



SPAFID
CONNECT

Informazione Regolamentata n. 0159-81-2020	Data/Ora Ricezione 14 Ottobre 2020 14:23:51	MTA - Star
--	---	------------

Societa' : INTERPUMP GROUP
Identificativo : 138072
Informazione
Regolamentata
Nome utilizzatore : INTERPUMP03 - MIRABELLI
Tipologia : 3.1; 2.4
Data/Ora Ricezione : 14 Ottobre 2020 14:23:51
Data/Ora Inizio : 14 Ottobre 2020 14:23:53
Diffusione presunta
Oggetto : Notice of General Shareholders' Meeting -
16/11/2020

Testo del comunicato

Vedi allegato.

INTERPUMP GROUP S.p.A.

Registered Office in Sant’Ilario d’Enza - Via E. Fermi 25
 Tax Code and Reggio Emilia business register number 11666900151
 Share Capital 56,617,232.88 euro

NOTICE OF ORDINARY SHAREHOLDERS’ MEETING

The parties eligible to participate and exercise voting rights are called to an Ordinary Shareholders’ Meeting to be held at the premises of Interpump Group S.p.A., via G.B. Vico n. 2, Reggio Emilia, on 16 November 2020 at 10.00 am in single call, to discuss and resolve on the following

AGENDA

1. Authorization, pursuant to articles 2357 and 2357-ter of the Italian Civil Code, to purchase treasury shares and possibly to sell any treasury shares held or purchased; related and consequent resolutions.

INFORMATION ON SHARE CAPITAL

At the date of this Notice of Shareholders’ Meeting the share capital of Interpump Group S.p.A. stands at 56,617,232.88 euro and is divided into 108,879,294 ordinary shares with a nominal value of 0.52 euro each.

PARTECIPAZIONE ALL’ASSEMBLEA - ESERCIZIO DEL VOTO

Pursuant to art. 83-sexies of the Legislative Decree no. 58 of 24 February 1998 (“TUF”) parties are eligible to participate in the Shareholders’ Meeting if they hold voting rights as at 5 November 2020 (*record date*), on the basis of the communication made to the Company by a party qualified as an “intermediary” in accordance with the applicable regulations. Share movements registered after the record date are not considered for the purpose of legitimizing the exercise of voting rights at the Shareholders’ Meeting; therefore, parties who only purchase shares after that date will not be entitled to participate in or vote at the Shareholders’ Meeting.

Pursuant to Article 106 of Law Decree 18 of 17/03/2020 (“Cura Italia”) and to Article 1 of Law Decree 125 of 7/10/2020, participation to the Shareholders’ Meeting is exclusively allowed through an Appointed Representative indicated by the Company, notwithstanding the dispositions set forth in the company bylaws, with the purpose of respecting containment measures against the COVID-19 epidemics.

The Company has therefore entrusted Computershare S.p.A. – with registered offices in Milan, Via Mascheroni 19 (the “Appointed Representative”) – to represent shareholders pursuant to Article 135-*undecies* of TUF and the above-mentioned Law Decree. Shareholders willing to participate to the Meeting shall therefore confer to the Appointed Representative a proxy – including voting instructions – on some or all of the resolution proposals in the agenda, using the specific proxy form made available by the Company and the Appointed Representative, published on the Company’s website www.interpumpgroup.it (under “Governance” – “Shareholders’ Meeting” – “16 November 2020”).

The proxy form with the voting instructions must be sent following the instructions on the form itself by the end of the second trading day preceding the date of the Shareholders’ Meeting (ie by 12 November 2020); within the same term the proxy may be revoked.

The proxy, thus conferred, is effective only if voting instructions have been given. It should be noted that the shares for which the proxy has been conferred are counted for the purposes of the regular constitution of the Shareholders’ Meeting. If the proxy does not contain voting instructions, the related shares will not be counted for the purpose of calculating the majority and the share of capital required for the approval of the resolution. It is also specified that the Designated Representative, in accordance with the provisions of the aforementioned art. 106 of the Law Decree n. 18 of 17 March 2020, proxies or sub-proxies may also be conferred pursuant to art. 135-*novies* of the TUF, notwithstanding art. 135-*undecies*, paragraph 4 of the TUF with the methods and terms indicated in the appropriate form downloadable from the Company’s website.

The Designated Representative will be available for clarification or information at 02-46776826 or at the e-mail address ufficiomi@computershare.it.

RIGHT TO ASK QUESTIONS

Pursuant to art. 127-ter of the TUF, those who have the right to vote and in favor of which the Company has received a specific communication made by an authorized intermediary can ask questions about what is on the agenda even before the Shareholders' Meeting. Those wishing to make use of this option must submit their questions to the Company, even before the Shareholders' Meeting, by the seventh trading day prior to the date of the Shareholders' Meeting in single call (5 November 2020).

Questions can be sent to the Company by post, to the following address: Interpump Group S.p.A. - Corporate Secretariat - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE) - Italy, by fax to +390522904444 or again by e-mail to the certified e-mail address interpumpgroup@legalmail.it.

To allow identification by the Company, together with the questions, the shareholders must indicate: name and surname; place and date of birth; fiscal Code; email address; telephone number. Questions received before the Shareholders' Meeting will be answered at least two trading days before the same by publication on the Company's website at www.interpumpgroup.it (section "Governance" – "Shareholders' Meeting Documentation" – "Shareholders' Meeting – 16 November 2020"). The Company can provide a single answer to questions with the same content. An answer is not due, not even in the Shareholders' Meeting, to the questions asked before it, when the information requested is already available in "question and answer" format in the dedicated section of the website or when the answer has already been published in this section.

RIGHT TO MAKE ADDITIONS TO THE AGENDA OR SUBMIT RESOLUTION PROPOSALS

Pursuant to art. 126-bis of the TUF, the Shareholders who, even jointly, represent at least one fortieth of the share capital may request within ten days of the publication of this notice, i.e. by 24 October 2020, the integration of the list of matters to be discussed, indicating in the application the additional items proposed or submitting resolution proposals on matters already on the agenda of the Shareholders' Meeting. Additions to the agenda are not allowed in relation to matters on which the Shareholders' Meeting resolves, by law, on the proposal of the Directors or on the basis of a project or a report prepared by them, other than those indicated in the art. 125-ter, paragraph 1 of the TUF. Shareholders in favor of which a specific communication has been received by the Company, certifying ownership of the requested shareholding, carried out by an authorized intermediary, are entitled to request the integration of the agenda or to submit resolution proposals. Requests can be sent to the Company by post, to the following address: Interpump Group S.p.A. - Corporate Secretariat - Ref. Delegation - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE) - Italy, by fax to +390522904444 or again by e-mail to the interpumpgroup@legal.it.

It is recalled that, pursuant to art. 126-bis of the Consolidated Law on Finance, Shareholders who request additions to the agenda or the presentation of resolution proposals on items already on the agenda must prepare a report stating the reasons for the resolution proposals on the new items referred to they propose the discussion, or the motivation relating to the further resolution proposals presented on matters already on the agenda. This report must be sent to the Company, in the manner specified above, within the deadline set for the submission of the request for integration. The additions to the agenda or the presentation of further resolution proposals on items already on the agenda are notified in the same manner prescribed for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting, i.e. by 1 November 2020.

Additional proposed resolutions on items already on the agenda, as well as the aforementioned explanatory reports (accompanied by any assessments of the Board of Directors), will be made available by the Company at the registered office and within the section of the website at the same time. upon publication of the news of the presentation.

DOCUMENTATION

At the Company's registered office (on weekdays from Monday to Friday from 09.00 to 12.00 and from 3.00 pm to 5.00 pm) and in the "Corporate Governance – Shareholders' Meeting Documentation" section of the website www.interpumpgroup.it as well as through the authorized storage mechanism eMarket STORAGE

available at www.emarketstorage.com, managed by Spafid Connect SpA, with registered office in Foro Buonaparte 10, Milan, are available to the public:

- the form for granting the proxy to the Designated Representative as the only person through which it will be possible to participate in the Shareholders' Meeting;
- the explanatory report of the Board of Directors on the items on the agenda of the ordinary Shareholders' Meeting of the Company.

Subjects entitled to attend the Shareholders' Meeting have the right to obtain a copy of the documentation.

It will be the responsibility of the Company to provide adequate telecommunication means for the participation in the Shareholders' Meeting to Directors, Auditors and the Designated Representative himself.

Sant'Ilario d'Enza, 14 October 2020.

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

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 904311; fax + 39 0522 904444 and at the e-mail address fgest@interpumpgroup.it.

Fine Comunicato n.0159-81

Numero di Pagine: 5