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INTERPUMP GROUP
INTERNATIONAL TECHNICAL COMPANY

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS OF INTERPUMP GROUP S.P.A. ON THE ITEMS ON THE AGENDA OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING CONVENED FOR 30 APRIL 2026

Sant'Ilario d'Enza, Italy, 20 March 2026

Drawn up pursuant to Article *125-ter*(1) of Legislative Decree No. 58/1998, (the "**Consolidated Law on Finance**", Article 84-*quater* of the Regulation adopted by CONSOB with Resolution No. 11971/999, as amended (the "**Issuers' Regulation**"), as well as Article 73 of the Issuers' Regulation and in accordance with Annex 3A, Schedule 4 thereof.

Dear Shareholders,

this report ("**Report**") has been prepared to illustrate to the Shareholders of Interpump Group S.p.A. ("**Interpump**" or the "**Company**") the proposals that the Board of Directors intends to submit for your approval in relation to the items on the agenda of the Ordinary and Extraordinary Shareholders' Meeting of the Company convened in a single call for **30 April 2026**, **at 10 a.m.**, and which, as usual, shall be held at the offices of Interpump Group S.p.A. located in Reggio Emilia, Via G.B. Vico 2

In particular, the Agenda of said Shareholders' Meeting is as follows:

Ordinary part

1. *Approval of the financial statements for the year ended 31 December 2025, accompanied by the Directors' Report on Management, the Board of Statutory 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 2025, accompanied by the Board of Directors' Report (including the Consolidated Sustainability Report pursuant to Legislative Decree no. 125/2024 for the 2025 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 art. 123-ter of Legislative Decree no. 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;*
4. *Appointment of the Board of Directors: determination of the number of members;*
5. *Appointment of the Board of Directors: determination of the term of office;*
6. *Appointment of the Board of Directors: appointment of the members of the Board of Directors;*
7. *Appointment of the Board of Directors: appointment of the Chair of the Board of Directors;*
8. *Determination of remuneration for the office of director for the financial year 2026 and the total amount of remuneration for directors holding special offices; related and consequent resolutions;*
9. *Appointment of the Board of Statutory Auditors for the financial years 2026, 2027 and 2028: appointment of three Standing Auditors and two Alternate Auditors;*
10. *Appointment of the Board of Statutory Auditors for the financial years 2026, 2027 and 2028: determination of the remuneration of the members of the Board of Statutory Auditors;*
11. *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 29 April 2025; related and consequent resolutions.*

Extraordinary part

1. *Renewal of the mandate granted to the Board of Directors to increase the share capital, with the exclusion of option rights, pursuant to Articles 2443 and 2441(4) of the Italian Civil Code, as provided for in Article 5 of the Articles of Association, and the consequent amendment to the Articles of Association; resolutions pertaining thereto and resulting therefrom;*

*** *** ***

Ordinary part

As regards the first item on the agenda of the Ordinary Meeting:

1. ***Approval of the financial statements for the year ended 31 December 2025, 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 2025, accompanied by the Board of Directors' Report (including the Consolidated Sustainability Report pursuant to Legislative Decree no. 125/2024 for the 2025 financial year) and the accompanying documentation required by current provisions; related and consequent resolutions.***

The Board of Directors intends to submit to the Shareholders' Meeting the Draft Financial Statements for the financial year ending 31 December 2025 approved by the Board of Directors on 20 March 2026, including the Report on Operations, the Board of Statutory Auditors' Report, the External Auditors' Report and the additional accompanying documentation required under current regulations. The Draft Financial Statements presents the following data:

- Net revenue Euro 117,496,687 (one hundred and seventeen million four hundred and ninety-six thousand 687);
- Net profit for the period Euro 124,714,455.22 euro (one hundred twenty-four million seven hundred fourteen thousand four hundred fifty-five/22);
- Shareholders' equity 803,574,884 euro (eight hundred three million five hundred seventy-four thousand 884).

With regard to the Group's Consolidated Financial Statements as of 31 December 2025, the following figures should be noted:

- Net revenue Euro 2,070,684,000 (two thousand seventy million, six hundred and eighty-four thousand);
- Consolidated net profit for the period Euro 209,709,000 (two hundred and nine million, seven hundred and nine thousand);
- Consolidated shareholders' equity Euro 2,110,101,000 (two thousand one hundred and ten million, one hundred and one thousand).

For all detailed information and comments relating to the Financial Statements, please refer to the data published by the Company in its press release of 20 March 2026 and to the Annual Financial Report.

It should also be noted that the Report on Operations accompanying the Group's Consolidated Financial Statements includes the Consolidated Sustainability Report pursuant to Legislative Decree No. 125/2024 for the year 2025 approved by the Board of Directors on 20 March 2026.

The Financial Statements at 31 December 2025 have been prepared in XHTML - ESEF format in accordance with Legislative Decree No. 25 of 15 February 2016 implementing Directive 2013/50/EU.

For detailed information and comments on the Financial Statements, please refer to the Annual Report.

The aforementioned documents will be published, with all further accompanying documentation, within the terms of the law, at the Company's registered office, on the Company's website at www.interpumpgroup.it (section "Governance" - "Shareholders' Meeting"), as well as on the authorised storage mechanism (www.emarketstorage.it).

Accordingly, the Board of Directors submits the following for your approval:

motion for resolution

"*The Ordinary Shareholders' Meeting of Interpump Group S.p.A:*

- *having regard to the Company's Financial Statements for the year ended 31 December 2025, which show a profit for the year of Euro 124,714,455.22 (one hundred and twenty-four million seven hundred and fourteen thousand four hundred and fifty-five/22);*
- *having regard to the Report on Operations accompanying the Financial Statements of the Company for the year ended 31 December 2025;*
- *having noted the Board of Statutory Auditors' Report and the External Auditors' Report on the Company's Financial Statements for the year ended 31 December 2025;*
- *having examined the Board of Directors' Explanatory Report;*

resolves

1) *to approve the Financial Statements of Interpump Group S.p.A. for the year ended 31 December 2025, which show a net profit for the year of Euro 124,714,455.22 (one hundred and twenty-four million seven hundred and fourteen thousand four hundred and fifty-five/22);*
2) *to grant to the Chair of the Board of Directors and to the Chief Executive Officer pro-tempore, severally, with the power to delegate to third parties, all the broadest powers necessary to implement all activities inherent to, consequent to or connected with the resolution referred to in point 1) above".*

As regards the second item on the agenda of the Ordinary Meeting:

2. Destination of the operating profit and distribution of the dividend; related and consequent resolutions.

This section of the Report illustrates the proposal that the Board of Directors of Interpump Group S.p.A. intends to submit to the Shareholders for approval in relation to the allocation of the profit for the year and the distribution of the dividend.

The Financial Statements for the year ended 31 December 2025, which were approved by the Shareholders' Meeting under Agenda item 1 above, show a net profit for the year of Euro 124,714,455.22 (one hundred and twenty-four million seven hundred and fourteen thousand four hundred and fifty-five/22).

Taking into account the Consolidated Financial Statements and the economic and financial outlook for the current year, the Board of Directors also deems it appropriate to propose:

(i) the distribution of a dividend for each outstanding share of Euro 0.35 (thirty-five cents), including the right pursuant to Article 2357-*ter* (2) of the Civil Code, by utilising a portion of the net profit for the 2025 financial year, and

(ii) the allocation of the remaining portion of the net profit for the year to the extraordinary reserve, the legal reserve having already reached the limit of one-fifth of the subscribed and paid-up share capital.

Please note that for tax purposes, the entire dividend of Euro 0.35 (thirty-five cents) per share is taken from the net profit for the year and is taxable to the recipient in accordance with current legislation.

Accordingly, we submit for your approval the following

motion for resolution

"*The Ordinary Shareholders' Meeting of Interpump Group S.p.A:*

- having noted that the Financial Statements for the year ended 31 December 2025 show a net profit of Euro 124,714,455.22 (one hundred and twenty-four million seven hundred and fourteen thousand four hundred and fifty-five/22);

- having regard to the proposal for a resolution formulated by the Board of Directors;

resolves

1) *to distribute a portion of the net profit for the year, as a dividend to shareholders, for an amount of Euro 0.35 for each share outstanding, including the right pursuant to Article 2357-ter(2) of the Civil Code;*
2) *to allocate the remaining portion of the net profit for the year to the extraordinary reserve, the legal reserve having already reached the limit of one-fifth of the subscribed and paid-up share capital;*
3) *to determine the entitlement to the payment of profits, pursuant to Article 83-terdecies of the Consolidated Law on Finance and the applicable regulations, with reference to the evidence in the accounts relating to the end of the accounting day of **19 May 2026** (**record date**) with payment of the dividend from **20 May 2026**, and ex-dividend date **18 May 2026** of **coupon no. 33**;*
4) *to grant to the Chair of the Board of Directors and to the Chief Executive Officer pro tempore, severally, the power to delegate to third parties, the authority to determine, in due course and based on the final number of shares entitled to the dividend, the total amount of profit to be distributed to the Shareholders and the amount of profit to be allocated to the Extraordinary Reserve, and to take any and all measures necessary or appropriate to implement this resolution.*

As regards the third item on the agenda of the Ordinary Meeting:

3. Report on the remuneration policy and compensation paid pursuant to art. 123-ter of Legislative Decree no. 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.

This section of the Report illustrates the proposal that the Board of Directors of the Company intends to submit to the approval of Shareholders in relation to the Report on the remuneration policy and compensation paid pursuant to Article 123-ter of the Consolidated Law on Finance ("**Remuneration Policy**"). It should be noted that the Remuneration Report is divided into two Sections.

With regard to the First Section, it should be noted that, on 29 April 2025, the Shareholders' Meeting resolved, by a favourable vote, to adopt a new Remuneration Policy, as set out in the First
Section of the Remuneration Report ('**Policy**'), establishing a duration of three financial years (2025–2027) for the Policy.

In view of the three-year duration of the current Policy, the Shareholders' Meeting convened for 30 April 2026 will be called upon to pass a resolution solely with regard to the Second Section of the Remuneration Report, prepared for the financial year 2025 by the Remuneration Committee and approved by the Board of Directors at its meeting of 20 March 2026 ('**Second Section**'). The Second Section illustrates (i) each of the items that make up remuneration, including compensation in the event of termination of office or termination of employment; (ii) compensation paid in the year of reference for any reason and in any form by the Company and its subsidiaries or affiliates; (iii) the remuneration to be paid in one or more subsequent years in relation to the activity carried out in the reference year; (iv) how the Company has taken into account the vote cast the previous year on the Second Section of the Remuneration Report; (v) for each person, the percentage achievement of the economic-financial objectives and the timely achievement of the ESG objectives for the year 2025.

It should be noted that, pursuant to Article 123-*ter*(6) of the Consolidated Law on Finance, the Shareholders' vote on the Second Section is not binding, as set out in the aforementioned regulations.

The Second Section for the 2025 financial year, together with the text of the Policy referred to in the First Section, which remains unchanged with respect to that approved by the Meeting of 29 April 2025, will be made available to the public within the terms established by the legislation in www.interpumpgroup.it (section "Governance" – "Shareholders' Meeting") as well as at the authorised storage mechanism (www.emarketstorage.it).

Accordingly, we submit for your approval the following

motion for resolution

"*The Ordinary Shareholders' Meeting of Interpump Group S.p.A:*

- having examined the Second Section of the Report on Remuneration Policy and Remuneration Paid, prepared for the financial year 2025 pursuant to Article 123-ter(4) of the Consolidated Law on Finance and approved by the Board of Directors on 20 March 2026;
- having noted the Explanatory Report of the Board of Directors;

resolves

1) to approve, pursuant to Article 123-ter(6) of Legislative Decree No. 58/1998, the Second Section of the Report on Remuneration Policy and Remuneration Paid drafted for the Year 2025 pursuant to Article 123-ter(4) of the Consolidated Law on Finance".

With regard to the fourth, fifth, sixth and seventh items on the Agenda of the Ordinary Meeting:

4. Appointment of the Board of Directors: determination of the number of members;
5. Appointment of the Board of Directors: determination of the term of office;
6. Appointment of the Board of Directors: appointment of the members of the Board of Directors;
7. Appointment of the Board of Directors: appointment of the Chair of the Board of Directors.

The Board of Directors intends to submit to the Shareholders for consideration and approval the proposed resolutions relating to the appointment of the Board of Directors, addressing items four, five, six and seven on the agenda jointly. It should be noted that, upon the approval of the financial statements at 31 December 2025 by the Shareholders' Meeting convened for 30 April 2026, the term of office of the Directors currently in office will come to an end due to the expiry of their term.

On this point, it should be noted that Article 14 of the Articles of Association, which are available at the Company's registered office and on the Company's website at www.interpumpgroup.it (section 'Governance', 'Corporate documents'), stipulates that *"the Company is administered by a Board of Directors composed of a minimum of three and a maximum of thirteen members, who need not be shareholders, appointed at the Shareholders' Meeting after determining their number*". The Directors remain in office for a maximum of three financial years, as established when appointed during the Meeting, and may be re-elected.

The same provision of the Articles of Association also stipulates that the Board of Directors comprises both Executive and Non-Executive Directors. With regard to the composition of the Board of Directors, (i) a number of Directors, identified in compliance with legal and regulatory provisions and the code of conduct of Borsa Italiana adopted by the Company from time to time, must be in possession of the independence attributes required therein,

and (ii) gender balance must be assured in compliance with the provisions of the law, the regulations, and the code of conduct of Borsa Italiana adopted by the Company from time to time.

In the latter regard, with regard to gender requirements, it should be noted that Article 147-*ter* (1-*ter*) TUF stipulates that the least represented gender must comprise at least two-fifths of the elected Directors. Article 144-*undecies*.1(3) of the Issuers' Regulation specifies that, if the application of this gender allocation criterion does not result in a whole number, the number must be rounded up to the nearest whole number (unless the Board of Directors is composed of three members, in which case the number shall be rounded down to the nearest whole number).

Procedure for the appointment of the Board of Directors: procedure for submitting lists

Pursuant to Article 14 of the Articles of Association and the applicable legal provisions:

- Directors are appointed on the basis of lists submitted by the Shareholders. Lists may be submitted exclusively by Shareholders who, on the date the list is submitted, are either individually or together with other Shareholders globally in possession of shares with voting rights representing at least 1% (one per cent – in accordance with the provisions of Consob Resolution No. 155 of 27 January 2026) of the subscribed and paid-up capital having voting rights in the ordinary Shareholders' Meeting for the appointment of corporate officers;

- A Shareholder may not submit or vote for more than one list, even by means of an intermediary or a trust company. Shareholders belonging to the same group and Shareholders who adhere to a shareholders' agreement regarding the shares of the Company may not submit or vote for more than one list, even through a third party or through trust companies.

- Lists of candidates, signed by the Shareholders submitting them and accompanied by the documentation required by the applicable provisions of the Articles of Association and the law, must be filed with the Company's Corporate Secretariat, Via E. Fermi, 25 – 42049 S. Ilario d'Enza (RE), Italy, or sent to the Company *(i)* by registered post with acknowledgement of receipt, to the following address: Interpump Group S.p.A. – Corporate Secretariat – Via E. Fermi, 25 – 42049 S. Ilario d'Enza (RE), Italy, or *(ii)* by certified email to interpumpgroup@legalmail.it, no later than the twenty-fifth day prior to the date of the Shareholders' Meeting (i.e., **by 5 April 2026**);

- Ownership of the number of shares required to submit the lists shall be certified, at the same time as the list is filed or at the latest no later than twenty-one days before the date of the Shareholders' Meeting (i.e., **by 9 April 2026**), by means of a notice issued by the authorised intermediary, taking into account the shares registered in the Shareholder's name on the day the list is filed;

- Pursuant to Article 14 of the Articles of Association, the Board of Directors must include a minimum number of Independent Directors, as stipulated by current legislation and by the Corporate Governance Code of Borsa Italiana S.p.A., i.e., at least half of the members of the Board of Directors. Those submitting the list are obliged to comply with this minimum number and to indicate which candidates meet the independence criteria;

- Each list must contain no more than thirteen candidates, each assigned a sequential number; the first candidate in sequence on the list must satisfy the independence requirements established by law and by the Corporate Governance Code of Borsa Italiana S.p.A.;

- On lists comprising three or more candidates, at least two-fifths of the candidates must be of the less represented gender. If the application of this gender allocation criterion does not result in a whole number, the number shall be rounded up to the nearest whole number (unless the Board of Directors is composed of three members, in which case the number shall be rounded down to the nearest whole number). Those submitting a list are obliged to act in such a way as to ensure that, if the list comprises at least 3 (three) candidates, its composition complies with the aforementioned proportionality criterion for gender balance;

- Each list shall be accompanied by:

(i) the curriculum vitae for each candidate, containing:
   i. full information on their personal and professional characteristics;
   ii. indication of offices held in other companies, such as, in particular (i) the non-executive directorships and memberships of control bodies held in companies listed on regulated stock markets (including foreign stock markets), in financial companies, banks, insurance companies, or companies of significant size, these latter being construed as companies whose most recent annual financial statements report assets or sales in excess of Euro 500,000,000.00 (five hundred million); (ii) the executive directorships of any company, including companies not covered by the categories specified in the previous point (i), with the sole exception of companies engaged in the "mere utilisation" of property, shareholdings or other assets, and companies whose most recent annual financial statements reported sales of not more than Euro 50,000,000.00 (fifty million); (iii) the offices pursuant to art. 2390, paragraph 1 of the Italian Civil Code that require the Meeting to make an exception to the legal ban on competition, with the specification that it is not necessary to disclose offices in companies directly or indirectly controlled by the Company, which are generally assumed to have been approved by the Company in advance. For each company in which offices are held, it is necessary to specify its name, location, register of companies registration number or equivalent, and the nature of the office held (including status as Executive Director, Non-Executive Director, or Independent Director);

(ii) declarations from each candidate stating:
   i. their acceptance of the nomination and the absence of any grounds for ineligibility or disqualification, their satisfaction of the requirements of integrity and professionalism, and, where applicable, their satisfaction of the independence requirements set out in the applicable regulatory provisions and/or the Corporate Governance Code;
   ii. compliance with the provisions on the accumulation of appointments;

(iii) details of the Shareholders submitting the list, with their name, company name, location, company registration number or equivalent, and the percentage of the capital they hold in total, accompanied by a declaration consistent with that envisaged in art. 144-(6), subsection 4, letter b) of the Issuers' Regulation, attesting to the absence of significant interests pursuant to art. 144-(5) of said Regulation;

- Lists for which the previous provisions are not observed shall be considered as not submitted.

- The lists will be made available to the public at the Company's registered office, on the Company's website at www.interpumpgroup.it (section 'Governance', 'Shareholders' Meeting'), and on the authorised storage mechanism ((www.emarketstorage.it), at least twenty-one days before the date of the Shareholders' Meeting (i.e., by 9 April 2026);

The lists submitted by Shareholders shall be numbered in sequential order based on the date on which they are filed with or sent to the Company.

Procedure for appointing the Board of Directors: procedure for electing members

Pursuant to Article 14 of the Articles of Association, the Board of Directors shall be elected as set out below:

a) all the Directors to be elected less one will be taken, on the basis of the sequential number with which the candidates are listed, from the list that receives the highest number of votes; all the Directors of the least represented gender, as required by the regulations in force concerning gender balance (two-fifths of Directors), will also be taken from that list, except if the remaining Director, taken from the list that received the second highest number of votes, is of the least represented gender: in that case, all the Directors of the least represented gender, as required by the regulations in force, will be taken from the list that obtained the highest number of votes, except for one;

b) the remaining Director will be taken from the list that obtains the second highest number of votes, being the person indicated with the first sequential number in the list, without prejudice to the provisions established in the preceding letter a) concerning gender balance;

c) in the case of a tied vote (i.e., if two lists both receive the highest number of votes, or the second highest number of votes) the Meeting will repeat the ballot, with list vote, to appoint the entire Board of Directors;

d) the candidates from the lists will be elected in compliance with the criteria indicated in the foregoing letters a), b) and c), without prejudice to the provisions set down under the following letters e), f) and g);

e) if just one list is duly submitted, all the Directors to be appointed will be taken from that list, on the basis of the sequential order with which the candidates appear in the list, again in compliance with the regulations in force on the independence of Directors and gender balance;

f) if the list that received the second highest number of votes fails to obtain a percentage of the votes equivalent at least to half of those necessary for submission of the lists (0.5%, equal to half of the minimum threshold of 1%), all the Directors to be appointed will be taken from the list that receives the highest number of votes, on the basis of the sequential number with which the candidates appear in the list;

g) if the list that received the second highest number of votes has received votes cast by one or more shareholders considered to be associated, pursuant to Article 144-*quinquies* of the Issuers' Regulation, with one or more of the Shareholders that submitted (or joined in submitting) the list that received the highest number of votes, such votes will not be considered. Consequently, if without considering such votes, another list emerges as the second most voted list, the remaining Director will be the candidate with the first sequential number appearing in that other list;

h) If no list is validly submitted, including due to the lack of statutory or regulatory requirements, or if, for any reason, the appointment of one or more Directors cannot be carried out according to the procedures illustrated herein, the Shareholders' Meeting will resolve with the majorities required by law, ensuring in any case the presence of the necessary number of Directors who possess the independence requirements established by law and compliance with the current regulations regarding gender balance.

"Guidelines of the Board of Directors on the qualitative and quantitative composition of the Board of Directors for the three-year period 2026–2028"

With regard to the size, term of office and composition of the Board of Directors to be appointed, the outgoing Board of Directors – in accordance with the provisions of the Corporate Governance Code (see Article 4, Recommendation 23) – drew up and subsequently published, on 26 February 2026, its Guidelines for the Company's Shareholders on the qualitative and quantitative composition of the Board of Directors, taking into account the Group's size, positioning, complexity, the specific nature of the sector and the Group's strategies.

With regard to the proposals made by the Board of Directors in relation to items 4, 5 and 6 on the Agenda, please refer to the document entitled '*Guidelines of the Board of Directors on the qualitative and quantitative composition of the Board of Directors for the three-year period 2026–2028*', which is available on the Company's website at www.interpumpgroup.it (section 'Governance', 'Shareholders' Meeting') and on the authorised storage mechanism (www.emarketstorage.it).

In light of the foregoing, and in relation to the points outlined above, the Company's Board of Directors proposes that the Ordinary Shareholders' Meeting pass the following resolutions.

Proposed resolution on item 4 of the Agenda

"*The Ordinary Shareholders' Meeting of Interpump Group S.p.A:*

- *having noted the need to determine the number of members of the Board of Directors;*
- *having noted the Explanatory Report prepared by the Board of Directors;*
- *having noted the "Guidelines of the Board of Directors on the qualitative and quantitative composition of the Board of Directors for the three-year period 2026–2028"*

resolves

1) to set the number of members of the Board of Directors at nine (9)"

Proposed resolution on item 5 of the Agenda

"*The Ordinary Shareholders' Meeting of Interpump Group S.p.A:*

- *having noted the need to determine the term of office of the Board of Directors;*
- *having noted the Explanatory Report prepared by the Board of Directors;*
- *having noted the "Guidelines of the Board of Directors on the qualitative and quantitative composition of the Board of Directors for the three-year period 2026–2028"*

resolves

1) to set the term of office of the Board of Directors at 3 (three) financial years, expiring on the date of approval by the Shareholders' Meeting of the financial statements for the year ending 31 December 2028."

Proposed resolution on items 6 and 7 of the Agenda

The Board of Directors invites the Shareholders to submit their lists – taking into account, in accordance with the Corporate Governance Code, also the '*Guidelines of the Board of Directors on the Qualitative and Quantitative Composition of the Board of Directors for the three-year period 2026–2028*' published on the Company's website at www.interpumpgroup.it (section 'Governance', 'Shareholders' Meeting') and on the authorised storage mechanism ((www.emarketstorage.it) – and to pass a resolution on the appointment of the members of the Board of Directors, expressing their preference for one of the lists drawn up, filed and published in accordance with the aforementioned provisions.

The Shareholders were also invited to appoint the Chair of the Board of Directors.

As regards the eigth item on the agenda of the Ordinary Meeting:

8. Determination of remuneration for the office of director for the financial year 2026 and the total amount of remuneration for directors holding special offices; related and consequent resolutions.

This section of the Report illustrates the proposal that the Board of Directors of the Company intends to submit to the Shareholders for approval in relation to the determination of the remuneration for the office of Director for the financial year 2026 and the total amount of the remuneration of the Directors holding special offices.

Compared to the previous financial year, the Board of Directors proposes an update to the remuneration, taking into account the commitment required of the Directors and the changes in the legal and regulatory framework applicable to listed companies. In particular, in recent years, there has been an expansion of the responsibilities and activities required of governing bodies, including in light of the new provisions on sustainability, governance and risk management, as well as the related disclosure and reporting obligations that directly involve the Board of Directors.

The Board of Directors has also taken into account the fact that the remuneration for the office of Director and the maximum limit on the remuneration payable to Directors holding special offices have remained unchanged for several financial years, and has therefore deemed it appropriate to propose an update aimed at bringing them into line with the commitment required and the responsibilities associated with the role, in accordance with criteria of prudence and consistency with market practice for comparable companies.

1. *On remuneration for the office of Director for the financial year 2026*

With reference to the remuneration to be assigned to each Director for the office pursuant to Article 2389(1) of the Civil Code, the Board of Directors proposes to establish a remuneration of Euro 50,000 (fifty thousand/00) for each Director for the financial year 2026.

This amount represents an update on the previous remuneration of Euro 45,000.00 per Director, which has remained unchanged since the 2012 financial year, and is deemed appropriate in view of the commitment, responsibilities and skills required of the members of the Board of Directors, also in light of the provisions of the '*Guidelines of the Board of Directors on the qualitative and quantitative composition of the Board of Directors for the three-year period 2026–2028*', approved by the Board of Directors and published on 26 February 2026.

2. *On the maximum global remuneration to be awarded to Directors holding special offices for the financial year 2026*

Article 18 of the Articles of Association provides that the Shareholders' Meeting resolves on the maximum overall remuneration to be allocated to the members of the Board of Directors holding special offices pursuant to Article 2389(3) of the Civil Code, and that it is up to the Board of Directors to subsequently allocate such remuneration to the individual members of the Board of Directors within the limits of the maximum overall amount set by the Shareholders' Meeting.

The Ordinary Shareholders' Meeting of the Company held on 29 April 2025 determined, for the financial year 2025, such remuneration in the maximum amount of Euro 3,000,000 (three million/00), of which Euro 2,000,000 (two million/00) related to the fixed component of remuneration and Euro 1,000,000 (one million/00) related to the variable component.

The Board of Directors, upon the recommendation of the Remuneration Committee and having received the favourable opinion of the Board of Statutory Auditors, proposes that the Shareholders' Meeting determine, for the 2026 financial year, a total gross compensation of Euro 3,100,000.00 (three million/00) for Directors holding special positions, of which Euro 2,050,000.00 (two million fifty thousand/00) is the fixed component and Euro 1,050,000.00 (one million fifty thousand/00) is the variable component.

This amount represents a slight update compared to the previous maximum overall limit of Euro 3,000,000.00, which has remained unchanged since the 2019 financial year, and was deemed appropriate for the commitment, professionalism and skills required, also in light of the information provided in the "*Guidelines of the Board of Directors on the qualitative and quantitative composition of the Board of Directors for the three-year period 2026–2028*", approved by the Board of Directors and published on 26 February 2026.

3. *On the remuneration to be awarded for the period between 1 January 2027 and the approval of the Financial Statements for 2026*

Based on the compliant proposal of the Remuneration Committee and having heard the favourable opinion of the Board of Statutory Auditors, the Board of Directors proposes that the remuneration for the office of Director and the maximum overall remuneration to be awarded to the Directors holding special offices assigned for the financial year 2026, as set forth in sections 1 and 2 above, be paid on a pro-rata temporis basis, in accordance with the practice already in place in previous financial years, including in the period between 1 January 2027 and the date of approval of the Financial Statements for the financial year ending 31 December 2026, without prejudice to any subsequent higher determination, within the limits that may be established by the Shareholders' Meeting.

Accordingly, we submit for your approval the following

motion for resolution

"*The Ordinary Shareholders' Meeting of Interpump Group S.p.A:*

- having noted the Explanatory Report of the Board of Directors and the favourable opinion of the Board of Statutory Auditors,

resolves

1) to determine, for 2026, the gross amount of Euro 50,000 (fifty thousand/00) as remuneration to be assigned to each Director for the office, pursuant to Article 18 of the Articles of Association and Article 2389(1) of the Civil Code;
2) to determine, for 2026, as the maximum overall compensation for Directors holding specific roles pursuant to art. 18 of the Articles of Association and art. 2389, paragraph 3, of the Civil Code, the gross amount of Euro 3,100,000.00 (three million one hundred thousand/00), of which Euro 2,050,000.00 (two million fifty thousand/00) to be allocated to the fixed component of the remuneration and Euro 1,050,000.00 (one million fifty thousand/00) to the variable component;
3) to determine in the same measure as set forth in points 1) and 2) above, on a pro-rata temporis basis, the remuneration to be awarded to the Directors for the period between 1 January 2027 and the date of approval by the Shareholders' Meeting of the Financial Statements for the year 2026, without prejudice to any subsequent greater determination, within the limits of what may be established by the Shareholders' Meeting;
4) to grant to the Chair of the Board of Directors, with the power to delegate to third parties, all the broadest powers necessary to implement all activities inherent to, consequent to or connected with the resolutions referred to in points 1), 2) and 3) above".

As regards the ninth and tenth items on the agenda of the Ordinary Meeting:

9. ***Appointment of the Board of Statutory Auditors for the financial years 2026, 2027 and 2028: appointment of three Standing Auditors and two Alternate Auditors;***
10. ***Appointment of the Board of Statutory Auditors for the financial years 2026, 2027 and 2028: determination of the remuneration of the members of the Board of Statutory Auditors.***

The Board of Directors intends to submit to the Shareholders, for their consideration and approval, the proposed resolutions relating to the appointment of the Company's Board of Statutory Auditors, addressing the ninth and tenth items on the agenda jointly. It should be recalled that, following the approval of the financial statements for the year ending 31 December 2025 by the Shareholders' Meeting convened for 30 April 2026, the term of office of the current Board of Statutory Auditors will expire.

On this point, it should be noted that, pursuant to Article 19 of the Articles of Association, which are available at the Company's registered office and on the Company's website at www.interpumpgroup.it (under the section 'Governance', 'Corporate documents'), the Board of Statutory Auditors is composed of three standing auditors and two alternate auditors appointed at the Shareholders' Meeting. The Auditors remain in office for three financial years, expiring on the date of the Meeting called to approve the Financial Statements for their third year in office, and are eligible for re-election. At the time of their appointment, the Shareholders' Meeting shall determine the remuneration payable to the Statutory Auditors.

Persons are not eligible to be standing or alternate Statutory Auditors of the Company and, if elected, their appointments lapse, if they: (i) already hold offices as members of management or control bodies of other companies or entities exceeding the limits specified by the provisions in force concerning the number of offices that can be held at the same time, or those for which there are causes of ineligibility or incompatibility; (ii) do not comply with the requirements of integrity, professionalism and independence required by the provisions in force and by the Corporate Governance Code, or any other of the requirements specified for the office by regulations or the Articles of Association.

With regard to the composition of the Board of Statutory Auditors, gender balance must also be ensured in compliance with the applicable laws and regulations and with the Corporate Governance Code. In this regard, Article 148(*1-bis*) of the Consolidated Law on Finance stipulates that the less represented gender must comprise at least two-fifths of the standing members of the Board of Statutory Auditors, rounded down to the nearest whole number, pursuant to Article 144-*undecies.1*(3) of the Issuers' Regulation.

Procedure for the appointment of the Board of Statutory Auditors: procedure for submitting lists

Pursuant to Article 19 of the Articles of Association and the applicable legal provisions:

- Statutory Auditors are appointed on the basis of lists submitted by the Shareholders. Lists may be submitted exclusively by Shareholders who, on the date the list is submitted, are either individually or together with other Shareholders globally in possession of shares with voting rights representing at least 1% (one per cent – in accordance with the provisions of Consob Resolution No. 155 of 27 January 2026) of the subscribed and paid-up capital having voting rights in the ordinary Shareholders' Meeting for the appointment of corporate officers;

- A Shareholder may not submit or vote for more than one list, even by means of an intermediary or a trust company. Shareholders belonging to the same group and Shareholders who adhere to a shareholders' agreement regarding the shares of the Company may not submit or vote for more than one list, even through a third party or through trust companies.

- Lists of candidates, signed by the Shareholders submitting them and accompanied by the documentation required by the applicable provisions of the Articles of Association and the law, must be filed with the Company's Corporate Secretariat, Via E. Fermi, 25 – 42049 S. Ilario d'Enza (RE), Italy, or sent to the Company *(i)* by registered post with acknowledgement of receipt, to the following address: Interpump Group S.p.A. – Corporate Secretariat – Via E. Fermi, 25 – 42049 S. Ilario d'Enza (RE), Italy, or *(ii)* by certified email to interpumpgroup@legalmail.it, no later than the twenty-fifth day prior to the date of the Shareholders' Meeting (i.e., **by 5 April 2026**);

- Ownership of the number of shares required to submit the lists shall be certified, at the same time as the list is filed or at the latest no later than twenty-one days before the date of the Shareholders' Meeting (i.e., **by 9 April 2026**), by means of a notice issued by the authorised intermediary, taking into account the shares registered in the Shareholder's name on the day the list is filed;

- each list shall consist of two sections: one for candidates for the office of Standing Auditor, the other for candidates for the office of Alternate Auditor. Each section must indicate at least one candidate. The names of the candidates must be identified by a sequential number, and in any case, the total number of candidates must not exceed the number of members to be elected, i.e. five, comprising three Standing Auditors and two Alternate Auditors. Each candidate for the office of Auditor may appear in one list, on pain of ineligibility.

- If, considering both sections, a list has three or more candidates, at least two-fifths of the candidates listed in the Standing Auditors section must belong to the less represented gender. If the application of this gender-balance criterion does not yield a whole number, the result shall be rounded down to the nearest whole number. If the section concerning Alternate Auditors contains two candidates, said candidates must be of different genders;

- Each list shall be accompanied by:

  (i) the curriculum vitae for each candidate, containing:
    a. full information on their personal and professional characteristics;
    b. the list of appointments as member of management and control bodies in other companies or entities, if significant pursuant to the provisions in force limiting the accumulation of appointments;

  (ii) the declarations of each candidate expressing their willingness to take office in the event of election and attesting, under their personal responsibility, to the absence of any reasons for ineligibility or incompatibility, their satisfaction of the honorability, professionalism and independence requirements specified in current regulations and the Corporate Governance Code, and the existence of any other requirements prescribed for the office, whether in law or in the Articles of Association;

  (iii) details of the Shareholders submitting the list, with their name, company name, location, company registration number or equivalent, and the percentage of the capital they hold in total, accompanied by a declaration consistent with that envisaged in art. 144-(6), subsection 4, letter b) of the Issuers' Regulation, attesting to the absence of significant interests pursuant to art. 144-(5) of said Regulation;

- those submitting a list intended to obtain the highest number of votes are obliged to include a sufficient number of candidates and also the minimum number of candidates in possession of any special requirements of professionalism or of other matters that are not required by the provisions in force for all

Auditors, and to act in such a way as to ensure that the composition of the list complies with the proportionality criterion for gender balance prescribed by the regulations in force;

- Lists for which the previous provisions are not observed shall be considered as not submitted.

- If, by the deadline for submitting lists (5 April 2026), only one list has been submitted for the appointment of the Board of Statutory Auditors, or if lists have been submitted exclusively by reciprocally connected shareholders pursuant to Article 144-*quinquies* of the Issuers' Regulation, further lists may be submitted up to the third day following said date (i.e., until 8 April 2026). In this case, the minimum threshold for the submission of lists shall be halved and shall therefore be 0.5% of the subscribed and paid-up capital having voting rights in the ordinary Shareholders' Meeting for the appointment of corporate offices. Should such circumstances arise, notice thereof shall be given without delay in the manner provided for by law;

- The lists will be made available to the public at the Company's registered office, on the Company's website at www.interpumpgroup.itwww.interpumpgroup.it (section 'Governance', 'Shareholders' Meeting'), and on the authorised storage mechanism ((www.emarketstorage.it), at least twenty-one days before the date of the Shareholders' Meeting (i.e., by 9 April 2026).

The lists submitted by Shareholders shall be numbered in sequential order based on the date on which they are filed with or sent to the Company.

Procedure for the appointment of the Board of Statutory Auditors: procedure for electing members

Pursuant to Article 19 of the Articles of Association, the Board of Statutory Auditors shall be elected as set out below:

a) two Standing Auditors and one Alternate Auditor will be drawn from the list that obtains the highest number of votes, based on the progressive order in which the candidates are listed in the respective sections of the list itself; all Auditors belonging to the less-represented gender required by current legislation on gender balance (two-fifths of standing auditors) will also be drawn from this list, except in the case where the remaining Auditor, drawn from the list that obtains the second highest number of votes, belongs to the less-represented gender: in this case, all Auditors belonging to the less-represented gender, required by current legislation, minus one, will be drawn from the list that obtains the highest number of votes;

b) the remaining Standing Auditor and the remaining Alternate Auditor will be drawn from the list that obtains the second highest number of votes, and will be those indicated with the first progressive number in the respective sections of the list, without prejudice to the provisions of letter a) above regarding gender balance. The candidate indicated with the first sequential number in the Statutory Auditors section will be elected Chair of the Board of Statutory Auditors;

c) in the case of a tied vote (*i.e.*, if two lists both receive the highest number of votes, or the second highest number of votes), if the tie occurs between lists that both receive the second highest number of votes, the candidate from the list that receives the votes of the highest number of persons entitled to vote shall be elected; in any other case, the Shareholders' Meeting shall repeat the ballot, with list voting, to appoint the entire Board of Statutory Auditors;

d) the candidates from the lists will be elected in compliance with the criteria indicated in the foregoing letters a), b) and c), without prejudice to the provisions set down under the following letters e) and f);

e) If just one list is duly submitted, all the Statutory Auditors to be appointed will be taken from that list, again in compliance with the regulations in force on gender balance. The candidate indicated with the first sequential number in the Statutory Auditors section will be elected Chair of the Board of Statutory Auditors;

f) if the list that received the second highest number of votes has received votes cast by one or more Shareholders considered to be associated, pursuant to Article 144-*quinquies* of the Issuers' Regulation, with one or more of the Shareholders that submitted (or joined in submitting) the list that received the highest number of votes, such votes will not be considered. Consequently, if without considering these votes another list is the second most voted list, the remaining Standing Auditor and the remaining Alternate Auditor will be those indicated with the first progressive number in the respective sections of that other list;

g) If no list is submitted or admitted, or if, for any reason, the appointment of one or more Statutory Auditors cannot be carried out in accordance with the procedures set out herein, the Shareholders' Meeting will adopt a resolution with the majorities required by law, in any case ensuring compliance with the regulations in force concerning gender balance.

"Guidelines of the Board of Statutory Auditors on the qualitative and quantitative composition of the new Board of Statutory Auditors to be appointed by the Shareholders' Meeting for the three-year period 2026–2028"

With regard to the composition and remuneration of the control body referred to in items 9 and 10 on the Agenda, Shareholders who intend to submit a list for the appointment of the Board of Statutory Auditors are invited to consult the "*Guidelines of the Board of Statutory Auditors on the qualitative and quantitative composition of the new Board of Statutory Auditors to be appointed by the Shareholders' Meeting for the three-year period 2026–2028", issued by the Company's Board of* Statutory Auditors and published on 26 February 2026 on the Company's website at www.interpumpgroup.it (section "Governance", "Shareholders' Meeting") and on the authorised storage mechanism (www.emarketstorage.it).

Compensation of the Board of Statutory Auditors

With particular regard to remuneration, it should be noted that, in the aforementioned '*Guidelines of the Board of Statutory Auditors on the qualitative and quantitative composition of the new Board of Statutory Auditors to be appointed by the Shareholders' Meeting for the three-year period 2026–2028*', during its self-assessment, the outgoing Board of Statutory Auditors indicated that the remuneration determined to date had been regarded as adequate in light of the activities carried out, the manner in which the work is performed and the support provided by the Company's functions, also taking into account attendance at meetings of the corporate bodies and Board committees.

However, in the context of the same Guidelines, it was pointed out that this assessment of adequacy does not take into account the further expansion of the supervisory activities required of the Board of Statutory Auditors as a result of recent regulatory developments, and in particular the new Rules of Conduct of the Board of Statutory Auditors issued by the CNDCEC and effective from 1 January 2025, which also assign the Board of Statutory Auditors additional responsibilities in relation to corporate sustainability reporting, as well as with regard to the process for the preparation and publication of the corresponding sustainability report.

Moreover, it should be recalled that the Shareholders' Meeting held on 28 April 2023 determined the total annual remuneration payable to the members of the outgoing Board of Statutory Auditors to be Euro 105,000 (one hundred and five thousand/00), amount unchanged since 2014, in addition to the statutory social security contributions.

In light of the above, the Board of Directors deems it appropriate to consider updating the aforementioned remuneration, taking into account, in particular, (i) the gradual expansion of the supervisory duties assigned to the Board of Statutory Auditors, including in view of recent legislative and regulatory developments applicable to listed companies, and (ii) the long period during which remuneration has remained substantially unchanged despite the evolving role and responsibilities of the supervisory body.

In this context, the Board of Directors therefore proposes that the total annual remuneration payable to the Board of Statutory Auditors be set at Euro 120,000.00 (one hundred and twenty thousand/00), in addition to the statutory social security contributions.

In light of all the foregoing, and in relation to the points outlined above, the Company's Board of Directors proposes that the Ordinary Shareholders' Meeting pass the following resolutions.

Proposed resolution on item 9 of the Agenda of the Ordinary Shareholders' Meeting

The Board of Directors invites the Shareholders to submit their lists – taking into account the information set out in the "*Guidelines of the Board of Statutory Auditors on the qualitative and quantitative composition of the new Board of Statutory Auditors to be appointed by the Shareholders' Meeting for the three-year period 2026–2028*" – and to resolve on the appointment of the members of the Board of Statutory Auditors, expressing a preference for one of the lists drawn up, filed and published in accordance with the aforementioned provisions.

The Shareholders are also invited to appoint the Chair of the Board of Statutory Auditors.

Proposed resolution with regard to item 10 on the agenda of the Ordinary Shareholders' Meeting

"*The Ordinary Shareholders' Meeting of Interpump Group S.p.A:*

- having noted the "Guidelines of the Board of Statutory Auditors on the qualitative and quantitative composition of the new Board of Statutory Auditors to be appointed by the Shareholders' Meeting for the three-year period 2026–2028";

- having noted the Explanatory Report of the Board of Directors;

resolves

1) *to set the total annual remuneration payable to the members of the Board of Statutory Auditors at Euro 120,000.00 (one hundred and twenty thousand/00), in addition to the social security contributions required by law, of which Euro 50,000.00 (fifty thousand/00) shall be paid to the Chair of the Board of Statutory Auditors and Euro 35,000.00 (thirty-five thousand/00) to each of the Standing Auditors;*
2) *to grant to the Chair of the Board of Directors and to the Chief Executive Officer pro-tempore, severally, with the power to delegate to third parties, all the broadest powers necessary to implement as above".*

As regards the eleventh item on the agenda of the Ordinary Meeting:

11. 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 29 April 2025; related and consequent resolutions.

The Board of Directors recalls that the Shareholders' Meeting of 29 April 2025 resolved:

- "*2) to authorise the Board of Directors, pursuant to and for the purposes of Article 2357 ff. of the Civil Code, through the Directors delegated for this purpose or through an authorised broker, to purchase, in several tranches, treasury shares for a maximum number of shares that, taking into account the ordinary shares held from time to time in the Company's portfolio and its subsidiaries, does not exceed a total of 10% of the Company's share capital. The purchase is permitted for the period of eighteen months starting from the date of this resolution and for the purposes indicated in the aforementioned Board of Directors' Explanatory Report, which is hereby referred to. The purchase may take place at a unit price per share between a minimum of Euro 0.52 (zero/52) and a maximum of Euro 60.00 (sixty/00). Purchases must be made in the manner and in compliance with the limits set forth by the laws and regulations in force, and in particular by Article 144-bis of CONSOB Issuers' Regulation 11971/1999;* and

- "*to authorise the Board of Directors, through the Directors delegated for this purpose or through an authorised broker, to sell or transfer, in several tranches, for the period of eighteen months starting from the date of this resolution, the treasury shares held by the Company, already purchased or to be purchased by virtue of the authorisation pursuant to point 2) above. The sale shall take place at a price not less than the nominal value of Euro 0.52 (zero/52). The sale may also take place by means of an offer to the public and for the purposes set forth in the aforementioned Board of Directors' Explanatory Report, which is hereby referred to.* The Board of Directors may also establish all additional conditions, methods and terms of the disposal of the treasury shares held.

As of the date of this Report, the Company holds 2,985,087 treasury shares with a total par value of Euro 1,552,245.24 (one million five hundred and fifty-two thousand two hundred and forty-five/24), corresponding to 2.7416 % of the subscribed and paid-up share capital, which amounts to Euro 56,617,232.88 (fifty-six million six hundred and seventeen thousand two hundred and thirty-two/88) and is represented by 108,879,294 ordinary shares.

These shares were purchased at a total price of Euro 113,356,947.27 (one hundred and thirteen million three hundred and fifty-six thousand nine hundred and forty-seven/27) corresponding to an average unit price of approximately Euro 37.9744 (thirty-seven/9744) per share.

The Board of Directors now deems it appropriate, for the reasons that will be explained below, to:

(i) revoke, for the non-executed part, the authorisation to purchase treasury shares resolved by the Shareholders' Meeting on 29 April 2025 and, at the same time

(ii) request that the Shareholders' Meeting issue a new authorisation to proceed, for a period of eighteen months from the relevant authorising resolution of the Shareholders' Meeting: (i) to purchase treasury shares, up to the maximum number of ordinary shares permitted by the laws in force at the time, as well as (ii) to dispose of treasury shares purchased up to the date of the Shareholders' Meeting in execution of previous resolutions of the Shareholders' Meeting and to be purchased in execution of the required authorising resolution of the Shareholders' Meeting.

In making individual purchases, the Board of Directors shall observe the laws and regulations in force from time to time. With regard to the maximum number of shares that the Company may purchase, please refer to the discussion in sections 3 and 4 below. With regard to expenditure limits, please refer to the discussion in sections 5 and 7 below.

1. *Reasons for requesting authorisation to purchase and dispose of treasury shares*

As a preliminary reminder, the last authorisation to purchase and sell treasury shares granted by the Shareholders' Meeting of 29 April 2025 will expire on 29 October 2026.

Since it is deemed necessary to allow the Company to purchase and dispose of treasury shares also after the expiry date of 29 October 2026, the Board of Directors requests the Shareholders' Meeting to approve a new authorisation to purchase and dispose of the treasury shares already purchased or to be purchased in execution of the new authorisation resolution requested, subject to revocation of the resolution to purchase and dispose of treasury shares issued by the Shareholders' Meeting on 29 April 2025.

Given that the Company will not engage in speculative trading in treasury shares, the authorisation to purchase and dispose of them is requested in order to allow the Company to purchase and dispose of them in accordance with the law, including by means of a public offering, for the following purposes: (i) stabilising the price of securities in situations of scarce liquidity on the stock market, (ii) providing the Company with equity investments to be used as consideration in extraordinary transactions, including the exchange and sale of equity investments to be carried out through an exchange, contribution or other act of disposition and/or use as well as within the framework of the definition of possible agreements with strategic partners, (iii) servicing purchase vouchers (warrants) or depositing receipts representing shares or similar securities and (iv) servicing existing incentive plans and any future ones adopted by the Company.

2. *Maximum number, category and nominal value of the shares to which the authorisation relates*

The Company issued a single class of ordinary shares for a total number of 108,879,294 with a nominal value of Euro 0.52 euro (zero/52) each.

The Board of Directors asks the Shareholders' Meeting to authorise the purchase of treasury shares to be carried out in several tranches for a maximum number that, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the Company's share capital and, therefore, is within the limits of the "fifth of the share capital" provided for by Article 2357(3) of the Civil Code.

3. *Information useful for the purposes of a full assessment of compliance with the provision of Article 2357(3) of the Civil Code.*

The maximum limit within which the Company, by virtue of the authorisation granted by the Shareholders' Meeting, may purchase treasury shares is currently set by Article 2357(3) of the Civil Code, pursuant to which the nominal value of treasury shares "*may not exceed one fifth of the share capital, taking into account for this purpose also shares held by subsidiaries*". As mentioned above, the authorisation requested at the Shareholders' Meeting of 30 April 2026 concerns a maximum number of shares that, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the Company's share capital and, therefore, is within the limits of Article 2357(3) of the Civil Code.

With regard to the impact of this limit on the authorisation requested, it is recalled that the treasury shares currently held by the Company are 2,985,087 with a total nominal value of Euro 1,552,245.24 (one million five hundred and fifty-two thousand two hundred and forty-five/24), corresponding to 2.7416% of the subscribed and paid-up share capital.

It should also be noted that, as of today, the subsidiaries do not own any shares in the Company.

4. *Information useful for the purposes of a full assessment of compliance with the provision of Article 2357(1) of the Civil Code*

With reference to the maximum expenditure limit that must be observed when making purchases, the Board of Directors recalls that Article 2357(1) of the Civil Code allows the purchase of treasury shares within the limits of distributable profits and available reserves resulting from the last duly approved Financial Statements, also taking

into consideration the unavailability restrictions that arose subsequently. Only fully paid-up shares may be purchased.

For this purpose, it is deemed appropriate to refer to the Financial Statements for the year ending 31 December 2025, submitted for approval to the Shareholders' Meeting of 30 April 2026. This Report highlights:

- a net profit of Euro 124,714,455.22 (one hundred twenty-four million seven hundred and fourteen thousand four hundred and fifty-five/22);
- a share premium reserve of Euro 14,451,273.58 (fourteen million, four hundred and fifty-one thousand, two hundred and seventy-three/58), already net of (i) Euro 4,188,663.15 (four million, one hundred and eighty-eight thousand, six hundred and sixty-three/15) not available as they relate to a reserve for stock option costs assigned to Directors and employees of other Group companies and (ii) Euro 19,021,457.68 (nineteen million, twenty-one thousand, four hundred and fifty-seven/68) relating to decreases in the reserve for the purchase of own shares after 31 December 2025 and up to today, (iii) Euro 347,846.40 (three hundred and forty-seven thousand, eight hundred and forty-six/40) relating to increases in the share premium reserve relating to the exercise of options by beneficiaries of the Company incentives plans between 1 January 2026 and today;
- an extraordinary reserve of Euro 572,743,259.22 (five hundred and seventy-two million, seven hundred and forty-three thousand, two hundred and fifty-nine/22), an amount that takes into account the unavailability of the IFRS adjustment reserve and the unavailability of the severance indemnity provision remeasurement reserve;
- a merger surplus of Euro 698,016.45 (six hundred and ninety-eight thousand and sixteen/45), net of unavailability for items estimated to constitute a surplus of Euro 164,925.79 (one hundred and sixty-four thousand, nine hundred and twenty-five/79).

For the purposes of determining the amount of distributable profits and available reserves, it is necessary to consider that:

- pursuant to Article 2426(1)(5) of the Civil Code, dividends may only be distributed if there remain sufficient available reserves to cover the unamortised amount of start-up and expansion costs, research, development and advertising costs with long-term utility; in the Financial Statements for the year ended 31 December 2025, these costs amounted to a total of Euro 3,237,175.59 (three million two hundred and thirty-seven thousand one hundred and seventy-five/59);
- pursuant to Article 2431 of the Civil Code, the share premium reserve cannot be distributed until the legal reserve has reached one-fifth of the share capital; the subscribed and paid-up share capital, as shown in the Financial Statements for the year ended 31 December 2025, amounts to Euro 56,617,232.88 (fifty-six million six hundred seventeen thousand two hundred thirty-two/88); the amount of the legal reserve has reached one-fifth of the share capital, and consequently, pursuant to Article 2431 of the Civil Code, the share premium reserve is available.

Taking the above into account, the total amount of effectively distributable profits and effectively available reserves amounted to a total of Euro 709,369,828.88 (seven hundred and nine million three hundred and sixty-nine thousand eight hundred and twenty-eight/88) at the date of this Report.

It is understood that the Board of Directors, in making individual purchases, must ensure that distributable profits and available reserves exist at the time the purchases are made.

It should be noted that purchase and disposal transactions will take place in compliance with the applicable regulatory provisions and will be accounted for in accordance with the applicable accounting principles.

5. *Duration for which authorisations are required*

Authorisation for the purchase and sale of treasury shares is requested for the maximum duration permitted by Article 2357(2) of the Civil Code, and thus for eighteen months from the date of the Shareholders' Meeting called to resolve on such authorisation.

6. *Minimum and maximum fee*

The Board of Directors proposes that:

- the minimum purchase price of treasury shares be set at the nominal value of Euro 0.52 (zero/52) per share, in accordance with the resolution passed at the Shareholders' Meeting of 29 April 2025 referred to above;
- the maximum purchase price is set at Euro 65 (sixty-five/00) euro per share, in order to allow purchases to be made even in the event of significant increases in the stock market value of the shares and in view of the flexibility required in this type of transaction.

The Board of Directors also proposes that the Shareholders' Meeting set the minimum price per share for the sale of treasury shares held by the Company at Euro 0.52 (zero/52).

7. *Methods by which purchases and disposals of treasury shares shall be carried out*

With regard to the methods of the treasury share purchase transactions, the Board of Directors proposes that such transactions be carried out by means of market purchases, or by means of a public purchase or exchange offer in accordance with the modalities established by the legal and regulatory provisions in force at the time, in particular in compliance with the provisions of Article 132(1) of the Consolidated Law on Finance, and Article 144-*bis*(1)(a)(b) of the CONSOB Issuers' Regulation, in compliance also with the application of Regulation (EU) No. 596/2014 ("**MAR**").

With regard to the methods of the possible disposal of the treasury shares thus acquired, in consideration of the purposes illustrated in point 2 above, it is proposed that the Shareholders' Meeting authorise the Company's Board of Directors to dispose of the treasury shares also through a public offering, sale of shares to Employees, Directors or Collaborators of the Company and/or Group companies in execution of the incentive plans previously approved at the Shareholders' Meeting, service of purchase vouchers (warrants) or depositary receipts representing shares or similar securities, consideration in extraordinary transactions also of exchange and sale of shareholdings to be realised through exchange, contribution or other act of disposition and/or use, as well as within the scope of the definition of any agreements with strategic partners.

Lastly, it is proposed that the Board of Directors may resolve on the appointment of Directors with delegated powers to purchase and sell treasury shares or on the assignment of an external mandate to an authorised broker to proceed with the aforementioned transactions. The Board of Directors may also establish all additional conditions, methods and terms of the disposal of the treasury shares held.

8. *Instrumentality of the transaction to the reduction of the share capital*

The purchase of treasury shares that is sought to be authorised responds to the corporate purposes outlined in point 1 above and is not for the purpose of reducing the share capital.

9. *Exempting effectiveness of the takeover bid obligation from the approval of the resolution authorising the purchase of treasury shares*

As a general rule, pursuant to Article 44-*bis*(1) of the Issuers' Regulation, treasury shares held by the Company, even indirectly, are excluded from the share capital on which the relevant shareholding is calculated for the purposes of the obligation to promote a total takeover bid pursuant to Article 106(1)(1-*bis*)(1-*ter*)(3)(b) of the Consolidated Law on Finance.

It should also be noted that, pursuant to Article 44-*bis*(2) of the Issuers' Regulation, the aforementioned provision does not apply in the event that the thresholds indicated in Article 106 of the Consolidated Law on Finance are exceeded as a result of purchases of treasury shares, even indirectly, by the Company in execution of a resolution that has also been approved by the majority vote of the Issuer's Shareholders present at the Shareholders' Meeting, other than the Shareholder or Shareholders who hold, even jointly, the majority shareholding, even relative, provided that it exceeds 10% (i.e. Gruppo IPG Holding S.p.A.).

Consequently, pursuant to Article 44-*bis*(2) of the Issuers' Regulation, if the proposed resolution authorising the purchase of treasury shares covered in this section of the Report is approved by the Shareholders' Meeting also with the favourable vote of the majority of the Shareholders of the Company present at the Shareholders' Meeting other than the Shareholder holding more than 10% of the share capital (i.e. IPG Holding S.p.A. Group), the treasury shares acquired by the Company pursuant to said authorising resolution will not be excluded from the share capital (and therefore will be counted in the same) for the purposes of calculating the exceeding of the shareholding thresholds relevant for the purposes of Article 106(1)(1-*bis*)(1-*ter*)(3)(b), of the Consolidated Law on Finance, with consequent exemption effectiveness from the obligation of a total tender offer provided for therein.

It should also be noted, for the sake of completeness, that pursuant to Article 44-*bis*(4) the Issuers' Regulation, treasury shares acquired as a result of transactions carried out are not excluded from the share capital on which the relevant shareholding is calculated for the purposes of Article 106 of the Consolidated Law on Finance: (i) in accordance with the procedures indicated in CONSOB Resolution No. 16839/2009, for the storage and disposal of securities for use as consideration in extraordinary transactions, including those involving the exchange of equity investments, already resolved upon; and (ii) for the fulfilment of obligations arising from compensation plans approved by the Shareholders' Meeting pursuant to Article 114-*bis* of the TUF.

Accordingly, we submit for your approval the following

motion for resolution

"*The Ordinary Shareholders' Meeting of Interpump Group S.p.A:*

- having regard to the resolution of the Ordinary Shareholders' Meeting of 29 April 2025;
- having examined the Explanatory Report of the Company's Board of Directors';
- having noted the number of treasury shares held by the Company as at the date of the aforementioned Explanatory Report;
- having regard to the Financial Statements for the year ended 31 December 2025 approved by today's Shareholders' Meeting;
- having noted the available reserves resulting from the Financial Statements as of 31 December 2025;
- having acknowledged that, where the resolution set forth below is also approved with the favourable vote of the majority of the Shareholders of Interpump Group S.p.A. present at the Shareholders' Meeting other than the Shareholder or Shareholders holding, also jointly, the majority shareholding, also relative, provided that it exceeds 10%, the exemption set forth in Article 106(1)(3) of Legislative Decree No. 58/1998 and Article 44-bis (2) of Consob Regulation No. 11971/1999

resolves

1) to revoke, as of the date of this Shareholders' Meeting resolution, for the unexecuted part, the resolution concerning the authorisation to purchase and dispose of treasury shares adopted by the Shareholders' Meeting on 29 April 2025, that has not yet been implemented;

2) to authorise the Board of Directors pursuant to and for the purposes of Article 2357 ff. of the Civil Code, through the Directors delegated for this purpose or through an authorised broker, to purchase, in several tranches, treasury shares for a maximum number of shares that, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the Company's share capital. The purchase is permitted for the period of eighteen months starting from the date of this resolution and for the purposes indicated in the aforementioned Board of Directors' Explanatory Report, which is hereby referred to. The purchase may take place at a unit price per share between a minimum of 0.52 euro (zero point five two euro) and a maximum of Euro 65 (sixty-five/00). Purchases must be made in the manner and in compliance with the limits set forth by the laws and regulations in force, and in particular by Article 144-bis of CONSOB Issuers' Regulation 11971/1999;

3) to authorise the Board of Directors, through the Directors delegated for this purpose or through an authorised broker, to sell or transfer, in several tranches, for the period of eighteen months starting from the date of this resolution, the treasury shares held by the Company, already purchased or to be purchased by virtue of the authorisation pursuant to point 2) above. The sale shall take place at a price not less than the nominal value of Euro 0.52 (zero/52). The sale may also take place by means of an offer to the public and for the purposes set forth in the aforementioned Board of Directors' Explanatory Report, which is hereby referred to. The Board of Directors may also establish all additional conditions, methods and terms of the disposal of the treasury shares held;

4) pursuant to Article 2357-ter(3) of the Civil Code, to make all accounting entries necessary or appropriate in connection with transactions on treasury shares, in compliance with applicable legal provisions and accounting principles;

5) to grant to the Chair of the Board of Directors and to the Chief Executive Officer pro-tempore, severally, the power to delegate to third parties, the broadest powers necessary or appropriate to carry out the purchases of treasury shares, as well as to carry out the sale, disposal and/or utilisation of all or part of the treasury shares purchased and in any case to implement the above resolutions, also through proxies, complying with any and all requests pursuant to law and the competent authorities".

*** *** ***

Extraordinary Part

As regards the first item on the Agenda of the Extraordinary Meeting:

1. **Renewal of the mandate granted to the Board of Directors to increase the share capital, with the exclusion of option rights, pursuant to Articles 2443 and 2441(4) of the Italian Civil Code, as provided for in Article 5 of the Articles of Association, and the consequent amendment to the Articles of Association; related and consequent resolutions.**

The Board of Directors recalls that the Extraordinary Shareholders' Meeting of 30 April 2020 resolved to grant the Board of Directors a mandate to increase share capital on one or more occasions, with the exclusion of option rights, pursuant to Articles 2443 and 2441, paragraph 4, of the Italian Civil Code (the '**Mandate**'). Given that the Mandate expired on 29 April 2025, this section of the Report sets out the reasons justifying the renewal of the Mandate on the same terms and for the same maximum duration permitted by law, namely five years from the date of the Shareholders' Meeting, thereby setting the new expiry date at 30 April 2031.

1. *Purpose of the Mandate*

Article 2443, subsections 1 and 2, of the Italian Civil Code stipulates that '*The Articles of Association may grant the directors the power to increase the share capital, on one or more occasions, up to a specified amount and for a maximum period of five years from the date of the company's registration in the Companies Register. This power may also include the adoption of the resolutions referred to in the fourth and fifth paragraphs of Article 2441; in this case, the sixth paragraph of Article 2441 shall apply mutatis mutandis, and the Articles of Association shall set out the criteria to be followed by the directors.*
The power referred to in the second sentence of the preceding paragraph may also be granted by amending the Articles of Association, for a maximum period of five years from the date of the resolution."

Article 5(3) and (4) of the Company's current Articles of Association provide as follows: "*The Extraordinary Meeting of 30 April 2020 resolved to grant the Board of Directors a proxy, pursuant to art. 2443 of the Italian Civil Code, to increase share capital for cash on one or more occasions by 29 April 2025, on a divisible basis pursuant to art. 2439 of the Italian Civil Code and with the exclusion of option rights pursuant to art. 2441, paragraph 4 of the Italian Civil Code, by the issue of ordinary shares, in the following limits: (i) up to a maximum of 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to Article 2441(4), first sentence, of the Civil Code (i.e., by way of a contribution in kind), with the Board of Directors having the power to determine the amount of any additional premium; and (ii) up to a nominal amount equivalent to 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to Article 2441(4), second sentence, of the Civil Code (i.e., by way of a cash contribution), with the Board of Directors having the power to determine the amount of any additional premium.*
For the purposes of exercising the aforementioned powers, the Board of Directors is also granted all powers to:
a) fix, for each tranche, the number, unit issue price (including any premium) and enjoyment rights of the new ordinary shares, subject only to the following limits: (i) those set out in art. 2441, paragraph 4, first sentence, and paragraph 6, and/or art. 2438 and/or art. 2346, paragraph 5, of the Civil Code, with regard to the power to increase share capital pursuant to art. 2441, paragraph 4, first sentence, of the Civil Code (i.e., by way of a contribution in kind); (ii) those set out in art. 2441, paragraph 4, second sentence, and/or art. 2438 and/or art. 2346, paragraph 5, of the Civil Code, with regard to the power to increase share capital pursuant to art. 2441, paragraph 4, second sentence, of the Civil Code (i.e., by way of cash contribution);
b) establish the deadline for subscription for the new ordinary shares in the Company; and;
c) execute and exercise the aforementioned mandate and powers, including, by way of example only, those necessary to make any consequent and necessary amendments to the Articles of Association from time to time.
When passing resolutions in execution of the above powers, the Board of Directors must adhere to the following criteria:
(1) for resolutions pursuant to Articles 2443 and 2441(4), first sentence, of the Civil Code, the issue price, including any premium, of the new ordinary shares to be issued, on one or more occasions (or of each tranche thereof), shall be determined by the Board of Directors, taking into account, inter alia, the shareholders' equity, the financial market conditions prevailing at the time of the actual launch of the transaction, the stock market price of Interpump shares, and the application of any discount in line with market practice for similar transactions, without prejudice to the formalities and limits set out in Article 2441(4), first sentence, and (6), of the Civil Code;
(2) for resolutions pursuant to Articles 2443 and 2441, paragraph 4, second sentence, of the Civil Code, the issue price, including any premium, of the new ordinary shares to be issued, on one or more occasions
(or of each tranche thereof) shall be determined by the Board of Directors, in compliance with the limits set out in the aforementioned art. 2441, paragraph 4, second sentence, of the Civil Code, by applying reasonable and non-arbitrary criteria, taking into account market practice, the circumstances existing on the date of exercising the mandate and the Company's characteristics, as well as the application of any discount in line with market practice for similar transactions;

(3) for resolutions pursuant to Articles 2443 and 2441, paragraph 4, first sentence, of the Civil Code, option rights may be excluded or limited if such exclusion or limitation appears, even if only reasonably, to be more advantageous to the Company's interests, it being understood that, in any event, for the purposes of the requirements of Article 2441, paragraph 6, of the Civil Code, by virtue of the reference to Article 2443, paragraph 1, of the Civil Code, option rights may be excluded only if the newly issued ordinary shares are paid-up by way of a contribution, by shareholders or third parties, of business units, companies or plants functionally organised to carry out activities falling within the Company's corporate purpose, as well as receivables, shareholdings, listed and unlisted financial instruments, and/or other assets deemed by the Board of Directors to be instrumental to the pursuit of the Company's corporate purpose. "

The Board of Directors proposes to renew the Mandate, which expired on 29 April 2025, on the same terms and for the same maximum duration permitted by law, i.e. five years from the date of the Shareholders' Meeting, thereby setting the new expiry date at 30 April 2031.

If renewed, the Mandate would grant the Board of Directors the power to increase the share capital, on one or more occasions, for cash, on a divisible basis, by issuing, including in multiple tranches:

i. of new Interpump ordinary shares with a nominal value of Euro 0.52 (zero point five two) each, to be offered in whole or in part to third parties, with the exclusion or limitation of option rights pursuant to art. 2441, paragraph 4, first sentence, of the Civil Code (i.e., to be paid-up by way of a contribution in kind), up to a maximum of 10% of the share capital of Interpump existing on the date of exercising the mandate; and/or

ii. of new Interpump ordinary shares with a nominal value of Euro 0.52 (zero point five two) each, to be to third parties, with the exclusion or limitation of option rights pursuant to art. 2441, paragraph 4, second sentence, of the Civil Code (i.e., to be paid-up by way of a cash contribution), up to a maximum of 10% of the share capital of Interpump existing on the date of exercising the mandate,

all of which is to be exercised by the aforementioned deadline of 30 April 2031, with the power to determine any share premium.

2. *Reason for renewing the Mandate and criteria for its exercise*

Over the past few years, Interpump Group has continued its process of strengthening and growing, despite an unstable macroeconomic context characterised by geopolitical tensions and uncertainties, including those related to trade tariffs. To support this process of strengthening and growth, it is essential for the Company to be able to obtain, quickly and flexibly, the financial resources required to seize market opportunities in a timely manner, including 'like-for-like' acquisitions. Indeed, the financial markets require immediate action in order to take advantage of the most favourable opportunities for raising funds for investments.

With this in mind, the renewal of the Mandate would ensure flexibility and timeliness in the execution of extraordinary transactions, enabling to act with particular promptness in a context of high market volatility. Compared to a shareholders' meeting resolution, the Mandate would also have the advantage of leaving it to the Board of Directors to determine the characteristics of the shares to be issued, as well as the economic terms of the offering as a whole (including the maximum amount of the offering and the issue price of the shares to be offered, in line with best practice for similar transactions and in compliance with the limits and criteria established by law), based on the market conditions prevailing at the time the transaction is actually launched, thereby reducing, among other things, the risk of stock market fluctuations between the announcement and the launch of the transaction that would arise if it were to be decided by the shareholders' meeting.

The funds obtained through the potential exercise of the Mandate may be used to finance the strengthening and growth strategies outlined above, to enhance the value of existing investments, and to meet any financial needs that may arise in the five-year period following the meeting approval.

However, it is understood that any decision by the Board of Directors to carry out share capital increases aimed, in whole or in part, at third parties, with the exclusion, in whole or in part, of option rights pursuant to art. 2441, paragraph 4, first sentence, of the Civil Code (i.e., by way of a contribution in kind), resulting in a dilution of the shareholding, may be taken only if justified by specific needs in the company's interest and by the overall benefits of the transactions to be carried out.

In particular, in accordance with the provisions of art. 2441, paragraph 6, of the Civil Code, referred to in art. 2443, paragraph 1, of the Civil Code, it is hereby specified that the exclusion of option rights pursuant to art. 2441, paragraph 4, first sentence, of the Civil Code may only take place if the Board of Directors deems it appropriate for the newly issued shares to be paid-up by means of contributions, by shareholders and/or third parties, of businesses, business units or plants functionally organised to carry out activities falling within the Company's corporate purpose, as well as receivables, shareholdings, financial instruments (listed or unlisted) and/or other assets deemed by the Board of Directors to be instrumental to the pursuit of the Company's corporate purpose.

3. *Criteria for determining the issue price*

The new shares shall be offered at a price to be determined from time to time by the Board of Directors, including any share premium. For resolutions relating to capital increases to be paid up in kind pursuant to Article 2441(4), first sentence, of the Civil Code, to be offered in whole or in part to third parties, when determining the issue price of the new shares, the Board of Directors shall take into account, inter alia, the value of equity, the financial market conditions prevailing at the time of the actual launch of the transaction, and stock market prices, as well as the application of any discount in line with market practice for similar transactions, without prejudice to the formalities and limits set out in Article 2441(4), first sentence, and (6) of the Civil Code, where applicable.

With regard to resolutions concerning share capital increases to be paid-up in cash pursuant to art. 2441, paragraph 4, second sentence, of the Civil Code, this provision stipulates – as a condition for invoking the exclusion of option rights up to a maximum of 10% of the share capital existing on the date of exercising the Mandate – that the issue price must correspond to the market value of the shares and that this must be confirmed in a specific report by a statutory auditor or an audit firm. Furthermore, the issue price shall be determined by the Board of Directors on the basis of reasonable and non-arbitrary criteria, taking into account market practice, the circumstances prevailing on the date of exercising the mandate, and the Company's characteristics, including the application of any discount in line with market practice for similar transactions.

The criteria and reasons set out herein establish illustrative principles that the Board of Directors must adhere to when exercising the mandate, without prejudice to its obligation to explain the reasons for exercising the Mandate in a specific report on each occasion.

4. *Duration of the Mandate and timing of exercise*

It is proposed that the duration of the Mandate be set at the maximum period permitted by law, i.e. five years from the date of the Shareholders' Meeting resolution, and that it may be exercised on one or more occasions. Therefore, if approved by the Shareholders' Meeting convened for 30 April 2026, the Mandate may, in any case, be exercised by 30 April 2031, after which date the Mandate shall automatically lapse.

Without prejudice to the above, the timing of the exercise of the Mandate, pursuant to Article 2443 of the Civil Code, as well as the terms and conditions of any issues, shall depend on the specific opportunities that arise, and

shall be promptly disclosed to the market, in accordance with the law and the relevant regulations, as soon as they are determined by the Board of Directors.

5. *Scope of the Mandate*

It is proposed that the scope of the Mandate be set at, respectively:

i. a nominal amount equal to 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to art. 2441, paragraph 4, first sentence, of the Civil Code (i.e., by way of a contribution in kind), with the right of the Board of Directors to establish the amount of any paid-up capital; and

ii. a nominal amount equal to 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to art. 2441, paragraph 4, second sentence, of the Civil Code (i.e., by means of a cash contribution), with the right of the Board of Directors to establish the amount of any additional premium.

6. *Amendment of Article 5 of the Articles of Association*

The proposed amendment to the text of Article 5 of the Articles of Association is set out below.

Current wording	***Proposed wording***
Article 5) The share capital amounts to Euro 56,617,232.88 (fifty-six million six hundred and seventeen thousand two hundred and thirty-two point eight eight), divided into 108,879,294 (one hundred and eight million eight hundred and seventy-nine thousand two hundred and ninety-four) ordinary shares with a par value of Euro 0.52 (zero point five two) each. Cash, assets in kind or receivables may be contributed, including in the context of a share capital increase. If the Company's shares are listed on regulated markets, the shareholders' option rights in respect of newly issued shares and bonds convertible into shares may be excluded, pursuant to Article 2441(4), second sentence, of the Civil Code, up to a maximum of 10% of the existing share capital, provided that the issue price corresponds to the market value of the shares and that this is confirmed in a specific report by the firm appointed to perform the statutory audit.	*[unchanged]*
The Extraordinary Meeting of 30 April 2020 resolved to grant the Board of Directors a proxy, pursuant to art. 2443 of the Italian Civil Code, to increase share capital for cash on one or more occasions by 29 April 2025, on a divisible basis pursuant to art. 2439 of the Italian Civil Code	*The Extraordinary Meeting of ~~30 April 2020~~ **30 April 2026** resolved to grant the Board of Directors a proxy, pursuant to art. 2443 of the Italian Civil Code, to increase share capital for cash on one or more occasions by ~~29 April 2025~~ **30 April 2031**, on a divisible basis pursuant to*

and with the exclusion of option rights pursuant to art. 2441, paragraph 4 of the Italian Civil Code, by the issue of ordinary shares, in the following limits: (i) up to a maximum of 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to Article 2441(4), first sentence, of the Civil Code (i.e., by way of a contribution in kind), with the Board of Directors having the power to determine the amount of any additional premium; and (ii) up to a nominal amount equivalent to 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to Article 2441(4), second sentence, of the Civil Code (i.e., by way of a cash contribution), with the Board of Directors having the power to determine the amount of any additional premium.	*art. 2439 of the Italian Civil Code and with the exclusion of option rights pursuant to art. 2441, paragraph 4 of the Italian Civil Code, by the issue of ordinary shares, in the following limits: (i) up to a maximum of 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to Article 2441(4), first sentence, of the Civil Code (i.e., by way of a contribution in kind), with the Board of Directors having the power to determine the amount of any additional premium; and (ii) up to a nominal amount equivalent to 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to Article 2441(4), second sentence, of the Civil Code (i.e., by way of a cash contribution), with the Board of Directors having the power to determine the amount of any additional premium.*
For the purposes of exercising the aforementioned powers, the Board of Directors is also granted all powers to: *a) fix, for each tranche, the number, unit issue price (including any premium) and enjoyment rights of the new ordinary shares, subject only to the following limits: (i) those set out in art. 2441, paragraph 4, first sentence, and paragraph 6, and/or art. 2438 and/or art. 2346, paragraph 5, of the Civil Code, with regard to the power to increase share capital pursuant to art. 2441, paragraph 4, first sentence, of the Civil Code (i.e., by way of a contribution in kind); (ii) those set out in art. 2441, paragraph 4, second sentence, and/or art. 2438 and/or art. 2346, paragraph 5, of the Civil Code, with regard to the power to increase share capital pursuant to art. 2441, paragraph 4, second sentence, of the Civil Code (i.e., by way of cash contribution);* *b) establish the deadline for subscription for the new ordinary shares in the Company; and;* *c) execute and exercise the aforementioned mandate and powers, including, by way of example only, those necessary to make any consequent and necessary amendments to the Articles of Association from time to time. When passing resolutions in execution of the above*	*[unchanged]*

powers, the Board of Directors must adhere to the following criteria: *(1) for resolutions pursuant to Articles 2443 and 2441(4), first sentence, of the Civil Code, the issue price, including any premium, of the new ordinary shares to be issued, on one or more occasions (or of each tranche thereof), shall be determined by the Board of Directors, taking into account, inter alia, the shareholders' equity, the financial market conditions prevailing at the time of the actual launch of the transaction, the stock market price of Interpump shares, and the application of any discount in line with market practice for similar transactions, without prejudice to the formalities and limits set out in Article 2441(4), first sentence, and (6), of the Civil Code;* *(2) For resolutions pursuant to Articles 2443 and 2441, paragraph 4, second sentence, of the Italian Civil Code, the issue price, including any paid-up capital, of the new ordinary shares to be issued on one or more occasions (or of each tranche thereof) shall be determined by the Board of Directors, in compliance with the limits set out in the aforementioned art. 2441, paragraph 4, second sentence, of the Civil Code, by applying reasonable and non-arbitrary criteria, taking into account market practice, the circumstances existing on the date of exercising the mandate and the Company's characteristics, as well as the application of any discount in line with market practice for similar transactions;* *(3) for resolutions pursuant to Articles 2443 and 2441, paragraph 4, first sentence, of the Civil Code, option rights may be excluded or limited if such exclusion or limitation appears, even if only reasonably, to be more advantageous to the Company's interests, it being understood that, in any event, for the purposes of the requirements of Article 2441, paragraph 6, of the Civil Code, by virtue of the reference to Article 2443, paragraph 1, of the Civil Code, option rights may be excluded only if the newly issued ordinary shares are paid-up by way of a contribution, by shareholders or third parties, of business units, companies or plants functionally organised to carry out activities*	

falling within the Company's corporate purpose, as well as receivables, shareholdings, listed and unlisted financial instruments, and/or other assets deemed by the Board of Directors to be instrumental to the pursuit of the Company's corporate purpose.	

7. *Economic, equity and financial effects of the transaction, effects on the unit value of the shares, and dilution*

When exercising the Mandate, the Board of Directors shall provide the market with adequate information regarding the economic, equity and financial effects of the transaction in question, as well as the effects on the unit value of the shares and the dilution resulting from the transaction.

8. *Absence of the right of withdrawal*

It is noted that the proposed amendment to the Articles of Association does not fall within any of the cases of withdrawal provided for under the Articles of Association or the applicable legal and regulatory provisions.

Accordingly, we submit for your approval the following

motion for resolution

"*The Extraordinary Shareholders' Meeting of Interpump Group S.p.A.:*

- *having examined the Explanatory Report of the Company's Board of Directors';*
- *having taken note of the Board of Statutory Auditors' certification that the current share capital of Interpump Group S.p.A. amounts to Euro 56,617,232.88, represented by 108,879,294 ordinary shares with a nominal value of Euro 0.52 each, and is fully subscribed and paid-up;*

resolves

1) to renew the mandate granted to the Board of Directors to increase the share capital, on one or more occasions, pursuant to Articles 2443 and 2441(4) of the Civil Code, in accordance with the terms and conditions set out in the aforementioned Explanatory Report prepared by the Company's Board of Directors and in Article 5 of the Articles of Association, as amended by point 2) below;

2) consequently, to amend Article 5(3) of the Articles of Association, replacing the current text with the following: "The Extraordinary Meeting of 30 April 2026 resolved to grant the Board of Directors a proxy, pursuant to art. 2443 of the Italian Civil Code, to increase share capital for cash on one or more occasions by 30 April 2031, on a divisible basis pursuant to art. 2439 of the Italian Civil Code and with the exclusion of option rights pursuant to art. 2441, paragraph 4 of the Italian Civil Code, by the issue of ordinary shares, in the following limits: (i) up to a maximum of 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to Article 2441(4), first sentence, of the Civil Code (i.e., by way of a contribution in kind), with the Board of Directors having the power to determine the amount of any additional premium; and (ii) up to a nominal amount equivalent to 10% of the share capital of Interpump existing on the date of exercising the Mandate, with regard to the power to increase share capital pursuant to Article 2441(4), second sentence, of the Civil Code (i.e., by way of a cash contribution), with the Board of Directors having the power to determine the amount of any additional premium."

The remainder of Article 5 and the Articles of Association in general shall remain unchanged;

3) to grant to the Chair of the Board of Directors and to the Chief Executive Officer pro tempore, severally, the power to delegate to third parties, the broadest powers necessary or appropriate to implement the above resolutions, including through their own proxies, complying with any and all requests

pursuant to law and the competent authorities, and making any non-substantial amendments, additions or deletions to the resolutions of the Shareholders' Meeting that may be necessary, at the request of any competent authority or when registering the Company with the Companies Register, on behalf of the Company."

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This Explanatory Report is available at www.interpumpgroup.itwww.interpumpgroup.it (section "Governance" - "Shareholders' Meeting"), at the Company's registered office, as well as at the authorised storage mechanism "eMarket STORAGE" available atwww.emarketstorage.com.

Persons entitled to attend the Shareholders' Meeting are permitted to obtain a copy.

For any further information, the Company secretariat of Interpump Group S.p.A. is available on weekdays from Monday to Friday from 9 a.m. to 12 noon and from 3 p.m. to 5 p.m. at the following numbers: tel. +39 0522 9043 11; fax +39 0522 90 44 44 and at the e-mail address: fgest@interpumpgroup.it.

For the Board of Directors
The Chair
Fulvio Montipò