



**POLICY FOR MANAGING DIALOG WITH THE
SHAREHOLDERS OF INTERPUMP GROUP S.p.A.**

Approved by the Board of Directors on 4th October 2021

INTERPUMP GROUP S.p.A.
POLICY FOR MANAGING DIALOG WITH THE SHAREHOLDERS

Introduction

This Policy for managing dialog with the Shareholders (the “**Policy**”) governs, in compliance with Principle IV and Recommendation 3 of the Corporate Governance Code for Listed Companies issued by the Corporate Governance Committee promoted by Borsa Italiana S.p.A. (the “**Corporate Governance Code**” or “**Code**”), the procedures for dialog with the current and potential Shareholders of Interpump Group S.p.A., with registered office at via E. Fermi 25, Sant’Ilario d’Enza (hereinafter, the “**Company**” or “**IPG**”), in order *inter alia* to strengthen the exchange of information and improve mutual understanding between investors and the Company, in compliance in any case with the provisions of Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 (“**MAR**” - Market Abuse Regulation).

Art. 1 – Principles and objectives for dialog with the Shareholders

While considering that the Company already maintains constant, open and constructive dialog with current and potential Shareholders and the market in general, the Board of Directors of Interpump welcomes greater Shareholder involvement and believes that it is in the interests of the Company and its Shareholders to implement and maintain open, transparent, regular and constructive relations and forms of dialog with the latter, in order to allow and encourage the exchange of ideas and facilitate the generation of value over the medium-long term.

In particular, the proactive search for two-way interaction between Interpump and its Shareholders is considered fundamental:

- (a) to help the Board of Directors know the opinions, expectations and perceptions of the Shareholders, on such topics as corporate governance, social and environmental sustainability, and development strategies for the sustainable success of the Company and the Group, so that they can be taken into account in the performance of its duties;
- (b) to establish and maintain channels for dialog and participation beyond the Shareholders’ Meeting that, without prejudice to the powers of the Shareholders in such context, facilitate effective Shareholder involvement in the life of the Company;
- (c) to enhance Shareholder understanding, and that of investors as a whole, about the strategies of the Company, the entire Group and management, about the results achieved and about every financial and non-financial aspect of importance when selecting investments and exercising knowledgeably the rights of Shareholders;
- (d) to improve constantly the approach to sustainability adopted by the Company with regard to both its business and corporate social responsibility matters.

Accordingly, the Board of Directors promotes a dialog that, in compliance with current legislation and regulations, facilitates equal treatment for all Shareholders in the recognition and exercise of their rights, while ensuring transparency, propriety, timeliness and symmetry in the dissemination of information.

Art. 2 – Parties responsible for approving and implementing the Policy

To the extent of their respective responsibilities, this document identifies the principal parties involved in the approval and implementation of the Policy, consistent with the Recommendations of the Corporate Governance Code:

- (a) the Board of Directors;
- (b) the Chairman of the Board of Directors and Chief Executive Officer;
- (c) the Investor Relations Department;
- (d) the Control, Risks and Sustainability Committee.

Art. 2.1 – Board of Directors

With regard to dialog with the Shareholders, the Board of Directors:

- i. acting on a proposal from the Chairman, adopts a Policy for managing dialog with the Shareholders of Interpump that takes into account the engagement policies adopted by institutional investors and asset managers;
- ii. describes in the Report on corporate governance and the ownership structure the Policy for managing dialog with all Shareholders adopted by the Company;
- iii. receives information from the Chairman and Chief Executive Officer about the progress of and developments in the dialog with the Shareholders and all other Stakeholders important for the Company and, based on the information received, adopts the decisions deemed appropriate for the promotion and improvement of relations with them;
- iv. approves the principal corporate documents (including without limitation the periodic financial reports, the Consolidated Non-Financial Statement pursuant to Decree 254/2016, the Report on corporate governance and the ownership structure, the Report on remuneration policy and compensation paid, the Reports explaining matters on the agendas for Shareholders' Meetings, etc.) that, as indicated below, represent one of the principal communication channels with the current and potential Shareholders of the Company;
- v. approves the press releases about the periodic information required from the administrative body.

Art 2.2 – Chairman of the Board of Directors and Chief Executive Officer

With regard to dialog with the Shareholders, the Chairman of the Board of Directors and Chief Executive Officer (or, in absence thereof, the Deputy Chairman):

- i. informs the Investor Relations Department about the principles and criteria for implementing the Policy for managing dialog with the Shareholders of Interpump, so such Function can manage dialog with the Shareholders in a proper manner, consistent with the vision of the administrative body;
- ii. assesses each year the completeness and adequacy of the Policy for managing dialog with the Shareholders;
- iii. makes recommendations to the Board of Directors, if he considers it appropriate, for amendments and/or additions to the Policy in order to improve communications with all Stakeholders in the Company;
- iv. promotes dialog with the Shareholders, maintaining relations with them;
- v. reports to the Board of Directors, at the next subsequent meeting, about any developments in and significant content of the dialog held with Shareholders;
- vi. appoints the Head of the Investor Relations Department and informs the Board of Directors;
- vii. is responsible for all aspects of internal and external corporate reporting and, as envisaged in the applicable laws and regulations, provides periodic information to the Board of Directors about the operations of the Company, recommending the directors to make the disclosures to the market - and therefore to the Shareholders as a whole - that are needed to align the information available to current and potential investors about the activities of the business.

The Chairman and Chief Executive Officer delegates the following activities to the Investor Relations Department (and, if appropriate, to other executive directors): participate in and respond, provide clarification,

communicate opinions and manage interactions during in-person and virtual meetings with current and potential Shareholders.

Art 2.3 – Investor Relations Department

The Investor Relations Department is appointed by the Chairman of the Board of Directors in order to:

- i. represent the entire Board of Directors in the management of relations with the Shareholders;
- ii. organize events, roadshows, meetings (one-on-one and/or in groups) and conference calls with institutional investors, Shareholders and financial analysts, and participate in conferences and meetings organized by Borsa Italiana and/or foreign brokers, in compliance with art. 17 MAR and the CONSOB Guidelines on the management of inside information;
- iii. help the Board of Directors to identify and present the principal drivers of performance and the principal messages to be delivered to the market and the financial community, preparing presentations to analysts and investors on the quarterly, half-yearly and annual results of the Company and the Group;
- iv. prepare press releases for approval by the Board of Directors and ensure their proper dissemination and storage using the System for the dissemination of Regulated Information (“SDIR”) chosen by the Company from among those authorized by CONSOB, following the technical procedures indicated by the system administrator and in compliance with the regulations in force from time to time;
- v. supervise the administration and update of the institutional website of the Company.

Art 2.4 – Control, Risks and Sustainability Committee

The Control, Risks and Sustainability Committee (“CCRS”) helps the Board of Directors to analyze the most significant topics addressed in dialog with the Shareholders, assessing and proposing, if applicable, appropriate amendments and additions to this Policy in order to improve the approach to reporting adopted by the Company for the benefit of current and potential Shareholders.

Art. 3 – Communication channels

“Communication channels” comprise all occasions, documents and in-person or virtual events and meetings used by management to share corporate information with all current and potential Shareholders including, in particular:

- (a) the Shareholders' Meeting;
- (b) Corporate Governance documents and Financial and Non-Financial Statements;
- (c) Press Releases;
- (d) meetings with Investors and Shareholders.

Art. 3.1 – Shareholders' Meeting

The Board of Directors encourages attendance at Shareholders’ Meetings, since these represent the principal channel by which Shareholders participate in the life of the Company. In order ensure that adequate information is provided to Shareholders, the Board of Directors:

- i. makes a report available to the public at the registered office, on the corporate website and in the other ways envisaged in the applicable regulations. This report, issued by the legal deadline, provides necessary information about each item on the agenda, so that Shareholders can exercise their voting rights in an informed manner;
- ii. determines and explains clearly in the Meeting notice how to attend and vote at the Shareholders’ Meeting, making a specific proxy form available on the corporate website that Shareholders are entitled to use;

- iii. determines and explains clearly in the Meeting notice how Shareholders representing, even jointly, at least one-fortieth of the share capital can exercise their rights to request additions to the agenda and propose their own resolutions on items already on the agenda, providing all useful information in this regard;
- iv. determines and explains clearly in the Meeting notice how Shareholders can exercise their right to ask questions about items on the agenda prior to the Shareholders' Meeting, providing all useful information in this regard.

From a different standpoint:

- i. pursuant and consequent to the procedures envisaged in art. 126-ter TUF, Shareholders representing, even jointly, at least one-fortieth of the share capital can request additions to the agenda for the Shareholders' Meeting and propose their own resolutions on items already on the agenda, on the basis and with the timing indicated in the Meeting notice;
- ii. pursuant to art. 127-ter TUF, Shareholders can ask questions to the Board of Directors about the items on the agenda prior to the Shareholders' Meeting, on the basis and with the timing indicated in the Meeting notice;
- iii. pursuant to the applicable regulations and the Meeting Regulations adopted by the Company, Shareholders are entitled to participate actively in discussion during the Shareholders' Meeting of the matters on the agenda, ask questions about items on the agenda and propose resolutions individually on the points under discussion.

Art. 3.2 – Corporate Governance documents and the Financial and Non-Financial Statements

Periodically, via the storage mechanism chosen by the Company from among those authorized by CONSOB and via the institutional website, the Company informs investors and its Shareholders as a whole about the results of Group operations by:

- i. publishing within four months of the end of each financial year, in the manner specified in the legislation and regulations in force, the annual financial statement including *inter alia* the draft separate financial statements, the consolidated financial statements and the report on operations, as well as the reports of the independent legal auditors and the Board of Statutory Auditors. The principal economic-financial data for the period is disseminated promptly to the public following its approval by the Board of Directors;
- ii. publishing within three months of the end of the first semester of each financial year, in the manner specified in the current laws and regulations, the half-year financial statement including *inter alia* the condensed half-year financial statements and the interim report on operations, together with the report of the independent legal auditors on the condensed half-year financial statements. The principal economic-financial data for the period is disseminated promptly to the public following its approval by the Board of Directors.

In addition to the provision of periodic financial information, each year the Board of Directors provides updated information to the Shareholders about the corporate governance of the Company and the remuneration policies adopted, by publishing the Report on corporate governance and the ownership structure prepared pursuant to art. 123-*bis* TUF and in strict compliance with the recommendations included in the template issued by Borsa Italiana, as well as the Report on remuneration policy and compensation paid prepared pursuant to art. 123-*ter* TUF and in strict compliance with the applicable regulations.

Each year, Interpump also publishes a Consolidated Non-Financial Statement pursuant to Decree 254/2016 that describes, in a detailed and transparent manner, the results obtained by the Interpump Group in an environmental, social and governance (“ESG”) context. This confirms the commitment made by the Group to sustainable development, in order to create value not only for itself, but also for all Stakeholders.

Art. 3.3 – Press releases

The Company updates the market promptly, following approval by the Board of Directors of the periodic financial reports, quarterly reports and special operations for which the administrative body is responsible, via dedicated press releases that must be published by transmission - via the Investor Relations Function - to the SDIR chosen by the Company from among those authorized by CONSOB and the storage mechanism chosen by the Company from among those authorized by CONSOB, as well as on the institutional website of the Company.

Art 3.4 – Meetings with Investors and Shareholders

Interpump facilitates and encourages periodic meetings with institutional investors and Shareholders, especially on approval of the periodic financial reports.

The Company guarantees at least 4 periodic meetings (including conference calls) each year with institutional investors, Shareholders and financial analysts, which are held on publication of the annual, half-year and quarterly financial reports. The Company strives to ensure that such meetings are managed in compliance with the principle of making symmetrical disclosures to all Shareholders, without prejudice to the provisions of art. 17 MAR and the CONSOB Guidelines on the management of inside information.

In addition to these periodic meetings, the Company participates in conferences organized by Borsa Italiana and external brokers, and holds other meetings with analysts and investors, either in groups or in the form of one-on-one meetings.

4 – Final clauses

All amendments to this Policy are approved by the Board of Directors. The Chairman and Chief Executive Officer may amend this Policy as a consequence of legislative and/or regulatory changes, variations in the organizational structure of the Company, or specific resolutions adopted by corporate bodies, notifying the other directors in this regard at the next subsequent meeting.