



**INTERPUMP
GROUP**

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 offices of Interpump Group S.p.A., via G. B. Vico 2, Reggio Emilia, on 28 April 2023 at 10.00 am in first and only calling, to discuss and resolve on the following

AGENDA

Ordinary Session

- 1. Approval of the separate financial statements at 31 December 2022, accompanied by the Report on Operations, the Report of the Board of Statutory Auditors, the Report of the Independent Auditors and the additional documentation required by statutory regulations; presentation of the consolidated financial statements at 31 December 2022, accompanied by the Board of Directors' Report, the Report of the Independent Auditors and the documentation required by statutory regulations; related and consequent resolutions;*
- 2. Presentation of the Consolidated Non-Financial Statement prepared pursuant to Legislative Decree no. 254 dated 30 December 2016*
- 3. Allocation of profit for the year; related and consequent resolutions*
- 4. Report on remuneration policy and the compensation paid pursuant to art. 123-ter of Legislative Decree no. 58/1998: approval of the first section of the Report on remuneration policy pursuant to art. 123-ter, paragraph 3-bis, of Legislative Decree no. 58/1998*
- 5. Report on remuneration policy and the compensation paid pursuant to art. 123-ter of Legislative Decree no. 58/1998: voting on the second section of the Report on*



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remuneration policy and the compensation paid pursuant to art. 123-ter, paragraph 4, of Legislative Decree no. 58/1998

- 6. Appointment of the Board of Directors: determination of the number of members*
- 7. Appointment of the Board of Directors: determination of its duration in office*
- 8. Appointment of the Board of Directors: appointment of the members of the Board of Directors*
- 9. Appointment of the Board of Directors: appointment of the Chairman of the Board of Directors*
- 10. Determination of the remuneration of the directors for 2023 and the total remuneration of those directors with special duties; related and consequent resolutions*
- 11. Appointment of the Board of Statutory Auditors for the three-year period 2023 - 2024 - 2025: appointment of three Statutory Auditors and two Alternate Auditors*
- 12. Appointment of the Board of Statutory Auditors for the three-year period 2023 - 2024 - 2025: determination of the remuneration of the members of the Board of Statutory Auditors*
- 13. Authorization, pursuant to arts. 2357 and 2357-ter of the Italian Civil Code, to purchase treasury shares and possibly to sell any treasury shares held or purchased, after revoking, in whole or in part, for any unexercised portion, of the authorization granted by resolution of the Shareholders' meeting held on 29 April 2022; related and consequent resolutions.*

Extraordinary Session

- 1. Proposed amendment of art. 14 of the Bylaws regarding duties reserved solely for the Board of Directors; related and consequent resolutions*
- 2. Proposed amendment of art. 16 of the Bylaws regarding the procedures for meetings of the Board of Directors held by conference call; related and consequent resolutions.*

INFORMATION ON THE SHARE CAPITAL

The share capital of Interpump Group S.p.A. amounts to 56,617,232.88 euro and is represented by 108,879,294 ordinary shares, each with a nominal value of 0.52 euro. The shares are indivisible. Each carries the right to one vote, except for the treasury shares held on the date of the Shareholders' Meeting.



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On the date of publishing this notice of meeting, the Company holds 1,972,363 treasury shares representing 1.8115% of the share capital, whose votes are suspended pursuant to art. 2357-ter, paragraph 2, of the Italian Civil Code; accordingly, the voting rights exercisable at the Shareholders' Meeting are associated with 106,906,931 ordinary shares. However, the treasury shares are counted when calculating the majorities and the percentages required for a quorum and for the adoption of resolutions at the Shareholders' Meeting.

Detailed information on the amount of share capital and its composition can be found on the Company's website at www.interpumpgroup.it ("Governance" section).

PARTICIPATION AT THE SHAREHOLDERS' MEETING - EXERCISE OF VOTING RIGHTS

Participation at the Shareholders' Meeting is reserved for the holders of voting rights evidenced in the accounting records and entries at the close of the accounting day on the seventh trading day prior to the date fixed for the Shareholders' Meeting, namely **at the close of the trading day on 19 April 2023 (record date)**, pursuant to art. 83-sexies of Legislative Decree no. 58/1998 (Consolidated Finance Act - TUF). Holders of shares in the Company identified in the accounting records after that date will not be entitled to participate or vote at the Shareholders' Meeting. The communication from the authorized intermediary must be received by the close of the third trading day prior to the date fixed for the Shareholders' Meeting (namely **by 25 April 2023**). Parties remain entitled to participate and vote, even if the communications are received by the Company after the above deadline, on condition that they are received prior to the start of the Shareholders' Meeting held in first and only calling.

Pursuant to art. 106 of Legislative Decree no. 18/2020 (the so-called "Cura Italia Decree"), converted by Law no. 27/2020 and amended by Law Decree no. 228/2021, the Company has decided to avail itself of the option to provide that Shareholders may only attend the Shareholders' Meeting through the Designated Representative, appointed pursuant to art. 135-undecies TUF, without physical attendance by them. It should be noted that the deadline for holding Shareholders' meetings pursuant to the above-mentioned provisions of art. 106 of Cura-Italia Decree was extended to 31 July 2023 by art. 3, paragraph 10-undecies, of Law Decree no. 198/2022, as converted by Law 14/2023.



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Accordingly, the Company has appointed Computershare S.p.A. – with registered office at via Mascheroni 19, 20145 Milan (the “Designated Representative”) – to represent the Shareholders pursuant to art. 135-*undecies* TUF and the above-mentioned legislation.

Shareholders wishing to participate at the Shareholders’ Meeting may only do so by granting a proxy to the Designated Representative, together with voting instructions for all or some of the resolutions proposed with regard to the items on the agenda, using the specific proxy form made available jointly by the Company and the Designated Representative, which is available on the corporate website www.interpumpgroup.it (in the “Governance” section – “Meeting Documentation” – “2023” – “SHAREHOLDERS MEETING 28 APRIL 2023”).

The proxy form and voting instructions must be transmitted, in accordance with the instructions given on that form, by the close of the second trading day prior to the date fixed for the Shareholders’ Meeting (namely **by 26 April 2023**), in the following ways: (i) transmission of the copy proxy form, generated electronically (PDF) and signed electronically or digitally, to the following certified e-mail address ufficiomilano@pecserviziotitoli.it; or (ii) transmission of the original of the personally signed proxy form by courier to the following address of Computershare S.p.A. at via Mascheroni 19, 20145 Milan. The proxy and the voting instructions may be revoked by the same date, 26 April 2023.

The above proxy only applies to proposed resolutions for which voting instructions have been given. It should be noted that the shares for which proxies have been granted, whether in whole or in part, are counted for the purpose of determining the quorum for the Shareholders’ Meeting.

The proxy does not apply to proposed resolutions for which no voting instructions have been given and, accordingly, the shares without proxy will not be included when calculating the majority and any quorum required for approval of the resolutions concerned.

Additionally, pursuant to the provisions of the above-mentioned legislation, the Designated Representative may also be granted proxies or sub-proxies pursuant to art. 135-*novies* TUF, as an exception to paragraph 4 of art. 135-*undecies* TUF, in the ways and by the deadlines indicated on the related form that can be downloaded from the corporate website.

No procedures are envisaged for postal or electronic voting at the Shareholders’ Meeting.

The Designated Representative is available for clarification or information by calling +39 02 46776827 or sending an e-mail to ufficiomi@computershare.it.



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RIGHT TO ASK QUESTIONS

Pursuant to art. 127-ter TUF, holders of voting rights for whom the Company has received specific communications from an authorized intermediary can ask questions about the items on the agenda prior to the Shareholders' Meeting. Parties who intend to exercise such right must expressly indicate the agenda item to which each question refers and arrange for the Company to receive their questions by the close of the seventh trading day prior to the date fixed for the Shareholders' Meeting in first and only calling (namely **by 19 April 2023**), in the following ways: (i) by registered letter with proof of receipt addressed to Interpump Group S.p.A. – Corporate Affairs Department – Via E. Fermi 25 – 42049 S. Ilario d'Enza (RE), Italy; (ii) by fax sent to +39 0522 904444; or (iii) by certified e-mail addressed to interpumpgroup@legalmail.it.

The Company will reply to any questions received from shareholders in the form of FAQs posted on the corporate website www.interpumpgroup.it (in the “Governance” section – “Meeting Documentation” – “2023” – “SHAREHOLDERS MEETING 28 APRIL 2023”) by 26 April 2023, as provided for in art. 127-ter, paragraph 1-bis TUF. The Company may provide a single response to questions having the same content. Questions asked prior to the Shareholders' Meeting will not be answered if the information requested is already available in the specific section of the website, or if the answer has already been published in that section.

RIGHT TO MAKE ADDITIONS TO THE MEETING AGENDA AND SUBMIT PROPOSED RESOLUTIONS

Pursuant to art. 126-bis TUF, within ten days of publishing this notice, namely **by 28 March 2023**, Shareholders holding at least one-fortieth of the share capital, whether together or alone, may request additions to the agenda by specifying in their application the additional topics proposed, or submit proposed resolutions concerning items already on the agenda for the Shareholders' Meeting. Additions to the agenda cannot include items on which, pursuant to the law, the Shareholders' Meeting adopts resolutions solely on a proposal from the Directors or based on a project or report prepared by them, other than those specified in art. 125-ter, paragraph 1 TUF. Shareholders for whom the Company has received specific communications from an authorized intermediary attesting to their ownership of the required holding are entitled to request additions to the agenda or submit proposed resolutions. Their requests may be sent to the Company: (i) by



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registered letter with proof of receipt addressed to Interpump Group S.p.A. – Corporate Affairs Department – Via E. Fermi 25 – 42049 S. Ilario d’Enza (RE), Italy; (ii) by fax to +39 0522 904444; or (iii) by certified e-mail addressed to interpumpgroup@legalmail.it.

Pursuant to art. 126-*bis*, paragraph 4 TUF, Shareholders requesting changes to the agenda must prepare a report stating the reason for the proposed resolutions on any new matters proposed for discussion, or the reason for any additional proposed resolutions concerning items already on the agenda. Such report must be sent to the Company, using the methods illustrated above, by the deadline specified for the presentation of requested additions. News about any additions to the agenda or additional proposed resolutions concerning items already on the agenda is published, in the manner specified for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting, namely **by 13 April 2023**.

The Company will make any additional proposed resolutions concerning items already on the agenda and the related reports (accompanied by any observations made by the Board of Directors) available to the public, in the manner indicated in art. 125-*ter*, paragraph 1 TUF, at the same time as the news about their presentation is published.

ADDITIONAL RIGHTS OF SHAREHOLDERS - RIGHT TO PRESENT PROPOSED RESOLUTIONS INDIVIDUALLY PRIOR TO THE MEETING

Since Shareholders can only participate at the Shareholders’ Meeting via the Designated Representative, those entitled to participate who intend to present proposed resolutions and proposed votes on agenda items must submit such proposals **by 13 April 2023**, in the manner indicated in the previous section. Such proposals will be published on the corporate website www.interpumpgroup.it (in the “Governance” section – “Meeting Documentation” – “2023” – “SHAREHOLDERS MEETING 28 APRIL 2023”) without delay and by 19 April 2023 at the latest, in order to inform those entitled to vote and ensure they can express themselves knowledgeably, even in relation to the new proposals; in this way, furthermore, the Designated Representative can also receive voting instructions in their regard. The proposed resolutions must be accompanied by an attestation, issued by an authorized intermediary pursuant to art. 83-*sexies* TUF, confirming ownership of the shares on 19 April 2023 (record date).



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With regard to the above, the Company reserves the right to check the relevance of the proposals to the items on the agenda, their completeness and their conformity with the applicable regulations, as well as the legitimacy of those making the proposals.

APPOINTMENT OF THE BOARD OF DIRECTORS AND THE BOARD OF STATUTORY AUDITORS

At the Shareholders' Meeting called for 28 April 2023, the Shareholders will be requested to resolve on the appointment of the new Board of Directors and the new Board of Statutory Auditors. Pursuant to art. 14 of the Bylaws available at the registered office and on the corporate website www.interpumpgroup.it (in the “Governance” section, “Bylaws”), the Board of Directors must comprise between a minimum of three and a maximum of thirteen members; before making the appointments, the Shareholders’ Meeting determines their number within the above limits. Pursuant to art. 19 of the Bylaws, the Board of Statutory Auditors comprises three Serving Auditors and two Alternate Auditors.

The above arts. 14 and 19 of the Bylaws establish that the Board of Directors and the Board of Statutory Auditors of the Company are appointed from lists presented by the Shareholders. The only Shareholders entitled to present a list are those that, together or alone on the date of presentation, hold shares with voting rights representing in total at least **1%** (as established in Consob Decision no.76 dated 30 January 2023) of the subscribed and paid-up capital having voting rights at the Ordinary Shareholders' Meeting held to appoint corporate officers.

A Shareholder cannot present or vote for more than one list, not even via intermediaries or trust companies. Shareholders belonging to the same group and members of a Shareholders' Agreement governing their shares in the Company cannot present or vote for more than one list, not even via intermediaries or trust companies. Each candidate may be included in just one list, subject otherwise to ineligibility.

The lists of candidates, signed by the Shareholders presenting them and accompanied by the documentation required by the Bylaws and the applicable regulations, must be filed with the Corporate Affairs Department of the Company, Via E. Fermi 25 – 42049 S. Ilario d’Enza (RE), Italy, or sent to the Company (*i*) by registered letter with proof of receipt addressed to: Interpump Group S.p.A. – Corporate Affairs Department – Via E. Fermi 25 – 42049 S. Ilario d’Enza (RE),



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Italy, (ii) by fax to +39 0522 904444, or (iii) by certified e-mail addressed to interpumpgroup@legalmail.it, no later than twenty-five days prior to the date fixed for the Shareholders' Meeting (namely **by 3 April 2023**). Ownership of the number of shares needed to present lists is confirmed, on filing the list or, in any case, no fewer than twenty-one days prior to the date fixed for the Shareholders' Meeting (namely **by 7 April 2023**), in an attestation issued by an authorized intermediary with regard to the shares recorded in the name of the Shareholder on the list filing date. The lists will be made available to the public at the registered office, on the corporate website www.interpumpgroup.it (in the "Governance" section – "Meeting Documentation" – "2023" – "SHAREHOLDERS MEETING 28 APRIL 2023") and on the authorized storage platform (www.emarketstorage.it), at least twenty-one days prior to the date fixed for the Shareholders' Meeting (namely by 7 April 2023).

Shareholders intending to present a list for the appointment of the Board of Directors and/or for the appointment of the Board of Statutory Auditors are invited to read, respectively, the "*Guidelines from the Board of Directors on the Quali-Quantitative Composition of the Board of Directors*

for the three-year period 2023-2025" issued by the Board of Directors of the Company and the "*Guidelines from the Board of Statutory Auditors on the Quali-Quantitative Composition of the new Board to be elected at the Shareholders' Meeting for the three-year period 2023-2025*" issued by the Board of Statutory Auditors of the Company. Both guidelines are available on the corporate website <https://www.interpumpgroup.it/documentazione-assembleare.aspx>, as well as on eMarketSTORAGE, the authorized storage platform.

Without prejudice to the above, with regard to the Board of Directors:

- a) pursuant to art. 14 of the Bylaws, the Board of Directors must include a minimum number of independent directors established by law and the Corporate Governance Code of Borsa Italiana S.p.A., being at least half of the members of the Board of Directors. Those presenting lists are responsible for respecting such minimum number and indicating which candidates satisfy the independence requirements;
- b) in lists that present three or more candidates, at least two fifths of the candidates must belong to the least represented gender. Should application of the criterion for allocation between the genders not produce a whole number, the result will be rounded up to the nearest integer



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(unless the Board of Directors is composed of three members, in which case the result will be rounded down to the nearest integer);

- c) each list must present no more than thirteen candidates, giving each of them a sequence number; the first candidate in sequence on the list must satisfy the independence requirements established by law and the Corporate Governance Code of Borsa Italiana S.p.A.;
- d) each list must be accompanied by:
 - (i) the *curriculum vitae* of each candidate, indicating their personal and professional characteristics, any independence requirements satisfied and the appointments held in other companies, including in particular (i) appointments as a non-executive director or member of the control body of companies listed on regulated markets (including foreign), finance companies, banks, insurance companies or other large businesses, meaning those that reported in their most recent financial statements total assets or turnover in excess of Euro 500,000,000.00 (fivehundredmillion); (ii) appointments as an executive director in any company, including those not included in the categories mentioned in point (i) above, with the sole exception of companies that "merely enjoy the use" of property, equity investments or other assets and companies that reported in their most recent financial statements turnover of Euro 50,000,000.00 (fiftymillion) or less; (iii) appointments identified in art. 2390, paragraph 1, of the Italian Civil Code that require the Shareholders' Meeting to authorize an exception to the legal ban on competition, with the clarification that it is not necessary to indicate appointments in companies directly or indirectly controlled by the Company, which are deemed authorized by the Company in advance. For each company in which appointments are held, it is necessary to specify its name, location, Companies Register number or equivalent, and the nature of the position held (including status as executive director, non-executive director, or independent director);
 - (ii) the statements of each candidate accepting the appointment and confirming the absence of reasons for ineligibility or incompatibility and, where applicable, satisfaction of the independence requirements;
 - (iii) a list of the Shareholders presenting the list of candidates, indicating their identification details and the total percentage of capital held, accompanied by a



statement in the format envisaged in art. 144-*sexies*, paragraph 4 (b), of the Issuers' Regulation confirming the absence of relations of association pursuant to art. 144-*quinquies* of that Regulation.

With regard to the Board of Statutory Auditors:

- a) each list of candidates must comprise two sections: one for candidate Statutory Auditors and the other for candidate Alternate Auditors. Each section must indicate at least one candidate. The candidates must be assigned a sequence number and their total must not exceed the number of members to be elected, namely five: three Statutory Auditors and two Alternate Auditors;
- b) considering both sections, if a list comprises three or more candidates, at least two fifths of the candidates indicated in Statutory Auditors section must belong to the least represented gender. Should application of the criterion for allocation between the genders not produce a whole number, the result will be rounded down to the nearest integer. If the section for Alternate Auditors indicates two candidates, their genders must be different;
- c) each list must be accompanied by:
 - (i) the *curriculum vitae* of each candidate, indicating their personal and professional characteristics and listing the directorships or memberships of control bodies held by them in other companies or organizations, if significant as defined in the current regulations that limit the accumulation of appointments;
 - (ii) the statements of each candidate accepting the position if appointed and confirming, under their personal responsibility, the absence of reasons for ineligibility or incompatibility, and their satisfaction of the honorability, professionalism and independence requirements envisaged in current regulations and the Corporate Governance Code of Borsa Italiana;
 - (iii) a list of the Shareholders presenting the list of candidates, indicating their identification details and the total percentage of capital held, accompanied by a statement in the format envisaged in art. 144-*sexies*, paragraph 4 (b), of the Issuers' Regulation confirming the absence of relations of association pursuant to art. 144-*quinquies* of that Regulation;
- d) if, on expiry of the deadline for the filing of lists (3 April 2023), only one list has been presented for appointment of the Board of Statutory Auditors, or lists have only been



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presented by Shareholders associated with each other pursuant to art. 144-*quinquies* of the Issuers' Regulation, additional lists may be presented during the next three days (i.e. until 6 April 2023). In that case, the minimum threshold for the presentation of lists will be halved and, therefore, become 0.5% of the subscribed and paid-up capital having voting rights at the Ordinary Shareholders' Meeting held to appoint corporate officers.

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

Further information about the presentation, filing and publication of lists and the procedures for appointing Directors and Statutory Auditors is contained in arts. 14 and 19 of the Bylaws and in the illustrative report of the Board of Directors available on the corporate website www.interpumpgroup.it and on eMarketSTORAGE, the authorized storage platform.

DOCUMENTATION

The documentation for the Shareholders' Meeting – including the reports describing the items on the agenda and the related proposed resolutions – is made available to the public, by the deadlines envisaged in current regulations, at the registered office of the Company (on working days from Monday to Friday, between 9.00 am and 12.00 noon and between 3.00 pm and 5.00 pm), on the corporate website www.interpumpgroup.it (in the “Governance” section – “Meeting Documentation” – “2023” – “SHAREHOLDERS MEETING 28 APRIL 2023”), and on the authorized storage platform (www.emarketstorage.it). Parties eligible to participate in the Shareholders' Meeting are entitled to obtain a copy of the above documentation.

The Company will arrange suitable telecommunications facilities for participation at the Shareholders' Meeting by the Directors, the Statutory Auditors and the Designated Representative.

This notice of meeting is published on the corporate website www.interpumpgroup.it (in the “Governance” section – “Meeting Documentation” – “2023” – “SHAREHOLDERS MEETING 28 APRIL 2023”) and on the authorized storage platform (www.emarketstorage.it), while an extract is published in “Italia Oggi”, a daily newspaper.



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Sant'Ilario d'Enza, 18 March 2023

For the Board of Directors

Chairman and Chief Executive Officer

Fulvio Montipò

The Corporate Affairs Department of Interpump Group S.p.A. may be contacted for further information on working days from Monday to Friday, between 9.00 am and 12.00 noon and between 3.00 pm and 5.00 pm, at the following numbers: phone + 39 0522 904311; fax + 39 0522 904444 and at the e-mail address: fgest@interpumpgroup.it.