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Societa' : LANDI RENZO

Utenza - referente : LANDIN02 - Cilloni Paolo

Tipologia : REGEM

Data/Ora Ricezione : 26 Ottobre 2026 19:30:06

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Oggetto : Deed of merger of Metatron into Landi Renzo
and deed of partial demerger by way of spin-off
of business unit

Testo del comunicato

Vedi allegato

Press Release

26 October 2026



Landi Renzo: execution of the deed of merger by incorporation of Metatron S.p.A. into Landi Renzo and the deed of partial demerger by way of spin-off of the Green Transportation business unit in favor of Landi Fuel Systems S.r.l.

Cavriago (RE), 26 October 2026 – Landi Renzo S.p.A. (“**Landi Renzo**” or the “**Company**”), further to the announcements made on 28 May 2026 and 2 July 2026, announces that, on today’s date, before Notary Carlo Marchetti in Milan, the deed of merger by incorporation of the wholly-owned subsidiary Metatron S.p.A. (“**Metatron**”) into Landi Renzo (the “**Merger**”) and the deed of partial and proportional demerger by way of spin-off of Landi Renzo, with the assignment of the Green Transportation business unit (the “**GT Business Unit**”) in favor of the newly incorporated beneficiary company Landi Fuel Systems S.r.l. (“**NewCo**”) (the “**Demerger**”), were executed, in implementation of the resolutions adopted on 2 July 2026 by the Board of Directors of Landi Renzo and, as to the Merger, by the Board of Directors of Metatron.

The Merger and the Demerger form part of the broader industrial integration project between the GT Business Unit and the Westport Fuel Systems Italia S.r.l. group (“**WFS**”), to be carried out in the context of the negotiated settlement procedure for the group crisis (*composizione negoziata della crisi di gruppo*) initiated by Landi Renzo and Metatron on 7 August 2025, through the following consecutive steps: (i) the Merger; (ii) the Demerger; (iii) the in-kind contribution of the entire quota of NewCo by Landi Renzo to WFS; and (iv) the merger by incorporation of NewCo into WFS.

The deeds were executed following expiry of the sixty-day period from the registration of the relevant resolutions with the competent Companies’ Registers (which took place on 7 July 2026), prescribed for creditors to raise opposition pursuant to Article 2503 of the Italian Civil Code (as also referred to, in respect of the Demerger, by Article 2506-ter of the Italian Civil Code), with no opposition having been raised.

The Merger

As this is a merger by incorporation of a wholly-owned company, the Merger is carried out pursuant to the simplified regime set forth in Article 2505 of the Italian Civil Code and is implemented through the cancellation, without any exchange ratio, of all shares representing the entire share capital of Metatron, without any increase or decrease in the share capital of Landi Renzo and without any amendment to the Company’s by-laws.

Pursuant to Article 2504-bis of the Italian Civil Code, the civil-law effects of the Merger will take effect as of 28 October 2026, without prejudice to completion of the last of the filings of the Merger deed required under Article 2504 of the Italian Civil Code. The accounting and tax effects of the Merger will take effect as of January 1 of the financial year in which its civil-law effects occur. As a result of the Merger, Landi

Press Release

26 October 2026



Renzo will automatically succeed, without interruption, to all of Metatron's legal relationships, both assets and liabilities.

The Demerger

As a result of the Demerger, NewCo is incorporated as a single-member limited liability company (*società a responsabilità limitata unipersonale*) with registered office in Cavriago (RE), to which the GT Business Unit is assigned. The sole quota representing the entire share capital of NewCo, equal to Euro 10,000.00, is allocated to Landi Renzo, pursuant to Article 2506.1 of the Italian Civil Code.

The Demerger does not entail any reduction of Landi Renzo's share capital – which will reflect a purely qualitative change in its net assets, as the assets assigned to NewCo are replaced by the equity interest in NewCo – nor any amendment to the Company's by-laws.

Pursuant to Article 2506-*quater* of the Italian Civil Code, the Demerger will take effect, including for accounting and tax purposes, as of the last of the filings of the Demerger deed with the competent Companies' Register, subject to the effectiveness of the Merger and from the moment immediately following it.

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The Merger and Demerger deeds will be filed for registration with the competent Companies' Registers within the statutory time limits.

For a more detailed description of the terms of the Merger and the Demerger, please refer to the press releases and other documents made available to the public at the Company's registered office, on the Company's website (www.landirenzogroup.com, Investors section, Extraordinary Transactions) and on the "eMarket Storage" authorized storage mechanism (www.emarketstorage.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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