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Societa' : LANDI RENZO

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Oggetto : PR - Conclusion of the subscription period of
Landi Renzo SpA option capital increase

Testo del comunicato

Vedi allegato

Press Release

December 9, 2024



CONCLUSION OF THE SUBSCRIPTION PERIOD OF LANDI RENZO S.P.A. OPTION CAPITAL INCREASE

- Subscribed 62.83% of the new shares for an amount equal to Euro 15,706,939.14
- The Unexercised Rights will be offered on the stock exchange on December 11 and 12, 2024

Cavriago (RE), December 9, 2024 - Landi Renzo S.p.A. ("Landi Renzo" or the "Company" and, together with its subsidiaries, the "Group") announces the end of the subscription period of a maximum of No. 12,600,000 newly issued ordinary shares of the Company with no par value and with regular entitlement (the "New Shares") arising from the option capital increase resolved upon by the Extraordinary Shareholders' Meeting of September 24, 2024 (the "Capital Increase"), the final terms of which were determined by the Company's Board of Directors on November 12, 2024.

The New Shares were offered under option on the basis of the ratio of 14 New Shares for every 25 ordinary shares held by the Company's shareholders.

During the subscription period, which commenced on November 25, 2024 and ended today (the "Subscription Period"), a total of 14,137,150 option rights valid for the subscription of 7,916,804 New Shares were exercised, representing approximately 62.83% of the total number of New Shares, for a total amount of Euro 15,706,939.14.

The New Shares subscribed were credited to the accounts of the authorized intermediaries participating in the Monte Titoli S.p.A. centralized management system, and their allocation was made by the authorized intermediaries participating in the Monte Titoli S.p.A. centralized management system.

Therefore, at the end of the Subscription Period, No. 8,362,850 option rights remain unexercised (the "Unexercised Rights"), related to the subscription of No. 4,683,196 New Shares, representing approximately 37.17% of the total New Shares offered, for a total amount equal to approximately Euro 9,291,460.86.

The Unexercised Rights will be auctioned with ISIN code IT0005620692 on the Euronext Milan market organised and managed by Borsa Italiana S.p.A., pursuant to Article 2441, paragraph 3, of the Italian Civil Code, through Banca Akros S.p.A. during the trading sessions of December 11, 2024 and, unless the auction is closed in advance due to the full sale of the Unexercised Rights, of December 12, 2024 (the "Rights Auction"). The entirety of the Unexercised Rights will be auctioned during the first trading session. During the following session, if applicable, any Unexercised Rights not sold in the previous session will be auctioned.

The Unexercised Rights entitle the holder to subscribe for New Shares at a unit price of Euro 1.984, of which Euro 0.05 shall be attributed to share capital and Euro 1.934 to share premium, at a ratio of 14 New Shares for every 25 Unexercised Rights purchased.

The exercise of the Unexercised Rights purchased in the context of the Rights Auction and, consequently, the subscription of the New Shares must be made, under penalty of forfeiture, through the authorised intermediaries belonging to the Monte Titoli S.p.A. centralised management system (i) by and no later than 2:00 p.m. (Italian time) on December 12, 2024, with the same value date, in the event that the Rights

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Auction closes early due to the full sale of the Unexercised Rights in the session of December 11, 2024, or (ii) by and no later than 2:00 p.m. (Italian time) on December 13, 2024, with the same value date, in the event that the Rights Auction closes on December 12, 2024.

Moreover, the Company communicates that, to its knowledge, the Company's majority shareholder GBD Green by Definition S.p.A. ("**GBD**") in compliance with the provisions set forth in the subscription undertaking assumed by the same (the "**GBD Subscription Commitment**"), subscribed in full its portion of the Capital Increase (equal to approximately 59.927%) for a total amount equal to approximately Euro 15 million, through a voluntary set-off pursuant to Article 1252 of the Italian Civil Code (the "**Minimum Guaranteed Portion**"). Pursuant to the same GBD Subscription Commitment, GBD has undertaken to subscribe the rights remaining unexercised following the Rights Auction up to a maximum amount (including the Minimum Guaranteed Share) of Euro 20 million.

Lastly, it should be noted that on December 10, 2024, pursuant to Article 89 of the Regulation approved by Consob with resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented, a notice, similar to this press release, will be published in the newspaper "Italia Oggi", containing an indication of the number of Unexercised Rights that will be auctioned in the context of the Rights Auction and the dates of the relevant meetings at which such Rights Auction will be held.

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The prospectus relating to the offer under option to the shareholders and the admission to trading of the New Shares was published in accordance with applicable regulations and is available at the Company's registered office in Cavriago (RE), Via Nobel 2/4, as well as on the website www.landirenzogroup.com, Capital Increase section. The publication was made known to the public in the manner and within the terms of the law.

This communication does not constitute an offer or invitation to purchase or subscribe for securities. The securities have not been, and will not be, registered in the United States, Australia, Canada or Japan or in any other country where such offer or solicitation is subject to authorisation by local authorities or otherwise prohibited by law. This document is not intended for distribution, directly or indirectly, in or into the United States, Canada, Japan, Australia or any other country where such distribution may be prohibited by law.

This press release is a translation. The Italian version prevails

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

LANDI RENZO

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