

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

Registered office in Sant'Ilario d'Enza - Via E. Fermi n. 25  
Tax code number and registration with the Reggio Emilia companies register 11666900151  
Share Capital Euro 56,617,232.88

### **NOTICE OF ORDINARY MEETING**

Those entitled to attend and exercise their voting rights are called to the Ordinary Shareholders' Meeting to be held on 29 April 2025 at 10:00 a.m., in a single call, which shall be deemed conventionally held at the offices of Interpump Group S.p.A. located in Reggio Emilia, Via G. B. Vico no. 2, to discuss and resolve on the following

#### **AGENDA**

- 1. Approval of the financial statements for the year ended 31 December 2024, accompanied by the Directors' Report on Management, the Board of Statutory Auditors' Report, the Independent Auditors' Report and the additional accompanying documentation required by current provisions; presentation of the Group's consolidated financial statements for the year ended 31 December 2024, accompanied by the Board of Directors' Report (including the Consolidated Sustainability Report pursuant to Legislative Decree no. 125/2024 for the 2024 financial year) and the accompanying documentation required by current provisions; related and consequent resolutions;*
- 2. Destination of the operating profit and distribution of the dividend; related and consequent resolutions;*
- 3. Report on the remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of 1998: approval of the First Section of the Report on Remuneration Policy pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58 of 1998; related and consequent resolutions;*
- 4. Report on the remuneration policy and compensation paid pursuant to art. 123-ter of Legislative Decree 58 of 1998: vote on the Second Section of the Report on the remuneration policy and compensation paid pursuant to art. 123-ter, paragraph 4, of Legislative Decree no. 58 of 1998; related and consequent resolutions;*
- 5. Determination of remuneration for the office of director for the financial year 2025 and the total amount of remuneration for directors holding special offices; related and consequent resolutions;*
- 6. Approval of the incentive plan called "Interpump Incentive Plan 2025/2027" for employees, directors and/or collaborators of the Company and its subsidiaries; related and consequent resolutions;*
- 7. Authorisation, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, to purchase treasury shares and any subsequent disposal of treasury shares in portfolio or purchased, subject to revocation, in whole or in part, for the portion that may not have been executed, of the authorisation granted by shareholders' resolution of 26 April 2024; related and consequent resolutions;*

## INFORMATION ON SHARE CAPITAL

The issued and fully-paid share capital amounts to 56,617,232.88 euro and is represented by 108,879,294 ordinary shares, nominal value 0.52 euro each, having all the rights and obligations envisaged by law. Shares are indivisible. Each share gives the right to one vote, except for treasury shares held in the portfolio at the date of the Shareholders' Meeting. At the date of publication of this notice of call, the Company holds no. 2,188,763 treasury shares, representing 2,010 % of the share capital, whose voting rights are suspended pursuant to Article 2357-ter, second paragraph, of the Italian Civil Code; therefore, the voting rights exercisable at the Shareholders' Meeting are related to No. 106,690,531 ordinary shares. Treasury shares are, however, counted for the purpose of calculating the majorities and quotas required for the constitution and passing of resolutions at the Shareholders' Meeting.

On the Company's *website*, at [www.interpumpgroup.it](http://www.interpumpgroup.it) (section “Governance” – “Shareholding”), detailed information is provided on the amount of the share capital and its composition.

## PARTICIPATION IN THE SHAREHOLDERS' MEETING - EXERCISE OF VOTING RIGHTS

Those who are deemed to be entitled to vote on the basis of the accounting records and evidence relating to the end of the accounting day of the seventh open market day preceding the date set for the Meeting, i.e. **at the end of the day of 16 April 2025 (record date)**, will be entitled to participate in the Meeting, pursuant to art. 83-sexies of the Legislative Decree 58/1998 (“TUF”). Those who prove to be the owners of the Company's shares after that date on the basis of the entries made in the accounts will not be entitled to attend and vote at the Shareholders' Meeting. The communication from the authorised intermediary must be received by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. **by 24 April 2025**). The right to intervene and vote remains unaffected if the communications are received by the Company after that deadline, provided that they are within the start of the shareholders' meeting of the single call.

Pursuant to art. 106 of Legislative Decree no. 18/2020 (so-called “Decreto Cura Italia”), converted, with amendments, into Law no. 27/2020 as amended, as last extended by Decree Law no. 202/2024 (so-called “Decreto Milleproroghe 2025”) converted, with amendments, into Law no. 15/2025, the Company has decided to avail itself of the option to provide that Shareholders' attendance at the Shareholders' Meeting takes place exclusively through the Designated Representative pursuant to Article 135-undecies of the TUF, without physical participation by Shareholders. The Company has therefore appointed Studio Legale Trevisan & Associati – with registered office in Milan, Viale Majno n. 45, 20122 (the “**Designated Representative**”) – to represent the shareholders pursuant to art. 135-undecies of the TUF and the aforementioned provisions of law.

Attendance at the Shareholders' Meeting by the authorised parties (the Chairman, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors, the other members of the corporate bodies, the secretary, the Designated Representative, the auditing firm and/or employees and/or collaborators authorised by the Chairman), shall take place by means of telecommunications that allow for their identification, in the manner individually communicated to them, in compliance with the applicable regulatory provisions for such eventuality, without the need for the Chairman and Secretary to be in the same place.

Shareholders who wish to participate in the Shareholders' Meeting may do so exclusively through the Designated Representative, by means of the conferment of an appropriate proxy and/or sub-delegation to the Designated Representative, alternatively pursuant to:

- of art. 135-*undecies* of the TUF, through the “*Proxy Form to the Designated Representative*”, or
- of art. 135-*novies* of the TUF, with the option to use the “*Ordinary proxy form*” and/or the “*Sub-proxy form*”, in the manner described below.

▪ **Proxy pursuant to Article 135-*undecies* TUF (“*proxy to the Designated Representative*”)**

The Designated Representative may be granted a written proxy pursuant to Article 135-*undecies* of the TUF, at no cost to the delegating party (except for any shipping costs), using the specific Form of proxy to the Designated Representative, in a printable and/or editable version, available on the Company's *website*, at the address [www.interpumpgroup.it](http://www.interpumpgroup.it) (see (section “Governance” – “Shareholders’ Meeting”).

The proxy form to the Designated Representative, duly filled in, with the relevant written voting instructions - accompanied by a copy of an identity document of the Proxy Granter (i.e. the legal representative or proxy holder with appropriate powers, together with documentation certifying their qualification and/or powers) - must be received, in original, by Studio Legale Trevisan & Associati, by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e. **by 25 April 2025, 11.59 pm**)

(i) for proxies with handwritten signatures, to the address:

*Studio Legale Trevisan & Associati*

*Viale Majno n. 45*

*20122 MILAN - Italy;*

(ii) for proxies with qualified electronic signatures or digital signatures, by certified e-mail, to the address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) (reference “*Proxy Meeting INTERPUMP GROUP 2025*”).

Within the same period and in the same manner, proxies and voting instructions are revocable.

The proxy thus conferred shall be effective only for those proposals in respect of which voting instructions have been given.

▪ **Delegation pursuant to art. 135-*novies* TUF (“*ordinary delegation*” and/or “*sub-delegation*”)**

Those who do not avail themselves of the proxies pursuant to art. 135-*undecies* of the TUF may grant the Designated Representative proxies and/or sub-proxies pursuant to art. 135-*novies* of the TUF, in derogation of art. 135-*undecies*, paragraph 4, of the same decree, with the option of using the “*Ordinary Proxy Form*” and/or the “*Sub-Proxy Form*”, in a printable and/or editable version, available on the Company's *website*, at [www.interpumpgroup.it](http://www.interpumpgroup.it) (see (section “Governance” – “Shareholders’ Meeting”).

The proxies pursuant to art. 135-*novies* TUF – accompanied by a copy of an identity document of the delegating party (or of the legal representative or attorney with suitable powers, together with documentation certifying their qualifications and/or powers) – must be delivered to Studio Legale Trevisan & Associati **by 0.00 pm on 28 April 2025** (it being understood that the Designated Representative may accept proxies and/or sub-proxies and/or voting instructions even after the aforementioned deadline, provided that this is before the start of the meeting proceedings)

(i) by post, to the address:

*Studio Legale Trevisan & Associati*

*Viale Majno n. 45*

*20122 MILAN - Italy,*

or

(ii) by electronic communication, to the certified e-mail address: [rappresentante-designato@pec.it](mailto:rappresentante-designato@pec.it) or e-mail: [rappresentante-designato@trevisanlaw.it](mailto:rappresentante-designato@trevisanlaw.it).

In the same manner and within the same time limit, those entitled may revoke the proxy and/or sub-proxy and the voting instructions given.

The Designated Representative will be available for clarification and/or information at the above addresses and/or toll-free number: 800 134 679 (during working days and hours).

The proxy as conferred above shall be effective only for those proposals in respect of which voting instructions have been indicated. It should be noted that the shares for which the proxy was conferred, even partially, are counted for the purpose of the regular constitution of the Shareholders' Meeting (so-called *constitutive quorum*). The proxy to the Designated Representative has no effect with respect to proposals for which no voting instructions have been given, and, therefore, with respect to proposals for which no voting instructions have been given, the shares are not counted for the purpose of calculating the majority and the portion of capital required for the approval of resolutions (so-called *resolution quorum*).

There are no procedures for voting by correspondence or by electronic means in relation to the Meeting.

### **THE RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA**

Pursuant to art. 127-ter of the TUF, those who have the right to vote and in whose favour the Company has received a specific communication from an authorized intermediary may ask questions on the matters on the Agenda before the Meeting. Those wishing to avail themselves of this option must expressly indicate the item on the Agenda to which the individual applications refer and submit their applications to the Company no later than the seventh trading day prior to the date of the Shareholders' Meeting (i.e., **no later than 16 April 2025**), in the following manner: (i) by registered mail with return receipt to the address Interpump Group S.p.A. - Segreteria Societaria - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE), Italy; or (ii) by certified e-mail to [interpumpgroup@legalmail.it](mailto:interpumpgroup@legalmail.it).

The Company will make available the answers to any questions received from Shareholders in the form of Q&A on its website [www.interpumpgroup.it](http://www.interpumpgroup.it) (see (section "Governance" – "Shareholders' Meeting") at least two days before the Meeting, i.e. by 27 April 2025. The Company may provide a single answer to questions with the same content. A reply to questions asked before the meeting is not due when the information requested is already available in the dedicated section of the *website* or when the reply has already been published in that section.

### **THE RIGHT TO ADD TO THE AGENDA OF THE MEETING AND TO SUBMIT PROPOSALS FOR RESOLUTIONS**

Pursuant to Article 126-bis of the TUF, Shareholders who, also jointly, represent at least one fortieth of the share capital, may request, within ten days of the publication of this notice, i.e. **by 7 April 2025**, the integration of the list of items to be discussed, indicating in the request the additional items proposed, or submit resolution proposals on items already on the Agenda of the Shareholders' Meeting. Additions to the agenda are not permitted with regard to items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or a report prepared by them, other than those indicated in Article 125-ter, paragraph 1, of the TUF. Shareholders in favour of whom the Company has received a notice from an authorised intermediary certifying the ownership of the required shareholding shall be entitled to request the integration of the Agenda, or to submit

resolution proposals. Requests can be sent to the Company: (i) by registered mail with return receipt to the address Interpump Group S.p.A. - Segreteria Societaria - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE), Italy; or (ii) by certified e-mail to [interpumpgroup@legalmail.it](mailto:interpumpgroup@legalmail.it).

Please remember that, pursuant to art. 126-*bis*, paragraph 4, of the TUF, Shareholders who request the integration of the Agenda must prepare a report that contains the motivation for the proposed resolutions on the new matters they propose to discuss, or the motivation relating to the additional proposed resolutions presented on matters already on the Agenda. This report must be submitted to the Company, in the manner provided for above, within the deadline for submitting the request for supplementation. Additions to the agenda or the submission of additional motions on items already on the agenda shall be announced in the same manner as prescribed for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting, i.e. by **14 April 2025**.

The additional proposals for resolutions on matters already on the Agenda, as well as the aforementioned explanatory reports (accompanied by any assessments of the Board of Directors), will be made available to the public by the Company, in the manner set out in art. 125-*ter*, paragraph 1, of the TUF, at the same time as the publication of the notice of the presentation.

#### **ADDITIONAL SHAREHOLDER RIGHTS - THE RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS BEFORE THE MEETING**

In consideration of the fact that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, Shareholders entitled to participate in the Shareholders' Meeting who wish to make proposals for resolutions and votes on the items on the Agenda must submit such proposals **by 14 April 2025**, in the same manner as indicated in the previous paragraph. Such proposals will be published without delay and, in any case, by 15 April 2025 on the Company's website, at [www.interpumpgroup.it](http://www.interpumpgroup.it) (see section "Governance" – "Members' Meeting") in order to keep those entitled to vote informed and to be able to express themselves consciously, also taking into account such new proposals; in this way, furthermore, the Designated Representative will be able to receive any voting instructions also on the aforementioned resolution and voting proposals. *Proposals for resolutions must be accompanied by a certification issued by an authorized intermediary pursuant to art. 83-sexies of the TUF.*

For the purposes of the above, the Company reserves the right to verify the relevance of the proposals with respect to the items on the Agenda, their completeness and their compliance with applicable regulations, as well as the legitimacy of the proposers.

#### **DOCUMENTATION**

The documents relating to the Shareholders' Meeting - including the explanatory reports on the items on the Agenda and the related resolution proposals - are made available to the public, within the terms provided for by the regulations in force, at the Company's registered office (on weekdays from Monday to Friday from 09.00 to 12.00 and from 15.00 to 17.00), on the Company's website at [www.interpumpgroup.it](http://www.interpumpgroup.it) (see section "Governance" - "Shareholders' Meeting"), as well as at the authorised storage mechanism ([www.emarketstorage.it](http://www.emarketstorage.it)). Persons entitled to attend the Shareholders' Meeting are entitled to obtain copies of the documents.

This notice is published on the Company's website, at [www.interpumpgroup.it](http://www.interpumpgroup.it) (see section “Governance” - “Shareholders' Meeting”), at the authorised storage facility ([www.emarketstorage.it](http://www.emarketstorage.it)), as well as, in excerpts, in the daily newspaper “Italia Oggi”.

Sant'Ilario d'Enza, 28 March 2025.

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For the Board of Directors  
The Chairman  
Fulvio Montipò

The Corporate Secretariat of Interpump Group SpA is available, on weekdays from Monday to Friday from 09.00 to 12.00 and from 15.00 to 17.00, for any further information, at the following numbers: telephone + 39 0522 904311; fax + 39 0522 904444 and at the e-mail address: [fgest@interpumpgroup.it](mailto:fgest@interpumpgroup.it).