory provisions, or as an exception to the same provisions (collectively, the “**Other Countries**”) and consequently may not be offered, sold or, otherwise, delivered directly or indirectly in the United States of America, Canada, Japan, Australia or in the Other Countries, in the absence of specific authorisation by the competent Authorities in accordance with the applicable legal and regulatory provisions, without prejudice to cases of exemption from registration under the Securities Act.

**Admission to trading.** The New Shares will be automatically admitted to trading on Euronext STAR Milan, pursuant to article 2.4.1 of the Rules of the Markets organised and managed by Borsa Italiana S.p.A., in the same way as Landi Renzo’s outstanding shares.

**Places where the Prospectus is available** The prospectus relating to the admission to trading on Euronext STAR Milan of the New Shares (the “**Prospectus**”) is available to the public in accordance with the applicable laws and regulations and is available at Landi Renzo’s registered office at Via Nobel n. 2/4, Cavriago (RE), as well as on the Company’s website [www.landirenzogroup.com](http://www.landirenzogroup.com). The approval and publication of the Prospectus has been made known to the public in the manner and within the terms required by law.

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This notice is filed with the Register of Companies of Reggio Emilia pursuant to Article 2441, paragraph 2, of the Italian Civil Code and made available to the public at the registered office at Via Nobel No. 2/4, Cavriago (RE), on the Company’s website [www.landirenzogroup.com](http://www.landirenzogroup.com), as well as at the authorized storage mechanism at [www.emarketstorage.com](http://www.emarketstorage.com). This notice will also be published in the Newspaper “Italia Oggi” on November 22, 2024.



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Caviago (RE), November 22, 2024

**Landi Renzo S.p.A.**

The Chairman of the Board of Directors

Stefano Landi

