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Informazione
Regolamentata
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Oggetto : Ordinary and extraordinary 29 April 2022
notice of call

Testo del comunicato

For further information, please refer to section Governance,
Shareholders' Meeting

INTERPUMP GROUP S.p.A.

Registered Office in Via E. Fermi 25, S. Ilario d'Enza (RE), 42049 – Italy

Tax Code and Reggio Emilia Business Register Number: 11666900151

Share Capital 56,617,232.88 euro

NOTICE OF CALL OF THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Parties eligible to participate and exercise voting rights are called to an Ordinary and Extraordinary Shareholders' Meeting to be held at the premises of Interpump Group S.p.A., via G. B. Vico 2, Reggio Emilia, on 29 April 2022 at 10.00 am in a first and only call, to discuss and vote on items on the following

AGENDA

Ordinary Part:

- 1. Approval of the financial statements as at 31 December 2021, together with the Director's report, the Board of Statutory Auditors report as well as accompanying documentation as required by current regulations; presentation of the consolidated Group financial statements as at 31 December 2021, together with the Board of Director report and the accompanying documentation as required by current regulations; related and resulting resolutions.*
- 2. Presentation of the consolidated non-financial statement pursuant to Legislative Decree No. 254 of 30 December 2016.*
- 3. Allocation of the profit for the year; related and resulting resolutions.*
- 4. Second session of the Report on remuneration policy and remuneration paid for year 2021 pursuant to art. 123-(3) of Italian Legislative Decree No. 58 of 1998.*
- 5. Determination of the payments for the position of director for year 2022 and the total amount of remunerations to directors with special duties; related and resulting resolutions.*
- 6. Approval of the "Interpump incentive plan 2022/2024" in favor of employees, directors and/or collaborators of the Company and its subsidiaries and granting of powers to the Company's Board of Directors;*
- 7. Authorization, pursuant to arts. 2357 and 2357-(3) of the Italian Civil Code, to purchase treasury shares and possibly to sell any treasury shares held or purchased, after revoking, in whole or in part, any unexercised portion of the authorization granted by resolution of the Shareholders' Meeting held on 30 April 2021; related and resulting resolutions;*

8. *Appointment of a director to restore the Board of Directors to its full complement of members following the co-optation by the Board on 4 August 2021 and confirmation of remuneration pursuant to point 5 of the agenda; related and resulting resolutions.*

Extraordinary Part:

1. *Proposed amendments to the Articles of Association as follows:*

- 1.1. *proposal to extend the duration of the Company and consequent amendment of art. 3 of the Articles of Association; related and resulting resolutions;*
- 1.2. *proposal to amend arts. 5, 14 and 19 of the Articles of Association; related and resulting resolutions.*

INFORMATION ON THE SHARE CAPITAL

The share capital of Interpump Group S.p.A. stands at 56,617,232.88 euro and is divided into 108,879,294 ordinary shares each having a unit par value of 0.52 euro. Shares are indivisible. Each share gives the right to one vote, with the exception of treasury shares held at the date of the Shareholders' Meeting. At the date of publication of this notice, the Company holds [-] treasury shares, representing [-]% of the share capital, voting rights for which are suspended pursuant to art. 2357-(3), paragraph 2 of the Italian Civil Code; therefore, the voting rights exercisable at the Shareholders' Meeting relate only to [-] ordinary shares. However, treasury shares are taken into account in calculating the majorities and quotas required for the purposes of assuring that the meeting is duly convened and quorate and for the proceedings of the Shareholders' Meeting.

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

PARTICIPATION IN THE SHAREHOLDERS' MEETING - CASTING OF VOTES

Pursuant to art. 83-(6) of Legislative Decree No. 58 of 24 February 1998 (of the Consolidated Finance Act), whomsoever holds voting rights at the end of the accounting day of 20 April 2022 (record date) and for whom the Company has received the relevant communication from the authorized intermediary, is entitled to participate in the Shareholders' Meeting. Share movements registered after the record date are not considered for the purposes of legitimizing the exercise of voting rights at the Shareholders' Meeting; therefore, parties who only purchase shares after that date will not be entitled to participate in or vote at the Shareholders' Meeting.

In accordance with the provisions of art. 106 of Decree Law No. 18/2020 converted by Law No. 27/2020 ("Decree") and amended by Decree Law No. 228/2021, the Company has decided to avail of its right to provide that participation of Shareholders at the Shareholders' Meeting should take place exclusively through the "Designated Representative" pursuant to art. 135-(11) of Legislative

Decree No. 58/98, hence without the physically presence of the Shareholders. It should be noted, in fact, that the right afforded pursuant to the aforementioned art.106 of the “Cura Italia” Decree was extended until 31 July 2022 by art. 3, paragraph 1 of Decree Law No. 228 of 30 December 2021, as converted into Law No. 15 of 25 February 2022.

The Company has therefore appointed Computershare S.p.A., with registered office in via Mascheroni 19, Milano (MI), 20145 - Italy, as Designated Representative of the Shareholders pursuant to art. 135-(11) of the Consolidated Finance Act and the above-mentioned laws. Shareholders wishing to attend the Shareholders’ Meeting must therefore grant the Designated Representative a proxy, with voting instructions, on all or some of the motions submitted in relation to the items on the agenda using the specific proxy form made available jointly by the Company and the Designated Representative on the Company’s website www.interpumpgroup.it (“Governance” - “Shareholders’ Meeting - 29 April 2022” section).

The proxy form with the voting instructions must be submitted in accordance with the instructions on the form by the end of the second trading day preceding the date of the Shareholders’ Meeting (hence by 27 April 2022); the proxy may be revoked within the same period.

A proxy conferred in this way shall be effective only in respect of those proposals on which voting instructions have been given. It should be noted that the shares for which proxy has been conferred, even partially, are calculated for the purpose of assuring that the Shareholders’ Meeting is duly convened and quorate. In relation to proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and any capital share required for the approval of resolutions.

It should also be noted that, in accordance with the provisions of the above-mentioned laws, the Designated Representative may be granted proxies or sub-proxies pursuant to art.135-(9) of the Consolidated Finance Act, as an exception to art. 135- (11), paragraph 4 of the Consolidated Finance Act, in accordance with the procedures and terms indicated in the specific form that may be downloaded from the Company’s website.

The Designated Representative will provide clarification or information by phone on +39 02 4677 6829 or at the e-mail address ufficiomi@computershare.it.

RIGHT TO ASK QUESTIONS

Pursuant to art. 127-(3) of the Consolidated Finance Act, whomsoever holds voting rights, and in relation to whom the Company has received specific communication from an authorized intermediary, may ask questions about matters on the agenda prior to the Shareholders’ Meeting. Whomsoever intends to make use of this right must submit their questions to the Company no later than seven

trading days before the date of the Shareholders' Meeting in a first and only calling (hence before 20 April 2022). The Company will make available the answers to any questions received from Shareholders in the form of a Q&A on its website by 26 April 2022, in accordance with art. 127-(3), paragraph 1-(2) of the Consolidated Finance act.

For this purpose, Shareholders are asked to indicate expressly the item on the agenda to which their individual questions refer. Questions may also be sent to the Company by post, within the same time limit indicated above, to the following address: i) Interpump Group S.p.A. - Secretarial Department - Via E. Fermi 25, S. Ilario d'Enza (RE), 42049 – Italy; ii) by fax to +39 0522 904 444 or iii) by e-mail to the certified address interpumpgroup@legalmail.it.

To facilitate their identification by the Company, in addition to the questions Shareholders must state their name and surname, place and date of birth, tax code, e-mail address and telephone number.

The Company may provide just one answer to questions with the same subject matter. Shareholders are not entitled to answers to questions asked prior to the Shareholders' Meeting for which the information requested is already available in the specific section of the website, or when the answer has already been published in that section.

RIGHT TO MAKE ADDITIONS TO THE AGENDA OR TO SUBMIT MOTIONS

Pursuant to art. 126-(2) of the Consolidated Finance Act, Shareholders who, even jointly, represent at least one-fortieth of the share capital may, within the term of ten days from the date of publication of this notice, i.e. by 10 April 2022, request additions to the list of items for discussion, specifying in the request the nature of the topics proposed, or can submit motions concerning matters already on the agenda of the Shareholders' Meeting. Additions to the agenda are not permitted in relation to matters on which, pursuant to the law, the Shareholders' Meeting adopts resolutions solely on a proposal from the directors or based on a project or a report prepared by the directors, other than those specified in art. 125- (3), paragraph 1 of the Consolidated Finance Act. Shareholders in relation to whom the Company has received a specific communication from an authorized intermediary attesting to ownership of the required holding are entitled to request an addition to the agenda or to submit motions. Applications can be sent to the Company by post to the following address: i) Interpump Group S.p.A. - Secretarial Department – Re. Proxy - Via E. Fermi 25, S. Ilario d'Enza (RE), 42049 – Italy; ii) by fax to +39 0522 904 444 or iii) by e-mail to the certified address interpumpgroup@legalmail.it.

Attention is drawn to the fact that, pursuant to art. 126-*bis* of the Consolidated Finance Act, Shareholders requesting an addition to the agenda or submitting motions on matters already on the agenda must prepare a report detailing the reasons for the motions on the new matters that they

propose for discussion, or reasons for the additional motions submitted in relation to items already on the agenda. The report must be sent to the Company using the methods illustrated above by the deadline specified for the submission of requested additions. Notice of the additions to the agenda or the tabling of further motions concerning matters already on the agenda is given in the same way as that prescribed for publication of the notice of convocation of the Shareholders' Meeting, at least fifteen days prior to the date set for the Shareholders' Meeting, i.e. by 14 April 2022.

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

OTHER SHAREHOLDERS' RIGHTS - RIGHT TO SUBMIT INDIVIDUAL MOTIONS PRIOR TO THE SHAREHOLDERS' MEETING

In relation to the fact that participation in the Shareholders' Meeting is possible exclusively through the Designated Representative, Shareholders entitled to take part and who intend to submit motions on the items on the agenda must submit such proposals by 14 April 2022, in the same manner indicated above. Any such proposals will be published without delay, and in any case by 20 April 2022, on the Company's website in order to keep those entitled to vote up-to-date and in the best possible position to express themselves in an informed manner, including with regard to such new proposals; in this way, moreover, the Designated Representative will also be able to receive any voting instructions on the aforementioned motion and voting proposals. The motions submitted must be accompanied by the certification issued by an authorized intermediary, pursuant to art. 83- (6) of the Consolidated Finance Act, showing ownership of the shares on 20 April 2022 (record date).

For the purposes of the above, the Company reserves the right to verify the relevance of the motions with respect to the items on the agenda, their completeness and their compliance with applicable regulations, as well as the identification and eligibility of the Shareholders tabling the motions.

DOCUMENTATION

The following documents will be available to the public at the registered offices of the Company (on workdays from Monday to Friday, from 9 am to 12 noon and from 3 pm to 5 pm) and in the "Corporate Governance - Shareholders' Meeting" section of the website www.interpumpgroup.it as well as via the eMarket SDIR system and on the authorized storage website "eMarket STORAGE" at www.emarketstorage.com managed by Spafid Connect S.p.A., with registered offices at Foro Buonaparte 10, Milano (MI), 20121 - Italy:

- Annual report and the other documents required pursuant to art. 154-(3), paragraph 1 of the Consolidated Finance Act, the Report on corporate governance and the ownership structure required pursuant to art. 123-(2) of the Consolidated Finance Act, the Non-financial declaration prepared pursuant to Legislative Decree No. 254/2016, the Reports issued by the Legal Auditing Firm, the Report of the Board of Statutory Auditors, the Report on remuneration policy and the payments made pursuant to art. 123- (3) of Legislative Decree No. 58 of 1998, the financial statements of significant subsidiaries not resident in the European Union prepared for consolidation purposes, and the financial statements and/or summary schedules of the subsidiaries and associates of Interpump Group S.p.A.;
- the illustrative reports of the Board of Directors on the items on the agenda of the Company's Shareholders' Meeting;
- the form for conferring proxy on the Designated Representative as the only person through whom it will be possible to participate in the Shareholders' Meeting.

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

The Company undertakes to provide adequate means of telecommunication for Directors, Auditors and the Delegated Representative to be able to attend the Meeting.

Sant'Ilario d'Enza, 30 March 2022.

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

The Corporate Secretarial Department of Interpump Group S.p.A. is available for further information on weekdays from Monday to Friday from 9.00 am until 12.00 noon and from 3.00 pm until 5.00 pm at the following numbers: tel. +39 0522 904 311; fax +39 0522 904 444 and at the e-mail address: fgest@interpumpgroup.it.

Fine Comunicato n.0159-24

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