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Societa' : LANDI RENZO

Utenza - referente : LANDIN02 - Cilloni Paolo

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Oggetto : Shareholders' Meeting held on October 26, 2026

Testo del comunicato

Vedi allegato

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Landi Renzo: Shareholders' Meeting held

- Approved the separate financial statements as of 31 December 2025 and presented the consolidated financial statements for the same financial year: consolidated revenues of €251.3 million, down from the previous financial year (€272.4 million); consolidated gross operating margin (EBITDA) of €8.8 million (negative €4.4 million as of 31 December 2024); consolidated adjusted gross operating margin (adjusted EBITDA) of €7.7 million compared to negative €1.0 million in the previous financial year; consolidated net financial position of €97.7 million (€94.5 million as of 31 December 2024)
- Approved the first section of the 2026 Remuneration Policy Report pursuant to Article 123-ter of Legislative Decree 58/98 and resolved favorably on the second section of the same Report
- Examined the capital position pursuant to Article 2446 of the Italian Civil Code, with a consequent reduction of the share capital
- Granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital for consideration, with exclusion of pre-emption rights, to be reserved for a financial creditor
- Amended the by-laws to bring them into line with the new Legislative Decree 58/1998 (Consolidated Finance Act)
- Approved the issuance of hybrid instruments

Milan, 26 October 2026

The Ordinary and Extraordinary Shareholders' Meeting of Landi Renzo S.p.A. ("**Landi Renzo**" or the "**Company**") was held today, on a single call, at the notarial office of Studio Notarile Marchetti in Milan, chaired by Stefano Landi.

Separate financial statements as of 31 December 2025

The Ordinary Shareholders' Meeting approved the 2025 separate financial statements, which show a loss of €12.7 million. During the meeting, the consolidated financial statements for the same financial year were also presented. In summary, consolidated revenues were €251.3 million, down from the previous financial year (€272.4 million).

The separate financial statements as of 31 December 2025 show revenues of €118.0 million compared to €130.8 million in the previous financial year. EBITDA was positive at €2.3 million (including net non-recurring income of €2.7 million) compared to negative €5.0 million as of 31 December 2024 (including non-recurring expenses of €2.8 million). Financial year 2025 closed with a loss of €12.7 million, compared to a loss of €75.8 million in the previous financial year. The net financial position stood at €85.1 million

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(€82.4 million net of the effects of the application of IFRS 16 and the fair value of derivative financial contracts) compared to €76.7 million as of 31 December 2024 (€71.7 million net of the effects of the application of IFRS 16 and the fair value of derivative financial contracts). At the end of 2025, the Parent Company's headcount was 240 employees (295 as of 31 December 2024).

As of 31 December 2025, the shareholders' equity of Landi Renzo S.p.A. was €0.6 million.

The Shareholders' Meeting also resolved to carry forward the loss of €12,684,651.00, deferring any decision regarding its coverage to the determinations to be made by the shareholders' meeting pursuant to law.

Remuneration Report

The Shareholders' Meeting also approved the first section of the Remuneration Report and resolved favorably with respect to the second section, as approved by the Board of Directors.

Examination of the capital position pursuant to Article 2446 of the Italian Civil Code and reduction of share capital

The Shareholders' Meeting also examined the Company's capital position pursuant to Article 2446 of the Italian Civil Code, together with the observations of the Board of Statutory Auditors which, based on the Company's financial statements as of 31 December 2025, show a loss of €12,684,651.00. This loss, together with the loss of €75,750,343.78 recorded as of 31 December 2024, exceeds one-third of the share capital pursuant to Article 2446 of the Italian Civil Code. The Shareholders' Meeting resolved to approve the coverage of the losses, totaling €88,434,994.78, through the use of the profit and available reserves resulting from the accounting position as of 30 June 2026, amounting to €2,795,670.68 and €65,495,757.29 respectively, and at the same time to reduce the share capital, for the remaining €20,143,566.81, from €23,525,880.55 to €3,382,313.74, without cancellation of shares, as the shares have no par value.

All documentation relating to the capital 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, Shareholders' Meeting Documents 2026 section) and on the "eMarket Storage" repository (www.emarketstorage.com).

Power granted to the Board of Directors for the reserved capital increase pursuant to Article 2443 of the Italian Civil Code

The Extraordinary Shareholders' Meeting granted the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, for a period of 5 years, the power to increase the share capital for consideration, in one or more tranches and on a divisible basis, with exclusion of pre-emption rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, up to a maximum aggregate amount (including any share premium)

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equal to the lower of €24,000,000.00 and the unsecured debt owed to Sagitta SGR as of the effective date of the agreement entered into in implementation of the certified restructuring plan pursuant to Article 56 of the Italian Code of Business Crisis and Insolvency (CCII), net of the Sagitta SGR conversion amount (indicatively equal to €13,065,467.53, subject to final determination). The capital increase, reserved for Sagitta SGR, will be paid up in cash by way of voluntary set-off pursuant to Article 1252 of the Italian Civil Code.

The minutes of the Ordinary and Extraordinary Shareholders' Meeting and the summary report of the voting results will be made available to the public within the terms and in the manner provided by applicable laws and regulations, and will therefore also be available on the Company's website www.landirenzogroup.com, under the Investors, Governance, Shareholders' Meeting Documents 2026 section.

The Board of Directors met following the Shareholders' Meeting

The Board of Directors of Landi Renzo S.p.A., which met following the Shareholders' Meeting, held part of its meeting before a notary and part in ordinary session.

Before a notary

In the session held before a notary, the Board of Directors approved certain amendments to the by-laws, in light of the changes introduced by the Consolidated Finance Act.

Also in the session held before a notary, the Board of Directors approved, in the context of the financial restructuring that led to the execution of the agreement in implementation of a certified restructuring plan pursuant to Article 56 of the Italian Code of Business Crisis and Insolvency (CCII) (as disclosed in the press release of 10 September 2026) (the "Agreement"), the issuance of non-convertible, subordinated hybrid financial instruments to be reserved for Sagitta SGR and Gireimm S.r.l. – the latter a company attributable to the Landi Trust, which ultimately controls the Company – upon conversion of the related receivables (amounting, with respect to Gireimm S.r.l., to €2,331,996.13 for unpaid lease payments), subject, with respect to Gireimm, to the prior favorable opinion of the Related Party Transactions Committee, this being a transaction of greater significance.

In ordinary session

In ordinary session, the Board of Directors approved, also in the context of the financial restructuring and in implementation of the Agreement, the sale of 100% of the share capital of Landi Technologies Inc., a company wholly owned by Landi Renzo with registered office in Torrance, California, to Girefin S.p.A., a company attributable to the Landi Trust, which ultimately controls the Company, for a price of

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€3,000,000.00, with a concurrent mutual waiver of any claims, subject to obtaining the prior favorable opinion of the Related Party Transactions Committee, this being a transaction of greater significance.

In relation to both related party transactions, the information document prepared pursuant to Consob Regulation No. 17221 of 12 March 2010, as subsequently amended and supplemented, will be made available to the public within the terms and in the manner provided by applicable laws and regulations.

The Manager in charge of 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 accounting information contained in this press release corresponds to the underlying documentary evidence, books and accounting records.

The press release is available on the Company's website 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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