

## **INTERPUMP GROUP S.p.A.**

Registered Office in Sant'Ilario d'Enza - Via E. Fermi 25  
Tax Code and Reggio Emilia business register number 11666900151  
Share Capital 56,617,232.88 euro

### **NOTICE OF ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

The parties eligible to participate and exercise voting rights are called to an Ordinary and Extraordinary Shareholders' Meeting to be held at the premises of Interpump Group S.p.A., via Einstein 2, Sant'Ilario d'Enza (RE), on 30 April 2020 at 10.00 am in single call, to discuss and resolve on the following

#### **AGENDA**

##### **Ordinary Session**

1. Approval of the Annual financial statements at 31 December 2019, accompanied by the Board of Directors' Report, the Report of the Board of Statutory Auditors and the additional accompanying documentation required by statutory regulations; presentation of the Group Consolidated Financial Statements at 31 December 2019, with the Board of Directors' Report and the accompanying documentation required by statutory regulations; related and consequent resolutions.
2. Presentation of the report on non-financial information prepared pursuant to Legislative Decree 254 dated 30 December 2016.
3. Distribution of profit for the year; related and consequent resolutions.
4. Report on Remuneration policy and compensation paid, prepared pursuant to art. 123-ter Legislative Decree 58/1998:
  - 4.1. Approval of the first section of the Report on remuneration policy and compensation paid (art. 123-ter, paragraph 3 of D.Lgs. 58/1998);
  - 4.2. Vote on the second section of the Report on remuneration policy and compensation paid (art. 123-ter, paragraph 4 of D.Lgs. 58/1998).
5. Appointment of the Board of Directors:
  - 5.1. Determination of the number of members;
  - 5.2. Determination of the term of office;
  - 5.3. Appointment of Directors;
  - 5.4. Appointment of the Chairman of the Board.
6. Determination of the remuneration of the directors for 2020 and the total remuneration of those directors with special duties; related and consequent resolutions.
7. Appointment of the Board of Statutory Auditors for the years 2020-2021-2022:
  - 7.1. Appointment of three standing Auditors and two alternate Auditors;
  - 7.2. Determination of remuneration of the Board of Statutory Auditors.
8. Authorization, pursuant to articles 2357 and 2357-ter of the Italian Civil Code, to purchase treasury shares and possibly to sell any treasury shares held or purchased; related and consequent resolutions.

##### **Extraordinary Session**

1. Granting to the Board of Director of a mandate to increase share capital waiving preemptive rights, pursuant to articles 2443 and 2441 paragraph 4 of the Italian Civil Code. Related changes of Article 5 of the Bylaws; related and consequent resolutions.

#### **INFORMATION ON SHARE CAPITAL**

At the date of this Notice of Shareholders' Meeting the share capital of Interpump Group S.p.A. stands at 56,617,232.88 euro and is divided into 108,879,294 ordinary shares with a nominal value of 0.52 euro each.

#### **PARTICIPATION IN THE SHAREHOLDERS' MEETING - EXERCISE OF THE VOTE**

Pursuant to art. 83-*sexies* of the Legislative Decree no. 58 of 24 February 1998 ("TUF") parties are eligible to participate in the Shareholders' Meeting if they hold voting rights as at 21 April 2020 (record date), on the basis of the communication made to the Company by a party qualified as an "intermediary" in accordance with the applicable regulations. Share movements registered after the record date are not considered for the purpose of legitimizing the exercise of voting rights at the Shareholders' Meeting; therefore, parties who only purchase shares after that date will not be entitled to participate in or vote at the Shareholders' Meeting.

Pursuant to Article 106 of Law Decree 18 of 17/03/2020 ("Cura Italia"), participation to the Shareholders' Meeting is exclusively allowed through an Appointed Representative indicated by the Company, notwithstanding the dispositions set forth in the company bylaws, with the purpose of respecting containment measures against the COVID-19 epidemics.

The Company has therefore entrusted Computershare S.p.A. – with registered offices in Milan, Via Mascheroni 19 (the "Appointed Representative")– to represent shareholders pursuant to Article 135-undecies of TUF and the above-mentioned Law Decree.

Shareholders willing to participate to the Meeting shall therefore confer to the Appointed Representative a proxy – including voting instructions – on some or all of the resolution proposals in the agenda, using the specific proxy form made available by the Company and the Appointed Representative, published on the Company's website [www.interpumpgroup.it](http://www.interpumpgroup.it) (under "Governance" – "Shareholders' Meeting" – "30 April 2020").

The Proxy Form along with the voting instructions must be submitted – following the instructions in the form itself – no later than the end of the second market day before the date set for the Meeting, i.e. no later than 28 April 2020. The same term applies for revoking the proxy.

The proxy is only effective for those resolution proposals for which voting instructions have been included. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be approved.

Additionally, according to the above-mentioned Article 106 of Law Decree 18 of 17/03/2020 and as an exception to Par.4 of Article 135-undecies of TUF, the Appointed Representative can also be entrusted with proxies or sub-proxies pursuant to Article 135-novies TUF. Relevant instructions and terms can be found in the proxy form published on the Company's website.

The Appointed Representative can be reached for information and clarifications by calling +39-02-4677-6813, or via email at [operations@computershare.it](mailto:operations@computershare.it).

#### **RIGHT TO ASK QUESTIONS**

Pursuant to art. 127-*ter* TUF, holders of voting rights for whom the Company has received specific communication from an authorized intermediary can ask questions about the matters on the agenda, even prior to the Shareholders' Meeting. Anyone intending to take advantage of this right must submit their questions to the Company, even before the Meeting, no later than five market days before the date of the single-call Shareholders' Meeting (i.e. before 23 April 2020).

For this purpose shareholders are asked to expressly indicate the item on the agenda to which their individual questions refer. The questions can be sent to the Company by post to the following address: Interpump Group S.p.A. – Corporate Secretary – Re. Proxy - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE) – Italy, by fax to +390522904444 or by sending an e-mail to the certified address [interpumpgroup@legalmail.it](mailto:interpumpgroup@legalmail.it).

To allow for identification by the Company, in addition to the questions, shareholders must state: name and surname; place and date of birth; tax code; e-mail address; telephone number.

Questions received prior to the Shareholders Meeting will be answered no later than during the Meeting. The Company can provide a single response to questions having the same content. An answer is not due, even during the Shareholders' Meeting, to questions asked prior to the Meeting for which the information requested is already available in "question and answer" form in the specific section of the website, or when the answer has already been published in that section. Written answers made available to each party with voting rights at the start of the meeting are considered to have been provided during the Shareholders' Meeting.

### **RIGHT TO MAKE ADDITIONS TO THE AGENDA OR SUBMIT RESOLUTION PROPOSALS**

Pursuant to art. 126-*bis* TUF, shareholders who, also jointly, represent at least one-fortieth of the share capital can request, within the term of ten days from the date of publication of this notice, i.e. by 30 March 2020, additions to the list of topics to discuss, specifying in the application the additional topics proposed or can submit resolution proposals concerning matters already on the agenda of the Shareholders' Meeting<sup>1</sup>. Additions to the agenda are not permitted in relation to matters on which, pursuant to the law, the Shareholders' Meeting adopts resolutions solely on a proposal from the directors or based on a project or a report prepared by the directors, other than those specified in art. 125-*ter*, paragraph 1 TUF. Only shareholders for whom the Company has received a specific communication from an authorized intermediary attesting to the ownership of the required holding are entitled to request an addition to the agenda or to submit resolution proposals. The requests can be sent to the Company by post to the following address: Interpump Group S.p.A. – Corporate Secretary – Re. Proxy - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE) – Italy, by fax to +390522904444 or by sending an e-mail to the certified address [interpumpgroup@legalmail.it](mailto:interpumpgroup@legalmail.it).

We draw your attention to the fact that, pursuant to art. 126-*bis* TUF, shareholders requesting an addition to the agenda or submitting resolution proposals on matters already on the agenda must prepare a report detailing the reasons for the proposed resolutions on the new matters that they propose for discussion, or reasons for the additional proposed resolutions submitted in relation to items already on the agenda. The report must be sent to the Company using the methods illustrated above by the deadline specified for the submission of requested additions. Notice of the additions to the agenda or the presentation of further proposed resolutions concerning matters already on the agenda is given in the same way as that prescribed for publication of the notice of convocation of the Shareholders' Meeting, at least fifteen days prior to the date set for the Shareholders' Meeting, i.e. by 15 April 2020.

Additional proposed resolutions concerning items already on the agenda and the foregoing illustrative reports (accompanied by any observations made by the Board of Directors), will be made available by the Company at its headquarters and in the relevant section of the website, at the same time as publication of the submission disclosure.

### **SUBMISSION OF LISTS FOR THE APPOINTMENT OF DIRECTORS AND STATUTORY AUDITORS**

The members of the Board of Directors and of the Board of Statutory Auditors will be appointed on the basis of lists submitted by the shareholders in accordance with the provisions of arts. 14 and 19 of the Bylaws, to which reference is made in full, and on the basis of the legislation and regulations in force.

The lists must be filed at the Company headquarters together with the additional documentation required by law and by the regulations in force, or sent to the Company by registered mail with return receipt addressed to the registered office of the Company at least twenty-five days before the date set for the Shareholders' Meeting, and hence before 5 April 2020. Legitimately submitted lists will be made available to the public at the Company headquarters, on the authorized official repository, and in the "Corporate Governance - Shareholders' Meeting" section of the website [www.interpumpgroup.it](http://www.interpumpgroup.it) at least twenty-one days prior to the

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<sup>1</sup> Errata corrige: the following text has been deleted after the modification of the methods of participation to the Meeting: "(without prejudice, in this latter case, to the fact that party with voting rights can anyway individually submit resolution proposals in Meeting)".

Meeting, hence by 9 April 2020.

Each shareholder cannot submit (or join in submitting) more than one list nor can they vote for different lists, even by means of an intermediary or trust company. Shareholders from the same group and shareholders subscribing to a shareholders' agreement regarding company shares cannot submit or vote for more than one list, even by means of an intermediary or trust company. Each candidate may appear in just one list, under penalty of ineligibility.

Only shareholders who, on the date of submission of the list, are owners, either singly or jointly with others, of shares having voting rights representing in total at least 1.0% of the subscribed and paid-up capital having voting rights in the Ordinary Shareholders' Meeting are entitled to submit a list.

Together with each list, the following documents must be filed no later than 5 April 2020: (i) a list of the shareholders submitting the list, with their name, company name, location, company registration number or equivalent, and the percentage of capital they hold overall; (ii) a declaration by the shareholders other than shareholders who hold, also jointly, a controlling or relative majority interest, attesting to the absence of relations of association pursuant to art. 144-*quinquies* of Consob Regulation no. 19971/1999 ("Issuers' Regulation"); (iii) a certificate issued for this purpose by an authorized broker, proving ownership, at the time of filing of the list with the Company, of the number of shares necessary for submission of the list. This latter certification can be filed no later than twenty-one days before the date of the Meeting, i.e. no later than 9 April 2020.

Specifically with regard to the appointment of Directors, please be advised that:

- each list must include no more than 13 (thirteen) candidates, each associated with a sequential number; at least the candidate designated as number one must comply with the independence requirements established by law and by the Code of Corporate Governance of Listed Companies promoted by Borsa Italiana S.p.A.; moreover, according to Article IA2.2.3 of Borsa Italiana's Regulation Instructions about qualification requirements for being listed in the STAR segment, the minimum number of independent Directors is set at two for Boards up to eight members, and at three for Boards with nine to fourteen members; pursuant to Law 160 of 27 December 2019, as specified by Consob communication 1/2020 of 30 January 2020, lists with three candidates should have two fifths of candidates (rounded down) of the least-represented gender; lists with more than three candidates should have at least two fifths of candidates (rounded up to the nearest integer) of the least-represented gender;
- each list must be presented together with (i) the curriculum vitae of each candidate, containing exhaustive information about their personal and professional characteristics and, where applicable, indicating possession of the independence requirements specified by current regulations and by the aforementioned Code of Corporate Governance; (ii) any offices held as non-executive member of the board of directors or members of the board of statutory auditors in listed companies on regulated stock markets (including foreign stock markets), in finance companies, banks, insurance companies, or companies of significant size, these latter being defined as companies whose financial statements for the previous year showed assets or sales in excess of 500,000,000.00 euro (five hundred million); (iii) any offices held as executive members of the board of directors in any company, including companies not covered by the categories specified in the previous point, with the sole exception for companies devoted to the "mere enjoyment" of property, shareholdings or other assets, and companies that in the previous year recorded sales of up to 50,000,000.00 euro (fifty million); (iv) the offices listed in art. 2390, paragraph 1, of the Italian Civil Code that call for authorization from the Shareholders' Meeting to depart from the legal ban on competition, with the added specification that it is not necessary to disclose offices in companies directly or indirectly controlled by the Company, where general prior acceptance is understood to be given by the Company.

For each company in which offices are held, it is necessary to specify its name, location, company registration number or equivalent, and the nature of the position held (including status as executive director, non-executive director, or independent director).

Finally, it is also necessary to file (v) each candidate's declaration of acceptance of the office in the event of election and attesting, under their personal responsibility, to the absence of any causes for ineligibility or incompatibility, the possession of the requirements of integrity, professionalism and independence specified by statutory provisions, and the existence of any additional requirements prescribed for the office, either in law or in the Bylaws.

Specifically, with regard to the appointment of the Board of Statutory Auditors, please be advised that:

- the lists of candidates for the office of statutory auditor must be divided into two sections, one for candidates for the office of Standing Auditor and the other for candidates for the office of Alternate Auditor; pursuant to Law 160 of 27 December 2019, as specified by Consob communication 1/2020 of 30 January 2020, if the total number of candidates in the two sections is three or more, two fifths (rounded down) of the candidates in the Standing Auditors section must belong to the least-represented gender; if there are two candidates in the Alternate Auditors section, they must belong to different genders;
- together with each list, the following must also be filed (i) the curriculum vitae of each candidate, including comprehensive information concerning their personal and professional characteristics; (ii) a list of any offices held as director or auditor at other companies or bodies, if significant under the current regulations limiting the maximum number of offices held; (iii) each candidate's declarations of acceptance of office if appointed and statement, under their own responsibility, of the non-existence of causes of ineligibility and of incompatibility, possession of the requirements of integrity, professionalism and independence required by statutory legislation, and the compliance with any further requirements prescribed for the office, either in normative or statutory terms;
- if by 5 April 2020 only one list has been filed, or exclusively lists submitted by shareholders who, on the basis of the information provided and the documentation filed in accordance with the above procedures, are reciprocally connected pursuant to the terms of art. 144-*quinquies* of the Issuers' Regulation, the Company will promptly communicate this fact and shareholders will be able to submit lists of candidate auditors until the third day after that date, i.e. by 8 April 2020. In that case, the minimum shareholding required for the submission of lists will be 0.50% of the subscribed and paid-up share capital having voting rights at the Ordinary Shareholders' Meeting. The documentation attesting to ownership of that holding at the time of submission of the list must be filed by 9 April 2020.

Lists that do not comply with all the prescriptions above will be treated as not submitted.

Further information concerning the submission, filing and publication of the lists and the methods of appointment of directors and statutory auditors is given in arts. 14 and 19 of the Bylaws and in the illustrative report of the Board of Directors, available on the company's website [www.interpumpgroup.it](http://www.interpumpgroup.it) and on the authorized "eMarketStorage" official repository.

## DOCUMENTATION

The following documents will be available to the public at the registered offices of the Company (on working days from Monday to Friday, from 9 am to 12 noon and from 3 pm to 5 pm) and in the "Corporate Governance - Shareholders' Meeting" section of the website [www.interpumpgroup.it](http://www.interpumpgroup.it) as well as in the authorized "eMarketStorage" official repository managed by Spafid Connect S.p.A., with registered offices in Foro Buonaparte 10, Milan, accessible at [www.emarketstorage.com](http://www.emarketstorage.com):

- **the proxy conferring form for the Appointed Representative, which is the only subject through which participation in the Meeting is possible**, the illustrative report of the Board of Directors on the matters in the agenda for the Ordinary and Extraordinary Shareholders' Meeting of the Company;

- the Annual report 2019 and the other documents listed in art. 154-ter, paragraph 1 TUF, the report on corporate governance and ownership structure required by art. 123-bis TUF, the Non-financial statements prepared pursuant to Legislative Decree 254/2016, the reports issued by the External Auditing Firm, the report of the Board of Statutory Auditors, the report on remuneration policy and compensation paid as per Article 123-ter TUF, the financial statements of significant subsidiaries not resident in the European Union prepared for consolidation purposes, and the financial statements and/or summary schedules of the subsidiaries and associates of Interpump Group S.p.A..

Parties eligible to participate in the Shareholders' Meeting are entitled to obtain a copy of the above documentation.

**This Notice of Shareholders' Meeting replaces and integrates the original one published on 20 March 2020, with specific reference to the section "PARTICIPATION IN THE SHAREHOLDERS' MEETING - EXERCISE OF THE VOTE". As a result of the prorogation of the containment measures against the Covid-19 epidemics, the Company has deemed necessary to designate and offer an Appointed Representative, allowing all shareholders to participate and exercise their voting rights in the Meeting, in compliance with laws and regulations connected to the epidemics.**

**The Company will ensure the availability of adequate telecommunication tools allowing Directors, Statutory Auditors and the Appointed Representative to participate in the Meeting.**

Sant'Ilario d'Enza, 16 April 2020

For the Board of Directors  
Chairman and Chief Executive Officer  
Fulvio Montipò

The Corporate Secretarial Department of Interpump Group S.p.A. is at your disposal on weekdays from Monday to Friday from 9.00 am until 12.00 noon and from 3.00 pm until 5.00 pm for further information, at the following numbers: phone + 39 0522 904311; fax + 39 0522 904444 and at the e-mail address [fgest@interpumpgroup.it](mailto:fgest@interpumpgroup.it)