

REPORT DESCRIBING THE PROPOSALS OF THE BOARD OF DIRECTORS OF INTERPUMP GROUP S.p.A. TO THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 29 APRIL 2022

Sant'Ilario d'Enza, 18 March 2022

Shareholders,

This report has been prepared in compliance with art. 125-(3), subsection 1, of Italian legislative decree no. 58 dated 24 February 1998 (the “**Consolidated Finance Act**” or “**TUF**”), art. 84-(4) of the Regulation adopted by CONSOB Decision no. 11971 of 14 May 1999 and subsequent amendments (the “**Issuers' Regulation**”), as well as art. 73 and 84-(2) of the Issuers' Regulation and Annex 3A, Format 3 and Format 4, of the Issuers' Regulation, in order to describe to the shareholders of Interpump Group S.p.A. (“**Interpump**” or the “**Company**”) the proposals that the Board of Directors intends to present for your approval in relation to the matters indicated in items 1, 3, 4, 5, 6, 7 and 8 of the agenda for the ordinary Shareholders' Meeting of the Company and item 1 of the agenda of the Company's extraordinary Shareholder's Meeting, to be held in a single call on **29 April 2022 in Reggio Emilia, via G.B. Vico n. 2, at the offices of Interpump Group S.p.A., at 10:00 am.**

The agenda of the above Shareholders' Meeting is as follows:

Ordinary session:

- 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 deliberations.*
- 2. Presentation of the consolidated non-financial statement pursuant to Leg. Decree 254 dated 30 December 2016.*
- 3. Allocation of the profit for the year; related and resulting deliberations.*
- 4. Second session of the report on remuneration policy and remuneration paid for year 2021 ex art. 123-(3) of Italian Leg. 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 deliberations.*
- 6. Approval of the incentive plan called “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 Board of Directors;*
- 7. Authorization, pursuant to articles 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 consequent resolutions;*
- 8. Appointment of a director for the integration of the Board of Directors following the co-optation carried out by the Board of Directors on 4 August 2021; related and resulting deliberations.*

Extraordinary session:

- 1. Proposed amendments to the Bylaws, as follows:*

- A. *proposed extension to the duration of the company and consequent amendment to Article 3 of the Bylaws; related and consequent resolutions;*
- B. *proposed amendments to articles 5, 14 and 19 of the Bylaws; related and consequent resolutions.*

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Ordinary session

With regard to the first item on the agenda of the Shareholders' Meeting – 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 deliberations

The draft financial statements at 31 December 2021, approved by the Board of Directors on 18 March 2022, presents the following data:

- Net sales Euro 112,389,053;
- Net profit for the period Euro 84,308,858;
- Shareholders' equity Euro 558,761,936.

The company's financial statements, closed as at 31 December 2021 also shows a profit for the year equal to Euro 84,308,858.00 (*eighty-four million three hundred and eight thousand eight hundred and fifty-eight/00*).

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As concerns the draft consolidated Group financial statements for the year as at 31 December 2021, the following data is presented:

- Net sales Euro 1,604,255,000;
- Net consolidated profit for the period Euro 198,519,000;
- Consolidated shareholders' equity Euro 1,339,664,000.

The above documents will be published together with the Report on operations and all other accompanying documentation pursuant to law.

In view of the foregoing, the Board of Directors submits for your approval the following

proposed resolution

“The Ordinary Shareholders' Meeting of Interpump Group S.p.A.,

- *heard and approved as presented by the Board of Directors,*
- *given the Financial statements of the Company at 31 December 2021, which report a profit for the year of Euro 84,308,858.00;*
- *given the Report on operations accompanying the Financial statements of the Company at 31 December 2021;*
- *having taken into account the report of the Board of Statutory Auditors and the Report from the independent audit firm EY S.p.A. to the company financial statements for the year closed at 31 December 2021,*

resolves

to approve the Report on operations of the Board of Directors, the Financial statements comprising the statement of financial position, the income statements and the explanatory notes to the Financial statements of Interpump Group S.p.A. at 31 December 2021, which report profit for the year of Euro 84,308,858.00”.

With regard to the third item on the agenda of the Shareholders’ Meeting - Allocation of the profit for the year, related and resulting deliberations

This section of the Report describes the proposal that the Board of Directors of Interpump Group S.p.A. intends to submit for your approval in relation to the allocation of profit for the year.

The financial statements at 31 December 2021, which are subject to the approval of the Shareholders' Meeting as at the previous item 1 of the agenda, report net profit for the year of EUR 84,308,858.00 (*eighty-fourmillion threehundredeightthousand eighthundredfifty-eight/00*).

The Board of Directors, also taking into consideration the consolidated financial statements and the economic and financial outlook for the current year, considers it appropriate to propose the following:

1. allocate the net profit for the year of Euro 84.308.858,00 (*eightyfourmillion threehundredeightthousandeighthundredfiftyeight/00*), to the Extraordinary Reserve, since the Legal Reserve has already reached the limit of one-fifth of the fully paid up and subscribed share capital and partially distribute the Extraordinary Reserve by declaring a dividend of Euro 0.28 (*zero/28*) to each of the shares in circulation, including the right pursuant to art. 2357-(3) subsection 2 of the Italian Civil Code.

It should be noted that, for tax purposes, the provisions of the Ministerial Decree dated 26 May 2017 will be applied for tax purposes, since the entire dividend of Euro 0.28 (*zero/28*) per share is taxable in the hands of the recipient and is considered to have been taken from the profit reserves accumulated subsequent to the year in progress on 31 December 2007 and through the year in progress on 31 December 2016;

In consideration of this premise, we submit for your approval the following

proposed resolution

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

- *given that the financial statements at 31 December 2021 show a net profit for the year of Euro 84,308,858.00 (eighty-fourmillion threehundredeightthousand eighthundredfifty-eight/00);*
- *given the resolution proposed by the Board of Directors;*

resolves

- i) *to allocate the above net profit for the year of Euro 84.308.858,00 (eightyfourmillion threehundredeightthousandeighthundredfiftyeight/00) to the Extraordinary Reserve (since the Legal Reserve has already reached the limit of one-fifth of the fully paid up and subscribed share capital) and partially distribute the Extraordinary Reserve by declaring a dividend of Euro 0.28 (zero/28) to each of the shares in circulation, including the right pursuant to art. 2357-(3) subsection 2 of the Italian Civil Code;*

1. *determine the legitimation of the payment of the profits, pursuant to article 83-(13) of the Consolidated Finance Act (TUF) and the current regulatory provisions, with reference to the evidence of the accounts related to the end of the accounting day **24 May 2022** (so-called “**record date**”) with payment of the dividend starting from **25 May 2022**, against presentation on **23 May 2022** of coupon no. **29**;*
2. *to vest in the Chairman, with the right to delegate to third parties, all the widest possible powers required to implement the matters described above”.*

With regard to the fourth item on the agenda of the Shareholders’ Meeting – Second session of the report on remuneration policy and remuneration paid for year 2021 ex art. 123-(3) of Italian Leg. Decree no. 58 of 1998

This section of the Report describes the proposal that the Board of Directors of the Company intends to submit for your approval in relation to the report on the remuneration policy and the payments made pursuant to art. 123-(3) TUF.

This assembly has resolved, with a favorable vote, to adopt the current remuneration policy in force during the Shareholders’ Meeting held on 30 April 2020, specifying the duration of the Policy for a three-year period (2021 – 2023). Following Consob deliberation no. 21623 of 10 December 2020 that modified the Issuers’ Regulation concerning the transparency of remunerations in art. 84-(4) and Annex 3A, Format 7-(2), in compliance with the information provided by CONSOB, the policy that was modified to adapt to the above provisions was submitted again to a vote and approved by the Shareholders’ Meeting on 30 April 2021, confirming the duration for financial years (2021 -2023).

In accordance with the above Remuneration policy, the Board of Directors approved, on 18 March 2022, pursuant to art. 123-(3), subsection 2, of TUF, the second section of the Report on remuneration policy and the payments made, prepared by the Remuneration committee, regarding the representation of each of the items that make up the remuneration, including indemnities in the event of termination of office or employment, as well as payments made during the year of reference for any reason and in any form by the Company or subsidiaries and associates.

The above-mentioned second session of the report, together with the text of the first section that remained unvaried with respect to what was approved by the Shareholders’ Meeting on 30 April 2021, will be made available to the public within the terms foreseen by current legislation at the company's registered office, online at www.interpumpgroup.it, as well as at the authorized storage mechanism.

Pursuant to art. 123-(3), subsection 6, of the TUF, the shareholders are requested to resolve on the second section of the Report on remuneration policy and the payments made, taking into account that the vote related to the second section of the Report will be subjected to an advisory vote and therefore is non-binding as set forth by the above-mentioned provision.

The Board of Directors, taking into consideration the information provided in the Report regarding the remuneration policy and payments made, considers it appropriate to propose the approval of the second section of the Report regarding the remuneration policy and payments made related to the payments made in 2021 to the members of the Board of Directors, directors with special duties, non-executive directors and members of the administrative body, as specified in the item of the Shareholders’ Meeting agenda.

In consideration of this premise, we submit for your approval the following

proposed resolution

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

- *having reviewed the second section of the Report on remuneration policy and payments made drawn up pursuant to art. 123-(3) of the TUF, prepared by the Remuneration committee and approved by the Board of Directors: on 18 March 2022,*

resolves

to approve, pursuant to art. 123-(3), subsection 6, of the TUF, the second section of the Report on remuneration policy and the payments made related to the payments made during 2021 to the members of the Board of Directors, directors with special duties, non-executive directors and to members of the administrative body, prepared pursuant to art. 123-(3), subsection 4, of TUF.

With regard to the fifth item on the agenda of the Shareholders' Meeting - 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 deliberations

This section of the Report illustrates the proposal that the Board of Directors intends to submit for your approval in relation to the determination of emoluments for the office of Director for 2022, and the overall amount of emoluments due to Directors with special duties. These payments were not changed as compared to the prior year.

1. On remuneration for the office of Director for 2022

With reference to remuneration to assign to each Director for the office, pursuant to art. 2389, subsection 1, of the Italian civil code, the Board of Directors proposes 2022 remuneration of Euro 45,000.00 (*forty-fivethousand/00*) for each Director.

2. On the maximum total remuneration to assign to Directors with special duties for 2022

Art. 18 of the Company's Bylaws states that the Shareholders' Meeting shall resolve on the maximum total remuneration that can be assigned to the members of the Board of Directors with special duties in compliance with art. 2389, subsection 3, of the Italian civil code.

The Ordinary Shareholders' Meeting held on 30 April 2021 had established that maximum total remuneration to be Euro 3,000,000.00 (*threemillion/00*) for 2021.

The Board of Directors, in line with the proposal of the Remuneration Committee and having received the favorable opinion of the Board of Statutory Auditors, proposes to the Shareholders' Meeting to determine the maximum global remunerations for 2022 assigned and to be assigned to Directors with special duties, pursuant to art. 18 of the Bylaws and art. 2389, subsection 3, of the Italian Civil Code, in the amount of Euro 3,000,000.00 (*threemillion/00*), of which Euro 2,000,000.00 (*twomillion/00*) related to the fixed component and Euro 1,000,000.00 (*onemillion/00*) related to the variable component.

3. On the remuneration to assign for the period from 1 January 2023 to approval of the 2022 Financial statements

On the basis of an identical proposal from the Remuneration Committee and having heard the favorable opinion of the Board of Statutory Auditors, the Board of Directors proposes that the remuneration for the office of Director and the total emoluments of the Directors with special duties authorized for 2022, as indicated in points 1 and 2 above, also be paid - as in prior years - in the period from 1 January 2023 to the date of approval of the Financial statements as at 31 December 2022, without prejudice to any higher amount decided subsequently, within any limits established at the Shareholders' Meeting.

In consideration of this premise, we submit for your approval the following

proposed resolution

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

having heard and approved the Board of Directors' Report and the favorable opinion of the Board of Statutory Auditors,

resolves

1. *to fix the 2022 remuneration assigned to each Director for the office, in compliance with art. 18 of the Bylaws and art. 2389, subsection 1, of the Italian civil code, in the amount of Euro 45,000.00 (forty-fivethousand/00);*
2. *to fix, for 2022, the maximum total remuneration assigned and to be assigned to the Directors with special duties, for the purposes of art. 18 of the Bylaws and art. 2389, subsection 3, of the Italian civil code, in the amount of Euro 3,000,000.00 (threemillion/00), of which Euro 2,000,000.00 (twomillion/00) related to the fixed component and Euro 1,000,000.00 (onemillion/00) related to the variable component;*
3. *to fix, in the amount specified in the previous points 1 and 2, calculated on a time-apportioned basis, the emoluments and remuneration to be assigned to the Directors for the period from 1 January 2023 to the date of approval at the Shareholders' Meeting of the 2022 financial statements, without prejudice to any higher amount decided subsequently, within any limits established at the Shareholders' Meeting;*
4. *to vest in the Chairman, with the right to delegate to third parties, all the widest possible powers required to implement the matters described above.”*

With regard to the sixth item on the agenda of the ordinary Shareholders' Meeting Approval of the incentive plan called “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 Board of Directors

This section of the report was prepared, in part, pursuant to art. 125-(3), subsection 1, and art. 114-(2), subsection 1, TUF, to illustrate the proposal in the sixth item on the agenda to approve the new “Interpump 2022/2024 Incentive Plan” (the “**Plan**”).

In this regard, given the success of the incentive plans adopted so far by the Company, the Board of Directors deems it appropriate to set up a new efficient tool for rewarding and retaining the persons considered to be of greatest significance for the growth of the Company and the Group that it heads and, therefore, intends to submit the new Plan for your approval, pursuant to the provisions of art. 114-(2) TUF.

In particular, below we illustrate the main characteristics of the Plan, which will be explained in full in the informative document that, pursuant to the combined provisions of art. 114-(2) TUF and art. 84-(2) of the Issuers' Code, must be prepared and placed at the disposal of the public, together with this report, at the

Company's registered office and on its website www.interpumpgroup.it, and also forwarded to CONSOB, Borsa Italiana S.p.A. and two press agencies (the “**Informative Document**”).

If the Plan is approved by the Shareholders' meeting, the precise and detailed definition of the relative terms and conditions will be deferred to a specific regulation, including the Options Acceptance and Exercise Notification form, (the “**Code**”) that will be approved by the Board of Directors – acting on a recommendation from the Remuneration Committee and with the favorable opinion of the Board of Statutory Auditors pursuant to art. 2389 of the Italian Civil Code – following the approval of the plan by the Shareholders' Meeting to be convoked.

1. **Reasons for adopting the Plan**

The Plan is designed to reward beneficiaries of the Company and the Group while simultaneously creating a tool for the retention of the beneficiaries, promoting a culture of value creation.

Specifically, the aims pursued by the Company directors in adopting the Plan are mainly as follows:

- (i) development of the business approach of management;
- (ii) involving Employees, Directors and/or Collaborators more in the progress of the Group and focusing activities on long-term strategic success factors;
- (iii) increased involvement of Employees, Directors and/or Collaborators regarding topics that are relevant for the Group from the point of view of ESG (Environmental, Social, Governance);
- (iv) strengthening the loyalty of Employees, Directors and/or Collaborators;
- (v) increasing the climate of confidence in the growing value of the business;
- (vi) promoting a spirit of identification with the Group among Employees, Directors and/or Collaborators.

2. **Beneficiaries of the Plan**

The Plan is reserved to the employees, directors and/or collaborators of the Interpump Group, identified by the unquestionable and discretionary decision of the Board of Directors - from among individuals who are in positions or carry out roles or functions that are relevant to the Group and for which an action is justified that strengthens their loyalty from the point of view of creating value (the “**Beneficiaries**”).

Their names and other information specified in paragraph 1 of Format 7 of Annex 3A to the Issuers' Regulation will be provided during the phase of actuation of the Plan according to the methods specified in article 84-(2), subsection 5, letter a), of the Issuers' Regulation, and in any case pursuant to the laws and regulations applicable at the time.

3. **Methods and clauses of implementation of the Plan, with the specification that implementation shall be subordinate to the fulfillment of certain conditions and, in particular, to the accomplishment of certain results**

On 18 March 2022, the Board of Directors approved - acting on the proposal of the Remuneration Committee and with the favorable opinion of the Board of Statutory Auditors - the Plan that foresees the free attribution of maximum 2,250,000 options (the “**Options**”) each of which attributes the right to the beneficiaries - upon reaching certain objectives identified by the Board of Directors - at the discretion of the company to, (i) purchase 1 (one) ordinary Interpump share (“**Share**”) (already in the company’s portfolio or purchased at a later date); or (ii) subscribe for 1 (one) newly issued share at an exercise price of Euro 46.4713 per option, if less than (i) during the first year following the Shareholders’ Meeting that approved the plan and therefore until 29 April 2023, the official price of the share determined by the Italian Stock Exchange on the day prior to the day on which the Shareholders’ Meeting that approved the plan, and (ii) for the options assigned after 29 April 2023, the official price of the share determined by the Italian Stock Exchange on the day prior to the granting of the Options (the “**Strike price**”).

The Board of Directors, relying on the investigative and advisory support of the Remuneration Committee, and after consulting - in the cases governed by art. 2389, subsection 3, of the Italian civil code - with the Board of Statutory Auditors, will determine the number of options to be assigned to each Beneficiary, which will be assigned free of charge, on a personal basis and therefore cannot be transferred by inter vivos deed for any reason.

To make the Company as flexible as possible and allow it to respond efficiently to the situation existing if and when the Options are exercised, it has also been proposed to grant the Board of Directors the power to satisfy the exercise requests simply by paying the individual Beneficiaries the gross amount of the difference between the strike price of the options and the value of the shares on the exercise date (*Capital Gain*).

The options for which the objectives determined by the Board of Directors are reached can be exercised by the Beneficiaries, also partially and in any case for a minimum amount of 500 options, during the period between 30 June 2025 (or a different date determined by the Board of Directors) and 31 December 2028 (or a different date determined by the Board of Directors). The Options must be exercised by this last date, when they will expire, without prejudice to the *minimum holding* commitments pursuant to paragraph 6 below. The Board of Directors is entitled to establish specific exercise windows within the exercise period.

The Plan does not specify a maximum number of options assignable each year.

The exercise of the options will be subordinate to the exercise date: (i) for Directors, on continuation in office as a director, (ii) for Employees, on maintenance of the employment contract, and (iii) for External Contractors, on continuation of the independent working relationship.

In the event of: (a) retirement or dismissal without just cause of the Employee, (b) revocation or non-renewal without just cause of the Director, (c) loss of the condition of subsidiary of the company by the company of appointment of the Director / Beneficiary or employer of the Employee / Beneficiary, the Options already matured but not yet exercised can be exercised by the Beneficiaries in compliance with the obligations, methods and terms that will be established by the Code. On the contrary, the Options that – at the date on which the event as at the previous letters (a), (b) or (c) – are not yet matured, will be finally lost and can no longer be exercised.

In all cases, the Board of Directors is entitled, after obtaining the non-binding opinion of the Remuneration committee, to decide on special cases, establishing each time the number of Options to be exercised and the deadline for their exercise.

The Board of Directors proposes that the maturity, and consequent exercisability of the Options be subordinate to the attainment of performance targets to be established by the Board of Directors, further to the non-binding opinion of the Remuneration Committee, for each of the single reference years of the Plan (hence for 2022, 2023 and 2024).

The Board of Directors must establish said targets in compliance with the following parameters:

- (i) for 70% of the Options offered to each Beneficiary, the objectives must consist of reaching certain results on the consolidated Group level during each year of reference. In particular, the Board of Directors must define the objectives correlated to economic parameters conditioned by the obtainment of two different indicators consisting of Net Sales and EBITDA. Within the said 70% of the total of the Options assigned to each Beneficiary, the obtainment of the relative amount of Net Sales will attribute the right to exercise 50% of the said 70% of the options, obtaining the amount related to EBITDA will attribute the right to exercise 50% of the said 70% of the Options.
- (ii) for 15% of the Options offered to each Beneficiary, the objectives must contribute toward the development and consolidation of the ESG topics relevant for the Group. In particular, the objectives can concern, for example, the Environmental, Social and Governance areas and in relation to the activities considered relevant for the Group from time to time, that are measurable and/or measured also for the purposes of the information provided in the NFD (Non-Financial Declaration):

- 1) in the “Environmental” area, the adoption of solutions aimed at obtaining a reduced impact of the business activities on the environment, such as, for example, the reduction of emissions to the atmosphere, the reduction in production of waste, a reduction in energy consumption, the installation of photovoltaic systems/increase in energy purchased from producers who use renewable sources and/or the reduction in water consumption;
 - 2) in the “Social” area, the adoption of policies aimed toward improving the social impact of business activities, such as, for example, initiatives related to diversity, inclusion and/or the professional development of employees, the adoption of guidelines for the assessment of suppliers, the definition of policies, procedures or strategies related to the development of sustainable products, the extension of ISO 45001 certification, the reduction in the incidence of accidents at work and/or the definition of a policy that supports local communities;
 - 3) in the “Governance” area, the adoption of policies and/or measures aimed toward improving the management and government of the company and/or the group, such as, for example, the adoption of ESG risk management, the improvement in the organizational and/or functional structure of the Board of Directors and/or the management on a Group level, the definition of Policies that communicate the Group's commitment to ESG, and/or training on the Whistleblowing Policy.
- (iii) for the remaining 15% of the options offered to each Beneficiary, the objectives must be of a qualitative nature, such as the *performance* of the individual Beneficiary with respect to parameters such as availability, commitment and the added value brought to the Group and will be evaluated by the Board of Directors or, if the Beneficiary does not collaborate directly with the Board of Directors, by their direct superior or the person responsible for the on-going collaboration.

The Board of Directors, relying on the investigative and advisory support of the Remuneration Committee, will determine the results that must be reached for each of the years of reference (i), as well as the ESG and qualitative parameters required of the Beneficiaries specified above in points (ii) and (iii).

The Plan envisages that failure to achieve – in whole or in part – the performance targets, which, due to their nature, must be achieved every year, established in relation to the 2022 financial year and/or the 2023 financial year, will not result in definitive loss of the right to exercise Options that vest with reference to them. In fact, achievement of the performance targets established for the following financial year will result in the vesting of the Options assigned with reference to the previous financial year(s), which will therefore become exercisable in full.

Likewise, it is envisaged that achievement of the performance targets established for the 2024 financial year in a prior year (2022 or 2023) will result in immediate vesting of all the Options assigned to the Beneficiary, which will therefore become exercisable full. Such early vesting will not however change the Exercise Period.

The Board of Directors is awarded the faculty to make any necessary amendments or integrations to the Code in order to maintain the essential contents of the Plan and the benefits for the beneficiaries of the plan as constant as possible in the following cases:

- (i) payment of extraordinary dividends;
- (ii) purchase of treasury stock;
- (iii) special transactions in the capital of Interpump not connected with the Plan or with any similar plans;
- (iv) legislative and/or regulatory changes (including to the corporate governance code);

- (v) events that may affect the rights of Beneficiaries or the ability to exercise their Options (such as, by way of example, the consolidation or splitting of shares, mergers, break-ups, revocation of the market listing, promotion of public offers for the purchase or exchange of Shares).

In particular, the Board of Directors may, by mere and incomplete way of example, amend, increase or decrease: (i) the definition and/or number and/or characteristics of the Options and/or the Shares covered by the Plan; (ii) the strike price; (iii) the performance targets and/or other vesting and exercise conditions applying to the Options and/or (iv) the *minimum holding* as the minimum period and/or percentage of shares that must be held pursuant to paragraph 6 below.

In making these amendments and additions, the Board of Directors must apply, wherever possible and applicable, the generally accepted mathematical formulas used by Stock Market operators.

Any roundings necessary due to the existence of fractions will be made downwards and, therefore, the Beneficiary will be entitled to one less Share irrespective of the magnitude of the fraction and without prejudice to all other applicable conditions.

In addition to the above, the Board of Directors may make changes to the Plan and the correlated Regulation if the remuneration policy, which will be approved from time to time by the Shareholders' Meeting pursuant to art. 123-(3) TUF, contains provisions that contrast with what is set forth in these documents. These changes can be adopted for the sole purpose of aligning the Plan and/or the correlated Regulation with what is otherwise specified in the Remuneration Policy that is approved from time to time by the Shareholders' Meeting.

The Plan shall run from the date of approval until 31 December 2028 (or the different term established by the Board of Directors), without prejudice to the minimum holding Commitments as at the following paragraph 6, which will remain in force until the expiry of the specified terms. After the 31 December 2028 deadline has passed, any unexercised Options will no longer be exercisable.

4. Any support for the Plan by the Special Fund for creating incentives for worker participation in firms pursuant to art. 4, subsection 112, of Law 350 dated 24 December 2003

The Plan does not receive any support from the Special Fund for incentivizing worker participation in firms pursuant to art. 4, para. 112, of Law 350 dated 24 December 2003.

5. Method for the determination of prices and criteria for determining the subscription or purchase price of the shares

As indicated above, it is proposed that the price that each Beneficiary must pay to exercise an Option and, consequently, to purchase (or subscribe for) a Share, is equal to Euro 46.4713, or, if lower (i) during the first year following the Shareholders' Meeting that approved the Plan and therefore until 29 April 2023, the official price of the share determined by the Italian Stock Exchange on the day prior to the day on which the Shareholders' Meeting that approved the plan, and (ii) for the options assigned after 29 April 2023, the official price of the share determined by the Italian Stock Exchange on the day prior to the granting of the options.

6. Lock-up constraints on the Shares or the Options, with particular reference to the time windows in which their subsequent transfer to the Company or to third parties and the application of the *claw back* clause are either permitted or prohibited

The Options will be assigned to the Beneficiaries free of charge, on a personal basis, and cannot be transferred by inter vivos deed, be subjected to liens or be the subject of other conveyances for whatsoever reason.

The following minimum holding commitments are envisaged for certain categories of Beneficiaries:

- Beneficiaries who are "executive directors" pursuant to the Code of Corporate Governance as identified by the Board of Directors, are obliged to continuously hold, until the date on which they cease to be a director, (or for a different period of time defined in the currently applicable Remuneration Plan), a number of Shares equal to at least 20% (or a different amount defined in the currently applicable Remuneration Plan) of the Shares purchased following exercise of the Options.
- Beneficiaries who are "executives with strategic responsibilities" as defined in the Procedure for transactions with related parties approved by the company on 28 June 2021 and as identified by the Board of Directors, will be obliged to hold continuously for a period of 3 years from the date of exercise (or for a different period of time defined in the currently applicable Remuneration Plan) of the related Options, a number of Shares equivalent to at least 20% (or a different amount defined in the currently applicable Remuneration Plan) of the Shares purchased further to the exercise of the Options.

(hereinafter the "**Minimum Holding Commitments**").

The Shares covered by Minimum Holding Commitments will be subject to the lock-up constraint – and hence they cannot be sold, contributed, exchanged, offered in a resale agreement, or constitute the subject of other inter vivos conveyances – until the expiry of such Commitments, unless otherwise authorized in writing by the Board of Directors.

No further lock-up constraints are envisaged encumbering the Shares assigned following the exercise of Options.

The Plan includes the application of so-called *claw back* clauses. In particular, the Company – according to the terms and methods that will be defined by the Board of Directors, after consulting with the Remuneration committee and communicated to the Beneficiaries – reserves the right, within a period of 4 years from the respective vesting date of the Options in reference to and independently of the fact that the relationship with the Beneficiaries is still ongoing or has terminated, to obtain the following from the Beneficiary: (i) the revocation of all or a part of the Options that are already vested, but not yet exercised, or (ii) the return of all or part of the Shares delivered to them, after deducting a number of Shares of a value corresponding to the strike price of the options and the tax, social security and welfare expenses connected with the exercising of the options that were actually paid, if one of the following cases occurs: (a) fraudulent behavior of the Beneficiary that is damaging to the Group; (b) serious and intentional violations of the law and/or the Code of Ethics; (c) vesting of the options or delivery of the shares based on data that were later found to be obviously incorrect or maliciously altered. The Plan foresees that if the Shares were already sold, the Company has the right to have the sale value returned by the Beneficiary, after deducting the amount corresponding to the strike price of the options and the tax, social security and welfare expenses connected with the exercising of the options, possibly also by offsetting them against the Beneficiary's wages and/or severance pay.

For further information, refer to the Informative Document prepared pursuant to art. 84-(2) of the Issuers' Regulation, which will be published pursuant to the laws and the regulation.

In consideration of this premise, we submit for your approval the following

proposed resolution

“The ordinary shareholders’ meeting:

- *having taken account of the proposal of the Remuneration committee;*
- *having taken account of the Board of Directors' Report relative to the proposal for adoption of an incentive plan benefiting, employees, directors and collaborators of the Company and its subsidiaries;*
- *in consideration of the provisions of art. 114-(2) TUF and related regulatory provisions issued by Consob;*

- *having taken account of the Informative Document prepared by the Board of Directors, in compliance with the provisions of art. 114-(2) TUF and art. 84-(2) of Consob Regulation no. 11971 dated 14 May 1999;*
- *having assessed the opportunity of promoting the implementation of an incentive plan benefiting the directors and employees of the Company and the Group, in order to build the loyalty and incentivize the participants in the Plan, allowing them to participate in the creation of value in the company;*

resolves

- 1) *to approve the adoption of the "Interpump 2022-2024 Incentive Plan", based on a maximum total of 2,250,000 options, for the directors, employees and collaborators of the Company and Group companies it controls, to be identified by the Board of Directors in compliance with the related Informative Document, prepared pursuant to art. 114-(2) TUF and art. 84-(2) of Consob Regulation no. 11971 dated 14 May 1999, annexed to this resolution;*
- 2) *to delegate to the Board of Directors the adoption and implementation of the regulation for the "Interpump 2022-2024 Incentive Plan", attributing to the Board of Directors, with the express right to sub-delegate, all the broadest necessary or appropriate powers to implement the same in full and to make any necessary or appropriate additions or changes and proceed with the preparation and/or completion of all necessary or appropriate documents in relation to the same and to the market disclosure, in order to comply with all the applicable articles of law or regulations (including the provisions envisaged by the corporate governance codes currently applicable to the Company) in compliance with the information provided in the Informative Document;*
- 3) *to grant a mandate to the Board of Directors to change the Plan and the correlated Regulation if the remuneration policy, which will be approved from time to time by the Shareholders' Meeting pursuant to art. 123-(3) TUF, contains provisions that contrast with what is set forth in these documents. The changes can be adopted for the sole purpose of aligning the Plan and/or the correlated Regulation with what otherwise specified in the Remuneration Policy that is approved from time to time*
- 4) *to vest in the Chairman and in the pro tempore Chief Executive Officer, and with the right to delegate to third parties, all the widest possible powers required to implement this resolution in compliance with the applicable laws".*

In relation to the seventh item on the Agenda of the Shareholders' Meeting – Authorization pursuant to arts. 2357 and 2357-(3) of the Italian Civil Code, to purchase shares and to sell any 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 consequent resolutions

The Board of Directors points out that the Shareholders' Meeting held on 30 April 2021 authorized – pursuant to the resolution provided below – *“the Board of Directors, via specifically authorized Directors or an authorized Intermediary, to purchase treasury shares up to the maximum number of 5,500,000 (fivemillion fivehundredthousand) ordinary shares of total nominal value Euro 2,860,000 (twomillion eighthundredsixtythousand) hence, overall, considering the treasury shares already purchased and not yet sold in execution of prior resolutions of the Shareholders' Meeting, up to a maximum of 7,642,256 (sevenmillion sixhundredfortytwothousand twohundredfifty-six) ordinary shares, or, in any event, within any lower limit imposed by the legislation in force from time to time, for a period of eighteen months from the date of this resolution. The purchase may take place at a unit price of between a minimum equal to the nominal value of Euro 0.52 (zero/52) and a maximum of Euro 59.00 (fifty-nine/00). Purchases must be made in accordance with the methods and the limits established by legislative and regulatory provisions in force from time to time and, notably, by art. 132, subsection 1, TUF and by art. 144-bis, subsection 1, letters a) and b) of the Issuers' Regulation”*

At the date of this report, the company holds 2,700,943 (*twomillion sevenhundredthousand ninehundredforty-three*) shares having a total nominal value of Euro 1,404,490.36 (*onemillion fourhundredfourthousand fourhundredninetynety/36*), corresponding to 2.4807% of the subscribed and paid-up share capital, which totals Euro 56,617,232.88 and is represented by 108,879,294 ordinary shares.

Such shares were purchased for a total price of Euro 100,423,342.87 (*onehundredmillion fourhundredtwenty-threethousand threehundredfortytwo/87*), corresponding to an average unit price of approximately Euro 37.18084 (*thirty-seven/18084*) per share.

The Board of Directors now considers it appropriate, for the reasons illustrated below in point 1, to:

- (i) revoke, for the unexecuted portion the authorization to purchase the company's treasury shares as resolved by the Shareholders' Meeting on 30 April 2021; and, at the same time to
- (ii) request the Shareholders' Meeting to issue a new authorization to proceed, for a period of eighteen months from the related resolution of the Shareholders' Meeting with: (i) the purchase of treasury shares, up to the maximum number of ordinary shares permitted by current legislation in force at the time, and (ii) the sale of treasury shares purchased up to the date of the Shareholders' Meeting and to be acquired in execution of the required resolution of the Shareholders' Meeting.

In making the individual purchases the Board of Directors must observe the legislative and regulatory provisions applicable on a time-by-time basis. With regard to the maximum number of shares that the Company can purchase from time to time, we invite you to refer to the information given in points 3 and 4 below. With regard to spending limits, we invite you to refer to the details given in points 5 and 7 below.

1. Reasons for which authorization is requested for the purchase and sale of treasury stock

The latest authorization for the purchase of treasury stock granted by the Shareholders' Meeting expires on 30 October 2022.

As it is considered necessary to give the Company the possibility to purchase its treasury shares, also following the expiry date of 30 October 2022, the Board of Directors therefore requests the Shareholders' Meeting, following the revocation of the resolution to purchase shares issued by the Shareholders' Meeting held on 30 April 2021, to issue a new authorization to purchase and if necessary sell treasury shares that were already purchased or that will be acquired in execution of the required resolution of the Shareholders' Meeting.

Given that the Company will not trade speculatively in treasury shares, the authorization to purchase is required in order to allow the Company to purchase additional lots of treasury stock, even via public offers for the purchase or exchange of shares, for the purpose of investment, stabilization of the stock price in situations of reduced stock market liquidity, and in order to obtain shares that may be allocated for possible exchange following acquisitions and/or commercial agreements with strategic partners.

The authorization to sell is also requested in order to act on the market to stabilize the price of stock in situations of reduced stock market liquidity, and in order to make possible exchanges following acquisitions and/or commercial agreements with strategic partners.

The authorization to purchase treasury shares, and the authorization for their sale, will also be valid for the purposes of the purchase and subsequent sale of shares to be placed at the service of the incentive plans in existence and potentially to be adopted in the future by the Company.

2. Maximum number, category, and nominal value of the shares to which the authorization refers

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

The Board of Directors asks the Shareholders' Meeting to authorize the purchase of treasury shares up to the maximum number of ordinary shares permitted by current legislation in force at the time.

3. Useful information for a complete assessment of compliance with the provisions of art. 2357, subsection 3 of the Italian civil code

The maximum limit within which the Company, further to authorization of the shareholders' meeting, can purchase treasury shares is currently defined by art. 2357, subsection 3 of the Italian civil code, whereby the nominal value of treasury shares cannot exceed one fifth of the share capital, taking account for this purpose any shares held by subsidiaries.

With reference to the incidence of the above limit with respect to the authorization requested, we draw your attention to the fact that the treasury shares currently held by the company total 2,700,943 (*twomillion sevenhundredthousand ninehundredforty-three*) treasury shares with a total nominal value equal to Euro 1,404,490.36 (*onemillion fourhundredfourthousand fourhundredninety/36*), corresponding to 2.4807% of subscribed and paid-up share capital

Note also that, at today's date, none of the Company's subsidiaries hold treasury stock.

4. Useful information for a complete assessment of compliance with the provisions of art. 2357, subsection 1 of the Italian civil code

With reference to the maximum spending limit that must be observed when purchasing the stock, the Board of Directors draws your attention to the fact that art. 2357, subsection 1, of the Italian civil code allows the purchase of treasury shares within the limits of distributable profit and available reserves resulting from the latest duly approved Financial statements, being obliged also to consider any lock-up constraints that have emerged subsequently.

The Company's 2021 financial statements, submitted for the approval of the Shareholders' Meeting dated 29 April 2022 and updated with the following changes to shareholders' equity:

- a *share premium reserve* of Euro 5,644,513.18 (*fivemillion sixhundredforty-fourthousand fivehundredthirteen/18*) - (i) Euro 2,787,731.31 (*twomillion sevenhundredeighty-seventhousand sevenhundredthirty-one/31*) must be deducted as unavailable, since it relates to the reserve for *stock options* assigned to the Directors and employees of other Group companies and net of (ii) Euro 66,957,062.25 (*sixty-sixmillion ninehundredfifty-seventhousand sixty-two/25*) for increases in the share premium reserve related to transfer of treasury shares to purchase equity investments and service the exercise of options by the beneficiaries of the Company's incentive plans from 1 January 2022 to date;
- an *extraordinary reserve* of Euro 361,087,393.55 (*threehundredsixty-onemillion eighty-seventhousand threehundredninety-three/55*) - an amount that accounts for the unavailability of the *reserve for IFRS adjustments* and the unavailability of the *TFR remeasurement reserve*) and
- a merger surplus of Euro 698,016.45 (*sixhundredninety-eightthousand sixteen/45*) - already net of the estimated non-distributable amounts totaling Euro 164,925.79 (*onehundredsixty-fourthousand ninehundredtwenty-five/79*).

For the purpose of determining the amount of distributable profits and available reserves, it must be considered that:

- pursuant to the terms of art. 2426, subsection 1, no. 5 of the Italian civil code, dividends can be distributed only if sufficient available reserves remain to cover the unamortized amount of costs for plant and expansion, research, development and advertising of multi-annual utility; in the Company's financial statements for 2021 said costs totaled Euro 2,816,831.49 (*twomillion eighthundredsixteenthousand eighthundredthirty-one/49*);;
- in compliance with art. 2431 of the Italian civil code, additional paid-in capital cannot be distributed until the legal reserve has reached one fifth of the share capital; subscribed and paid-up share capital resulting from the 2021 financial statements totals Euro 56,617,232.88 (*fifty-sixmillion sixhundredseventeenthousand twohundredthirty-two/88*); the amount of the legal reserve has reached one fifth of the share capital, and consequently, pursuant to art. 2431 of the Italian civil code, the additional paid-in capital is available.

Taking account of the foregoing situation, the total amount of effectively distributable profits and effectively available reserves amounts to Euro 364,613,091.69 (*threehundredsixty-fourmillion sixhundredthirteenthousand ninety-one/69*).

Before making individual purchases, the Board of Directors undertakes to first ascertain that the distributable profits and available reserves effectively exist at the time of the purchases concerned.

5. Time for which the authorizations are requested

Authorization for the purchase and sale of treasury shares is requested for the maximum duration permitted by art. 2357, subsection 2 of the Italian civil code, and hence for eighteen months from the date of the Shareholders' Meeting convened to adopt the related resolution.

6. Minimum and maximum price

The Board of Directors proposes that:

- the minimum purchase price of treasury shares be fixed at the nominal value of Euro 0.52 (zero/52) per share, consistent with the resolution already adopted at the Shareholders' Meeting on 30 April 2021, cited in point 1 above;
- the maximum purchase price be established as Euro 85.00 (eighty-five/00) per share, thereby making it possible to purchase stock also in the event of significant rises in the stock market value of the shares and taking account of the necessary flexibility required in this type of transaction.

The Board of Directors further proposes that the Shareholders' Meeting establish Euro 0.52 (zero/52) per share as the minimum price for the sale of the treasury shares held by the company.

7. Methods that will be adopted for purchases and sales of treasury shares

With regard to the methods for treasury stock purchase transactions, the Board of Directors proposes that said transactions be performed by means of purchases on the market or by means of public offers to purchase or exchange in compliance with the methods established by the legislative provisions and regulations in force from time to time and, notably, in compliance with the provisions of art. 132, subsection 1, TUF and art. 144-(2), subsection 1, letters a) and b) of the Issuers' Regulation.

With regard to the methods for any sale of treasury shares acquired in this manner, in consideration of the aims illustrated in point 2 above, it is proposed that the Shareholders' Meeting authorize the Company's Board of Directors to sell treasury stock also by means of a public offering, sale of shares to the employees or Directors of the company or of Group companies in execution of the incentive plans approved beforehand by the Shareholders' Meeting, placement with warrants or deposit certificates representing shares or similar securities, or exchange for the acquisition of equity investments or assets of interest to the company, and in the framework of possible agreements with strategic partners.

Lastly, it is proposed that the Board of Directors can resolve to authorize executive Directors to purchase and sell treasury shares or to grant a mandate to an authorized external Intermediary to carry out the above operations. The Board of Directors may also establish all additional conditions, methods and terms of the disposal of the treasury shares held.

8. Use the operation to reduce the share capital

The purchase of treasury stock in relation to which authorization is requested complies with the corporate aims illustrated in point 1 above, and is not intended to be a way to reduce the Company's share capital.

9. Effective exemption from the obligation to make a public offer following approval of the resolution to purchase treasury shares

In general, any treasury shares held directly or indirectly by the Company are excluded from the share capital on which the interest of significance is calculated for the purposes of article 106, subsections 1 and 3, letter b), TUF governing public offers.

However, pursuant to the provisions of article 44-(2) of the Issuers' Regulation, the above-mentioned provision is not applicable if the limits indicated in article 106, subsections 1 and 3, letter b) TUF are exceeded as a result of the direct or indirect purchase of treasury shares by the Company, in execution of a resolution approved by the majority of the shareholders of the Issuer present at the Shareholders' Meeting, other than the shareholder or shareholders who, jointly or alone, hold a relative majority interest of more than 10% (i.e. Gruppo IPG Holding S.p.A.).

Consequently, if the resolution proposed today is approved by the majority of the Issuer's shareholders present at the Shareholders' meeting, other than Gruppo IPG Holding S.p.A., the latter would be exempt from the obligation to launch a takeover bid if, due to the purchase of treasury shares thus authorized, the significant interest thresholds for the purposes of article 106, subsections 1 and 3, letter b), TUF are exceeded.

In consideration of this premise, we submit for your approval the following

proposed resolution

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

- *in view of the resolution of the Ordinary Shareholders' Meeting of 30 April 2021;*
- *considering the proposal of the Company's Board of Directors;*
- *considering that, if the resolution indicated below is approved with the favorable vote of the majority of the shareholders of Interpump Group S.p.A. Present at the Shareholders' Meeting, other than the shareholder or shareholders who hold, individually or jointly, the (relative) majority interest, provided it is greater than 10 percent (i.e. Gruppo IPG Holding S.p.A.), the exemption envisaged by the combined provisions of article 106, subsections 1 and 3, TUF and article 44-(2), subsection 2, of the Issuers' Regulation will be applied in relation to Gruppo IPG Holding S.p.A.,*
- *taking into account the financial statements for the year as at 31 December 2021 approved by today's Shareholders' Meeting;*

resolves

1. *to revoke, as of the date of the resolution of this Shareholders' Meeting, the resolution related to the authorization for the purchase and sale of treasury shares adopted by the Shareholders' Meeting dated 30 April 2021;*
2. *to authorize the Board of Directors, pursuant to and by effect of article 2357 of the Italian Civil Code, via specifically authorized Directors or an authorized Intermediary, to purchase treasury shares up to the maximum number of ordinary shares permitted by current legislation in force at the time, for a period of eighteen months from the date of this resolution. The purchase may take place at a unit price of between a minimum equal to the nominal value of Euro 0.52 (zero/52) and a maximum of Euro 85.00 (eighty-five/00). Purchases must be made in accordance with the methods and the limits established by legislative and regulatory provisions in force from time to time and, notably, by art. 132, subsection 1, TUF and by art. 144-bis, subsection 1, letters a) and b) of the Issuers' Regulation;*
3. *to authorize the Board of Directors, via specifically authorized Directors or an authorized Intermediary, to sell or transfer, in one or more transactions, for a period of eighteen months starting from the date of*

this resolution, the treasury shares held by the Company, whether already purchased or to be purchased in connection with the authorization described in point 2 above. The disposal must be carried out at a price that is not lower than the nominal value of Euro 0.52 (zero/52). The disposal can occur also by means of a public offering, sale of treasury shares to employees, Directors and collaborators of the Company and/or of the Group companies in execution of incentive plans that have been approved beforehand at the Shareholders' Meeting, servicing of warrants or deposit certificates representing shares or similar securities, exchange for the purchase of equity investments or assets of interest to the company and in the framework of any agreements with strategic partners. The Board of Directors may also establish all additional conditions, methods and terms of the disposal of the treasury shares held;

- 4. to make, pursuant to art. 2357-(3), subsection 3, of the Italian civil code, all the accounting entries that are necessary or advisable in relation to transactions in treasury shares, in compliance with the statutory legal provisions and the applicable accounting standards;*
- 5. to vest in the Chairman and the Chief Executive Officer, with the right to delegate to third parties, the widest possible powers required to make purchases and sales of treasury shares, even by means of successive transactions, and anyway to implement the above resolutions, even using attorneys, in compliance with all the procedures required by law and the competent authorities.”*

In relation to the eighth item on the Agenda of the Shareholders' Meeting - Appointment of a director for the integration of the Board of Directors following the co-optation carried out by the Board of Directors on 4 August 2021 and confirmation of the remuneration pursuant to item 5 above of the agenda; related and resulting deliberations

This section of the report illustrates the proposal that the Board of Directors intends to submit for your approval in relation to the appointment of a director for the integration of the Board of Directors following the co-optation.

As known, the Director Victor Gottardi, appointed by the ordinary Shareholders' Meeting held on 30 April 2020 and taken from the list of shareholders of the IPG Holding S.p.A. Group, has resigned from his position as of 26 July 2021. On 4 August 2021, the Board of Directors of the Company, in order to restore the number of directors determined by the Shareholders' Meeting dated 30 April 2020 to 10 directors, following the approval of the Appointments Committee and with the approval of the resolution also by the company's Board of Statutory Auditors, co-opted Claudio Berretti, as a member of the Board of Directors, to replace Victor Gottardi, and who verified that he fulfills the requirements of the company's by-laws and current regulations in order to accept the office.

Therefore we request you to confirm Claudio Berretti, as a member of the Board of Directors, appointed by means of co-optation in replacement of Victor Gottardi, informing you that following his appointment by the Shareholders' Meeting, will continue to respect the gender balance as required by current statutory legislation. To that end, in compliance with current regulations, we request you to examine the resume of the candidate and the declaration with which Claudio Berretti accepted the candidacy and verified, under his responsibility, that there are no causes of ineligibility or incompatibility and that he fulfills the requirements of statutory provisions, laws and regulations for the office as a member of the company's Board of Directors. The aforesaid documents are at your disposal on the website www.interpumpgroup.it (section Corporate Governance / Shareholders' Meeting).

Please note that the Director who will be appointed in the Shareholders' Meeting to be convoked (i) will remain in office for the entire duration of the mandate of the current Board, and therefore, until the date of the Shareholders' Meeting that will be convoked for the approval of the financial Statements for the year ending on 31 December 2022, and (ii) will be assigned the Director's remuneration for 2022 as resolved by the

Shareholders' Meeting to be convoked for 29 April 2022 in the previous item 5 of the agenda, equal to all the other members of the Board of Directors.

As this concerns only the integration of the Board of Directors, the Shareholders' Meeting will proceed with the legal majorities without a slate vote, according to art. 14, point 13, of the by-laws.

For detailed information about the qualitative and quantitative composition of the Board of Directors, please refer to the document entitled "*Orientations of the Board of Directors concerning the qualitative and quantitative composition of the Board of Directors for 2020-2022*" approved by the Board of Directors on 16 March 2020, which is made available to shareholders together with this report as well as the Report on corporate governance and ownership structure.

Also remember that the Board of Directors in office currently has 6 directors who fulfill the requirements of independence as specified by the Code of Corporate Governance approved by the Committee for the Corporate Governance of Borsa Italiana S.p.A., and by art, 148, subsection 3, of the TUF.

In consideration of this premise, we submit for your approval the following

proposed resolution

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

- *having acknowledged the resignation of Victor Gottardi from the Board of Directors, effective as of 26 July 2021 and the resulting appointment by means of co-optation of Claudio Berretti as Director carried out by the Board of Directors on 4 August 2021 pursuant to art. 2386, subsection 1, of the Italian Civil Code. and art. 14, point 13, of the by-laws;*
- *having examined the Board of Directors report, item 8 of the agenda,*

resolves

1. *to confirm the appointment, pursuant to art. 2386, subsection 1 of the Italian Civil Code and art. 14, point 13, of the by-laws, Claudio Berretti as a member of the Company's Board of Directors, born in Florence on 23 August 1972, tax code: BRRCLD72M23D612A who is anticipated (i) to remain in office until the expiration of the other Directors currently in office and, therefore, until the date of the Shareholders' Meeting that will be convoked for the approval of the Financial Statements for the year ending on 31 December 2022 and (ii) that the remuneration assigned to him for the year 2022 is equal to that resolved from the Directors by this Shareholders' Meeting in the previous item 5 of the agenda;*

*** **

Extraordinary session

With regard to the first item on the agenda of the Extraordinary Shareholders' Meeting - Proposed amendments of the Bylaws as follows:

- 1.1 proposed extension of the company and consequent amendment of Article 3 of the Bylaws; related and consequent resolutions;**
- 1.2 proposed amendments to articles 5, 14 and 19 of the Bylaws; related and consequent resolutions;**

With regard to points 1.1 and 1.2 of the first and only item on the agenda of the extraordinary Shareholders' Meeting, this report, which was prepared pursuant to art. 72 of the Issuers' Regulation and Annex 3A, Format 3, of the said Issuers' Regulation, it illustrates the proposals that the Board of Directors of Interpump intend to submit to your approval for:

- 1.1. the extension of the duration of the company to 31 December 2101 and consequent amendment to article 3 of the Bylaws;
- 1.2. proposed amendments to articles 5, 14 and 19 of the Bylaws.

1. Reasons for the proposed statutory changes

1.1 Extension of the duration of the company and amendment to article 3 of the Bylaws

The Board of Directors has assessed the opportunity to ensure the continuity of the business of the company and therefore to extend the duration of the Company to 31 December 2101, consequently amending the data indicated in article 3 of the Bylaws as the date of expiry of the company (currently set at 31 December 2050)

1.2 Proposed amendment to articles 5, 14 and 19 of the Bylaws

(i) Amendments of art. 14 of the Bylaws

Based on the coming into force, as of 1 January 2021, of the new Code of Corporate Governance, approved by the Committee for Corporate Governance (the “Code”) which the company has adopted, it is necessary to modify article 14 in the company by-laws in order to implement the new provisions contained in the said Code. For this purpose, it is proposed to remove the obsolete references to the previous Code of Corporate Governance contained in article 14 with reference to Directors, replacing them with a general reference to the Code of Corporate Governance of Borsa Italiana adopted from time to time by the company.

- (i) The Board also intends to amend art. 14, point 18, of the Bylaws with reference to material reserved to the exclusive responsibility of the administrative body.

In particular, the Board of Directors notes that it has recently become necessary to streamline the operations of the company as regards fixed asset transactions, as the current formulation of art. 14, point 18, letter b), of the by-laws reserves to the Board of Directors the responsibility for the “*purchase, sale, exchange and transfer of property and real property rights*” regardless of the value of the transactions. This provision means that the administrative body must be convoked and must resolve on all fixed asset transactions, which slows the normal operations of the company. In order to streamline the fixed asset management of the company, the Board of Directors proposes the modification of article 14, point 18, letter b), introducing the amount of Euro 10 million above which the transaction will require the approval of the entire Board of Directors. On the other hand, for fixed asset transactions for an amount below the above-mentioned amount of Euro 10 million, the Board of Directors can delegate directors and/or powers of attorney to perform the necessary transactions.

Please note that the change proposed here is (i) compliant with company practices, since the vast majority of listed and unlisted companies provide a delegation to members of the Board of Directors and/or powers of attorney for fixed asset transactions below certain values, as well as (ii) coherent with the need to establish a management structure that is suitable for the size of the company.

Finally, the Board of Directors intends to take the opportunity to integrate art. 14 of the Bylaws, stating the criteria for the composition of the Board also with reference to the number of independent directors.

(ii) Amendments of art. 19 of the Bylaws

The proposed amendment to art. 19 of the Bylaws relating to the Board of Statutory Auditors intends to transpose the entry into force of the Code, which provides for the application of some requirements laid down in the Code to the members of the Board of Statutory Auditors. In this regard, it is intended to amend article 19 of the Bylaws making reference to the requirements laid down for auditors in the Code of Corporate Governance of Borsa Italiana adopted by the company from time to time.

(iii) Amendments of art. 5 of the Bylaws

The Board of Directors takes the opportunity to ensure the formal revision of article 5 due to typing errors.

2. Text in comparison with the company by-laws

It is presented below, also pursuant to Format 3 of Annex 3A of the Issuers' Regulation:

- the texts in force of articles 3, 5, 14 and 19 of the Bylaws to be amended as illustrated above (in the left-hand column); and
- the proposed changes presented by the Board of Directors and submitted to the Shareholders' Meeting, highlighted in red and crossed out (in the right column).

EXISTING TEXT	PROPOSED TEXT
<p>Art. 3): The lifetime of the company is established as from the date of its incorporation until 31 December 2050 and it can be extended within the terms of the law. Shareholders who have not taken part in the approval of deliberations concerning the extension of the company lifetime shall not be entitled to exercise appraisal rights.</p>	<p>The lifetime of the company is established as from the date of its incorporation until 31 December 2101 and it can be extended within the terms of the law. Shareholders who have not taken part in the approval of deliberations concerning the extension of the company lifetime shall not be entitled to exercise appraisal rights.</p>
<p>Art. 5), first section: “Share capital is Euro 56,617,232.88 (fifty-sixmillion sixhundredseventeenthousand twohundredthirty-two/88), represented by 108,879,294 (onehundredeightmillion eighthundredseventy-ninethousand twohundredninety-four) ordinary shares of nominal value Euro 0.52 (zero/52) each. Cash, assets in kind, or receivables can be conferred, also at the time of share capital increases. If the company's shares are listed on regulated markets, the right of option of the shareholders in relation to the shares and bonds convertible into newly issued shares can be excluded, pursuant to the terms of article 2441, subsection 4, second period, of the Italian civil code, in the limits of 10% of the existing share capital, on condition that the issue price corresponds to the market value of the shares and that this is confirmed in a specific report of the company responsible for performing the independent audit.</p>	<p>Share capital is is equal to Euro 56,617,232.88 (fifty-sixmillion sixhundredseventeenthousand twohundredthirty-two/88), divided into 108,879,294 (onehundredeightmillion eighthundredseventy-ninethousand twohundredninety-four) ordinary shares of nominal value Euro 0.52 (zero/52) each. Cash, assets in kind, or receivables can be conferred, also at the time of share capital increases. If the company's shares are listed on regulated markets, the right of option of the shareholders in relation to the shares and bonds convertible into newly issued shares can be excluded, pursuant to the terms of article 2441, subsection 4, second period, of the Italian civil code, in the limits of 10% of the existing share capital, on condition that the issue price corresponds to the market value of the shares and that this is confirmed in a specific report of the company responsible for performing the independent audit, in a specific report of the</p>

	<p>company responsible for performing the independent audit.”</p>
<p>Art. 14): “1. The company is administrated by a Board of Directors composed of a minimum of three up to a maximum of thirteen members, including non-shareholders, appointed by the Shareholders' Meeting, following determination of the number.</p> <p>2. The appointment of directors will be carried out on the basis of lists submitted by the shareholders, according to the following provisions, except for the cases wherein this article 14 establishes that the appointment must be made using ordinary methods and majorities and those in which appointment by slate vote is not permitted or is not possible. In the measure in which it is envisaged by the legal provisions in force time by time, the appointment of directors is performed on the basis of criteria that ensure gender balance.</p> <p>3. Lists may be submitted exclusively by shareholders who, within the terms established by statutory legislation are either individually or together with other shareholders globally in possession of shares with voting rights representing at least 2.5 % (two point five percent) of the subscribed and paid-up capital having voting rights in the ordinary Shareholders' Meeting for appointments of corporate offices, or any different higher or lower percentages established by statutory legislation and regulations.</p> <p>The minimum percentage for the submission of lists will be specified in the notice of convocation of the meeting.</p> <p>4. Each candidate may appear in a single list on pain of ineligibility.</p> <p>5. Any shareholder intending to propose (or join in proposing) candidates for the post of director must file (or join in filing) at the company's registered office, by the deadline envisaged in current regulations: a) a list of candidates, numbering no more than 13 (thirteen), each candidate associated with a sequential number; at least the candidate shown in the list under the first number must comply with the independence requirements established by art. 147-(3), subsection 4, of Legislative Decree 24 February 1998, no. 58 and as amended and suitability to be qualified as independent in accordance with the terms of the Code of Corporate Governance prepared by the Committee for</p>	<p>“1. The company is administrated by a Board of Directors composed of a minimum of three up to a maximum of thirteen members, including non-shareholders, appointed by the Shareholders' Meeting, following determination of the number.</p> <p>The Board of Directors is comprised of executive and non-executive directors. As regards the composition of the Board of Directors, it is required that (i) a number of Directors, as identified pursuant to legal and regulatory provisions and the Code of Corporate Governance of Borsa Italiana S.p.A., adopted from time to time by the company, must fulfill the requirements of independent required therein, and (ii) the balance between genders must be respected in accordance with legal and regulatory provisions and the Code of Corporate Governance of Borsa Italiana S.p.A., adopted from time to time by the company.</p> <p>5. Any shareholder intending to propose (or join in proposing) candidates for the post of director must file (or join in filing) at the company's registered office, by the deadline envisaged in current regulations: a) a list of candidates, numbering no more than 13 (thirteen), each candidate associated with a sequential number; at least the candidate shown in the list under the first number must comply with the independence requirements established by art. 147-(3), subsection 4, of Legislative Decree 24 February 1998, no. 58 and as amended and suitability to be qualified as independent in accordance with the terms of the Code of Corporate Governance of the Borsa Italiana S.p.A. adopted from time to time by the company; without prejudice to the above, the list formed by at least 3 (three) candidates must contain candidates of different genders, as specified in the notice of convocation of the Shareholders' Meeting in order to ensure compliance with legislation concerning gender balance; and b) a resume of each candidate, containing comprehensive information concerning the related personal and professional characteristics, with an indication of the satisfaction of the independence requirements established by art. 147(3), subsection 4, of Italian Leg. decree no. 58 of 24 February 1998 as amended, and of the suitability to be qualified as</p>

<p>Corporate Governance of Listed Companies promoted by Borsa Italiana S.p.A.; without prejudice to the above, the list formed by at least 3 (three) candidates must contain candidates of different genders, as specified in the notice of convocation of the Shareholders' Meeting in order to ensure compliance with legislation concerning gender balance; and b) a resume of each candidate, containing comprehensive information concerning the related personal and professional characteristics, with an indication of the satisfaction of the independence requirements established by art. 147(3), subsection 4, of Italian Leg. decree no. 58 of 24 February 1998 as amended, and of the suitability to be qualified as independent in accordance with the terms of the Code of Corporate Governance prepared by the Committee for Corporate Governance of Listed Companies promoted by Borsa Italiana S.p.A., with an indication: (i) the non-executive directorships and memberships of boards of statutory auditors held in companies listed on regulated stock markets (including foreign stock markets), in finance companies, banks, insurance companies, or companies of significant size, these latter being construed as companies whose financial statements for the previous year 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 utilization" of property, shareholdings or other assets, and companies that in the previous year reported sales of not more than Euro 50,000,000.00 (fifty million); (iii) the offices pursuant to art. 2390, subsection 1 of the Italian civil code that require the Shareholders' Meeting to make an exception to the legal ban on competition, with the added 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, company registration number or equivalent, and the nature of the position held (including status as executive director, non-executive director, or independent director); as well as c) the declarations of each</p>	<p>independent in accordance with the terms of the Code of Corporate Governance of Borsa Italiana S.p.A. adopted from time to time by the company, with an indication: (i) the non-executive directorships and memberships of boards of statutory auditors held in companies listed on regulated stock markets (including foreign stock markets), in finance companies, banks, insurance companies, or companies of significant size, these latter being construed as companies whose financial statements for the previous year 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 utilization" of property, shareholdings or other assets, and companies that in the previous year reported sales of not more than Euro 50,000,000.00 (fifty million); (iii) the offices pursuant to art. 2390, subsection 1 of the Italian civil code that require the Shareholders' Meeting to make an exception to the legal ban on competition, with the added 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, company registration number or equivalent, and the nature of the position held (including status as executive director, non-executive director, or independent director); as well as c) the declarations of each candidate with which they accept to take on the office if appointed and guarantee, under their responsibility, that there are no causes of ineligibility or incompatibility, the satisfaction, if applicable, of the independence requirements and the suitability, if applicable, for qualification as independent pursuant to the Code of Corporate Governance of Borsa Italiana S.p.A. adopted from time to time by the companyCode of Corporate Governance prepared by the Committee for the Corporate Governance of Listed Companies promoted by Borsa Italiana S.p.A., as well as that they fulfill any other or requirements specified for the office by regulations or the by-laws; d) a list of</p>
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<p>candidate with which they accept to take on the office if appointed and guarantee, under their responsibility, that there are no causes of ineligibility or incompatibility, the satisfaction, if applicable, of the independence requirements and the suitability, if applicable, for qualification as independent pursuant to the Code of Corporate Governance prepared by the Committee for the Corporate Governance of Listed Companies promoted by Borsa Italiana S.p.A., as well as that they fulfill any other or requirements specified for the office by regulations or the by-laws; d) a list of the shareholders submitting the list of candidates, with their name, company name or denomination, headquarters, number of enrollment in the Business Register or equivalent, and the percentage of the capital they hold overall, accompanied by a declaration compliant with what is required by art. 144 (6), subsection 4, letter b) of CONSOB regulation no. 11971 dated 14/5/1999 and as amended, attesting that there are no associative relationships pursuant to art. 144 (5) of the CONSOB regulation.</p> <p>Those submitting a list are obliged to indicate the minimum number of candidates complying with the independence criteria and the other requirements specified by law and to act in such a way as to ensure that the composition of the list, if comprising at least 3 (three) candidates, complies with the proportionality criterion for gender balance envisaged in current regulations.</p> <p>Certification issued by an authorized intermediary proving the ownership of the number of shares necessary for the presentation of the list, at the time of depositing it at the company, shall be deposited within by the deadline specified by statutory regulations.</p> <p>6. Each shareholder cannot submit (or join in submitting) more than one list nor can they vote for different lists, even by means of an intermediary or trust company. Shareholders from the same group and shareholders subscribing to a shareholders' agreement based on treasury shares, cannot submit or vote for more than one list, even by means of an intermediary or trust company.</p> <p>7. Lists for which the prescriptions in the previous subsections of the current art. 14 have been disregarded will be considered not to have been submitted.</p>	<p>the shareholders submitting the list of candidates, with their name, company name or denomination, headquarters, number of enrollment in the Business Register or equivalent, and the percentage of the capital they hold overall, accompanied by a declaration compliant with what is required by art. 144 (6), subsection 4, letter b) of CONSOB regulation no. 11971 dated 14/5/1999 and as amended, attesting that there are no associative relationships pursuant to art. 144 (5) of the CONSOB regulation.</p> <p>Those submitting a list are obliged to indicate the minimum number of candidates complying with the independence criteria and the other requirements specified by law and to act in such a way as to ensure that the composition of the list, if comprising at least 3 (three) candidates, complies with the proportionality criterion for gender balance envisaged in current regulations.</p> <p>Certification issued by an authorized intermediary proving the ownership of the number of shares necessary for the presentation of the list, at the time of depositing it at the company, shall be deposited within by the deadline specified by statutory regulations.</p> <p>6. Each shareholder cannot submit (or join in submitting) more than one list nor can they vote for different lists, even by means of an intermediary or trust company. Shareholders from the same group and shareholders subscribing to a shareholders' agreement based on treasury shares, cannot submit or vote for more than one list, even by means of an intermediary or trust company.</p> <p>7. Lists for which the prescriptions in the previous subsections of the current art. 14 have been disregarded will be considered not to have been submitted.</p> <p>8. Notification is provided of the lists submitted in the cases and with the methods established by current provisions, and with any other method considered to be fitting by the Board of Directors.</p> <p>9. The shareholder or shareholders who have submitted (or joined in submitting) a list and who are associated, even indirectly, with one or more shareholders who have submitted (or joined in submitting) another list, are required to provide a statement to this effect at the beginning of the Shareholders' Meeting called to appoint the</p>
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<p>8. Notification is provided of the lists submitted in the cases and with the methods established by current provisions, and with any other method considered to be fitting by the Board of Directors.</p> <p>9. The shareholder or shareholders who have submitted (or joined in submitting) a list and who are associated, even indirectly, with one or more shareholders who have submitted (or joined in submitting) another list, are required to provide a statement to this effect at the beginning of the Shareholders' Meeting called to appoint the Directors, and said statement must be recorded in the minutes of the Shareholders' Meeting. A relationship of association is considered to exist in the cases specified by art. 144-(5) of CONSOB regulation no. 11971 of 14/5/1999 as amended.</p> <p>10. The election of the Board of Directors will take place as follows: a) all the Directors to be elected will be taken, on the basis of the sequential number with which the candidates appear in the respective sections of the list, from the list that has obtained the highest number of votes, except for one; all the directors of the least represented gender, as required by statutory legislation concerning the gender balance, 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 statutory legislation concerning the gender balance, 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 those indicated with the first sequential number in the respective sections of the list, without prejudice to the matters established in the preceding letter a) concerning gender balance; c) in the case of an equal number of votes (i.e. if two lists both receive the highest number of votes or the second highest number of votes), a new vote will be held by the Shareholders' Meeting, with a slate vote, for the election of the entire Board of Directors, d) the candidates taken from the lists will be elected in accordance with the criteria indicated under the foregoing letters a), b) and c), without prejudice to the provisions of the following letters e), f) and g); e) if a single list is duly submitted, all the directors to be elected will be taken from the said list and again</p>	<p>Directors, and said statement must be recorded in the minutes of the Shareholders' Meeting. A relationship of association is considered to exist in the cases specified by art. 144-(5) of CONSOB regulation no. 11971 of 14/5/1999 as amended.</p> <p>10. The election of the Board of Directors will take place as follows: a) all the Directors to be elected will be taken, on the basis of the sequential number with which the candidates appear in the respective sections of the list, from the list that has obtained the highest number of votes, except for one; all the directors of the least represented gender, as required by statutory legislation concerning the gender balance, 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 statutory legislation, 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 those indicated with the first sequential number in the respective sections of the list, without prejudice to the matters established in the preceding letter a) concerning gender balance; c) in the case of an equal number of votes (i.e. if two lists both receive the highest number of votes or the second highest number of votes), a new vote will be held by the Shareholders' Meeting, with a slate vote, for the election of the entire Board of Directors; d) the candidates taken from the lists will be elected in accordance with the criteria indicated under the foregoing letters a), b) and c), without prejudice to the provisions of the following letters e), f) and g); e) if a single list is duly submitted, all the directors to be elected will be taken from the said list and again in compliance with the statutory legislation on the independence of directors and gender balance; f) if the list that obtained the second highest number of votes did not reach a percentage of votes at least equal to half of what is necessary to present the lists specified above in paragraph 3, all the directors to be elected will be taken from the list that obtained 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 obtained the second highest</p>
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<p>in compliance with the statutory legislation on the independence of directors and gender balance; f) if the list that obtained the second highest number of votes did not reach a percentage of votes at least equal to half of what is necessary to present the lists specified above in paragraph 3, all the directors to be elected will be taken from the list that obtained 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 obtained the second highest number of votes received the vote from one or more persons considered associated, pursuant to paragraph 9 above, with one or more shareholders who submitted (or joined in submitting) the list that obtained the highest number of votes, those votes will not be counted. As a result, if without considering these votes the other list emerges as the second most voted list, the remaining director will be the candidate with the first sequential number appearing in the respective sections of said other list; h) if no list is submitted, also in application of what is specified above in paragraph 7, or if, for any reason, the appointment of one or more directors cannot be carried out in compliance with paragraph 10, the Shareholders' Meeting will adopt a resolution with the majorities required by law, ensuring the presence of the required number of Directors who meet the requirements of independence pursuant to law and ensuring compliance with the statutory legislation on gender balance.</p> <p>11. The Directors remain in office for a maximum of three years, according to what is determined by the Shareholders' Meeting upon their appointment, and can be re-elected.</p> <p>12. Independent directors are required to notify the Board of Directors immediately of any cessation of the criteria of independence required by law and, with regard to directors appearing in the lists with the first sequential number, the fitness to be qualified as independent in accordance with the terms of the Code of Corporate Governance prepared by the Committee for Corporate Governance of Listed Companies promoted by Borsa Italiana S.p.A. The loss of these requirements or suitability will cause the forfeiture of office.</p> <p>13. Without prejudice to what is specified below in paragraph 15, if, during the financial year, one or more directors auditors taken from the list that</p>	<p>number of votes received the vote from one or more persons considered associated, pursuant to paragraph 9, with one or more shareholders who submitted (or joined in submitting) the list that obtained the highest number of votes, those votes will not be counted. As a result, if without considering these votes the other list emerges as the second most voted list, the remaining director will be the candidate with the first sequential number appearing in the respective sections of said other list; h) if no list is submitted, also in application of what is specified above in paragraph 7, or if, for any reason, the appointment of one or more directors cannot be carried out in compliance with paragraph 10, the Shareholders' Meeting will adopt a resolution with the majorities required by law, ensuring the presence of the required number of Directors who meet the requirements of independence pursuant to law and ensuring compliance with the statutory legislation on gender balance.</p> <p>11. The Directors remain in office for a maximum of three years, according to what is determined by the Shareholders' Meeting upon their appointment, and can be re-elected.</p> <p>12. Independent directors are required to notify the Board of Directors immediately of any cessation of the criteria of independence required by law and, with regard to directors appearing in the lists with the first sequential number, the fitness to be qualified as independent in accordance with the terms of the Code of Corporate Governance of Borsa Italiana S.p.A. adopted by the company from time to time. The loss of these requirements or suitability will cause the forfeiture of office.</p> <p>13. Without prejudice to the matters provided for by the following paragraph 15, if, during the financial year, one or more directors auditors taken from the list that received the highest number of votes or elected with the ordinary methods and majorities should cease to be available for whatsoever reason, and if said unavailability is not such as to result in the loss of the majority of the directors appointed by the Shareholders' Meeting, the Board of Directors will proceed with their replacement by means of co-optation, pursuant to art. 2386 of the Italian civil code. The thus co-opted director will remain in office until the next</p>
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<p>received the highest number of votes or elected with the ordinary methods and majorities should cease to be available for whatsoever reason, and if said unavailability is not such as to result in the loss of the majority of the directors appointed by the Shareholders' Meeting, the Board of Directors will proceed with their replacement by means of co-optation, pursuant to art 2386 of the Italian civil code. The thus co-opted director will remain in office until the next Shareholders' Meeting, which will either confirm the appointment or make a replacement utilizing ordinary methods and majorities rather than a slate vote.</p> <p>14. Without prejudice to the matters provided for by the following paragraph 15, if, during the financial year, one or more directors auditors taken from the list that received the second highest number of votes should cease to be available for whatsoever reason, and if said unavailability is not such as to result in the loss of the majority of the directors appointed by the Shareholders' Meeting, the Board of Directors will proceed with their replacement by means of co-optation of the candidate indicated with the second sequential number appearing in that list, providing that they can still be elected and agree to accept the office, otherwise the candidate with the third sequential number appearing in the same list, etcetera, until there are no more candidates indicated in that list. If it proves impossible to obtain a candidate to co-opt from this latter list, then the candidate appearing with the first sequential number in the list that received the third highest number of votes will be co-opted, providing said list has received the minimum quorum indicated under the previous paragraph 10, letter f), assuming said candidate is still eligible and willing to accept the office, or otherwise, by co-option of the candidate appearing with the second sequential number in the same list, and so forth, until all the candidates appearing in the lists that have reached the minimum quorum indicated under the previous paragraph 10, letter f) have been exhausted. If it should prove impossible to co-opt a director from the lists indicated above, the Board of Directors will co-opt a director of its own choosing.</p> <p>15. Also in departure from the provisions of the above paragraphs 13 and 14, if the unavailable director is an independent director, said director</p>	<p>Shareholders' Meeting, which will either confirm the appointment or make a replacement utilizing ordinary methods and majorities rather than a slate vote.</p> <p>14. Without prejudice to the matters provided for by the following paragraph 15, if, during the financial year, one or more directors auditors taken from the list that received the second highest number of votes should cease to be available for whatsoever reason, and if said unavailability is not such as to result in the loss of the majority of the directors appointed by the Shareholders' Meeting, the Board of Directors will proceed with their replacement by means of co-optation of the candidate indicated with the second sequential number appearing in that list, providing that they can still be elected and agree to accept the office, otherwise the candidate with the third sequential number appearing in the same list, etcetera, until there are no more candidates indicated in that list. If it proves impossible to obtain a candidate to co-opt from this latter list, then the candidate appearing with the first sequential number in the list that received the third highest number of votes will be co-opted, providing said list has received the minimum quorum indicated under the previous paragraph 10, letter f), assuming said candidate is still eligible and willing to accept the office, or otherwise, by co-option of the candidate appearing with the second sequential number in the same list, and so forth, until all the candidates appearing in the lists that have reached the minimum quorum indicated under the previous paragraph 10, letter f) have been exhausted. If it should prove impossible to co-opt a director from the lists indicated above, the Board of Directors will co-opt a director of its own choosing.</p> <p>15. Also in departure from the above provisions in paragraphs 13 and 14, if the unavailable director is an independent director, said director must be replaced also by means of co-optation, with another independent director, if the unavailable director must also be fit for qualification as independent in accordance with the terms of the Code of Corporate Governance of Borsa Italiana S.p.A. adopted by the Company from time to time Code of Corporate Governance prepared by the Committee for Corporate Governance of Listed Companies</p>
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<p>must be replaced, also by means of co-option, with another independent director, and if the unavailable director must also be fit for qualification as independent in accordance with the terms of the Code of Corporate Governance prepared by the Committee for Corporate Governance of Listed Companies promoted by Borsa Italiana S.p.A., said director must be replaced, also by co-option, by another director with equivalent qualifications. In the same way, if the unavailable director is of a gender less represented and their termination leads to the failure to comply with the proportional gender balance criterion, the said director shall be replaced, also through co-optation, by another director belonging to the same gender, so as to ensure compliance with the relevant provisions in force at any time.</p> <p>16. If the majority of the directors elected by the Shareholders' Meeting should leave office, the terminated director or directors will not be replaced by means of co-optation, rather the entire Board of Directors shall be considered outgoing and the Shareholders' Meeting must be convoked immediately to proceed with its re-establishment, with a slate vote.</p> <p>17. The Board of Directors has been granted the widest powers for the ordinary and extraordinary management of the company, without limitations, with the sole exception of the powers that are reserved to the Shareholders' Meeting by law; the Board of Directors have also been given the authority to resolve on the following:</p> <ul style="list-style-type: none"> - mergers and spin-offs, in all cases in which the law and the statute allow such decisions be taken by the Administrative Body rather than at a Shareholders' Meeting; - the establishment and closure of secondary offices; - indication of which directors represent the Company; - capital reductions in the event of withdrawal by a stockholder; - the adaptation of the Bylaws to reflect normative provisions; and - transfer of the company registered office within the national territory. <p>18. In addition to the matters that cannot be delegated in accordance with the law, the Board of</p>	<p>promoted by Borsa Italiana S.p.A., said director must be replaced, also by co-optation, by another director with equivalent qualifications. In the same way, if the unavailable director is of a gender less represented and their termination leads to the failure to comply with the proportional gender balance criterion, the said director shall be replaced, also through co-optation, by another director belonging to the same gender, so as to ensure compliance with the relevant provisions in force at any time.</p> <p>16. If the majority of the directors elected by the Shareholders' Meeting should leave office, the terminated director or directors will not be replaced by means of co-optation, rather the entire Board of Directors shall be considered outgoing and the Shareholders' Meeting must be convoked immediately to proceed with its re-establishment, with a slate vote.</p> <p>17. The Board of Directors has been granted the widest powers for the ordinary and extraordinary management of the company, without limitations, with the sole exception of the powers that are reserved to the Shareholders' Meeting by law; the Board of Directors have also been given the authority to resolve on the following:</p> <ul style="list-style-type: none"> - mergers and spin-offs, in all cases in which the law and the statute allow such decisions be taken by the Administrative Body rather than at a Shareholders' Meeting; - the establishment and closure of secondary offices; - indication of which directors represent the Company; - capital reductions in the event of withdrawal by a stockholder; - the adaptation of the Bylaws to reflect normative provisions; and - transfer of the company registered office within the national territory. <p>18. In addition to the matters that cannot be delegated in accordance with the law, the Board of Directors has sole responsibility for the matters indicated above and for the following matters:</p> <ol style="list-style-type: none"> a) examination and approval of strategic, industrial, and financial plans of the company, and definition of the corporate structure of the group headed by the company;
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<p>Directors has sole responsibility for the matters indicated above and for the following matters:</p> <p>a) examination and approval of strategic, industrial, and financial plans of the company, and definition of the corporate structure of the group headed by the company;</p> <p>b) purchase, sale, exchange, transfer of property and indefeasible rights; constitution of indefeasible rights of guarantee on property;</p> <p>c) take, purchase or sell equity investments whose individual enterprise value, for 100% of capital, exceeds Euro 10,000,000.00 (ten million/00); c) purchase lines of business for a price, including their net financial position, that exceeds Euro 10,000,000.00 (ten million/00); purchase, sell, exchange or contribute the entire business or lines of business of the Company. For the purposes of this article, "net financial position" means total financial indebtedness net of liquid funds;</p> <p>d) appointment of general managers, authorizations to grant the related general powers of attorney and determination of the related remuneration; appointment of the manager responsible for preparing corporate and accounting documents, following receipt of the required opinion from the Board of Statutory Auditors, and supervision to ensure that such manager is granted suitable powers and resources. The manager responsible for preparing corporate and accounting documents must have the following professional characteristics: (i) meeting the requirements of integrity determined by law for company statutory directors; (ii) having specific theoretic training; (iii) having specific skills acquired by means of work experience, of a suitable duration and importance, in the areas of "administration" and/or "finance" and/or "audit;</p> <p>f) granting of surety and collateral or personal guarantees of any whatsoever type of an amount greater than Euro 500,000.00 (five hundred thousand/00), for each individual deed and, if in the interest of subjects other than the company and its subsidiaries, of any whatsoever amount;</p> <p>f) examining and approving transactions with related parties other than subsidiaries carried out by the company, whether directly or via subsidiaries, if, pursuant to the law or regulations, as well as the procedures adopted from time to time by the</p>	<p>b) purchase, sale, exchange, and transfer of property and real property rights, and create real rights of property to be given in guarantee of a value above Euro 10,000,000 (ten million) considering the value of each individual contract or multiple contracts connected with each other for the fulfillment of a certain transaction;</p> <p>c) take, purchase or sell equity investments whose individual enterprise value, for 100% of capital, exceeds Euro 10,000,000.00 (ten million/00); c) purchase lines of business for a price, including their net financial position, that exceeds Euro 10,000,000.00 (ten million/00); purchase, sell, exchange or contribute the entire business or lines of business of the Company. For the purposes of this article, "net financial position" means total financial indebtedness net of liquid funds;</p> <p>d) appointment of general managers, authorizations to grant the related general powers of attorney and determination of the related remuneration; appointment of the manager responsible for preparing corporate and accounting documents, following receipt of the required opinion from the Board of Statutory Auditors, and supervision to ensure that such manager is granted suitable powers and resources. The manager responsible for preparing corporate and accounting documents must have the following professional characteristics: (i) meeting the requirements of integrity determined by law for company statutory directors; (ii) having specific theoretic training; (iii) having specific skills acquired by means of work experience, of a suitable duration and importance, in the areas of "administration" and/or "finance" and/or "audit;</p> <p>f) granting of surety and collateral or personal guarantees of any whatsoever type of an amount greater than Euro 500,000.00 (five hundred thousand/00), for each individual deed and, if in the interest of subjects other than the company and its subsidiaries, of any whatsoever amount;</p> <p>f) examining and approving transactions with related parties other than subsidiaries carried out by the company, whether directly or via subsidiaries, if, pursuant to the law or regulations, as well as the procedures adopted from time to time by the company, responsibility for such transactions is reserved for the Board of Directors;</p>
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<p>company, responsibility for such transactions is reserved for the Board of Directors;</p> <p>g) assessing the adequacy of the organizational, administrative, and accountancy structure of the company and the group headed by the company as set up by the delegated bodies;</p> <p>h) delegation of the right to vote in the Shareholders' Meetings of subsidiaries for resolutions concerning the appointment of directors and for extraordinary Shareholders' Meeting resolutions.</p>	<p>g) assessing the adequacy of the organizational, administrative, and accountancy structure of the company and the group headed by the company as set up by the delegated bodies;</p> <p>h) delegation of the right to vote in the Shareholders' Meetings of subsidiaries for resolutions concerning the appointment of directors and for extraordinary Shareholders' Meeting resolutions.</p>
<p>Art. 19): “1. The Board of Auditors is composed of three statutory auditors and two assistant auditors, appointed by the Shareholders' Meeting.</p> <p>2. The appointment of auditors will be carried out on the basis of lists presented by the shareholders, according to the following provisions, except for the cases in which the present article 19 establishes that the appointment must be made using ordinary methods and majorities and those in which appointment by slate vote is not permitted or is not possible. In the measure in which it is envisaged by the legal provisions in force time by time, the appointment of auditors is performed on the basis of criteria that ensure gender balance.</p> <p>3. Lists may be submitted exclusively by shareholders who, either individually or together with other shareholders, are globally in possession of shares with voting rights for appointments of corporate offices representing at least the percentage illustrated in the above art. 14, subsection 3, except for the case regulated by the terms of the following subsection 6 of the present art. 19.</p> <p>4. Each candidate auditor may be presented in a single list on pain of ineligibility.</p> <p>5. Each shareholder intending to propose (or join in proposing) candidates for the position of auditor must file (or join in filing) at the company's registered office at least fifteen days before the date set for the first call of the shareholders' meeting that is to deliberate the appointment: a) a list of candidates composed of two sections: one for candidates for the position of statutory auditor, and the other for candidates for the position of assistant auditor. At least one candidate must be indicated in the section concerning statutory auditors and at least one in the section concerning alternate auditors. If, considering both sections, the list contains three or</p>	<p>“1. The Board of Auditors is composed of three statutory auditors and two assistant auditors, appointed by the Shareholders' Meeting.</p> <p>2. The appointment of auditors will be carried out on the basis of lists presented by the shareholders, according to the following provisions, except for the cases in which the present article 19 establishes that the appointment must be made using ordinary methods and majorities and those in which appointment by slate vote is not permitted or is not possible. In the measure in which it is envisaged by the legal provisions in force time by time, the appointment of auditors is performed on the basis of criteria that ensure gender balance.</p> <p>3. Lists may be submitted exclusively by shareholders who, either individually or together with other shareholders, are globally in possession of shares with voting rights for appointments of corporate offices representing at least the percentage illustrated in the above art. 14, subsection 3, except for the case regulated by the terms of the following subsection 6 of the present art. 19.</p> <p>4. Each candidate auditor may be presented in a single list on pain of ineligibility.</p> <p>5. Each shareholder intending to propose (or join in proposing) candidates for the position of auditor must file (or join in filing) at the company's registered office at least fifteen days before the date set for the first call of the shareholders' meeting that is to deliberate the appointment: a) a list of candidates composed of two sections: one for candidates for the position of statutory auditor, and the other for candidates for the position of assistant auditor. At least one candidate must be indicated in the section concerning statutory auditors and at least one in the section concerning alternate</p>

<p>more candidates, the section of standing auditors must contain candidates of different genders, according to what is indicated in the notice of convocation of the Shareholders' Meeting in order to ensure compliance with legislation concerning gender balance; if the section related to the alternate auditors indicates two candidates, they must be of different genders. Each of the candidates of each section must be associated with a sequential number; and b) a resume of each candidate, containing: (i) exhaustive information on the personal and professional characteristics, as well as (ii) the list of appointments to the Board of Directors or the administrative body held by the auditor candidate in other companies or entities, if relevant according to current provisions on the limits on the number of offices that can be held at the same time as well as c) the declarations of each candidate with which they accept to take on the office if appointed and guarantee, under their responsibility, that there are no causes of ineligibility or incompatibility, that they meet the requirements of integrity, professionalism and independence required by current provisions and that they fulfill any other of the requirements specified for the office by regulations or the by-laws; d) a list of the shareholders submitting the list of candidates, with their name, company name or denomination, headquarters, number of enrollment in the Business Register or equivalent, and the percentage of the capital they hold overall, accompanied by a declaration as at art. 144 (6), subsection 4, letter b) of CONSOB regulation no. 11971 of 14/5/1999 and as amended attesting that there are no associative relationships pursuant to art. 144 (5) of the CONSOB regulation.</p> <p>Certification issued by an authorized intermediary proving the ownership of the number of shares necessary for the presentation of the list, at the time of depositing it at the company, shall be deposited within by the deadline specified by current legislation. Those submitting a list intended to obtain the highest number of votes are obliged to include a sufficient number of candidates in the list and also the minimum number of candidates in possession of any special requirements of professionalism or of other matters that are not required by statutory regulations for all auditors, and to act in such a way as to ensure that the composition of the list complies</p>	<p>auditors. If, considering both sections, the list contains three or more candidates, the section of standing auditors must contain candidates of different genders, according to what is indicated in the notice of convocation of the Shareholders' Meeting in order to ensure compliance with legislation concerning gender balance; if the section related to the alternate auditors indicates two candidates, they must be of different genders. Each of the candidates of each section must be associated with a sequential number; and b) a resume of each candidate, containing: (i) exhaustive information on the personal and professional characteristics, as well as (ii) the list of appointments to the Board of Directors or the administrative body held by the auditor candidate in other companies or entities, if relevant according to current provisions on the limits on the number of offices that can be held at the same time as well as c) the declarations of each candidate with which they accept to take on the office if appointed and guarantee, under their responsibility, that there are no causes of ineligibility or incompatibility, that they meet the requirements of integrity, professionalism and independence required by current provisions and by the Code of Corporate Governance of Borsa Italiana S.p.A. adopted by the company from time to time as well as they fulfill any other or requirements specified for the office by regulations or the by-laws;</p> <p>d) a list of the shareholders submitting the list of candidates, with their name, company name or denomination, headquarters, number of enrollment in the Business Register or equivalent, and the percentage of the capital they hold overall, accompanied by a declaration as at art. 144 (6), subsection 4, letter b) of CONSOB regulation no. 11971 of 14/5/1999 and as amended attesting that there are no associative relationships pursuant to art. 144 (5) of the CONSOB regulation.</p> <p>Certification issued by an authorized intermediary proving the ownership of the number of shares necessary for the presentation of the list, at the time of depositing it at the company, shall be deposited within by the deadline specified by current legislation. Those submitting a list intended to obtain the highest number of votes are obliged to include a sufficient number of candidates in the list</p>
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<p>with the proportionality criterion for gender balance prescribed by statutory legislation.</p> <p>6. If at the expiration of the deadline indicated in paragraph 5 only one list has been presented, or only lists were presented by shareholders associated with each other pursuant to the following paragraph 9, other lists can be presented until the expiration of the deadline specified by current legislation and the minimum percentage for the presentation of the lists specified above in paragraph 3 will be reduced by half. Notification of this situation will be provided in the cases and in the forms established by statutory regulations.</p> <p>7. The office of statutory auditor or alternate auditor of the company cannot be assigned, and if appointed the office will be automatically withdrawn, to persons who: (i) already hold offices such as members of the Board of Directors or the administrative body of other companies or entities exceeding the limits specified by current legislation 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) they do not comply with the requirements of integrity, professionalism and independence required by current provisions or any other of the requirements specified for the office by regulations or the by-laws.</p> <p>8. The appointment of auditors on the basis of the lists submitted by shareholders is also subject to the provisions as at subsections 6, 7 and 8 of the previous art. 14 concerning the appointment of directors.</p> <p>9. The shareholder or shareholders who have submitted (or joined in submitting) a list and who are associated, even indirectly, with one or more shareholders who have submitted (or joined in submitting) another list, are required to provide a statement to this effect at the beginning of the Shareholders' Meeting called to appoint the auditors, and said statement must be recorded in the minutes of the Meeting. A relationship of association is considered to exist in the cases specified by art. 144-(5) of CONSOB regulation no. 11971 of 14/5/1999 as amended.</p> <p>10. The election of the Board of Statutory Auditors will take place as follows: a) two statutory auditors and one assistant auditor will be taken, on the basis of the sequential number with which the candidates appear in the respective sections of the list, from the</p>	<p>and also the minimum number of candidates in possession of any special requirements of professionalism or of other matters that are not required by statutory regulations 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 statutory legislation.</p> <p>6. If at the expiration of the deadline indicated in paragraph 5 only one list has been presented, or only lists were presented by shareholders associated with each other pursuant to the following paragraph 9, other lists can be presented until the expiration of the deadline specified by current legislation and the minimum percentage for the presentation of the lists specified above in paragraph 3 will be reduced by half. Notification of this situation will be provided in the cases and in the forms established by statutory regulations.</p> <p>7. The office of statutory auditor or alternate auditor of the company cannot be assigned, and if appointed the office will be automatically withdrawn, to persons who: (i) already hold offices such as members of the Board of Directors or the administrative body of other companies or entities exceeding the limits specified by current legislation 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) they do not comply with the requirements of integrity, professionalism and independence required by current provisions and by the Code of Corporate Governance of Borsa Italiana S.p.A. adopted by the company from time to time, or any other of the requirements specified for the office by regulations or the by-laws.</p> <p>8. The appointment of auditors on the basis of the lists submitted by shareholders is also subject to the provisions as at subsections 6, 7 and 8 of the previous art. 14 concerning the appointment of directors.</p> <p>9. The shareholder or shareholders who have submitted (or joined in submitting) a list and who are associated, even indirectly, with one or more shareholders who have submitted (or joined in submitting) another list, are required to provide a statement to this effect at the beginning of the Shareholders' Meeting called to appoint the</p>
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<p>list that has obtained the highest number of votes; all the Statutory Auditors of the least represented gender, as required by statutory legislation concerning the gender balance, will also be taken from that list except if the remaining Serving Auditor, taken from the list that received the second highest number of votes, is of the least represented gender: in that case all the Statutory Auditors of the least represented gender, as required by statutory legislation, will be taken from the list that obtained the highest number of votes, except for one;</p> <p>b) the remaining statutory auditor and the remaining alternate auditor will be taken from the list that obtains the second highest number of votes, these persons being those indicated with the first sequential number in the respective sections of the list, without prejudice to the matters established in the preceding letter a) concerning gender balance. The candidate indicated with the first sequential number in the statutory auditors section will be the chairman of the Board of Statutory Auditors; c) in the case of an equal number of votes (i.e. if two lists both receive the highest number of votes or the second highest number of votes), if this situation of parity occurs for lists that have both obtained the second highest number of votes, the candidate of the list that has obtained the vote of the highest number of those holding voting rights, while in all other cases the Shareholders' Meeting will repeat the ballot, with a slate vote, for appointment of the entire Board of Auditors; d) the auditors taken from the lists will be elected in accordance with the criteria indicated under the foregoing letters a), b) and c), without prejudice to the provisions of the following letters e) and f); e) if a single list is duly submitted, all the auditors to be appointed will be taken from said single list, again in compliance with the statutory legislation on gender balance. The candidate indicated with the first sequential number in the statutory auditors section will be the chairman of the Board of Statutory Auditors; f) if the list that has obtained the second highest number of votes receives the vote of one or more shareholders considered to be associated, in accordance with the terms of the previous paragraph 9, with one or more shareholders who have submitted (or joined in submitting) the list that obtained the highest number of votes, said votes will not be counted. As a result,</p>	<p>auditors, and said statement must be recorded in the minutes of the Meeting. A relationship of association is considered to exist in the cases specified by art. 144-(5) of CONSOB regulation no. 11971 of 14/5/1999 as amended.</p> <p>10. The election of the Board of Statutory Auditors will take place as follows: a) two statutory auditors and one assistant auditor will be taken, on the basis of the sequential number with which the candidates appear in the respective sections of the list, from the list that has obtained the highest number of votes; all the Statutory Auditors of the least represented gender, as required by statutory legislation concerning the gender balance, will also be taken from that list except if the remaining Serving Auditor, taken from the list that received the second highest number of votes, is of the least represented gender: in that case all the Statutory Auditors of the least represented gender, as required by statutory legislation, will be taken from the list that obtained the highest number of votes, except for one;</p> <p>b) the remaining statutory auditor and the remaining alternate auditor will be taken from the list that obtains the second highest number of votes, these persons being those indicated with the first sequential number in the respective sections of the list, without prejudice to the matters established in the preceding letter a) concerning gender balance. The candidate indicated with the first sequential number in the statutory auditors section will be the chairman of the Board of Statutory Auditors; c) in the case of an equal number of votes (i.e. if two lists both receive the highest number of votes or the second highest number of votes), if this situation of parity occurs for lists that have both obtained the second highest number of votes, the candidate of the list that has obtained the vote of the highest number of those holding voting rights, while in all other cases the Shareholders' Meeting will repeat the ballot, with a slate vote, for appointment of the entire Board of Auditors; d) the auditors taken from the lists will be elected in accordance with the criteria indicated under the foregoing letters a), b) and c), without prejudice to the provisions of the following letters e) and f); e) if a single list is duly submitted, all the auditors to be appointed will be taken from said single list, again in compliance</p>
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<p>if without considering these votes the other list emerges as the second most voted list, the remaining statutory auditor and the remaining alternate auditor will be the candidates with the first sequential number appearing in the respective sections of said other list; g) if no list is submitted or if, for any reason, the appointment of one or more Statutory Auditors cannot be carried out in compliance with paragraph 10, the Shareholders' Meeting will adopt a resolution with the majorities required by law, anyway ensuring compliance with the statutory legislation on gender balance.</p> <p>11. The Auditors are appointed for three years and their office expires on the date of the meeting convened to approve the balance sheet of the third period of their office, and can be re-elected.</p> <p>12. Without prejudice to the matters provided for by the following paragraph 14, if, during the financial year, one or more statutory auditors taken from the list that received the highest number of votes should cease to be available for any reason, said auditor or auditors will be replaced by the assistant auditor entitled to take over the function in compliance with the terms of art. 2401 of the Italian Civil Code of any other applicable provision. The integration of the Board of Statutory Auditors will be carried out from the next Shareholders' Meeting, with ordinary methods and majorities.</p> <p>13. Without prejudice to what is specified below in paragraph 14, if, during the financial year, the statutory auditor taken from the list that received the second highest number of votes and holding the position of chairman of the Board of Auditors should cease to be available for any whatsoever reason, said auditor will be replaced, with the same function of chairman of the Board of Auditors: (i) by the assistant auditor in office elected in same list; or if this latter person is unavailable, (ii) by the assistant auditor elected in the list that received the highest number of votes. In both cases the Board of Auditors will remain in office until the next Shareholders' Meeting, on the date of which the offices of all the auditors will terminate and the entire Board of Statutory Auditors must be reconstituted with a slate vote.</p> <p>14. Also in departure from the above provisions in paragraphs 12 and 13, if the unavailable director is of a gender less represented and their termination</p>	<p>with the statutory legislation on gender balance. The candidate indicated with the first sequential number in the statutory auditors section will be the chairman of the Board of Statutory Auditors; f) if the list that has obtained the second highest number of votes receives the vote of one or more shareholders considered to be associated, in accordance with the terms of the previous paragraph 9, with one or more shareholders who have submitted (or joined in submitting) the list that obtained the highest number of votes, said votes will not be counted. As a result, if without considering these votes the other list emerges as the second most voted list, the remaining statutory auditor and the remaining alternate auditor will be the candidates with the first sequential number appearing in the respective sections of said other list; g) if no list is submitted or if, for any reason, the appointment of one or more Statutory Auditors cannot be carried out in compliance with paragraph 10, the Shareholders' Meeting will adopt a resolution with the majorities required by law, anyway ensuring compliance with the statutory legislation on gender balance.</p> <p>11. The Auditors are appointed for three years and their office expires on the date of the meeting convened to approve the balance sheet of the third period of their office, and can be re-elected.</p> <p>12. Without prejudice to the matters provided for by the following paragraph 14, if, during the financial year, one or more statutory auditors taken from the list that received the highest number of votes should cease to be available for any reason, said auditor or auditors will be replaced by the assistant auditor entitled to take over the function in compliance with the terms of art. 2401 of the Italian Civil Code of any other applicable provision. The integration of the Board of Statutory Auditors will be carried out from the next Shareholders' Meeting, with ordinary methods and majorities.</p> <p>13. Without prejudice to what is specified below in paragraph 14, if, during the financial year, the statutory auditor taken from the list that received the second highest number of votes and holding the position of chairman of the Board of Auditors should cease to be available for any whatsoever reason, said auditor will be replaced, with the same</p>
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<p>leads to the failure to comply with the proportional gender balance criterion, the said director shall be replaced by another auditor belonging to the same gender, so as to ensure compliance with the relevant provisions in force at any time.</p> <p>15. At the time of appointment, the Shareholders' Meeting shall determine also the remuneration due to the auditors.</p> <p>16. The meetings of the Board of Auditors are validly constituted also when held by means of teleconference or video conference, providing all the participants can be identified by the Chairman of the Board of Auditors and by all the other participants, that they are able to follow the debate, and to contribute in real time to the matters under discussion, that they are able to exchange documents in relation to said matters, and that all the foregoing faculties are recorded in the relative minutes. If the foregoing requirements are met, the meeting of the Board of Auditors will be considered to have been held in the place in which the Chairman of the Board of Auditors is present.</p> <p>17. The Board of Directors, or the directors specifically delegated for this purpose, shall report promptly to the Board of Auditors concerning the activities undertaken and the most significant operations of an economic, financial, and capital nature, undertaken by the company or by the companies forming part of the group, with special reference to operations in which the directors hold an interest, on their own account or through third parties, or that are influenced by the party exercising the activity of management and coordination. Said information will be communicated by the directors to the Board of Auditors verbally at the time of the specific meetings held with the directors, or the meetings of the Board of Directors or the meetings of the Board of Auditors provided for by article 2404 of the Italian Civil Code, or through the transmission of a written report which will be recorded in the book provided for by subsection no. 5 of article 2421 of the Italian Civil Code, with at least a quarterly frequency.</p>	<p>function of chairman of the Board of Auditors: (i) by the assistant auditor in office elected in same list; or if this latter person is unavailable, (ii) by the assistant auditor elected in the list that received the highest number of votes. In both cases the Board of Auditors will remain in office until the next Shareholders' Meeting, on the date of which the offices of all the auditors will terminate and the entire Board of Statutory Auditors must be reconstituted with a slate vote.</p> <p>14. Also in departure from the above provisions in paragraphs 12 and 13, if the unavailable director is of a gender less represented and their termination leads to the failure to comply with the proportional gender balance criterion, the said director shall be replaced by another auditor belonging to the same gender, so as to ensure compliance with the relevant provisions in force at any time.</p> <p>15. At the time of appointment, the Shareholders' Meeting shall determine also the remuneration due to the auditors.</p> <p>16. The meetings of the Board of Auditors are validly constituted also when held by means of teleconference or video conference, providing all the participants can be identified by the Chairman of the Board of Auditors and by all the other participants, that they are able to follow the debate, and to contribute in real time to the matters under discussion, that they are able to exchange documents in relation to said matters, and that all the foregoing faculties are recorded in the relative minutes. If the foregoing requirements are met, the meeting of the Board of Auditors will be considered to have been held in the place in which the Chairman of the Board of Auditors is present.</p> <p>17. The Board of Directors, or the directors specifically delegated for this purpose, shall report promptly to the Board of Auditors concerning the activities undertaken and the most significant operations of an economic, financial, and capital nature, undertaken by the company or by the companies forming part of the group, with special reference to operations in which the directors hold an interest, on their own account or through third parties, or that are influenced by the party exercising the activity of management and coordination. Said information will be communicated by the directors to the Board of</p>
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	<p>Auditors verbally at the time of the specific meetings held with the directors, or the meetings of the Board of Directors or the meetings of the Board of Auditors provided for by article 2404 of the Italian Civil Code, or through the transmission of a written report which will be recorded in the book provided for by subsection no. 5 of article 2421 of the Italian Civil Code, with at least a quarterly frequency.</p>
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3. *Assessment by the Board of Directors regarding exercising the right to withdrawal*

The Board of Directors believes that the statutory changes illustrated above do not give rise to the right of withdrawal pursuant to art. 2437 of the Italian civil code, considering that:

- 1.1 in relation to item A concerning the extension of the duration of the company to 31 December 2101, article 3 of the Bylaws specifically states that “*Shareholders who have not taken part in the approval of deliberations concerning the extension of the company lifetime shall not be entitled to exercise appraisal rights*”. This provision therefore excludes the right of withdrawal as permitted pursuant to article 2437, subsection 2, lett. a), and
- 1.2 the proposed amendments of articles 5, 14 and 19 of the Bylaws as illustrated above do not fall within the scope of the cases of withdrawal provided for by art. 2437 of the Italian Civil Code.

4. *Proposed resolution*

In consideration of this premise, we submit for your approval the following resolutions:

Proposed Resolution relating to item 1.1:

"The Special Shareholders' Meeting of Interpump Group S.p.A.,

- *having examined the Board of Directors report, with reference to the proposed extension of the duration of the company and the consequent amendment to article 3 of the Bylaws;*
- *agreeing with the reason for the proposal it contains;*
- *having examined the change to the text of article 3 of the Bylaws as proposed by the Board of Directors and as specified above*

resolves

- *to extend the duration of the company to 31 December 2101 and consequently amend article 3 of the Bylaws according to the text reported above;*
- *to grant to the Board of Directors and, on its behalf, to the Chairman and Vice Chairman, as sole signatories with the power to grant related and specific powers of attorney, all the widest powers without any exclusions that are necessary or appropriate for the implementation and complete execution of this resolution, as well as to make all necessary, minor amendments, additions or deletions to this resolution that may be requested by the competent authorities or on filing with the Companies Register as representatives of the company, declaring hereby the full ratification and approval of their actions”.*

Proposed Resolution relating to Item 1.2

"The Special Shareholders' Meeting of Interpump Group S.p.A.,

- *having examined the Board of Directors report, with reference to the proposed amendments to articles 5, 14 and 19 of the Bylaws;*
- *agreeing with the reasons for the proposals it contains;*
- *having examined the changes to the text of articles 5, 14 and 19 of the Bylaws as proposed by the Board of Directors and as specified above*

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resolves

- 1. to amend articles 5, 14 and 19 of the Bylaws according to the text illustrated above;*
- 2. to grant to the Board of Directors and, on its behalf, to the Chairman and Vice Chairman, as sole signatories with the power to grant related and specific powers of attorney, all the widest powers without any exclusions that are necessary or appropriate for the implementation and complete execution of this resolution, as well as to make all necessary, minor amendments, additions or deletions to this resolution that may be requested by the competent authorities or on filing with the Companies Register as representatives of the Company, declaring hereby the full ratification and approval of their actions".*

*** **

This report is available in the “*Corporate Governance - Shareholders' Meeting*” section of the website www.interpumpgroup.it, at the registered offices of the Company and at “eMarket STORAGE”, the authorized repository, at the following address www.emarketstorage.com.

The parties eligible to participate in the Shareholders' Meeting are entitled to obtain a copy of the foregoing documentation. The Corporate Secretarial Department of Interpump Group S.p.A. is at your disposal on weekdays from Monday to Friday from 9.00 am until 12.00 noon and from 3.00 pm until 5.00 pm for further information, at the following numbers: phone + 39 0522 9043 11; fax + 39 0522 90 44 44 and at the e-mail address: fgest@interpump.it.

Sant’Ilario d’Enza, 18 March 2022

For the Board of Directors
The Chairman
Fulvio Montipò