



Calling of ordinary and extraordinary meetings

Those entitled to attend and exercise voting rights are called to the ordinary and extraordinary shareholders' meeting of Landi Renzo S.p.A. (the "**Company**"), at the offices of Studio Notarile Marchetti, in via Agnello 18, 20121, Milan, on 31 October 2024, at 11.00 a.m., in a single call, to deliberate on the following

AGENDA

Ordinary part

1. Expansion and integration of the Board of Directors: 1.1. Replacement of a resigning director; inherent and consequent resolutions; 1.2. Expansion of the number of members of the Board of Directors from 9 to 10 and redetermination of the Board of Directors' remuneration; inherent and consequent resolutions; 1.3. appointment of a new director and determination of the related remuneration; inherent and consequent resolutions.
2. Integration of the Board of Statutory Auditors: 2.1. integration of the Board of Statutory Auditors pursuant to Article 2401 of the Italian Civil Code; inherent and consequent resolutions; 2.2. appointment of an additional alternate auditor; inherent and consequent resolutions.

Extraordinary part

1. Proposal of reverse stock split of the ordinary shares of Landi Renzo S.p.A. and consequent amendments to the company by-laws; related and inherent resolutions.

Capital stock information

The share capital is Euro 22,500,000.00, fully subscribed and paid up, and is represented by 225,000,000 ordinary shares without nominal value. Each ordinary share entitles the holder to one vote at the Company's ordinary and extraordinary shareholders' meetings, subject to the provisions of Articles 6-*bis*, 6-*ter* and 6-*quater* of the by-laws on the subject of increased voting rights. It should be noted that, as disclosed in accordance with the applicable regulations, the increase in voting rights has taken effect in favor of certain shareholders. The amount of voting rights is published on the Company's website in accordance with the terms of Article 85-*bis*, paragraph 4-*bis*, of the regulations issued by Consob in Resolution no. 11971 of 1999, as subsequently amended and supplemented (the "**Issuers' Regulations**") and will be updated should changes occur pursuant to applicable regulations. As of today's date, the Company holds no treasury shares.

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

Integrating the agenda and submitting new proposed resolutions

Pursuant to Article 126-*bis* of legislative decree no. 58 of February 24, 1998, as subsequently amended and supplemented ("**TUF**"), shareholders who, even jointly, represent at least one fortieth of the share capital, may request, within 10 days of the publication of this notice of meeting, the integration of the list of items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda. The application must be submitted in writing by the proposing shareholders, together with appropriate documentation proving ownership of the shares issued by an authorized intermediary in accordance with its accounting records, by certified e-mail message to be sent to the following address landirenzoassemblea@open.legalmail.it. Within the aforementioned deadline and in the same manner, the proposing shareholders must also send the Board of Directors a report on the matters



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they propose to discuss or on the additional resolution proposals submitted on matters already on the agenda.

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

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

Right of intervention

Those who are entitled to attend the shareholders' meeting and exercise their voting rights for whom the Company has received a notice issued by an authorized intermediary pursuant to applicable regulations certifying the ownership of shares based on the evidence of its accounting records as of the end of the accounting day of the seventh trading day preceding the date of the shareholders' meeting (*i.e.*, 22 October 2024) are entitled to attend the shareholders' meeting pursuant to Article 83-sexies of the TUF. Those who turn out to own shares after 22 October 2024 will not be entitled to attend or vote at the meeting. The notice made by the authorized intermediary must be received by the Company, by the end of the accounting day of the third open market day preceding the date of the meeting (*i.e.*, 28 October 2024) or, in any case, by the start of the meeting proceedings.

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

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

Company's designated representative

Pursuant to article 106, paragraph 4, of the Cura Italia Decree, and article 11-bis of the by-laws, attendance at the meeting by those entitled to vote is permitted exclusively through the Company's designated representative.

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

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



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The proxy form with voting instructions must be submitted pursuant to the instructions on the proxy form by the end of the second open market day preceding the meeting (*i.e.*, by 29 October 2024), and by the same deadline the proxy may be revoked.

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

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

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

Other rights of those entitled to vote

Since participation in the Shareholders' Meeting is allowed exclusively through the Designated Representative, eligible shareholders who intend to formulate resolution proposals pursuant to article 126-*bis* of the TUF must submit them by 16 October 2024. Such proposals shall be published without delay by 18 October on the Company's website in order to enable those entitled to vote to express themselves in an informed manner also taking into account such new proposals and to enable the Designated Representative to collect voting instructions, if any, on the same.

Questions on the items on the agenda

Pursuant to article 127-*ter* of the TUF, any person entitled to vote may ask questions on the items on the agenda even before the meeting provided that they are received no later than seven open market days prior to the date of the meeting (*i.e.*, by 22 October 2024), by certified e-mail message to be sent to the following address landirenzoassemblea@open.legalmail.it, accompanied by appropriate notice issued by the authorized intermediary proving ownership of the exercise of voting rights. Questions received prior to the meeting shall be answered no later than at least three trading days prior to the date of the meeting (*i.e.*, no later than 28 October 2024), by publication on the Company's website.

Integration of the Board of Directors

Shareholders wishing to make proposals for the appointment of a member of the Board of Directors are invited to submit, by registered mail with notice of receipt at the Company's registered office or by certified e-mail to landirenzoassemblea@open.legalmail.it, the relevant candidacy accompanied by (i) the information regarding the identity of the Shareholder submitting it and one or more certification(s) issued by an authorised intermediary proving entitlement, (ii) an exhaustive description of the personal and professional characteristics of the candidate, as well as (iii) a declaration by the same candidate attesting to the possession of the requisites envisaged by the laws in force and by the Bylaws, including any eligibility to qualify as independent pursuant to the law or regulations, any activities carried out in competition, acceptance of the candidacy, as well as the list of administration and control positions held by the same candidate in other companies and (iv) any other declaration, information and/or document envisaged by the laws and regulations in force at the time.

It should be noted that, pursuant to Article 14 of the Bylaws, for the integration of the Board of Directors, the Shareholders' Meeting shall proceed, in order to ensure the presence of the minimum total number of independent directors required by the laws in force at the time, without prejudice to the requirement of gender balance, with the majorities required by law and without list voting.

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

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In order to allow those who will be attending the Shareholders' Meeting to know the personal and professional characteristics of each candidate well in advance in order to be able to consciously exercise their right to vote, also in consideration of the fact that the intervention may only take place through the so-called 'Designated Representative', those who intend to submit proposals for the appointment of a director are invited to file their candidacy, together with the above-mentioned documents, by 16 October 2024. Such proposals – together with the relevant documentation – shall be published without delay by 18 October at the Company registered office, at the authorised storage mechanism called eMarket STORAGE (www.emarketstorage.com) and on the Company's website at www.landirenzogroup.com.

For further information, please refer to the report prepared by the Board of Directors on item no. 1 on the agenda in ordinary session.

Integration of the Board of Statutory Auditors

Shareholders wishing to make proposals for the appointment of a member of the Board of Statutory Auditors are invited to submit, by registered mail with notice of receipt at the Company's registered office or by certified e-mail to landirenzoassemblea@open.legalmail.it the relative candidacy accompanied by (i) information regarding the identity of the Shareholder submitting the candidacy and one or more certification(s) issued by an authorised intermediary proving entitlement to exercise the right (ii) an exhaustive description of the candidate's personal and professional characteristics, as well as (iii) a declaration by the same candidate certifying that he/she possesses the requisites set forth by current laws and by the Bylaws, the acceptance of the candidacy, as well as the list of directorships and auditing positions held by him/her in other companies and (iv) any other declaration, information and/or document required by the laws and regulations in force at the time.

Since the provisions of the Bylaws and the law that provide for the list voting mechanism for the renewal of the entire Board of Statutory Auditors are not applicable, the Shareholders' Meeting will be called, pursuant to Article 22 of the Bylaws, to pass resolutions with the majorities required by law, ensuring compliance with the laws in force on gender balance, where required by the laws and regulations in force from time to time.

In order to allow those who will attend the Shareholders' Meeting to know the personal and professional characteristics of each candidate well in advance in order to be able to consciously exercise their right to vote, also in consideration of the fact that the intervention may only take place through the so-called 'Designated Representative', those who intend to submit proposals for the appointment of a member of the board of statutory auditors are invited to file their candidacy, together with the above-mentioned documentation, by 16 October 2024. Such proposals – together with the relevant documentation – shall be published without delay by 18 October at the Company registered office, at the authorised storage mechanism called eMarket STORAGE (www.emarketstorage.com) and on the Company's website at www.landirenzogroup.com.

For further information, please refer to the report prepared by the Board of Directors on item no. 2 on the agenda in ordinary session.

Documentation

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

The documents will also be available on the Company's website at <http://www.landirenzogroup.com/it/>, *Investors - Governance – Shareholders' Meeting 2024 Meeting Documents* section and at the authorized e-market storage mechanism at www.emarketstorage.com.

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

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Shareholders and those entitled to vote are entitled to obtain copies of all the aforementioned documents.

Cavriago, 30 September 2024

The Chairman of the Board of Directors

Stefano Landi