



**INTERIM MANAGEMENT REPORT  
AT 30 SEPTEMBER 2024**

## CONTENTS

### 1. GENERAL INFORMATION

- 1.1. Corporate officers and information
- 1.2. Group Structure
- 1.3. Landi Renzo Group Financial Highlights
- 1.4. Significant events during the period

### 2. DIRECTORS' OBSERVATIONS ON BUSINESS PERFORMANCE

- 2.1. Performance and notes on the main changes in the consolidated financial statements as at 30 September 2024
- 2.2. Information upon request of Consob pursuant to art. 114, Legislative Decree no. 58/1999 ("TUF")
- 2.3. Significant events after the end of the quarter and likely future developments

### 3. INTERIM CONSOLIDATED FINANCIAL STATEMENTS AS AT 30 SEPTEMBER 2024

- 3.1. General accounting standards and consolidation principles
- 3.2. Consolidated Statement of Financial Position
- 3.3. Consolidated Income Statement
- 3.4. Consolidated Statement of Comprehensive Income
- 3.5. Consolidated Cash Flow Statement
- 3.6. Consolidated Statement of Changes in Shareholders' Equity

## 1. GENERAL INFORMATION

### 1.1. CORPORATE OFFICERS AND INFORMATION

On the date this Interim Management Report was drafted, the company officers were as follows:

#### **Board of Directors**

Executive Chairman	Stefano Landi
Vice Chairman	Sergio Iasi
Chief Executive Officer	Annalisa Stupenengo
Director	Silvia Landi (*)
Director	Massimo Lucchini
Director	Andrea Landi
Independent Director	Pamela Morassi
Independent Director	Sara Fornasiero (**)
Independent Director	Anna Maria Artoni

#### **Board of Statutory Auditors**

Chairman of the Board of Statutory Auditors	Fabio Zucchetti
Statutory Auditor	Luca Aurelio Guarna
Statutory Auditor	Diana Rizzo (*)
Alternate Auditor	Luca Zoani
Alternate Auditor	Gian Marco Amico di Meane

#### **Control, Risks and Sustainability Committee**

Chairperson	Sara Fornasiero
Committee Member	Sergio Iasi
Committee Member	Anna Maria Artoni

#### **Appointment and Remuneration Committee**

Chairperson	Pamela Morassi
Committee Member	Massimo Lucchini
Committee Member	Anna Maria Artoni

#### **Committee for Transactions with Related Parties**

Committee Member	Sara Fornasiero
Committee Member	Pamela Morassi
Committee Member	Anna Maria Artoni

#### **Supervisory Board (Italian Legislative Decree 231/01)**

Chairperson	Jean-Paule Castagno
Board Member	Domenico Sardano
Board Member	Filippo Alliney

#### **Independent Auditing Firm**

PricewaterhouseCoopers S.p.A.

#### **Financial Reporting Manager**

Paolo Cilloni

(\*) Silvia Landi and Diana Rizzo, Director and Statutory Auditor Landi Renzo S.p.A., respectively, resigned from office effective as of the date of the subscription and full payment of the share capital increase reserved to Invitalia – Agenzia nazionale per l'attrazione degli investimenti e lo sviluppo d'impresa S.p.A.

(\*\*) The Director also holds the office of Lead Independent Director

#### **Registered office and company details**

Landi Renzo S.p.A.  
Via Nobel 2/4

42025 Corte Tegge – Cavriago (RE) – Italy

Tel. +39 0522 9433

Share capital: Euro 22,500,000

Tax ID and VAT Reg. No. IT00523300358

This report is available online at:

[www.landirenzogroup.com](http://www.landirenzogroup.com)

## 1.2. GROUP STRUCTURE

Description	Registered Office	% stake at 30 September 2024		Notes
		Direct investment	Indirect investment	
<b>Parent Company</b>				
Landi Renzo S.p.A.	Cavriago (Italy)	Parent Company		
<b>Companies consolidated using the line-by-line method</b>				
Landi International B.V.	Amsterdam (The Netherlands)	100.00%		
Landi Renzo Polska Sp.Zo.O.	Warsaw (Poland)		100.00%	(1)
LR Industria e Comercio Ltda	Rio de Janeiro (Brazil)	99.99%		
Beijing Landi Renzo Autogas System Co. Ltd	Beijing (China)	100.00%		
L.R. Pak (Pvt) Limited	Karachi (Pakistan)	70.00%		
Landi Renzo Pars Private Joint Stock Company	Tehran (Iran)	99.99%		
Landi Renzo RO srl	Bucharest (Romania)	100.00%		
Landi Technologies Inc.	Torrance - California (USA)	100.00%		(2)
AEB America S.r.l.	Buenos Aires (Argentina)	96.00%		
Officine Lovato Private Limited	Mumbai (India)	74.00%		
OOO Landi Renzo RUS	Moscow (Russia)	51.00%		
SAFE&CEC S.r.l.	San Giovanni Persiceto (Italy)	51.00%		
SAFE S.p.A.	San Giovanni Persiceto (Italy)		100.00%	(3)
IMW Industries LTD	Chilliwak (Canada)		100.00%	(3)
IMW Industries del Perú S.A.C.	Lima (Peru)		100.00%	(4)
IMW Industries LTDA	Cartagena (Colombia)		100.00%	(4)
IMW Energy Tech LTD	Suzhou (China)		100.00%	(4)
IMW Industries LTD Shanghai	Shanghai (China)		100.00%	(4)
Metatron S.p.A.	Castel Maggiore (Italy)	100.00%		
Metatron Control System (Shanghai)	Shanghai (China)		84.00%	(5)
<b>Associates and subsidiaries consolidated using the equity method</b>				
Krishna Landi Renzo India Private Ltd Held	Gurugram - Haryana (India)	51.00%		(6)
<b>Other minor companies</b>				
Landi Renzo VE.CA.	Caracas (Venezuela)	100.00%		(7)
Lovato do Brasil Ind Com de Equipamentos para Gas Ltda	Curitiba (Brazil)	100.00%		(7)
EFI Avtosanoat-Landi Renzo LLC	Navoiy Region (Uzbekistan)	68.45%		(6) (7)
Metatron Technologies India Plc	Mumbai (India)		100.00%	(5) (7)

### Detailed notes on investments:

- (1) Held indirectly through Landi International B.V.
- (2) Previously named Landi Renzo USA Corporation
- (3) Held indirectly through SAFE&CEC S.r.l.
- (4) Held indirectly through IMW Industries LTD
- (5) Held indirectly through Metatron S.p.A.
- (6) Company joint venture
- (7) Not consolidated as a result of their irrelevance

### 1.3. LANDI RENZO GROUP FINANCIAL HIGHLIGHTS

(Thousands of Euro)

ECONOMIC INDICATORS FOR THE THIRD QUARTER	Q3 2024	Q3 2023	Change
Revenue	58,589	69,333	-10,744
Adjusted Gross Operating Profit (EBITDA) (1)	-1,751	653	-2,404
Gross operating profit (EBITDA)	-2,214	-810	-1,404
Net operating profit (EBIT)	-6,221	-5,070	-1,151
Earnings before taxes (EBT)	-9,168	-7,378	-1,790
Net profit (loss) for the Group and minority interests	-8,868	-7,677	-1,191
Adjusted gross operating profit (EBITDA) / Revenue	-3.0%	0.9%	
Gross operating profit (EBITDA) / Revenue	-3.8%	-1.2%	
Net profit (loss) for the Group and minority interests / Revenue	-15.1%	-11.1%	

(Thousands of Euro)

ECONOMIC INDICATORS OF THE FIRST NINE MONTHS	30/09/2024	30/09/2023	Change
Revenue	197,731	221,138	-23,407
Adjusted gross operating profit (EBITDA) (1)	-1,696	4,573	-6,269
Gross operating profit (EBITDA)	-5,918	-1,122	-4,796
Net operating profit (EBIT)	-17,695	-13,893	-3,802
Earnings before taxes (EBT)	-27,150	-22,996	-4,154
Net profit (loss) for the Group and minority interests	-27,329	-28,611	1,282
Adjusted gross operating profit (EBITDA) / Revenue	-0.9%	2.1%	
Gross operating profit (EBITDA) / Revenue	-3.0%	-0.5%	
Net profit (loss) for the Group and minority interests / Revenue	-13.8%	-12.9%	

(Thousands of Euro)

STATEMENT OF FINANCIAL POSITION	30/09/2024	31/12/2023	30/09/2023
Net fixed assets and other non-current assets	141,065	142,475	144,582
Operating capital (2)	56,682	52,683	61,467
Non-current liabilities (3)	-12,098	-12,549	-13,021
NET INVESTED CAPITAL	185,649	182,609	193,028
Net financial position (4)	127,805	112,405	114,427
Net Financial Position - adjusted (5)	113,831	98,592	100,816
Shareholders' equity	57,844	70,204	78,601
BORROWINGS	185,649	182,609	193,028

(Thousands of Euro)

KEY INDICATORS	30/09/2024	31/12/2023	30/09/2023
Operating capital / Revenue (rolling 12 months)	20.2%	17.4%	19.8%
Adjusted net financial position (5) / Shareholders' equity	2.0	1.40	1.28
Adjusted net financial position (5) / Adjusted EBITDA (rolling 12 months)	151.77	14.05	9.06
Personnel (peak)	953	964	969

(Thousands of Euro)

CASH FLOWS	30/09/2024	31/12/2023	30/09/2023
Operational cash flow	-19,516	-5,632	-13,049
Cash flow for investment activities	-7,173	-9,134	-6,423
<b>Gross FREE CASH FLOW</b>	<b>-26,689</b>	<b>-14,766</b>	<b>-19,472</b>
Non-recurring expenditure for voluntary resignation incentives	-828	-1,334	-916
<b>Net FREE CASH FLOW</b>	<b>-27,517</b>	<b>-16,100</b>	<b>-20,388</b>
Future share capital increase contribution	14,982	0	0
Repayment of leases (IFRS 16)	-2,854	-3,808	-2,857
<b>Overall cash flow</b>	<b>-15,389</b>	<b>-19,908</b>	<b>-23,245</b>

(1) The data does not include the recognition of non-recurring costs. As EBITDA is not identified as an accounting measure under IAS/IFRS, it may be calculated in different manners. EBITDA is a measure used by the company's management to monitor and evaluate its operating performance. Management believes that EBITDA is an important parameter to measure the company's operating performance, as it is not influenced by the effects of the different criteria for determining the tax base, the amount and characteristics of invested capital and relative amortisation and depreciation policies. The company's way of calculating EBITDA may not be the same as the methods adopted by other companies/groups, and therefore its value may not be comparable with the EBITDA calculated by others.

(2) This is calculated as the difference between Trade Receivables, Inventories, Contract Work in Progress, Other Current Assets and Trade Payables, Tax liabilities, Other Current Liabilities (net of payables for the purchase of equity investments).

(3) These are calculated by totalling Deferred Tax Liabilities, Defined Benefit Plans for employees and Provisions for Risks and Charges.

(4) The net financial position is calculated in accordance with the provisions of Consob Communication DEM/6064293 of 28 July 2006 as amended (as most recently amended on 5 May 2021, to adopt the new ESMA recommendations 32-232-1138 of 4 March 2021).

(5) Not including the effects of the adoption of IFRS 16 - Leases, the fair value of derivative financial instruments and the commitment to the acquisition of equity investments.

#### 1.4. SIGNIFICANT EVENTS DURING THE PERIOD

- On 23 January 2024, the Board of Directors of Landi Renzo S.p.A. approved the 2024-2028 Business Plan, drafted with the support of a leading strategic consulting firm.
- On 8 March 2024, the Board of Directors of Landi Renzo S.p.A. revised the calendar of board and shareholders' meetings for the approval of the financial data at 31 December 2023 (as well as for the approval of the first 2024 quarterly report). These changes were required as it was necessary to redefine the medium/long-term loan agreements with financial institutions, activities carried out with the support of Mediobanca as financial advisor, with the duty of supporting the Company in the analysis of the Group's economic and financial situation and providing assistance in the formulation of a financial structure reorganisation and optimisation strategy. In this context, the Board of Directors also examined the unaudited preliminary consolidated results at 31 December 2023 in terms of Revenue, Adjusted EBITDA and the Net Financial Position.
- On 10 July 2024, the Board of Directors of Landi Renzo S.p.A. notified the market that it had received the acceptance of the banking sector to the review of its medium/long-term loan agreements as part of a capital strengthening operation involving the investment of the Business Protection Fund promoted by the Ministry of Enterprises and Made in Italy (MIMIT) and managed by Invitalia, Agenzia Nazionale per lo sviluppo S.p.A. ("Invitalia") in Landi Renzo S.p.A. This investment will take place by means of a share capital increase under option for a maximum total of Euro 25 million, guaranteed up to Euro 20 million by the majority shareholder GBD – Green by definition S.p.A. and, subject to the execution of the former for at least Euro 20 million, a share capital increase of Euro 20 million reserved to Invitalia.

In this regard, Landi Renzo S.p.A. has received:

- a notification from Invitalia concerning the approval by its Board of Directors of the investment in Landi Renzo, subject to several conditions precedent, including the successful outcome of the necessary ministerial authorisation steps and the finalisation of contractual documentation concerning the Financial Optimisation Project;
  - acceptance by the banks providing the pool loans (Banco BPM S.p.A., Intesa Sanpaolo S.p.A. and UniCredit S.p.A.) of the proposed financial and capital optimisation initiative. Indeed, all credit institutions approved the extension of credit line maturities, confirmed existing economic conditions and agreed on the definition of new covenant levels.
- On 17 July 2024, the Board of Directors of Landi Renzo S.p.A. approved the draft financial optimisation project aimed at stabilising the Company's capital structure and ensuring that the company will have the necessary resources for the implementation of the new five-year business plan. The approved manoeuvre is broken down into three steps:
    - I. a share capital increase under option for a maximum total of Euro 25 million, guaranteed up to Euro 20 million by the majority shareholder GBD – Green by definition S.p.A.; and
    - II. a share capital increase of Euro 20 million reserved to Invitalia;
    - III. a rescheduling of payments on the Company's outstanding medium/long-term financial debt to its lending banks.
  - Also on 17 July 2024, the Board of Directors of Landi Renzo S.p.A., after obtaining the non-binding



favourable opinion of the Committee for Transactions with Related Parties, authorised the renewal of lease agreements with Gireimm S.r.l. (a related party pursuant to the Related Party Procedure as Gireimm S.r.l., together with Girefin S.p.A., companies that are part of the Landi Trust, indirectly hold, through GBD - Green by Definition S.p.A., the control of the Company), on the building for commercial and production use located in Cavriago (RE), as well as on the prefabricated boxes designated for technical and technological plants serving the real estate complex for production use. The operation has been considered as “operation between related parties of Lesser Significance” by the Related Party Transactions Committee in accordance with applicable laws and regulations.

- On 17 July 2024, the employment relationship was consensually terminated with Mr Corrado Belicchi, Group Chief Operating Officer of Landi Renzo S.p.A., who no longer has any role in the Landi Renzo Group.
- on 23 July 2024, the Board of Directors of Landi Renzo S.p.A., considering the timing connected to the financial manoeuvre, updated the calendar of board and shareholders’ meetings.
- On 1 August 2024, as part of and in execution of the financial manoeuvre approved on 17 July 2024 by the Board of Directors, GBD – Green by definition S.p.A., Invitalia, as well as, limited to certain conditions, Girefin S.p.A., Gireimm S.r.l. and Itaca GAS S.r.l., shareholders of GBD – Green by definition S.p.A., signed an investment agreement governing, inter alia, the execution of a share capital increase under option for the current shareholders of the Company for a maximum total of Euro 25 million, guaranteed up to Euro 20 million by the majority shareholder GBD – Green by definition S.p.A. and, subject to the execution of the first increase for at least Euro 20 million, a second share capital increase of Euro 20 million reserved to Invitalia, through the issue of unlisted special class shares, increases that will be subject to the approval of the competent corporate bodies.

The investment agreement establishes that at the date of execution of the reserved share capital increase, subject to the fulfilment of specific conditions precedent, (i) Girefin, Gireimm and Itaca GAS will sign a shareholders' agreement with Invitalia, which will govern certain commitments made by the shareholders of GBD – Green by definition S.p.A. with reference to the circulation of shares of GBD – Green by definition S.p.A.; (ii) GBD and Invitalia will sign a shareholders' agreement concerning the governance of Landi Renzo S.p.A. regarding, inter alia, the recognition to Invitalia of certain administrative rights concerning the special class shares it has subscribed, as well as the circulation of shares of the Company held by GBD – Green by definition S.p.A. and Invitalia; and (iii) Girefin S.p.A. and Gireimm S.r.l. will sign an amendment with Itaca GAS S.r.l. of the shareholders' agreement entered into on 14 July 2022 governing, inter alia, the circulation of shares of GBD – Green by definition S.p.A. and the governance of GBD – Green by definition S.p.A. and Landi Renzo S.p.A.

- Also on 1 August 2024, the Company and the lending banks (i.e. UniCredit S.p.A., Intesa Sanpaolo S.p.A. and Sagitta SGR S.p.A., the latter having taken over for Banco BPM S.p.A.) also signed amendments of the medium/long-term pool loan agreements previously entered into on 29 June 2022 in order to implement the financial manoeuvre. Specifically, the repayment profile the pool loans was amended consistent with the generation of cash flows to service the debt pursuant to the 2024-2028 Business Plan, and the financial parameters set forth therein were reviewed accordingly, all with a confirmation of economic conditions in force. These amendments will become effective (with effect backdated to 28 June 2024) by 30 August 2024 after the conditions precedent set forth therein are met and will be subject to the condition subsequent, inter alia, of the completion of the share capital increase under option and the reserved share capital increase within the agreed timeframes.

- The Board of Directors of Landi Renzo S.p.A. approved the draft financial statements and the consolidated financial statements at 31 December 2023 on 5 August 2024 and the Interim Management Report at 31 March 2024 on 7 August 2024.
- On 24 September 2024, the Ordinary Shareholders' Meeting of Landi Renzo S.p.A. approved the Financial Statements as at 31 December 2023, approving the coverage of the loss for the year of Euro 35,167,303.07 by using the share premium reserve; furthermore, the same Shareholders' Meeting approved:
  - the first section of the Report on the remuneration policy drafted pursuant to Article 123-ter of the Consolidated Financial Law and Article 84-quater of the Issuers' Regulation, and voted in favour of the second section pursuant to Article 123-ter of the Consolidated Financial Law;
  - the engagement of the auditing firm KPMG S.p.A., in compliance with the opinion provided by the Board of Statutory Auditors (in its role as the Internal Control and Audit Committee) to audit the accounts for the 2025-2033 period pursuant to Italian Legislative Decree 39/2010 and Regulation (EU) no. 537/2014.
- Also on 24 September 2024, the Extraordinary Shareholders' Meeting of Landi Renzo S.p.A., as part and in execution of the financial optimisation project initiated by the Company and in compliance with the agreements set forth in the Investment agreement signed on 1 August 2024 by GBD - Green by definition S.p.A. and Invitalia and, limited to certain provisions, the shareholders of GBD - Green by definition S.p.A., vested the Board of Directors with a dual mandate pursuant to article 2443 of the Italian Civil Code (the "Mandate"):
  - to increase the share capital, against payment, for a total of up to Euro 25 million, including the share premium, by means of the issue of new ordinary shares of the company, with regular dividend entitlement, with the same characteristics as those outstanding, to be offered under option to the shareholders pursuant to article 2441 of the Italian Civil Code and to be paid up by means of contributions in cash and by means of voluntary offsetting pursuant to article 1252 of the Italian Civil Code against subscriber receivables due from the Company, to be approved and subscribed in any event by 31 December 2024 (the "Share Capital Increase under Option"), without prejudice to the fact that the newly issued ordinary shares will be offered at the price (including any share premium) that will be established by the Board of Directors during its exercise of the Mandate, according to best market practice, close to the start of the subscription period of the Share Capital Increase under Option on the basis of the value of the Company's statutory book shareholders' equity set forth in the most recent available approved statement of financial position of the Company, the stock exchange price trend of the Company's shares over the last 12 months, it being possible to take into consideration shorter reference periods as well, the consolidated income statement and financial position of the Company and the general performance of the financial markets, with the specification that the price thus determined will be subject to a discount with respect to the TERP (theoretical ex rights price), of the Landi Renzo S.p.A. shares, the latter in turn calculated according to current methodologies and practice; and
  - to increase the share capital, in a single tranche, on an indivisible basis, against payment for a total of Euro 20 million, including the share premium, with the exclusion of the option right pursuant to article 2441, paragraph 5, of the Italian Civil Code, by means of the issue of special category unlisted shares with no nominal value, convertible at any time, all and/or in part, into ordinary shares at the ratio of 1:1, to be reserved to Invitalia, to be approved and subscribed by the deadline of 31 December 2024 (the "Reserved Share Capital Increase"), without prejudice to the fact that the newly issued special category shares will be offered at a price (including any share premium) identical to the ordinary share issue

price as part of the Share Capital Increase under Option.

The Extraordinary Shareholders' Meeting also approved the resulting amendment of article 5 of the articles of association, in particular:

- a) the amendment, with immediate effect, of article 5 of the articles of association and the elimination of the nominal value of the shares, currently equal to Euro 0.10, so that the nominal value of the shares will be implicit in the ratio between the amount of the share capital and the number of shares outstanding;
  - b) the amendment, with immediate effect, of article 11 of the articles of association and the introduction of a new article 11-bis concerning the possibility of holding the Shareholders' Meeting via the exclusive participation of the designated representative;
  - c) the amendment of articles 6, 6-bis, 12, 14, 19 and 22 of the articles of association, introducing a new article 6-quinquies with reference to the establishment of a new category of shares with some special rights relating to the governance of Landi Renzo S.p.A., effective subject to the condition precedent of the full subscription by Invitalia of the Reserved Share Capital Increase.
- on 26 September 2024, Silvia Landi, Director of Landi Renzo S.p.A., resigned from office for personal reasons effective as of the date of the subscription and full payment of the share capital increase reserved to Invitalia (the "Execution Date"). Silvia Landi does not qualify as an independent or executive director and is not a member of any board committees; she is the settlor of the Landi Trust, which holds all shares of Girefin S.p.A., which in turn controls (along with its direct subsidiary Gireimm S.r.l.) the current majority shareholder of Landi Renzo, GBD - Green by definition S.p.A.

On the same date, Diana Rizzo, Statutory Auditor of Landi Renzo S.p.A., elected on 29 April 2022 from the list submitted by the shareholders which at the appointment date directly held the majority (Girefin S.p.A. and Gireimm S.r.l.), resigned from office for reasons connected to certain contractual commitments linked to the share capital increases currently underway, effective as of the Execution Date. Statutory Auditor Diana Rizzo instead does not directly and/or indirectly hold any shares of Landi Renzo S.p.A.

No indemnities or other benefits of any type are due to Director Silvia Landi or Statutory Auditor Diana Rizzo due to their departure from office. The resigning Director and Statutory Auditor will be replaced with the methods and within the terms of law, effective as of the Execution Date (i.e., the date on which the resignations will become effective).

- On 30 September 2024, the Board of Directors of Landi Renzo S.p.A. called the Shareholders' Meeting for 31 October on single call to approve, during the ordinary session:
  - the expansion of and appointment of a new member to the Board of Directors, with the expansion of the number of members of the Board of Directors from 9 to 10 and the redetermination of the compensation of the Board of Directors,
  - the appointment of a new member to the Board of Statutory Auditors pursuant to article 2401 of the Italian Civil Code;

and during the extraordinary session, the proposal for the reverse split of the ordinary shares of Landi Renzo S.p.A. and the resulting amendments of the Articles of Association.

## **2. DIRECTORS' OBSERVATIONS ON BUSINESS PERFORMANCE**

The deterioration of certain global macroeconomic conditions that are decisive for the Group's business and the international socio-political context negatively influenced the economic and financial performance of the Landi Renzo Group.

The year 2024 is turning out to have a number of significant critical issues for the entire mobility sector, from passenger vehicles to Mid & Heavy Duty commercial vehicles and off-road and/or agricultural vehicles, with a significant slowdown in sales and a general decline in the performance of all of the main European manufacturers. Underlying the difficulties encountered throughout the production chain, there is a strong economic imbalance between the significant investments in new technologies and infrastructures for the development of electric vehicles and the failure to realise the expected sales to meet these investments. The lack of demand development stems from several factors, among which the high cost of EVs (when compared to the same categories of vehicles with internal combustion engines) and the limited features they offer compared to the varied needs of consumers. Furthermore, the rise of Asian manufacturers in Western markets has further exacerbated the difficulties of the European automotive industry.

One of the main consequences of the above-mentioned scenario lies in the increasingly widespread trend towards extending the lifespan of vehicles, with a consequent reduction in new registrations of all types of vehicles, both EVs and non- EVs, and the progressive increase in the average age of the vehicle fleet in all countries.

The uncertainty regarding the declining trend of the energy transition principles in the mobility sector has also significantly impacted the American continent. As far as the Group's business is concerned, the main effects concerned the CNG sector, especially from an infrastructural point of view. As a matter of fact, the lack of clear guidance by the regulator and the major OEMs, coupled with a slower than expected drop in inflation, resulted in a cautious approach by major companies with large fleets of commercial vehicles, which opted to delay investments in vehicles and infrastructure (e.g., refuelling stations). This scenario significantly impacted the results of the US branches in the Clean Tech Solutions segment.

From a socio-political point of view, the fragile international balance has been a further penalising factor for the Group's performance. Specifically, the continuation of the Russia-Ukraine conflict continues to preclude the full development of historically relevant markets for both sectors in which the Group operates. In particular, the expansion of sanctions against Russia made it substantially impossible to market Green Transportation segment products in that country and adjacent territories, which are marked by their high use of both natural gas and LPG.

In addition to the tensions in Eastern Europe, the Middle East front, in which the war actions started at the end of 2023 between Israel and Hamas, has progressively widened, destabilising the entire region. Also in this case, the impacts, first and foremost commercial in nature, concerned the entire Group. Indeed, the use of natural gas and LPG for passenger vehicles is quite widespread in the Persian Gulf, while in the entire Middle East the Clean Tech Solutions segment had intensified its commercial presence in recent years, with projects linked to the development of CNG, biomethane and hydrogen solutions as well as oil & gas applications.

Overall, the changed reference macroeconomic and socio-political contexts significantly influenced performance as at 30 September 2024, which did not live up to forecasts.

## 2.1. PERFORMANCE AND NOTES ON THE MAIN CHANGES IN THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 30 SEPTEMBER 2024

The following table sets out the main economic indicators of the Group for the first nine months of 2024 compared with the same period in 2023.

(Thousands of Euro)	30/09/2024				30/09/2023 (restated)			
	Green Transportation	Clean Tech. Solutions	Adjustments	Landi Renzo Consolidated	Green Transportation	Clean Tech. Solutions	Adjustments	Landi Renzo Consolidated
Net sales outside the Group	141,975	55,756		197,731	155,011	66,127		221,138
Intersegment sales	339	0	-339	0	555	0	-555	0
<b>Total Revenues from net sales and services</b>	<b>142,314</b>	<b>55,756</b>	<b>-339</b>	<b>197,731</b>	<b>155,566</b>	<b>66,127</b>	<b>-555</b>	<b>221,138</b>
Other revenues and income	911	70		981	1,092	204		1,296
Operating costs	-145,484	-55,263	339	-200,408	-155,333	-63,083	555	-217,861
<b>Adjusted gross operating profit</b>	<b>-2,259</b>	<b>563</b>	<b>0</b>	<b>-1,696</b>	<b>1,325</b>	<b>3,248</b>	<b>0</b>	<b>4,573</b>
Non-recurring costs	-3,267	-955		-4,222	-4,575	-1,120		-5,695
<b>Gross operating profit</b>	<b>-5,526</b>	<b>-392</b>	<b>0</b>	<b>-5,918</b>	<b>-3,250</b>	<b>2,128</b>	<b>0</b>	<b>-1,122</b>
Amortisation, depreciation and impairment	-9,719	-2,058		-11,777	-10,598	-2,173		-12,771
<b>Net operating profit</b>	<b>-15,245</b>	<b>-2,450</b>	<b>0</b>	<b>-17,695</b>	<b>-13,848</b>	<b>-45</b>	<b>0</b>	<b>-13,893</b>
Financial income				754				891
Financial expenses				-8,997				-8,341
Exchange gains (losses)				-785				-277
Net income (expenses) from hyperinflation				-963				-1,337
Income (expenses) from equity investments				-504				-173
Income (expenses) from joint ventures measured using the equity method				1,040				134
<b>Profit (loss) before tax</b>				<b>-27,150</b>				<b>-22,996</b>
Taxes				-179				-5,615
<b>Net profit (loss) for the Group and minority interests, including:</b>				<b>-27,329</b>				<b>-28,611</b>
Net profit (loss) of minority interests				-1,668				-883
<b>Net profit (loss) of the Group</b>				<b>-25,661</b>				<b>-27,728</b>

The figure at 30 September 2023 was restated with a view to aligning the comparative figure with the classifications used to draft the consolidated income statement closed at 30 September 2024, which presented Net (income) expenses from hyperinflation separately.

Consolidated revenues for the first nine months of 2024 totalled Euro 197,731 thousand, decreasing by Euro 23,407 thousand (-10.6%) compared with the same period of the previous year, with different trends across the two segments in which the Group operates, specifically:

- Green Transportation segment revenues as at 30 September 2024 totalled Euro 141,975 thousand, decreasing by Euro 13,036 thousand (-8.4%) compared with the same period of the previous year. This result is primarily linked to:

- the decline in sales in the Passenger Car OEM channel, due to a leading customer's order trend; and
- the decline in sales, particularly in the third quarter of 2024, in the Mid & Heavy Duty OEM channel in the Chinese market, also due to an electric and diesel vehicle incentive campaign promoted by the Chinese government, despite the clear intent expressed by the main Chinese manufacturers of increasing the share of gas engines.

These trends negatively influenced segment performance in the first nine months of 2024, in terms of sales volumes as well as margins.

- Revenues from sales in the Clean Tech Solutions segment as at 30 September 2024 amounted to Euro 55,756 thousand, down by 15.7% compared with the same period of the previous year. Despite the significant trend reversal recorded in the third quarter of 2024 in terms of the receipt of orders and the value of production, with considerable benefits on margins as well, the results for the first nine months of 2024 in any event did not meet expectations.

Costs of raw materials, consumables and goods and changes in inventories overall went from Euro 138,294 thousand as at 30 September 2023 to Euro 121,116 thousand as at 30 September 2024, due to the overall turnover trend.

The costs of services and use of third-party assets amounted to Euro 42,423 thousand, compared with Euro 41,579 thousand in the same period of the previous year, and are inclusive of non-recurring costs relating to strategic consultancy of Euro 3,394 thousand.

Personnel costs amounted to Euro 38,312 thousand as at 30 September 2024, up compared with the same period of the previous year (Euro 37,373 thousand as at 30 September 2023) following the strengthening of the organisational structure by hiring new managers. As at 30 September 2024, personnel costs include non-recurring expenditure for voluntary resignation incentives of Euro 828 thousand (Euro 916 thousand as at 30 September 2023). The Group heavily invested in highly specialised resources to support the increasing research and development performed for new products and solutions, particularly for the Heavy Duty market and hydrogen and biomethane mobility, capitalised when they meet the requirements laid out in IAS 38.

The Group had a total of 953 employees at 30 September 2024, including 370 relating to the Clean Tech Solutions segment.

Allocations, write-downs and other operating expenses totalled Euro 2,779 thousand (Euro 6,310 thousand at 30 September 2023) and mainly relate to provisions for warranties. The significant provisions recognised in the first nine months of 2023 were primarily connected to the extraordinary, non-recurring provision of roughly Euro 2 million for potential risks for service campaigns on OEM components for product warranties, as well as higher provisions for bad debts.

The adjusted gross operating profit (EBITDA) as at 30 September 2024 stood at Euro -1,696 thousand compared with Euro 4,573 thousand in the same period of the previous year. This performance is primarily linked to Group business trends in the first nine months of 2024, and in particular:

- delays in production and the receipt of orders in the Clean Tech Solutions segment, only partially offset in the course of the third quarter (with a return to a positive adjusted profit margin);
- as far as the Green Transportation segment is concerned, the unfavourable sales mix, the decline in revenues in the OEM channel (both Passenger Car and, starting from the third quarter, Mid & Heavy Duty), as well as growth in fixed overhead costs.

The Gross Operating Loss (EBITDA) was Euro 5,918 thousand (loss of Euro 1,122 thousand as at 30 September 2023), inclusive of non-recurring costs of Euro 4,222 thousand (Euro 5,695 thousand as at 30 September 2023).

(Thousands of Euro)			
<b>NON-RECURRING COSTS</b>	<b>30/09/2024</b>	<b>30/09/2023</b>	<b>Change</b>
Strategic consultancy	3,394	1,576	1,818
Extraordinary accruals - warranties	0	1,908	-1,908
Non-recurring expenditure for voluntary resignation incentives	828	916	-88
Other extraordinary costs for structural optimisation	0	715	-715
Other extraordinary costs	0	580	-580
<b>Total</b>	<b>4,222</b>	<b>5,695</b>	<b>-1,473</b>

The Net Operating Loss (EBIT) for the year was Euro 17,695 thousand (loss of Euro 13,893 thousand at 30 September 2023), after accounting for amortisation, depreciation and impairment of Euro 11,777 thousand (Euro 12,771 thousand at 30 September 2023), of which Euro 2,522 thousand due to the application of IFRS - 16 Leases (Euro 2,574 thousand at 30 September 2023).

Total financial expenses (interest income, interest charges and exchange rate differences) amounted to Euro 9,028 thousand (Euro 7,727 thousand as at 30 September 2023) and include negative exchange effects of Euro 785 thousand (negative and equal to Euro 277 thousand as at 30 September 2023).

Financial expenses alone, amounting to Euro 8,997 thousand, rose compared with the same period of the previous year (Euro 8,341 thousand) and are a direct consequence of bank borrowing trends.

Net expenses from hyperinflation, amounting to Euro 963 thousand at 30 September 2024 (Euro 1,337 thousand at 30 September 2023), included the effects deriving from the application by the Argentine branch of IAS 29 - Financial reporting in hyperinflationary economies.

Income from joint ventures refers to the valuation at equity of the Indian joint venture Krishna Landi Renzo. The Indian joint venture was subject to an audit by the local tax and customs authorities, which identified a different interpretation for the purposes of the customs classification of certain products it imported in the 2019-2024 period. The management of the Indian company immediately worked to request an audit by two different leading advisors specialised in customs matters in the Indian market, which, after analysing the associated documentation, confirmed that the actions of the company were consistent with the customs regulations in force in India. After the receipt on 13 August 2024 of the measure sent to the Indian company by the local tax and customs authorities, the management of the Indian company engaged a leading legal advisor to prepare the relative defence documents, also taking into account the results of the above-mentioned audits performed by the advisors engaged. Considering the foregoing and taking into account the information currently available, the directors of the Indian company decided that, although with the uncertainty typical of analogous procedures, as things currently stand the prerequisites are not met to recognise provisions in the financial statements of the Indian company with reference to this situation. The management of the Landi Renzo Group will continue to monitor the evolution of the audit currently being performed by the local Indian authorities in order to evaluate its effects in terms of risk at Group level.

The first nine months of 2024 closed with a pre-tax loss (EBT) of Euro 27,150 thousand. The period as at 30 September 2023 closed with a pre-tax loss (EBT) of Euro 22,996 thousand.



The net result of the Group and minority interests as at 30 September 2024 showed a loss of Euro 27,329 thousand compared with a Group and minority interest loss of Euro 28,611 thousand as at 30 September 2023.

## SEGMENT REPORTING

The management has identified two operating segments in which the Landi Renzo Group operates, or:

- The **Green Transportation** segment, referring primarily to the design, manufacture and sale through the OEM and After Market channels of mechanical and electronic systems and components for the use of automotive gas (CNG - Compressed Natural Gas, LNG – Liquid Natural Gas, LPG, RNG – Renewable Natural Gas/Biomethane and Hydrogen) as well as, to a lesser extent, anti-theft alarms. This segment mainly includes the Landi Renzo, Metatron, AEB, Lovato and Med brands.
- The **Clean Tech Solutions** segment, referring to the design and manufacture of compressors for the processing and distribution of gas (CNG, RNG and Hydrogen) as well as operations in the Oil&Gas market. The broad range of SAFE&CEC Group products makes it possible to satisfy multiple market requirements for the construction of automotive CNG, RNG and hydrogen distribution stations. This segment mainly includes the SAFE, IMW and Idro Meccanica brands.

### Breakdown of sales by business segment

#### Third quarter 2024 compared to third quarter 2023

(Thousands of Euro)

Distribution of revenues by segment	Q3 2024	% of revenues	Q3 2023	% of revenues	Changes	%
Green Transportation segment	39,513	67.4%	50,751	73.2%	-11,238	-22.1%
Clean Tech Solutions	19,076	32.6%	18,582	26.8%	494	2.7%
<b>Total revenues</b>	<b>58,589</b>	<b>100.0%</b>	<b>69,333</b>	<b>100.0%</b>	<b>-10,744</b>	<b>-15.5%</b>

#### First nine months 2024 compared to first nine months 2023

(Thousands of Euro)

Distribution of revenues by segment	30/09/2024	% of revenues	30/09/2023	% of revenues	Changes	%
Green Transportation segment	141,975	71.8%	155,011	70.1%	-13,036	-8.4%
Clean Tech Solutions	55,756	28.2%	66,127	29.9%	-10,371	-15.7%
<b>Total revenues</b>	<b>197,731</b>	<b>100.0%</b>	<b>221,138</b>	<b>100.0%</b>	<b>-23,407</b>	<b>-10.6%</b>



Consolidated revenues declined compared with the same period of the previous year by Euro 23,407 thousand (-10.6%), due to the performance of the Clean Tech Solutions segment, which was impacted by delays in the production of certain particularly complex and innovative projects relating to hydrogen business products (only partially recovered in the third quarter), as well as the downturn in revenues of the Green Transportation segment in the Passenger Car OEM channel and, starting from the third quarter of 2024, the Mid & Heavy Duty OEM channel in the Chinese market.

## Breakdown of sales by geographical area

### Third quarter 2024 compared to third quarter 2023

(Thousands of Euro)

Geographical distribution of revenues	Q3 2024	% of revenues	Q3 2023	% of revenues	Changes	%
Italy	8,253	14.1%	8,633	12.5%	-380	-4.4%
Europe (excluding Italy)	29,955	51.1%	38,827	56.0%	-8,872	-22.9%
America	12,112	20.7%	9,870	14.2%	2,242	22.7%
Asia and Rest of the World	8,269	14.1%	12,003	17.3%	-3,734	-31.1%
<b>Total</b>	<b>58,589</b>	<b>100.0%</b>	<b>69,333</b>	<b>100.0%</b>	<b>-10,744</b>	<b>-15.5%</b>

### First nine months 2024 compared to first nine months 2023

(Thousands of Euro)

Geographical distribution of revenues	At 30/09/2024	% of revenues	At 30/09/2023	% of revenues	Changes	%
Italy	23,359	11.8%	23,961	10.8%	-602	-2.5%
Europe (excluding Italy)	104,480	52.8%	122,333	55.3%	-17,853	-14.6%
America	33,374	16.9%	38,845	17.6%	-5,471	-14.1%
Asia and Rest of the World	36,518	18.5%	35,999	16.3%	519	1.4%
<b>Total</b>	<b>197,731</b>	<b>100.0%</b>	<b>221,138</b>	<b>100.0%</b>	<b>-23,407</b>	<b>-10.6%</b>

Regarding the geographical distribution of revenues, during the first nine months of 2024 the Group realised 88.2% (89.2% at 30 September 2023) of its consolidated revenues abroad (52.8% in Europe and 35.4% outside Europe).

## Profitability

### Green Transportation operating segment performance

(Thousands of Euro)

GREEN TRANSPORTATION	30/09/2024	30/09/2023	Changes	%
<b>Net sales outside the Group</b>	<b>141,975</b>	<b>155,011</b>	<b>-13,036</b>	<b>-8.4%</b>
Intersegment sales	339	555	-216	-38.9%
Total Revenues from net sales and services	142,314	155,566	-13,252	-8.5%
Other revenues and income	911	1,092	-181	-16.6%

Operating costs	-145,484	-155,333	9,849	-6.3%
<b>Adjusted gross operating profit (EBITDA)</b>	<b>-2,259</b>	<b>1,325</b>	<b>-3,584</b>	
Non-recurring costs	-3,267	-4,575	1,308	
<b>Gross operating profit (EBITDA)</b>	<b>-5,526</b>	<b>-3,250</b>	<b>-2,276</b>	
Amortisation, depreciation and impairment	-9,719	-10,598	879	
<b>Net operating profit (EBIT)</b>	<b>-15,245</b>	<b>-13,848</b>	<b>-1,397</b>	
<b>Adjusted EBITDA margin</b>	<b>-1.6%</b>	<b>0.9%</b>		
<b>EBITDA margin</b>	<b>-3.9%</b>	<b>-2.1%</b>		

### Sales revenues

Revenues from sales in the Green Transportation segment as at 30 September 2024 amounted to Euro 141,975 thousand, compared with Euro 155,011 thousand as at 30 September 2023 (-8.4%). This performance was caused primarily by the downturn in revenues in the OEM market (Euro 86.0 million as at 30 September 2024 compared with Euro 98.7 million as at 30 September 2023).

In detail, sales in the Mid & Heavy Duty OEM channel were influenced by declining demand in the Chinese market, despite the clear intent expressed by the main Chinese manufacturers of increasing the share of gas engines. On the other hand, sales in the Passenger Car OEM channel were impacted by a major customer's order trend.

Sales in the After Market channel, amounting to Euro 56.0 million (compared with Euro 56.3 million at 30 September 2023), primarily relate to orders from distributors and authorised installers, both domestic and foreign.

### Revenue by geographical area

A breakdown of revenues from sales in the Green Transportation segment by geographical area is provided below.

(Thousands of Euro)	At 30/09/2024		At 30/09/2023		Changes	
<b>GREEN TRANSPORTATION</b>		<b>% of revenues</b>		<b>% of revenues</b>		<b>%</b>
Italy	15,546	11.0%	18,112	11.7%	-2,566	-14.2%
Europe (excluding Italy)	79,852	56.2%	91,779	59.2%	-11,927	-13.0%
America	15,078	10.6%	13,310	8.6%	1,768	13.3%
Asia and Rest of the World	31,499	22.2%	31,810	20.5%	-311	-1.0%
<b>Total</b>	<b>141,975</b>	<b>100.0%</b>	<b>155,011</b>	<b>100.0%</b>	<b>-13,036</b>	<b>-8.4%</b>

#### Italy

The Group's sales in Italy reached Euro 15,546 thousand, marking a downturn compared with the same period of the previous year (-14.2%).

#### Europe

The rest of Europe represents 56.2% of total sales (59.2% in the first nine months of 2023) and is down (-13%) compared with the same period of the previous year due to the trend in orders from a major Passenger Car OEM customer.

#### America

Sales made in the first nine months of 2024 on the American continent, amounting to 10.6% of total sales, rose by 13.3% especially due to the positive trend in the Latam area.

### Asia and Rest of the World

Sales in Asia and the Rest of the World amounted to 22.2% of total revenue (20.5% in the first nine months of 2023) and were influenced by the decline in sales in the Mid & Heavy Duty OEM channel in the Chinese market starting from the third quarter.

### Profitability

(Thousands of Euro)

GREEN TRANSPORTATION	Q1 2024	Q2 2024	Q3 2024	30/09/2024	Q1 2023	Q2 2023	Q3 2023	30/09/2023
Revenue	51,021	51,441	39,513	<b>141,975</b>	48,054	56,206	50,751	<b>155,011</b>
Adjusted gross operating profit (EBITDA)	92	617	-2,968	<b>-2,259</b>	-2,521	2,680	1,166	<b>1,325</b>
% of revenues	0.2%	1.2%	-7.5%	<b>-1.6%</b>	-5.2%	4.8%	2.3%	<b>0.9%</b>
Gross operating profit (EBITDA)	-710	-1,385	-3,431	<b>-5,526</b>	-3,407	115	42	<b>-3,250</b>
% of revenues	-1.4%	-2.7%	-8.7%	<b>-3.9%</b>	-7.1%	0.2%	0.1%	<b>-2.1%</b>
Net operating profit (EBIT)	-3,995	-4,517	-6,733	<b>-15,245</b>	-6,905	-3,458	-3,485	<b>-13,848</b>
% of revenues	-7.8%	-8.8%	-17.0%	<b>-10.7%</b>	-14.4%	-6.2%	-6.9%	<b>-8.9%</b>
Change in Revenues compared with the previous year	2,967	-4,765	-11,238	<b>-13,036</b>				
Change %	6.2%	-8.5%	-22.1%	<b>-8.4%</b>				

The Gross Operating Loss (EBITDA) of the Green Transportation segment amounted to Euro 2,259 thousand in the first nine months of 2024, net of non-recurring costs of Euro 3,267 thousand. The performance of the Green Transportation segment was in particular caused by the unfavourable sales mix, the decline in revenues in the OEM channel (both Passenger Car and, starting from the third quarter, Mid & Heavy Duty), as well as growth in fixed overhead costs.

The Gross Operating Loss (EBITDA) in the Green Transportation segment at 30 September 2024 was Euro 5,526 thousand (inclusive of non-recurring costs of Euro 3,267 thousand), compared with a loss of Euro 3,250 thousand as at 30 September 2023.

### Clean Tech Solutions operating segment performance

(Thousands of Euro)

CLEAN TECH SOLUTIONS	30/09/2024	30/09/2023	Changes	%
<b>Net sales outside the Group</b>	<b>55,756</b>	<b>66,127</b>	<b>-10,371</b>	<b>-15.7%</b>
Intersegment sales	0	0	0	0.0%
Total Revenues from net sales and services	55,756	66,127	-10,371	-15.7%
Other revenues and income	70	204	-134	-65.7%
Operating costs	-55,263	-63,083	7,820	-12.4%
<b>Adjusted gross operating profit (EBITDA)</b>	<b>563</b>	<b>3,248</b>	<b>-2,685</b>	<b>-82.7%</b>
Non-recurring costs	-955	-1,120	165	
<b>Gross operating profit (EBITDA)</b>	<b>-392</b>	<b>2,128</b>	<b>-2,520</b>	

Amortisation, depreciation and impairment	-2,058	-2,173	115
<b>Net operating profit (EBIT)</b>	<b>-2,450</b>	<b>-45</b>	<b>-2,405</b>
<b>Adjusted EBITDA margin</b>	<b>1.0%</b>	<b>4.9%</b>	
<b>EBITDA margin</b>	<b>-0.7%</b>	<b>3.2%</b>	

## Sales revenues

Revenues from sales in the Clean Tech Solutions segment as at 30 September 2024 amounted to Euro 55,756 thousand, down by 15.7% compared with the same period of the previous year. Despite the significant trend reversal recorded in the third quarter of 2024 in terms of the receipt of orders and the value of production, with considerable benefits on margins as well, the results for the first nine months of 2024 in any event did not meet expectations.

Furthermore, the receipt of orders has increased considerably, particularly for hydrogen and biomethane projects.

## Revenue by geographical area

(Thousands of Euro)						
<b>CLEAN TECH SOLUTIONS</b>	<b>At 30/09/2024</b>	<b>% of revenues</b>	<b>At 30/09/2023</b>	<b>% of revenues</b>	<b>Changes</b>	<b>%</b>
Italy	7,813	14.0%	5,849	8.9%	1,964	33.6%
Europe (excluding Italy)	24,628	44.2%	30,554	46.2%	-5,926	-19.4%
America	18,296	32.8%	25,535	38.6%	-7,239	-28.3%
Asia and Rest of the World	5,019	9.0%	4,189	6.3%	830	19.8%
<b>Total</b>	<b>55,756</b>	<b>100.0%</b>	<b>66,127</b>	<b>100.0%</b>	<b>-10,371</b>	<b>-15.7%</b>

Given its extreme variability depending on the projects completed during the period, revenue by geographical area is not a significant indicator for the Clean Tech Solutions segment. In any event, revenue during the first nine months of 2024 was significantly influenced by the postponement of certain significant projects in North America.

## Profitability

(Thousands of Euro)								
<b>CLEAN TECH SOLUTIONS</b>	<b>Q1 2024</b>	<b>Q2 2024</b>	<b>Q3 2024</b>	<b>30/09/2024</b>	<b>Q1 2023</b>	<b>Q2 2023</b>	<b>Q3 2023</b>	<b>30/09/2023</b>
Revenue	17,751	18,929	19,076	<b>55,756</b>	23,114	24,431	18,582	<b>66,127</b>
Adjusted gross operating profit (EBITDA)	-558	-96	1,217	<b>563</b>	1,560	2,201	-513	<b>3,248</b>
% of revenues	-3.1%	-0.5%	6.4%	<b>1.0%</b>	6.7%	9.0%	-2.8%	<b>4.9%</b>
Gross operating profit (EBITDA)	-914	-695	1,217	<b>-392</b>	1,316	1,664	-852	<b>2,128</b>
% of revenues	-5.1%	-3.7%	6.4%	<b>-0.7%</b>	5.7%	6.8%	-4.6%	<b>3.2%</b>
Net operating profit (EBIT)	-1,583	-1,379	512	<b>-2,450</b>	621	919	-1,585	<b>-45</b>
% of revenues	-8.9%	-7.3%	-2.7%	<b>-4.4%</b>	2.7%	3.8%	-8.5%	<b>-0.1%</b>
Change in Revenues compared with the previous year	-5,363	-5,502	494	<b>-10,371</b>				
Change %	-23.2%	-22.5%	2.7%	<b>-15.7%</b>				

For the Clean Tech Solutions segment, adjusted EBITDA net of non-recurring costs of Euro 955 thousand (primarily relating to strategic consultancy) came to Euro 563 thousand (1.0% of revenues), compared with Euro 3,248 thousand (4.9% of revenues) in the same period of the previous year.

The positive performance in the value of production in the third quarter of 2024 and the favourable sales mix in the North American market resulted in a recovery in margins in the Clean Tech Solutions segment compared with the first half of the year.

### Invested capital

(Thousands of Euro)			
Statement of Financial Position	30/09/2024	31/12/2023	30/09/2023
Trade receivables	68,855	72,821	69,219
Inventories	83,156	93,637	95,034
Trade payables	-75,373	-100,115	-94,201
Other net current assets (liabilities) (*)	-19,956	-13,660	-8,585
<b>Net operating capital</b>	<b>56,682</b>	<b>52,683</b>	<b>61,467</b>
Property, plant and equipment	13,184	13,232	13,396
Intangible assets	103,173	105,153	105,238
Right-of-use assets	11,901	11,945	12,472
Other non-current assets	12,807	12,145	13,476
<b>Fixed capital</b>	<b>141,065</b>	<b>142,475</b>	<b>144,582</b>
TFR (severance pay), other provisions and others	-12,098	-12,549	-13,021
<b>Net invested capital</b>	<b>185,649</b>	<b>182,609</b>	<b>193,028</b>
<b>Financed by:</b>			
Net Financial Position	127,805	112,405	114,427
Group shareholders' equity	54,577	64,927	72,781
Minority interests	3,267	5,277	5,820
<b>Borrowings</b>	<b>185,649</b>	<b>182,609</b>	<b>193,028</b>
Ratios	30/09/2024	31/12/2023	30/09/2023
Net operating capital	56,682	52,683	61,467
Net operating capital/Turnover (rolling)	20.2%	17.4%	19.8%
Net invested capital	185,649	182,609	193,028
Net capital employed/Turnover (rolling)	66.3%	60.2%	62.1%

(\*) Net of the remaining payable for the acquisition of equity investments

Net operating capital at the end of the period stood at Euro 56,682 thousand. This is an increase compared with the same figure at 31 December 2023 (Euro 52,683 thousand) but a decline compared with 30 September 2023 (Euro 61,467 thousand). In terms of percentages on rolling turnover, there was an increase in this figure, from 17.4% as at 31 December 2023 to the current 20.2% (19.8% as at 30 September 2023).

Trade receivables stood at Euro 68,855 thousand (of which Euro 22,118 thousand relating to the Clean Tech Solutions segment) and were basically in line with 30 September 2023 (Euro 69,219 thousand) but down compared with 31 December 2023 (Euro 72,821 thousand). This change is linked to the decline in turnover recorded in the third quarter of 2024. As part of the financial optimisation transaction, credit assignments by means of non-recourse factoring were temporarily suspended while waiting to enter into a new agreement, which is currently being negotiated. At 30 September 2024, derecognised receivables stood at Euro 1 million, compared with Euro 15.8 million at 31 December 2023 and Euro 17.9 million at 30 September 2023.

Inventories and contract work in progress stood at Euro 83,156 thousand, down compared with 31 December 2023 (Euro 93,637 thousand) and 30 September 2023 (Euro 95,034 thousand), following the policies undertaken by the management to optimise inventories, with resulting effects on cash flows for the period as well, in addition to the reduction in contract work in progress in the Clean Tech Solutions segment, particularly in the North American market.

Trade payables came to Euro 75,373 thousand at 30 September 2024 (of which Euro 22,610 thousand relating to the Clean Tech Solutions segment) and decreased compared with 31 December 2023 (Euro 100,115 thousand) as well as 30 September 2023 (Euro 94,201 thousand). The increase in trade payables at 31 December 2023 was primarily due to the effect of the rescheduling agreements reached with some of the main suppliers in order to optimise the Group's financial management. The significant decline in this item at 30 September 2024 compared with the end of the previous year, net of the effects deriving from the decline in turnover, is linked primarily to compliance by the Group companies with the repayment plans agreed upon with suppliers. Pending the completion of the financial manoeuvre, which will be completed by means of the share capital increases described in this report, also given the temporary suspension of factoring transactions with crediting on maturity, the Group was forced to take initiatives to optimise cash flows and meet its commitments, namely:

- contacts continued with the Group's strategic suppliers in order to draft new agreements and payment plans;
- recourse factoring assignments were made; and
- the early repayment compared with expected maturities was requested of temporary investments previously made in money market transactions in the form of a "time deposit".

Fixed capital amounts to Euro 141,065 thousand and is inclusive of Euro 11,901 thousand for right-of-use assets recognised pursuant to IFRS 16 - Leases.

As at 30 September 2024, TFR (employee severance indemnity) and other provisions totalled Euro 12,098 thousand (Euro 12,549 thousand at 31 December 2023).

Net invested capital (Euro 185,649 thousand, equal to 66.3% of rolling turnover) is basically aligned with 31 December 2023 (Euro 182,609 thousand, equal to 60.2% of turnover).

### Net financial position and cash flows

(Thousands of Euro)	30/09/2024	31/12/2023	30/09/2023
A. Cash	15,400	26,495	21,198
B. Cash equivalents	0	0	0
C. Other current financial assets	1,011	20,647	20,253
<b>D. Financial liquidity (A + B + C)</b>	<b>16,411</b>	<b>47,142</b>	<b>41,451</b>
E. Current financial liabilities	-31,555	-39,319	-30,194

F. Current portion of non-current financial liabilities	-13,442	-22,919	-16,599
<b>G. Current financial liabilities (E + F)</b>	<b>-44,997</b>	<b>-62,238</b>	<b>-46,793</b>
<b>H. Net current financial liabilities (G - D)</b>	<b>-28,586</b>	<b>-15,096</b>	<b>-5,342</b>
I. Non-current financial liabilities	-95,244	-91,664	-103,282
J. Debt instruments	-3,464	-5,190	-5,185
K. Trade payables and other non-current payables	-511	-455	-618
<b>L. Non-current financial debt (I + J + K)</b>	<b>-99,219</b>	<b>-97,309</b>	<b>-109,085</b>
<b>M. Net financial debt (H + L)</b>	<b>-127,805</b>	<b>-112,405</b>	<b>-114,427</b>
N. Effect of IFRS 16, derivatives and commitments for the acquisition of equity investments	13,974	13,813	13,611
<b>O. Net Financial Position - adjusted (*) (M + N)</b>	<b>-113,831</b>	<b>-98,592</b>	<b>-100,816</b>
- of which Green Transportation	-97,422	-82,041	-85,908
- of which Clean Tech Solutions	-16,409	-16,551	-14,908

(\*) Not including the effects of the adoption of IFRS 16 - Leases, the fair value of derivative financial instruments and the payable for put/call options for the acquisition of equity investments

The Net Financial Position as at 30 September 2024 is equal to Euro 127,805 thousand (Euro 112,405 thousand as at 31 December 2023), of which Euro 12,977 thousand due to the application of IFRS 16 - Leases, an overall negative amount of Euro 486 thousand relating to the fair value of derivative financial instruments and Euro 511 thousand relating to the payable for the put/call options relating to Metatron Control System shares. The adjusted Net Financial Position net of these amounts would have amounted to Euro 113,831 thousand, of which Euro 97,422 thousand linked to the Green Transportation segment and Euro 16,409 thousand to the Clean Tech Solutions segment.

Following the signing of amendment agreements on 10 July 2024 with the lending banks, and as the management believes that it will be possible to meet the conditions precedent set forth therein (obtaining a fairness opinion from an independent advisor engaged by Invitalia prior to the share capital increase under option and completion of the share capital increase for at least Euro 40 million by 31 December 2024), the relative loans have been entirely classified on the basis of the amortisation plans included in such agreements.

The following table illustrates the trend in total cash flow:

(Thousands of Euro)	30/09/2024	31/12/2023	30/09/2023
Gross operational cash flow	-19,516	-5,632	-13,049
Cash flow for investment activities	-7,173	-9,134	-6,423
<b>Gross Free Cash Flow</b>	<b>-26,689</b>	<b>-14,766</b>	<b>-19,472</b>
Non-recurring expenditure for voluntary resignation incentives	-828	-1,334	-916
<b>Net Free Cash Flow</b>	<b>-27,517</b>	<b>-16,100</b>	<b>-20,388</b>
Future share capital increase contribution	14,982	0	0
Repayment of leases (IFRS 16)	-2,854	-3,808	-2,857
<b>Overall cash flow</b>	<b>-15,389</b>	<b>-19,908</b>	<b>-23,245</b>

In the first nine months of 2024, cash absorption amounted to Euro 15,389 thousand, due to:

- cash absorption by operations for a negative Euro 20,344 thousand (inclusive of non-recurring outlays for voluntary redundancy payments);
- cash absorption for investment activities of Euro 7,173 thousand;
- future share capital increase payment of Euro 14,982 thousand made on 2 August 2024 by the majority shareholder GBD - Green by Definition S.p.A. in execution of the agreements signed as part of the financial manoeuvre;
- cash absorption for lease repayments of Euro 2,854 thousand.

As described previously, the temporary suspension of factoring with crediting on maturity had a significant effect on the Group's financial position. To be able to have the necessary funds available to meet commitments (and particularly the rescheduling agreements made with suppliers), the Company had to request the early repayment compared with expected maturities of temporary investments of liquidity previously made in money market transactions in the form of a "time deposit".

### Financial Optimisation Project

The three main guidelines underlying the financial manoeuvre approved on 17 July 2024 by the Board of Directors are listed below:

1. a capitalisation of Landi Renzo S.p.A. through the injection of new own funds to be carried out through a share capital increase under option for a total (including share premium) of up to Euro 25 million, by issuing ordinary shares, with regular dividend entitlement, guaranteed up to an amount of Euro 20 million by the current majority shareholder of Landi Renzo S.p.A., GBD - Green by Definition S.p.A., to be offered under option to the Company's shareholders pursuant to Article 2441 of the Italian Civil Code, and to be paid up by means of contributions in cash and through voluntary offsetting, pursuant to Article 1252 of the Italian Civil Code, with receivables due to subscribers from the Company (the "Share Capital Increase under Option");
2. a capitalisation of Landi Renzo S.p.A. through the injection of new own funds to be carried out through an indivisible paid share capital increase in cash reserved for Invitalia - Agenzia nazionale per l'attrazione degli investimenti e lo sviluppo d'impresa S.p.A., in its capacity as manager of the "Fund for the protection of employment levels and the continuation of business activity", - for a total (including share premium) of Euro 20 million, by means of the issue of unlisted special class shares convertible into ordinary shares at a ratio of 1:1, with the same characteristics as the ordinary shares outstanding, as well as certain administrative rights recognised by the articles of association (the "Reserved Share Capital Increase"); and
3. a rescheduling of payments on the Company's outstanding medium/long-term financial debt to its lending banks (i.e. Intesa Sanpaolo S.p.A., UniCredit S.p.A. and Sagitta SGR S.p.A., on behalf of the closed-end alternative investment fund reserved for professional investors named "UTP Restructuring Corporate", the latter having taken over for Banco BPM S.p.A. as of July 2024, jointly, the "Lenders"), which is consistent with the generation of operating cash flows to service the debt in light of the economic/financial projections set forth in the 2024-2028 Business Plan, as well as the results of the sensitivity scenario prepared by the independent business advisor as part of the Independent Business Review.

Following the full payment of the Share Capital Increase Under Option and the Reserved Share Capital Increase, expected by 31 December 2024, the Company will obtain new own funds for a maximum total of Euro 45 million and, in any event, no less than Euro 40 million.

### Investments



Investments in property, plant, machinery and other equipment totalled Euro 2,849 thousand (Euro 2,839 thousand as at 30 September 2023) and refer to the investments made by the Group in production plants and moulds to be used in the launch of new products.

The increase in intangible assets amounted to Euro 4,461 thousand (Euro 3,873 thousand as at 30 September 2023), confirming the Landi Renzo Group's desire to continue to invest in new innovative products. Specifically, these projects basically refer to:

- new products for the Green Transportation segment, particularly for the After Market and OEM channels (also for new Heavy Duty solutions) and for Hydrogen mobility;
- new hydrogen and biomethane products for the Clean Tech Solutions segment.

### **2.1.2. Results of Parent Company**

In the first nine months of 2024, Landi Renzo S.p.A. generated revenues of Euro 97,899 thousand compared with Euro 104,469 thousand in the same period of the prior year. EBITDA totalled Euro -3,877 thousand (inclusive of Euro 3,265 thousand in non-recurring costs), compared with Euro -2,500 thousand at 30 September 2023 (of which non-recurring costs of Euro 3,489 thousand), while the net financial position was Euro 101,480 thousand (Euro 95,509 thousand, net of the effects deriving from the application of IFRS 16 and the fair value of financial derivative contracts) compared with Euro 81,712 thousand at 31 December 2023 (Euro 77,186 thousand, net of the effects deriving from the application of IFRS 16 and the fair value of financial derivative contracts).

At the end of the first nine months of 2024, the Parent Company's workforce numbered 297 employees, basically in line with 31 December 2023 (287).

As at 30 September 2024, the shareholders' equity of Landi Renzo S.p.A. amounted to Euro 44,752 thousand, inclusive of the future share capital increase payment of Euro 14,982 thousand made on 2 August 2024 by the majority shareholder GBD - Green by Definition S.p.A. in execution of the agreements signed as part of the financial manoeuvre.

### **2.1.4. Impact of the Russia-Ukraine and Israel-Hamas conflict on the activities of the Landi Renzo Group**

Following Russia's invasion of Ukraine in 2022 and the European Union's adoption of sanctions packages against Russia, over time the Group has been checking for the inclusion of the identification codes of its products on the lists of products subject to restrictive measures. In particular, until the adoption of the thirteenth sanctions package against Russia (EU Regulation 2024/745), the Group's products were not subject to marketing restrictions in Russia.

However, the fourteenth sanctions package against Russia (EU Regulation 2024/1745) adopted on 24 June 2024 included exported products within the scope of goods subject to export bans, making it impossible to market Green Transportation segment products in that country and adjacent territories.

As far as the Clean Tech Solutions segment is concerned, projects outstanding when the conflict began have been transferred to other countries and commercial activities were immediately suspended.

Lastly, as regards the indirect impacts of the war, particularly the increase in energy and raw material prices, they are now basically behind us, although potential tensions remain in the market, which is still characterised by high volatility and higher prices than in the past.

The war that began at the end of 2023 between Israel and Hamas has been progressively expanding, destabilising the entire region. Also in this case, the impacts, first and foremost commercial in nature, concerned the entire Group. Indeed, the use of natural gas and LPG for passenger vehicles is quite widespread in the Persian Gulf, while in the entire Middle East the Clean Tech Solutions segment had intensified its commercial presence in recent years, with projects linked to the development of CNG solutions as well as oil & gas applications. The conflict is also indirectly affecting the supply chain, generating delays in the delivery of materials that need to transit through the Suez Canal, resulting in the redefinition of global trade routes by sea and thus increasing transport costs.

These situations are contributing towards the continuation of uncertainties in the geopolitical, economic and financial context, requiring the Group to take the necessary steps to mitigate the resulting direct and indirect risks and impacts.

### 2.1.5. Transactions with related parties

The Landi Renzo Group deals with related parties at conditions considered to be arm's length on the markets in question, taking account of the characteristics of the goods and the services supplied.

Transactions with related parties include:

- the service contracts between Gireimm S.r.l. and Landi Renzo S.p.A. for rent of the property used as the operational headquarters of the company located in Corte Tegge - Cavriago;
- the service contracts between Gireimm S.r.l. and SAFE S.p.A. for rent of the property used as the operational headquarters of the company located in San Giovanni in Persiceto (Bologna);
- the service contracts between Gestimm S.r.l. and Landi Renzo S.p.A. for rent of the production plant on Via dell'Industria in Cavriago;
- the service contracts between Reggio Properties LLC, a company in which a stake is held by Girefin S.p.A., for the rents on properties used by the US company;
- the loan granted by Landi Renzo S.p.A. to the Indian joint venture Krishna Landi Renzo;
- supply of goods and services to the Indian joint venture Krishna Landi Renzo;
- supplies of products and materials to Clean Energy US, Clean Energy Fueling Services and Clean Energy Fuels.

## 2.2. INFORMATION UPON REQUEST OF CONSOB PURSUANT TO ART. 114, LEGISLATIVE DECREE NO. 58/1999 ("TUF")

Landi Renzo S.p.A., in compliance with the request of Consob pursuant to art. 114, paragraph 5 of Legislative Decree no. 58/1998 ("TUF") received on 17 September 2024, makes the following disclosure.

**Net financial position of the Company and of the Group it heads, with short-term components disclosed separately from medium/long-term components.**

As of 30 September 2024, Landi Renzo S.p.A.'s net financial position amounted to Euro 101,480 thousand, of which Euro 83,685 thousand was medium-long term and Euro 17,795 thousand short term.

(Thousands of Euro)	30/09/2024	31/12/2023	30/09/2023
A. Cash	4,053	7,798	8,685
B. Cash equivalents	0	0	0
C. Other current financial assets	2,100	20,212	20,000

<b>D. Financial liquidity (A + B + C)</b>	<b>6,153</b>	<b>28,010</b>	<b>28,685</b>
E. Current financial liabilities	-16,591	-16,599	-17,640
F. Current portion of non-current financial liabilities	-7,357	-16,542	-11,352
<b>G. Current financial liabilities (E + F)</b>	<b>-23,948</b>	<b>-33,141</b>	<b>-28,992</b>
<b>H. Net current financial liabilities (G - D)</b>	<b>-17,795</b>	<b>-5,131</b>	<b>-307</b>
I. Non-current financial liabilities	-83,685	-76,581	-83,288
J. Debt instruments	0	0	0
K. Trade payables and other non-current payables	0	0	0
<b>L. Non-current financial debt (I + J + K)</b>	<b>-83,685</b>	<b>-76,581</b>	<b>-83,288</b>
<b>M. Net financial debt (H + L)</b>	<b>-101,480</b>	<b>-81,712</b>	<b>-83,595</b>

As of 30 September 2024, Landi Renzo Group's net financial position amounted to Euro 127,805 thousand, of which Euro 99,219 thousand was medium-long term and Euro 28,586 thousand was short term.

(Thousands of Euro)	30/09/2024	31/12/2023	30/09/2023
A. Cash	15,400	26,495	21,198
B. Cash equivalents	0	0	0
C. Other current financial assets	1,011	20,647	20,253
<b>D. Financial liquidity (A + B + C)</b>	<b>16,411</b>	<b>47,142</b>	<b>41,451</b>
E. Current financial liabilities	-31,555	-39,319	-30,194
F. Current portion of non-current financial liabilities	-13,442	-22,919	-16,599
<b>G. Current financial liabilities (E + F)</b>	<b>-44,997</b>	<b>-62,238</b>	<b>-46,793</b>
<b>H. Net current financial liabilities (G - D)</b>	<b>-28,586</b>	<b>-15,096</b>	<b>-5,342</b>
I. Non-current financial liabilities	-95,244	-91,664	-103,282
J. Debt instruments	-3,464	-5,190	-5,185
K. Trade payables and other non-current payables	-511	-455	-618
<b>L. Non-current financial debt (I + J + K)</b>	<b>-99,219</b>	<b>-97,309</b>	<b>-109,085</b>
<b>M. Net financial debt (H + L)</b>	<b>-127,805</b>	<b>-112,405</b>	<b>-114,427</b>

The overdue debt positions of the Company and of the Group it heads, divided by type (financial, commercial, tax, social security and towards employees) and any related creditor reaction initiatives (solicitation, injunctions, supply suspensions, etc.).

As of 30 September 2024, Landi Renzo S.p.A.'s commercial debt positions to third parties were equal to Euro 5,230 thousand, an amount that reflects the effects of rescheduling agreements agreed with major suppliers.

(Thousands of Euro)	Debts by days overdue					Total overdue
	0-60	61-90	91-120	121-180	Over 180	
Financial debts						
Trade payables	489	1,163	540	772	2,266	5,230
Social security liabilities						
Debts to employees						
Tax liabilities						
	489	1,163	540	772	2,266	5,230

As of 30 September 2024, Landi Renzo Group's commercial debt positions to third parties were equal to Euro 14,009 thousand, an amount that reflects the effects of rescheduling agreements agreed with major suppliers.

(Thousands of Euro)

	Debts by days overdue					Total overdue
	0-60	61-90	91-120	121-180	Over 180	
Financial debts						
Trade payables	1,746	2,663	1,993	2,947	4,660	14,009
Social security liabilities						
Debts to employees						
Tax liabilities						
<b>Total</b>	<b>1,746</b>	<b>2,663</b>	<b>1,993</b>	<b>2,947</b>	<b>4,660</b>	<b>14,009</b>

As of 30 September 2024, there were no overdue financial, tax, social security and employee debt positions, either for the Company or the parent Group.

Pending the completion of the financial manoeuvre, which will be achieved by means of the capital increases described further on in this report, also considering the temporary suspension of factoring operations with maturity crediting, the Group had to undertake initiatives aimed at optimising cash flows and targeted at meeting its commitments, in particular through negotiations with strategic suppliers, in order to reach new agreements and payment plans, avoiding both suspensions of supplies and payment injunctions. The reminders received from suppliers fall under normal administrative operations.

As of the date of this interim report, we have no record of injunctions received in relation to the aforementioned debt positions and no supply suspensions have been implemented that would compromise normal business operations.

**The main changes in related party transactions of this Company and of the Group it heads with respect to the latest annual or half-year financial report approved pursuant to Article 154-ter of the Italian Consolidated Law on Finance (TUF).**

Related parties of Landi Renzo S.p.A. at 30 September 2024

(Thousands of Euro)

	Receivables and other assets	Financial receivables	Payables and other liabilities	Financial liabilities and leasing	Revenues and operating income	Costs	Financial income	Financial expenses
Gestimm S.r.l.			-235	-2,013				-44
Gireimm S.r.l.			-1,295	-1,907				-31
<b>Total parent companies</b>	<b>0</b>	<b>0</b>	<b>-1,530</b>	<b>-3,920</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-75</b>
SAFE&CEC S.r.l.	150		-42		150			
SAFE SpA	91		-271		54	-8		
Landi International B.V.		45						
Landi Renzo Polska	10,006		-1,746		3,198	-320		
Beijing Landi Renzo China			-428		963			
LR Industria e Comercio Ltda	5,051		-18		70			
Landi Renzo Pars	426	288	-78				11	
LR PAK Limited	1,106		-5					
Landi Renzo Ro Srl	4,567		-1,190		834	-382		
Landi Technologies Inc.	2,650		-122		146	-53		
AEB America	1,019		-217		335			
Officine Lovato Private Ltd	677		-535					
Landi Renzo RUS	1,467				1,078			
Metatron SpA	323	1,500	-76		53	-392		
<b>Total subsidiaries</b>	<b>27,533</b>	<b>1,833</b>	<b>-4,728</b>	<b>0</b>	<b>6,881</b>	<b>-1,155</b>	<b>11</b>	<b>0</b>

Krishna Landi Renzo India Priv. Ltd	8,181	600	-56		5,915	-1	5	
Tamburi Investment Partners			-395					
<b>Total other related companies</b>	<b>8,181</b>	<b>600</b>	<b>-441</b>	<b>0</b>	<b>5,915</b>	<b>-1</b>	<b>5</b>	<b>0</b>
<b>TOTAL</b>	<b>35,714</b>	<b>2,433</b>	<b>-6,709</b>	<b>-3,920</b>	<b>12,796</b>	<b>-1,156</b>	<b>16</b>	<b>-75</b>

It is noted that as of 30 September 2024, provisions for risks on equity investments were reported in the balance sheet amounting to Euro 15,075 thousand concerning provisions made to cover losses recorded on the subsidiaries Landi Renzo Pak Limited amounting to Euro 1,162 thousand, Landi Renzo RO S.r.l. amounting to Euro 10,937 thousand, Landi Renzo USA Corporation amounting to Euro 2,375 thousand and LR Industria e Comercio amounting to Euro 600 thousand.

Related parties of Landi Group at 30 September 2024. As far as Landi Renzo Group's relations are concerned, there are no significant changes in relations with related parties compared to the Half-Year Report as of 30 June 2024.

(Thousands of Euro)

	Receivables and other assets	Financial receivables	Payables and other liabilities	Financial liabilities and leasing	Revenues and operating income	Costs	Financial income	Financial expenses
Gestimm S.r.l.			-235	-2,013				-44
Gireimm S.r.l.			-1,739	-3,044				-45
<b>Total parent companies</b>			<b>-1,974</b>	<b>-5,057</b>				<b>-89</b>
Reggio Properties LCC			-80	-229				-7
Clean Energy Fuels Corp.	5,990		-5,424		4,207			
NG Advantage LLC					45			
Wyoming Northstar Inc DBA Clean Energy Cryogenics	7				7			
Krishna Landi Renzo India Priv. Ltd	8,181	600	-56		5,915	-1	5	
Tamburi Investment Partners			-395					
<b>Total other related companies</b>	<b>14,178</b>	<b>600</b>	<b>-5,955</b>	<b>-229</b>	<b>10,174</b>	<b>-1</b>	<b>5</b>	<b>-7</b>
<b>TOTAL</b>	<b>14,178</b>	<b>600</b>	<b>-7,929</b>	<b>-5,286</b>	<b>10,174</b>	<b>-1</b>	<b>5</b>	<b>-96</b>

As already disclosed in the Half-Year Report as of 30 June 2024 and as mentioned in this Interim Financial Report in the 'Significant Events during the period' section, on 17 July 2024, the Board of Directors of Landi Renzo S.p.A, after receiving the non-binding approval by the Committee for Related Party Transactions, authorised the renewal of the lease agreements with Gireimm S.r.l. (a related party pursuant to the Related Party Procedure as Gireimm S.r.l, together with Girefin S.p.A., companies that are part of the Landi Trust, indirectly hold, through GBD - Green by Definition S.p.A., the control of the Company), on the building for commercial and production use located in Cavriago (RE), as well as on the prefabricated boxes designated for technical and technological plants serving the real estate complex for production use. The operation has been considered as "operation between related parties of Lesser Significance" by the Related Party Transactions Committee in accordance with applicable laws and regulations.

Transactions with related parties are neither classified as atypical nor as unusual, as they are part of the ordinary business activities of the companies of the Group. Such transactions are regulated at market conditions, taking into account the characteristics of the goods and services provided.

**Any failure to comply with covenants, negative pledges and any other clause of the Group's indebtedness involving limits on the use of financial resources, with an up-to-date description of the degree of compliance with these clauses.**

The signing on 1 August 2024 of the amendment agreement relating to the medium/long-term financing contract for a maximum total amount of Euro 21 million signed on 29 June 2022 between Landi Renzo S.p.A. and the financing banks, backed by an unconditional guarantee issued by SACE S.p.A, pursuant to Decree-Law no. 23/2020 and the agreement amending the medium/long-term unsecured loan agreement for a maximum total amount equal to Euro 52 million signed on 29 June 2022, still between Landi Renzo S.p.A. and the financing banks (jointly, the 'Amending Agreements'), provided, among other things:

- (a) the resetting of the 'Leverage Ratio' financial parameter, provided that, with reference to the dates of calculation of 30 June 2024, and 31 December 2024, the aforesaid financial parameter will not be subject to verification;
- (b) the implementation of the new 'Adjusted Ebitda' financial parameter to be tested with sole reference to the calculation dates set for 30 June 2025, and 31 December 2025.

As regards the financial parameters provided for on the bond loan issued by the subsidiary SAFE S.p.A. and underwritten by Finint (Finanziaria Internazionale Investments SGR S.p.A.), it is noted that these are measured on an annual basis and with exclusive reference to the calculation date of 31 December.

Consequently, as of the date of this Interim Financial Report, no failure to comply with the covenants or other clauses of the Group's indebtedness entailing limits on the use of financial resources have been reported.

**The status of the implementation of the Economic and Financial Plan, highlighting the deviations of the actual figures from the planned ones.**

With reference to the methodologies underlying the Group's 2024-2028 Plan, which was preliminarily approved by the Board of Directors on 23 January 2024 and confirmed by the same Board of Directors on 17 July 2024, the management identified, for both of the Group's sectors (i.e. Green Transportation and Clean Tech Solutions), some reference pillars on which to establish the strategic decisions of the years of the Plan, in order to generate a significant improvement in corporate profitability. Each pillar has been associated with one or more specific initiatives, including new market strategies, the development of new products and targeted actions to reduce costs, which affect all functional areas and contribute to the substantial improvement of all main economic and financial indicators over the 2024-2028 Plan period.

The Plan and the underlying initiatives are regularly monitored by the company's management, with the aim to assess its progress and make any adjustments during its implementation, should the market and/or the company context have undergone significant changes compared to the assumptions underlying the Plan itself.

Although the work has been launched in line with the Plan's forecasts, the worsening of certain global macroeconomic conditions that are crucial for the Group's business and of the international socio-political framework have negatively affected the economic-financial performance until the date of this interim report, causing a negative deviation from the Plan's assumptions.

First and foremost, 2024 is proving to be a highly challenging year for the whole mobility sector, from passenger vehicles to Mid-Heavy Duty commercial vehicles and off-road and/or agricultural vehicles, with a significant slowdown in sales and a more general decline in performance of all major European manufacturers. Underlying the difficulties encountered throughout the production chain, there is a strong economic imbalance between the significant investments in new technologies and infrastructures for the development of electric vehicles and the failure to realise the expected sales to meet these investments. The lack of demand development stems from several factors, among which the high cost of EVs (when compared to the same categories of vehicles with internal combustion engines) and the limited features they offer compared to the varied needs of consumers. Furthermore, the rise of Asian manufacturers in Western markets has further exacerbated the difficulties of the European automotive industry.

One of the main consequences of the above-mentioned scenario lies in the increasingly widespread trend towards extending the lifespan of vehicles, with a consequent reduction in new registrations of all types of vehicles, both EVs and non- EVs, and the progressive increase in the average age of the vehicle fleet in all countries.

The uncertainty regarding the declining trend of the energy transition principles in the mobility sector has also significantly impacted the American continent. As far as the Group's business is concerned, the main effects concerned the CNG sector, especially from an infrastructural point of view. As a matter of fact, the lack of clear guidance by the regulator and the major OEMs, coupled with a slower than expected drop in inflation, resulted in a cautious approach by major companies with large fleets of commercial vehicles, which opted to delay investments in vehicles and infrastructure (e.g., refuelling stations). This scenario significantly impacted the results of the US subsidiaries of the Clean Tech Solutions sector, whose turnover is heavily dependent on the dynamics just described. From a socio-political point of view, the fragile international balance has been a further penalising factor for the Group's performance up to the date of this interim report. First of all, the continuing Russian-Ukrainian conflict continues to hinder the full development of historically important markets for both of the Group's divisions. However, a worsening with respect to the Plan's assumptions was determined by the extension of sanctions against Russia, which, starting from September 2024, has substantially caused the inability to market the products of the Green Transportation sector in Russia and adjacent territories, which are areas characterised by a high use of both natural gas and LPG, as well as, as a consequence, the need to downsize the operations of the subsidiary present in the Russian territory.

In addition to the tensions in Eastern Europe, the Middle East front, in which the war actions started at the end of 2023 between Israel and Hamas, has progressively widened.

Concerning the Clean Tech Solutions sector, the main deviations are related to the lower-than-expected order inflow recorded in the first half of the year, and due to:

- a drop in demand in the CNG sector (natural gas refuelling stations) in the main markets covered (North America and Europe);
- a slow development of biomethane and hydrogen projects, which are heavily impacted by the various bureaucratic steps associated with national and international energy transition funds; and
- a greater degree of complexity of the machines developed to serve the fast-growing CGU markets (hydrogen and oil & gas), which led to a prolonged average order lead time and some delays in deliveries.

With regard to the Green Transportation sector, the deviation from expectations was more limited and related to the after-market and MHD segments:

- in the after-market channel, the significant acceleration in the adoption of more complex and direct-injection engine control systems (partly related to the increase of Asian vehicles on the market) caused lower sales than expected. A dedicated product line for direct-injection vehicle conversions is being developed; and
- in the MHD channel, despite the clear intent expressed by the main Chinese manufacturers to boost the share of gas engines (CNG and LNG) in the short/medium term, the market slowed down in the second half of the year, also due to an incentivisation campaign for EVs and diesel-powered vehicles promoted by the Chinese government.

The above-mentioned dynamics have affected the Group's economic-financial performance, leading to negative deviations from the Plan's assumptions, whose forecasts for 2025 are substantially confirmed.

### **2.3. SIGNIFICANT EVENTS AFTER THE END OF THE QUARTER AND LIKELY FUTURE DEVELOPMENTS**



## Significant events after the reporting period

- on 31 October 2024, the Shareholders' Meeting approved, effective as of the date of the subscription and full payment of the share capital increase reserved (the "Reserved Share Capital Increase") to Invitalia – Agenzia nazionale per l'attrazione degli investimenti e lo sviluppo d'impresa S.p.A. (the "Execution Date"), for the completion of which the Extraordinary Shareholders' Meeting vested the Board of Directors, on 24 September 2024, with a dedicated mandate to the Board of Directors pursuant to article 2443 of the Italian Civil Code:

- to supplement the Board of Directors effective as of the Execution Date by appointing Daniele Straventa as the new member until the expiry of the term of office of the Board of Directors in office, and assigning him compensation equivalent to that assigned to the resigning Director Silvia Landi;
- to increase, subject to the entry into force, at the Execution Date, of the new articles of association - adopted by the Extraordinary Shareholders' Meeting on 24 September 2024 and which establish, inter alia, an increase in the maximum number of members of the Board of Directors from 9 to 13 and an increase in the number of Alternate Auditors from 2 to 3 (the "New Articles of Association") - the number of members of the Board of Directors from 9 to 10, redetermining the maximum gross annual compensation attributed to it as Euro 212,500, without prejudice, for every other element, to what is established by resolution passed by the Shareholders' Meeting on 29 April 2022;
- to appoint Priscilla Pettiti as the new member of the Board of Directors, subject to the entry into force of the New Articles of Association at the Execution Date, until the end of the term of office of the Board of Directors in office, assigning her gross annual compensation of Euro 12,500, plus an attendance fee of Euro 500 for each board meeting in which she participates (inclusive of all expenses or costs that the Director may incur for participation in that meeting).

At the Execution Date, the Board of Directors will consist of the following: Stefano Landi (Executive Chairman), Annalisa Stupenengo (Chief Executive Officer), Sergio Iasi (Vice Chairman), 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 Italian Legislative Decree 58/98 and the Articles of Association, the new composition of the Board of Directors meets the gender allocation requirement.

- to supplement the Board of Statutory Auditors pursuant to article 2401 of the Italian Civil Code, effective as of the Execution Date and with the new members to remain in office until the end of the term of office of the Board of Statutory Auditors in office, without prejudice to the compensation attributed to the Board of Statutory Auditors in office by resolution of the Shareholders' Meeting on 29 April 2022, appointing Marina Vienna as Statutory Auditor and confirming Gian Marco Amico di Meane and Luca Zoani as Alternate Auditors;
- to appoint Anna Cacciaguerra as the new Alternate Auditor, subject to the entry into force of the New Articles of Association at the Execution Date, until the end of the term of office of the Board of Statutory Auditors in force.

At the Execution Date, the Board of Statutory Auditors will consist of the following: 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 Italian Legislative Decree 58/98 and the Articles of Association, the new composition of the Board of Statutory Auditors meets the gender allocation requirement.

- Also on 31 October 2024, the Extraordinary Shareholders' Meeting approved the reverse split of the ordinary shares of Landi Renzo S.p.A. at the ratio of 1 new ordinary share with regular dividend entitlement for every



10 existing ordinary shares and the relative amendment of article 5 of the Articles of Association.

### Likely future developments

The results for the first nine months of the year confirm that 2024 will see a decline compared to the previous year 2023, significantly influenced by strong instability in the global macroeconomic and socio-political context. However, implementation activities are continuing for the development of the initiatives set forth in the Business Plan, as well as the financial strengthening, the completion of which is expected by the end of 2024, to support the subsequent years of the plan. In the Green Transportation segment, revenue and profitability are expected to be down compared with 2023, due to the slowdown in more profitable sales channels. In the Clean Tech Solutions segment, the results for the first nine months confirm a value of production that has declined compared with the previous year, as a result of the lower contribution of the traditional CNG market, offset only in part by growth in biomethane, hydrogen and Oil & Gas. Despite the expected improvement in the final quarter, the entire year 2024 is expected to have lower performance than the previous year, although the acceleration in the receipt of orders observed in recent months in the Clean Tech Solutions segment suggests that the year will come to an end with a significant order portfolio, which will fuel the value of production in 2025.

Cavriago, 6 November 2024

**Chief Executive Officer**  
**Annalisa Stupenengo**

## 3. INTERIM CONSOLIDATED FINANCIAL STATEMENTS AS AT 30 SEPTEMBER 2024

### 3.1. GENERAL ACCOUNTING STANDARDS AND CONSOLIDATION PRINCIPLES

#### 3.1.1. Introduction

The Interim Management Report as at 30 September 2024, which has not been audited, has been prepared in compliance with art. 154-ter of Italian Legislative Decree no. 58 of 24 February 1998, as amended, and with the Issuers' Regulations issued by Consob (Italian Securities and Exchange Commission). Therefore, the provisions of the IAS on infra-annual financial information (IAS 34 – Interim Financial Reporting) were not adopted.

The Interim Management Report as at 30 September 2024 has been prepared in accordance with the IAS/IFRS. To this end, the data of the separate financial statements of the Italian and foreign subsidiaries have been reclassified and adjusted accordingly.

The line-by-line method is used for consolidation, which consists of stating all the items of assets and liabilities in their entirety, excluding the joint venture Krishna Landi Renzo India Private LTD Held, consolidated using the equity method.

Except for what is laid out below, the accounting standards, and the valuation and consolidation criteria used in preparing the Interim Management Report as at 30 September 2024 are not different to those used in drawing up the consolidated financial statements closed at 31 December 2023, which should be referred to for further information.

As well as the interim values as at 30 September 2024 and 2023, the financial data for the year ended on 31 December 2023 is shown for the purpose of comparison.

The functional and reporting currency is the Euro. Figures in the schedules and tables herein are in thousands of Euro.

#### 3.1.2. Amendments and revised accounting standards applied by the Group for the first time

The accounting standards and calculation methods used for the preparation of this Interim Management Report were not modified compared to those used to prepare the consolidated financial statements at 31 December 2023. Please note that the valuation and measurement of the accounting items shown are based on International Accounting Standards and the relative interpretations currently in force, and that no new accounting standards were applied early.

#### 3.1.3. Consolidation procedures and valuation criteria

The preparation of the Interim Management Report requires the directors to apply accounting standards and methods that are sometimes based on difficult and subjective assessments and estimates derived from past experience and based on assumptions that are considered reasonable and realistic given the circumstances. Application of these estimates and assumptions affects the amounts presented in the financial statements, such as the Consolidated

Statement of Financial Position, the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Shareholders' Equity and the Consolidated Cash Flow Statement, and in disclosures provided. Estimates are used in recognizing goodwill, impairment of fixed assets, development expenditure, taxes, provisions for bad debts and inventories write-down, employee benefits and other provisions. The estimates and assumptions are reviewed periodically and the effects of all changes are normally reflected immediately on the income statement.

However, some valuation processes, especially the more complex ones such as establishing any loss in value of non-current assets, are normally carried out to a fuller extent only during the preparation of the annual financial statements, when all the necessary information is available, except for those cases in which there are impairment indicators that require an immediate assessment of possible losses in value.

The Group performs activities that do not on the whole present significant seasonal or cyclical variations in total sales over the year, except for the signing of new supply contracts for the OEM channel which may involve planned and differing delivery schedules in the individual quarters.

The policies and principles of the Landi Renzo Group for the identification, management and control of risks related to the activity are described in detail in the Consolidated Financial Statements as at 31 December 2023, to which you may refer for a more complete description of such aspects.

#### **3.1.4. Scope of consolidation**

The scope of consolidation includes the Parent Company Landi Renzo S.p.A. and the companies in which it holds a direct or indirect controlling stake according to IFRS. There has been no change to the consolidation scope compared with 31 December 2023.

#### **Adoption of simplification of reporting obligations pursuant to Consob Resolution no. 18079 of 20 January 2012.**

Under Article 3 of Consob Resolution no. 18079 of 20 January 2012, Landi Renzo S.p.A. decided to adopt the opt-out system envisaged by Articles 70, par. 8, and 71, par. 1-*bis* of Consob Regulation no. 11971/99 (as amended). It is therefore able to opt out from the disclosure of the information documents listed in Annex 3B to the Consob Regulation, on occasion of significant mergers, demergers, increases in capital through contribution of goods in kind, acquisitions and disposals.

### 3.2. CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Thousands of Euro)

ASSETS	30/09/2024	31/12/2023	30/09/2023
<b>Non-current assets</b>			
Land, property, plant, machinery and other equipment	13,184	13,232	13,396
Development costs	9,567	9,987	9,519
Goodwill	80,132	80,132	80,132
Other intangible assets with finite useful lives	13,474	15,034	15,587
Right-of-use assets	11,901	11,945	12,472
Equity investments measured using the equity method	3,466	2,498	2,635
Other non-current financial assets	475	902	1,183
Other non-current assets	0	0	1,140
Deferred tax assets	8,866	8,745	8,518
Non-current assets for derivative financial instruments	17	39	422
<b>Total non-current assets</b>	<b>141,082</b>	<b>142,514</b>	<b>145,004</b>
<b>Current assets</b>			
Trade receivables	68,855	72,821	69,219
Inventories	71,131	76,260	81,770
Contract work in progress	12,025	17,377	13,264
Other receivables and current assets	21,985	17,355	17,685
Current financial assets	1,011	20,647	20,253
Cash and cash equivalents	15,400	26,495	21,198
<b>Total current assets</b>	<b>190,407</b>	<b>230,955</b>	<b>223,389</b>
<b>TOTAL ASSETS</b>	<b>331,489</b>	<b>373,469</b>	<b>368,393</b>

(Thousands of Euro)

SHAREHOLDERS' EQUITY AND LIABILITIES	30/09/2024	31/12/2023	30/09/2023
<b>Shareholders' equity</b>			
Share capital	22,500	22,500	22,500
Other reserves	57,738	77,596	78,009
Profit (loss) for the period	-25,661	-35,169	-27,728
<b>Total Shareholders' equity of the Group</b>	<b>54,577</b>	<b>64,927</b>	<b>72,781</b>
Minority interests	3,267	5,277	5,820
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>57,844</b>	<b>70,204</b>	<b>78,601</b>
<b>Non-current liabilities</b>			
Non-current bank loans	74,241	67,785	77,764
Other non-current financial liabilities	14,536	18,503	20,578
Non-current liabilities for rights of use	9,445	10,090	10,547
Provisions for risks and charges	5,778	6,244	7,080
Defined benefit plans for employees	3,387	3,257	3,175
Deferred tax liabilities	2,933	3,048	2,766
Non-current liabilities for derivative financial instruments	503	515	0
<b>Total non-current liabilities</b>	<b>110,823</b>	<b>109,442</b>	<b>121,910</b>
<b>Current liabilities</b>			
Bank financing and short-term loans	28,097	51,987	38,060
Other current financial liabilities	13,368	7,459	5,861
Current liabilities for rights of use	3,532	2,792	2,872
Trade payables	75,373	100,115	94,201
Tax liabilities	2,626	2,440	2,477
Other current liabilities	39,826	29,030	24,411
<b>Total current liabilities</b>	<b>162,822</b>	<b>193,823</b>	<b>167,882</b>
<b>TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES</b>	<b>331,489</b>	<b>373,469</b>	<b>368,393</b>

### 3.3. CONSOLIDATED INCOME STATEMENT

(Thousands of Euro)

CONSOLIDATED INCOME STATEMENT	30/09/2024	30/09/2023 (restated)
Revenues from sales and services	197,731	221,138
Other revenues and income	981	1,296
Cost of raw materials, consumables and goods and change in inventories	-121,116	-138,294
Costs for services and use of third-party assets	-42,423	-41,579
Personnel costs	-38,312	-37,373
Allocations, write-downs and other operating expenses	-2,779	-6,310
<b>Gross operating profit</b>	<b>-5,918</b>	<b>-1,122</b>
Amortisation, depreciation and impairment	-11,777	-12,771
<b>Net operating profit</b>	<b>-17,695</b>	<b>-13,893</b>
Financial income	754	891
Financial expenses	-8,997	-8,341
Exchange gains (losses)	-785	-277
Net income (expenses) from hyperinflation	-963	-1,337
Income (expenses) from equity investments	-504	-173
Income (expenses) from joint ventures measured using the equity method	1,040	134
<b>Profit (loss) before tax</b>	<b>-27,150</b>	<b>-22,996</b>
Taxes	-179	-5,615
<b>Net profit (loss) for the Group and minority interests, including:</b>	<b>-27,329</b>	<b>-28,611</b>
Net profit (loss) of minority interests	-1,668	-883
<b>Net profit (loss) of the Group</b>	<b>-25,661</b>	<b>-27,728</b>
<b>Basic earnings (loss) per share</b>	<b>-0.1140</b>	<b>-0.1232</b>
<b>Diluted earnings (loss) per share</b>	<b>-0.1140</b>	<b>-0.1232</b>

The figure at 30 September 2023 was restated with a view to aligning the comparative figure with the classification used to draft the consolidated income statement closed at 30 September 2024.

### 3.4. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(Thousands of Euro)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME	30/09/2024	30/09/2023
<b>Net profit (loss) for the Group and minority interests:</b>	<b>-27,329</b>	<b>-28,611</b>
<i>Profits/losses that will not be subsequently reclassified in the income statement</i>		
Remeasurement of employee defined benefit plans (IAS 19)	-17	79
<b>Total profits/losses that will not be subsequently reclassified in the income statement</b>	<b>-17</b>	<b>79</b>
<i>Profits/losses that could subsequently be reclassified in the income statement</i>		
Measurement of investments with the equity method	-72	5
Fair value of derivatives, change for the period	-20	-43
Exchange rate differences from the translation of foreign operations	-705	1,288
<b>Total profits/losses that could subsequently be reclassified in the income statement</b>	<b>-797</b>	<b>1,250</b>
<b>Profits/losses recorded directly in Shareholders' Equity after tax effects</b>	<b>-814</b>	<b>1,329</b>
<b>Total consolidated income statement for the period</b>	<b>-28,143</b>	<b>-27,282</b>
Profit (Loss) for Shareholders of the Parent Company	-26,101	-27,135
Minority interests	-2,042	-147

### 3.5. CONSOLIDATED CASH FLOW STATEMENT

(Thousands of Euro)

CONSOLIDATED CASH FLOW STATEMENT	30/09/2024	30/09/2023 (restated)
<b>Cash flows from operations</b>		
Pre-tax profit (loss) for the period	-27,150	-22,996
<i>Adjustments for:</i>		
Depreciation of property, plant and machinery	2,839	3,166
Amortisation of intangible assets	6,372	7,032
Depreciation of right-of-use assets	2,566	2,573
Loss (Profit) from disposal of tangible and intangible assets	-132	-360
Impairment loss on receivables	431	880
Net financial (income) expenses	9,028	7,727
Net (income) expenses from hyperinflation	963	1,337
(Income) expenses from equity investments	504	173
(Income) expenses from joint ventures measured using the equity method	-1,040	-134
	<b>-5,619</b>	<b>-602</b>
<i>Changes in:</i>		
Inventories and contract work in progress	10,481	2,074
Trade receivables and other receivables	-1,281	3,387
Trade payables and other payables	-18,027	-14,864
Provisions and employee benefits	-358	1,457
<b>Cash generated from operations</b>	<b>-14,804</b>	<b>-8,548</b>
Interest paid	-5,263	-4,786
Interest received	321	232
Income taxes paid	-598	-863
<b>Net cash generated (absorbed) by operations</b>	<b>-20,344</b>	<b>-13,965</b>
<b>Cash flows from investments</b>		
Proceeds from the sale of property, plant and machinery	137	289
Purchase of property, plant and machinery	-2,849	-2,839
Purchase of intangible assets	-574	-805
Development costs	-3,887	-3,068
<b>Net cash absorbed by investment activities</b>	<b>-7,173</b>	<b>-6,423</b>
<b>Free Cash Flow</b>	<b>-27,517</b>	<b>-20,388</b>
<b>Cash flows from financing activities</b>		
Disbursements (reimbursements) of medium/long-term loans	-7,488	-793
Change in short-term bank debts	-8,004	2,847
Future share capital increase contribution	14,982	0
Repayment of leases (IFRS 16)	-2,854	-2,857
<b>Net cash generated (absorbed) by financing activities</b>	<b>-3,364</b>	<b>-803</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>-30,881</b>	<b>-21,191</b>
Cash and cash equivalents at 1 January	26,495	62,968
Net decrease/(increase) in short-term deposits (*)	19,636	-20,249
Effect of exchange rate fluctuation on cash and cash equivalents	150	-330
<b>Closing cash and cash equivalents</b>	<b>15,400</b>	<b>21,198</b>

(\*) Monetary time deposit loan granted

The figure at 30 September 2023 was restated with a view to aligning the comparative figure with the classification used to draft the consolidated cash flow statement closed at 30 September 2024.

### 3.6. CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(Thousands of Euro)										
	Share capital	Statutory reserve	Extraordinary and other reserves	Share premium reserve	Future share capital increase contributions	Profit (loss) for the year	Group shareholders' equity	Profit (Loss) attributable to minority interests	Capital and reserves attributable to minority interests	Total shareholders' equity
<b>Balance as at 31/12/2022</b>	<b>22,500</b>	<b>2,250</b>	<b>13,462</b>	<b>67,119</b>	<b>8,867</b>	<b>-14,281</b>	<b>99,917</b>	<b>14</b>	<b>5,953</b>	<b>105,884</b>
Profit (loss) for the year						-27,728	-27,728	-883		-28,611
Actuarial gains/losses (IAS 19)			79				79			79
Translation difference			551				551		736	1,287
Valuation of investments using equity method			5				5			5
Valuation of cash flow hedge reserve			-43				-43			-43
<b>Total overall profits/losses</b>	<b>0</b>	<b>0</b>	<b>592</b>	<b>0</b>	<b>0</b>	<b>-27,728</b>	<b>-27,136</b>	<b>-883</b>	<b>736</b>	<b>-27,283</b>
Allocation of profit			1,469	-15,750	0	14,281	0	-14	14	0
<b>Balance as at 30/09/2023</b>	<b>22,500</b>	<b>2,250</b>	<b>15,523</b>	<b>51,369</b>	<b>8,867</b>	<b>-27,728</b>	<b>72,781</b>	<b>-883</b>	<b>6,703</b>	<b>78,601</b>
<b>Balance as at 31/12/2023</b>	<b>22,500</b>	<b>2,250</b>	<b>15,110</b>	<b>51,369</b>	<b>8,867</b>	<b>-35,169</b>	<b>64,927</b>	<b>-1,270</b>	<b>6,547</b>	<b>70,204</b>
Profit (loss) for the year						-25,661	-25,661	-1,668		-27,329
Actuarial gains/losses (IAS 19)			-17				-17			-17
Translation difference			-331				-331		-374	-705
Valuation of investments using equity method			-72				-72			-72
Valuation of cash flow hedge reserve			-20				-20			-20
<b>Total overall profits/losses</b>	<b>0</b>	<b>0</b>	<b>-440</b>	<b>0</b>	<b>0</b>	<b>-25,661</b>	<b>-26,101</b>	<b>-1,668</b>	<b>-374</b>	<b>-28,143</b>
Future share capital increase contribution					14,982		14,982			14,982
Monetary Revaluation (IAS 29)			769				769		32	801
Allocation of profit			-2	-35,167		35,169	0	1,270	-1,270	0
<b>Balance as at 30/09/2024</b>	<b>22,500</b>	<b>2,250</b>	<b>15,437</b>	<b>16,202</b>	<b>23,849</b>	<b>-25,661</b>	<b>54,577</b>	<b>-1,668</b>	<b>4,935</b>	<b>57,844</b>



**STATEMENT PURSUANT TO ARTICLE 154, PAR. 2, OF ITALIAN LEGISLATIVE DECREE NO. 58  
DATED 24 FEBRUARY 1998**

**Subject: Interim Management Report as at 30 September 2024**

I, the undersigned, Paolo Cilloni, the Financial Reporting Officer of Landi Renzo S.p.A.,  
declare

in accordance with art. 154-bis, part IV, title III, chapter II, section V-bis, of Italian Legislative Decree no. 58 of 24  
February 1998 that, to the best of my knowledge, the Interim Management Report as at 30 September 2024  
corresponds to the accounting documents, ledgers and records.

Cavriago, 6 November 2024

Financial Reporting  
Officer  
Paolo Cilloni