

Informazione Regolamentata n. 0915-103-2024	Data/Ora Inizio Diffusione 18 Dicembre 2024 18:56:27	Euronext Star Milan
---	---	---------------------

Societa' : LANDI RENZO

Identificativo Informazione : 199599
Regolamentata

Utenza - Referente : LANDIN03 - Paolo Cilloni

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 18 Dicembre 2024 18:56:27

Data/Ora Inizio Diffusione : 18 Dicembre 2024 18:56:27

Oggetto : PR - Capital increase of 40 million euros
completed

Testo del comunicato

Vedi allegato

Press Release

December 18, 2024



LANDI RENZO: CAPITAL INCREASE OF 40 MILLION EUROS COMPLETED

- Capital Increase Reserved for subscription to Invitalia of Euro 20 million fully subscribed
- Shareholder agreements signed between GBD, Landi Partners, Itaca Gas and Invitalia
- Entry into force of the New By-laws
- Effectiveness of the appointments of the new Directors and Statutory Auditors designated by Invitalia

Cavriago (RE), December 18, 2024 - Landi Renzo S.p.A. ("**Landi Renzo**" or the "**Company**" and, together with its subsidiaries, the "**Group**") announces that, pursuant to the investment agreement (the "**Investment Agreement**") signed on August 1, 2024 between the Company's majority shareholder GBD Green by definition S.p.A. ("**GBD**"), Invitalia - Agenzia nazionale per l'attrazione degli investimenti e lo sviluppo d'impresa S.p.A., as managing entity of "Fondo salvaguardia imprese" sponsored by MIMIT ("**Invitalia**"), as well as, limited to certain provisions, Girefin S.p.A. ("**Girefin**"), Gireimm S.r.l. ("**Gireimm**" and, jointly with Girefin, the "**Landi Shareholders**") and Itaca GAS S.r.l. ("**Itaca GAS**"), as shareholders of GBD, for a total amount of Euro 40,706,940.22, the transactions relating to (i) an option capital increase, up to a maximum amount of Euro 25 million, was concluded with the subscription of 10,436,965 new ordinary shares, without nominal value, for a countervalue of Euro 20,706,938.56 (the "**Option Capital Increase**"); and (ii) a capital increase reserved for subscription to Invitalia, was concluded with the subscription in full of no. 10,080,646 special category A shares, without nominal value and not listed, ISIN code IT0005623548, by Invitalia, for a countervalue of Euro 20,000,001.66 (the "**Reserved Capital Increase**" and, together with the Option Capital Increase, the "**Capital Increases**").

The Capital Increases, resolved upon by the Board of Directors on November 6, pursuant to the delegation granted by the Extraordinary Shareholders' Meeting on September 24, 2024, are an essential step in the financial manoeuvre approved on July 17, 2024 by the Company's Board of Directors, which also entailed, through the signing of specific agreements modifying the existing financing agreements (the "**Amendment Agreements**"), a rescheduling of the debt profiles with the Group's main financial creditors, all in order to secure the Company's capital structure and ensure that the Company has the necessary resources to implement the new five-year business plan.

With the completion of the Capital Increases, moreover, the condition subsequent set forth in the Amendment Agreements related to the failure to complete the Capital Increases for a total amount equal at least to Euro 40 million by December 31, 2024 became definitively void.

"The successful conclusion of the Capital Increases represents a crucial step in our Group's development path. This result strengthens our economic standing, confirming the confidence of Invitalia and the relevant shareholders in Landi Renzo's business model and growth prospects. Thanks to this transaction, we are ready to face the challenges of the future with renewed energy, consolidating our commitment to innovation and sustainability," commented Stefano Landi, Chairman of Landi Renzo S.p.A.

Press Release

December 18, 2024



“The closing of the Capital Increases process marks a defining moment for our path of transformation and growth. The resources obtained will allow us to accelerate the implementation of the business plan, investing in technological innovation and sustainability to strengthen our leadership position in the global market. This is the result of a shared strategic vision, which allows us to look forward to future opportunities with confidence, creating value for all our stakeholders” added Annalisa Stupenengo, CEO of Landi Renzo S.p.A.

Pursuant to Article 2444 of the Italian Civil Code, the certificate of subscription of the Capital Increase and Reserved Capital Increase was filed today with the Companies’ Register of Reggio Emilia, together with the text of the New By-laws.

Shareholders’ agreements signed by and between GBD, Landi Partners, Itaca Gas and Invitalia

On the date hereof, pursuant to the obligations undertaken in the Investment Agreement, GBD, Invitalia, the Landi Shareholders and Itaca GAS have entered into certain shareholders’ agreements, relevant pursuant to article 122 of the Consolidated Law on Finance, which have already been made available to the public and can be consulted on the Company’s website (www.landirenzogroup.com, Investors section, Capital Increase) and on the EmarketStorage mechanism (www.emarketstorage.it).

Updates of essential information relating to these agreements will be made available to the public within the terms of the law.

Entry into force of the New By-laws

Provided that the condition precedent relating to the completion of the Reserved Capital Increase by Invitalia has been fulfilled, on the date hereof the new text of the by-laws adopted by the resolution of the Extraordinary Shareholders’ Meeting on September 24, 2024 and regulating, *inter alia*, the governance rights of the holder of special category Ashares (i.e. Invitalia) and their circulation, came into force.

The text of the by-laws will be made available in accordance with the law.

Effectiveness of the appointments of the new Invitalia Directors and Auditors

Provided that the condition precedent relating to the completion of the Reserved Capital Increase by Invitalia has been fulfilled, on the date hereof the following became effective: (i) the resignations of Director Silvia Landi and Standing Auditor Diana Rizzo (ii) the increase from no. 9 to 10 members of the Board of Directors and from no. 2 to 3 Alternate Statutory Auditors as per the resolutions of the Ordinary Shareholders’ Meeting passed on October 31, 2024 (as notified to the market on the same date), as well as (iii) the appointments approved on October 31, 2024, of the new directors (i.e. Daniele Straventa and Priscilla Pettiti) and of the new statutory auditors designated by Invitalia (i.e. Marina Vienna as Statutory Auditor, and Anna Cacciaguerra as Alternate Statutory Auditor).

The *curricula vitae* of the new Directors and Statutory Auditors are available on the Company’s website (www.landirenzogroup.com, Investors, Governance Section, Assembly meeting documents). The new Directors and Statutory Auditors do not hold stakes in the share capital of Landi Renzo.

* * * * *

Press Release

December 18, 2024



Landi Renzo is a world leader in the fields of sustainable mobility and infrastructure for natural gas, biomethane and hydrogen. The Group is characterised by an extensive global presence in over 50 countries, with a percentage of sales generated abroad of almost 90%. Landi Renzo S.p.A. has been listed on the Euronext STAR Milan segment of the Italian Stock Exchange since June 2007.

This press release is a translation. The Italian version prevails

LANDI RENZO

Paolo Cilloni
CFO and Investor Relator
ir@landi.it

Media contacts: Community

Roberto Patriarca - 335 6509568
Silvia Tavola - 338 6561460
Lucia Fava - 366 5613441
landirenzo@community.it

Fine Comunicato n.0915-103-2024	Numero di Pagine: 5
---------------------------------	---------------------