

Informazione Regolamentata n. 0915-48-2026	Data/Ora Inizio Diffusione 1 Ottobre 2026 21:00:58	Euronext Star Milan
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Societa' : LANDI RENZO

Utenza - referente : LANDIN02 - Cilloni Paolo

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 1 Ottobre 2026 21:00:58

Data/Ora Inizio Diffusione : 1 Ottobre 2026 21:00:58

Oggetto : Shareholders' meeting of October 1, 2026

Testo del comunicato

Vedi allegato

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Landi Renzo: Shareholders' Meeting held

- The separate financial statements as of 31 December 2024 are approved and the consolidated financial statements for the same financial year are presented: consolidated revenue amounted to €272.4 million, down on the previous financial year (€303.3 million); consolidated EBITDA stood at a loss of €4.4 million (a profit of €0.1 million as at 31 December 2023), including non-recurring costs of €3.4 million (€6.9 million as at 31 December 2023); adjusted consolidated EBITDA stood at a loss of €1.0 million, compared with a profit of €7.0 million in the previous financial year; the consolidated net financial position amounted to €94.5 million (€112.4 million as at 31 December 2023)
- Examination of the balance sheet in accordance with Article 2446 of the Italian Civil Code
- The new Board of Directors, led by Chairman Stefano Landi, and the Board of Statutory Auditors, with Fabio Zucchetti as Chairman, are appointed
- The first section of the Remuneration Report was approved in accordance with Article 123-ter of Legislative Decree 58/98, and a resolution is passed in favour of the second section of the same Report
- The By-laws are amended with regard to the executive responsible for sustainability reporting and the designated representative
- The new Board of Directors, which met following the Shareholders' meeting, appoints Annalisa Stupenengo as Managing Director and appoints Sergio Iasi as Vice-Chairman

Milan, October 1, 2026

The Ordinary and Extraordinary Shareholders' meeting of Landi Renzo S.p.A. ("**Landi Renzo**" or the "**Company**") was held today, on single call, chaired by Stefano Landi.

Separate financial statements as at 31 December 2024

The Ordinary Shareholders' meeting approved the 2024 separate financial statements, and the consolidated financial statements for the same financial year were also presented during the meeting. In summary, it should be noted that consolidated turnover amounted to €272.4 million, down on the previous financial year (€303.3 million).

The separate financial statements as of 31 December 2024 show revenue of €130.8 million, compared with €142.9 million in the previous financial year. EBITDA stood at a loss of €5.0 million (including non-recurring charges of €2.8 million), compared with a loss of €2.5 million as at 31 December 2023 (of which non-recurring charges amounted to €4.2 million). The 2024 financial year ended with a loss of €75.8 million, compared with a loss of €35.2 million in the previous financial year. The net financial position stood at €76.7 million (€71.7 million net of the effects arising from the application of IFRS 16 and the fair value of derivative financial contracts) compared with €81.7 million as at 31 December 2023 (€77.2 million

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net of the effects arising from the application of IFRS 16 and the fair value of derivative financial contracts). At the end of 2024, the Parent Company's workforce stood at 295 employees (287 as at 31 December 2023).

As of 31 December 2024, the equity of Landi Renzo S.p.A. stood at €13.6 million.

The Shareholders' Meeting also resolved to carry forward the loss of €75,750,343.78.

Review of the balance sheet pursuant to Article 2446 of the Italian Civil Code

The Landi Renzo Shareholders' Meeting, held today, having examined the Company's draft financial statements for the financial year ended 31 December 2024, which show a loss of €75,750,343.78 exceeding one-third of the share capital pursuant to Article 2446 of the Italian Civil Code, and the explanatory report prepared by the Board of Directors on the Company's financial position, together with the observations of the Board of Statutory Auditors, resolved to defer to the Shareholders' Meeting to be held for the approval of the financial statements for the financial year ending 31 December 2025 any resolution regarding the measures provided for under Article 2446 of the Italian Civil Code.

All documentation relating to the financial position pursuant to Article 2446 of the Italian Civil Code is available to the public at the Company's registered office, on the Company's website (www.landirenzogroup.com, under the Investors, Governance, General Meeting Documents 2026 section) and on the "eMarket Storage" repository (www.emarketstorage.com).

Remuneration Report

The Shareholders' Meeting also approved the first section of the Remuneration Report and expressed its approval of the second section, as approved by the Board of Directors on 6 August 2026.

Appointment of the Board of Directors and the Board of Statutory Auditors

The Ordinary Shareholders' Meeting appointed the Board of Directors for the three-year period 2026–2028, setting the number of members at 10. The following were appointed: Stefano Landi (Chairman), Annalisa Stupenengo, Sergio Iasi, Massimo Lucchini, Andrea Landi, Sara Fornasiero, Anna Maria Artoni, Priscilla Pettiti, Pamela Morassi and Silvia Landi (all drawn from the single list submitted by GBD Green By Definition S.p.A., which holds 54.755% of Landi Renzo's share capital).

It should be noted that Directors Sara Fornasiero, Pamela Morassi and Anna Maria Artoni have declared that they meet the independence requirements set out in Articles 147-ter, paragraph 4, and 148, paragraph 2, of Legislative Decree 58/98, and in Article 2 of the Corporate Governance Code.

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The Shareholders' Meeting also appointed the Board of Statutory Auditors for the three-year period 2026-2028, comprising Luca Aurelio Guarna and Anna Cacciaguerra (standing auditors) and Francesca Folloni and Cecilia Giannini (alternate auditors), drawn from the majority list submitted by GBD Green By Definition S.p.A. (which holds 54.755% of Landi Renzo's share capital), as well as Fabio Zucchetti (Chairman) and Gianmarco Roberto Amico di Meane (Alternate Auditor), drawn from the minority list submitted by Sentis Capital Cell 2 PC (which holds 5.809% of Landi Renzo's share capital).

In accordance with Articles 147-ter, paragraph 1-ter, and 148, paragraph 1-bis, of Legislative Decree 58/98 and the Articles of Association, the gender balance criterion was met for both the Board of Directors and the Board of Statutory Auditors.

The Shareholders' Meeting also approved the remuneration of the Board of Directors and the Board of Statutory Auditors.

The CVs of the directors and statutory auditors are available on the Company's website, in the section relating to today's Shareholders' Meeting.

Amendments to the Articles of Association

The Extraordinary Shareholders' Meeting held today resolved to approve the amendments to the By-laws proposed by the Board of Directors, aimed at bringing the By-laws into line with recent legislative and regulatory changes.

Specifically, the meeting resolved to amend Article 24 and to repeal Article 11-bis.

The amendments made provide, with reference to Article 24 of the By-laws (*Officer responsible for the preparation of the company's financial statements*), the possibility that the statement of compliance with the sustainability report may be issued, as an alternative to the Manager responsible for preparing the company's financial reports, by another person with specific expertise in sustainability reporting, appointed by the Board of Directors, subject to the opinion of the Board of Statutory Auditors.

Furthermore, with regard to the repeal of Article 11-bis of the By-laws (*Designated Representative*), the amendment reflects the expiry of the relevant transitional provisions, which were introduced to implement the emergency legislation relating to the Covid-19 epidemiological emergency and will no longer apply from 30 September 2026, also taking into account the specific regulation approved by the Board of Directors on 6 August 2026 pursuant to Article 125-bis.1 of the Consolidated Law on Finance (TUF).

The Minutes of the Ordinary and Extraordinary Shareholders' Meeting and the Summary Report of the Voting Results will be made available to the public in accordance with the terms and procedures laid down by current laws and regulations, and will therefore also be available on the Company's website www.landirenzogroup.com, under the Investors, Governance, 2026 General Meeting Documents section.

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Following the Shareholders' Meeting, the new Board of Directors met

The Board of Directors of Landi Renzo S.p.A., meeting following the Shareholders' Meeting, appointed Annalisa Stupenengo as Managing Director, Sergio Iasi as Vice-Chairman of the Board of Directors and Sara Fornasiero as Lead Independent Director.

The Board of Directors also verified that the directors Sara Fornasiero, Pamela Morassi and Anna Maria Artoni, as well as the members of the Board of Statutory Auditors, met the independence requirements under applicable legislation and the provisions of the Corporate Governance Code.

The Board of Statutory Auditors, in turn, carried out the necessary checks regarding the correct application of the criteria and assessment procedures adopted by the Board of Directors to evaluate the independence of the independent directors, and also verified compliance with the independence criteria by the members of the newly appointed Board of Statutory Auditors itself.

The Board of Directors appointed the Risk Control and Sustainability Committee, comprising Directors Sergio Iasi, Sara Fornasiero and Anna Maria Artoni, appointing Director Sara Fornasiero as Chairman; and the Nomination and Remuneration Committee, comprising Directors Massimo Lucchini, Anna Maria Artoni and Pamela Morassi, appointing Director Pamela Morassi as Chairman, and the Related Party Transactions Committee comprising the non-executive and independent directors Sara Fornasiero, Pamela Morassi and Anna Maria Artoni.

The Board of Directors, following a favourable opinion from the Board of Statutory Auditors and the Risk Control and Sustainability Committee, appointed Federico Landi as the Manager responsible for Sustainability Reporting.

Finally, the Board of Directors appointed Jean-Paul Castagno (Chairman), Domenico Sardano (member) and Filippo Alliney (member) as members of the new Supervisory Body.

The Chairman of the Board of Directors, Stefano Landi, indirectly holds, through the Landi Trust, 23,554,405 ordinary shares, representing 54.755 per cent of the company's share capital.

To the best of the company's knowledge, Annalisa Stupenengo does not hold any ordinary shares.

The Manager responsible for preparing the company's financial reports, Paolo Cilloni, declares, pursuant to Article 154-bis, paragraph 2, of Legislative Decree No. 58 of 24 February 1998, that the financial information contained in this press release corresponds to the documentary evidence, books and accounting records.

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The press release is available on the company's website at www.landirenzogroup.com.

This press release is a translation. The Italian version prevails.

Landi Renzo is a global leader in the sustainable mobility and natural gas, biomethane and hydrogen infrastructure sectors. The Group is renowned for the extent of its international activities in over 50 countries, with export sales of almost 90%. Landi Renzo S.p.A. has been listed on Euronext Milan since June 2007.

LANDI RENZO

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