

## Landi Renzo: Ordinary and Extraordinary Shareholders' Meeting held

- **2019 Financial Statements approved: Consolidated revenues of € 191.9 million, an improvement (+2%) compared to € 188.1 in FY18; EBITDA adjusted equal to € 26.3 million, an improvement of 4% compared to FY18; Net profit of € 6 million, showing a strong improvement (€ 4.5 million in FY18); Net Financial Position negative for € 61.8 million, after investments for € 8.7 million (pre IFRS 16 equal to € 55.2 million), compared to € 52.9 million as at 31 December 2018**
- **First section of the Report on the remuneration policy and the compensation paid as at 31 December 2019 approved, pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree no. 58/1998; second section of the said Report approved, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998**
- **Authorization for the purchase and disposal of treasury shares not renewed**
- **By-laws amended with regard to the procedures governing the acquisition of the increased voting right**

*Cavriago (RE), May 8, 2020*

The Ordinary and Extraordinary Shareholders' Meeting of Landi Renzo S.p.A. was held today, in single call, chaired by Stefano Landi.

As stated in the notice of call released on 7 April 2020, pursuant to Article 106, paragraph 4, of Legislative Decree no. 18 of 17 March 2020, attendance at the Shareholders' Meeting was allowed exclusively through the representative appointed by the Company.

### Financial Statements at December 31, 2019

The Ordinary Shareholders' Meeting approved the 2019 Financial Statements; the 2019 Consolidated Financial Statements of the Landi Renzo Group were also presented to the Shareholders' Meeting. It bears briefly recalling that consolidated revenues amounted to € 191.9 million (+ 2% compared to € 188.1 million as at December 31, 2018), adjusted EBITDA was equal to € 26.3 million (+ 4% compared to € 25.2 million as at December 31, 2018) and the net profit was equal to € 6 million, showing a strong improvement compared to € 4.5 million at year-end 2018. The net financial position as at year-end 2019 was negative for € 61.8 million (pre IFRS 16 equal to € 55.2 million), compared to a net negative financial position of € 52.9 million as at December 31, 2018.

Regarding the results of the Parent company, the revenues of Landi Renzo S.p.A. amounted to € 139.7 million, an improvement of € 3.7 million (+2.8%) compared to the previous year. EBITDA was equal to € 16.7 million, compared to a positive result for € 11.9 million in 2018. EBIT was equal to € 7.7 million and was influenced by depreciation and impairment losses recorded during the year for an overall amount of € 9 million, of which € 4.4 million for intangible fixed assets, € 2.8 million for tangible fixed assets and € 1.8 million for rights of use. Net financial position as at year-end 2019 was negative for € 66.7 million (€ 61 million, net of IFRS 16 – Leases and of the fair value of the financial derivatives), compared to a net negative financial position of € 54.6 million as at December 31, 2018.

The Shareholders' Meeting, having reviewed the Consolidated Financial Statements and having reviewed and approved the Financial Statements as at December 31, 2019, resolved to allocate the profit of the year, equal to a € 2,705,828.03, to reserve and, in particular, since the legal reserve had already reached one fifth of the share capital, € 360,174.74 to a reserve unavailable for distribution, for the purpose of computing the participations into the net assets (*patrimonio netto*) (pursuant to Article 6, first paragraph, letter a) of the Italian legislative decree no. 38 of 2005), and the remainder, equal to € 2,345,653.29, to extraordinary reserve.

## Report on the remuneration policy and the compensation paid as at 31 December 2019

With regard to the Report on the remuneration policy and the compensation paid, provided under Article 123-ter of Legislative Decree no. 58/1998 and Article 84-*quater* of the regulations approved by Consob with resolution no. 11971 of May 19, 1999, which had already been approved by the Board of Directors on March 13, 2020, the Shareholders' Meeting approved the first section, pursuant to Article 123-ter, paragraph 3-*bis*, of Legislative Decree no. 58/1998 and voted in favor of the second section, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998.

## Authorization for the purchase and disposal of treasury shares not renewed

The Shareholders' Meeting did not approve the proposed authorization for the purchase and disposal of treasury shares, after revocation of the resolution adopted by the Shareholders' Meeting of 29 April 2019.

In this respect, it should be recalled that, as disclosed in the press release issued on 28 April 2020, the majority shareholders Girefin S.p.A. and Gireimm S.r.l. announced their intention to vote against the proposal for the authorization of the acquisition and disposal of treasury shares. This negative vote was motivated exclusively by the intention of not precluding the Company from having access to the liquidity support measures introduced by the Italian law decree no. 23 of 8 April 2020 (the so-called "Business Decree"). Indeed, Article 1, paragraph 2, letter i) of the Business Decree provides for, among the conditions to benefit from the credit facilities, the non-approval, by the applicant and any other company of the group to which it belongs, of the buyback of treasury shares in the course of 2020.

In the course of 2019, the Parent Company did not trade either treasury shares or shares of its holding companies and currently does not hold treasury shares or shares of holding companies. The subsidiaries do not hold any shares of the Parent Company.

## Amendments to the By-laws

The Shareholders' Meeting approved the proposed amendments to article 6-*bis* of the By-laws concerning the "shares with increased voting rights" system, provided for under article 127-*quinquies* of Legislative Decree no. 58/1998, in order to align the provisions of the by-laws with the most recent guidelines on the acquisition of the increased voting rights and the procedures for ascertaining the related conditions, released by Consob in communication no. 0214548 of 18 April 2019.

According to the said guidelines, private autonomy is not entitled to any discretion in defining the legal and factual conditions for the acquisition of the increased voting rights, as these are already defined by the legislator and limited to the circumstances that the company's shares: a) are recorded in a special list and b) have belonged to the same person for a continuous period (of not less than twenty-four months) from the date of enrollment in the list.

The proposal to amend the by-laws was approved with the favorable vote of 93.47% of the voting share capital represented at the Shareholders' Meeting, corresponding to 59.17% of the share capital and 74.33% of the total voting rights of Landi Renzo.

\* \* \*

The minutes of the Shareholders' Meeting and the summary statement of the voting will be made available to the public in accordance with the terms and methods provided for by the laws and regulations in force and thus will also be available on the corporate website [www.landirenzogroup.com](http://www.landirenzogroup.com), section *Investors, Governance, 2020 Shareholders' Meeting documents*.

*Pursuant to Article 154-bis, paragraph 2, of Italian Legislative Decree No. 58 of February 24, 1998, the Officer in charge of preparing the Company's financial statements, Paolo Cilloni, declares that the accounting information contained in this press release corresponds to the documented results, books and accounting records.*

*This press release is also available on the corporate website [www.landirenzogroup.com.it](http://www.landirenzogroup.com.it).*

# Press release

May 8, 2020



*This press release is a translation. The Italian version will prevail.*

**Landi Renzo** is the global leader in the LPG and Methane gas components and systems for the motor vehicles sector. The Company is based in Cavriago (Reggio Emilia) and has over 60 years' experience in the sector, and is renowned for the extent of its international activities in over 50 countries, with export sales of about 80%. Landi Renzo S.p.A. has been listed on the STAR segment of the MTA Market of Borsa Italiana since June 2007.

## For further information:

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