



SPAFID
CONNECT

Informazione Regolamentata n. 0159-10-2021	Data/Ora Ricezione 29 Marzo 2021 18:50:24	MTA - Star
--	---	------------

Societa' : INTERPUMP GROUP
Identificativo : 144371
Informazione
Regolamentata
Nome utilizzatore : INTERPUMP03 - MIRABELLI
Tipologia : 2.4; 1.1; 3.1
Data/Ora Ricezione : 29 Marzo 2021 18:50:24
Data/Ora Inizio : 29 Marzo 2021 18:50:24
Diffusione presunta
Oggetto : Notice of General Shareholders' Meeting -
30 April 2021

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, to the offices of Interpump Group S.p.A., on 30 April 2021 at 10.00 am in single call, to discuss and resolve on the following

AGENDA

1. Approval of the Annual financial statements at 31 December 2020, accompanied by the Board of Directors' Report, the Report of the Board of Statutory Auditors and the additional accompanying documentation required by statutory regulations; presentation of the Group Consolidated Financial Statements at 31 December 2020, with the Board of Directors' Report and the accompanying documentation required by statutory regulations; related and consequent resolutions.
2. Presentation of the report on non-financial information prepared pursuant to Legislative Decree 254 dated 30 December 2016.
3. Distribution of profit for the year; related and consequent resolutions.
4. Report on Remuneration policy and compensation paid, prepared pursuant to art. 123-ter Legislative Decree 58/1998:
 - 4.1 Approval of the first section of the Report on remuneration policy and compensation paid ex art. 123-ter, paragraph 3 of D.Lgs. 58/1998;
 - 4.2 Vote on the second section of the Report on remuneration policy and compensation paid ex art. 123-ter, paragraph 4 of D.Lgs. 58/1998.
5. Determination of the remuneration of the directors for 2021 and the total remuneration of those directors with special duties; related and consequent resolutions.
6. Award of the assignment for legal auditing of the accounts for 2023-2031; related and consequent resolutions.
7. 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.

PARTICIPATION IN THE SHAREHOLDERS' MEETING - EXERCISE OF THE VOTE

Those who are entitled to vote at the end of the trading day of 21 April 2021 (record date) are entitled to attend the meeting, pursuant to art. 83-sexies of the Legislative Decree no. 58 ("TUF"), and for which the related communication from the authorized intermediary has been received by the Company. The credit and debit registrations made on the accounts after the record date are not relevant for the purpose to legitimize the exercise of the right to vote in the Shareholders' Meeting; therefore, those who are holders of Interpump shares only after that date will not have the right to participate and vote in the Shareholders' Meeting.

Pursuant to art. 106 of the Law Decree n. 18 of 17 March 2020 - as subsequently converted, with amendments by Law no. 27 of 24 April 2020, in turn amended by Law Decree no. 183 of 30 December 2020, then converted with amendments by Law no. 21 of February 26, 2021 - participation in the Shareholders' Meeting by those who have the right to vote is allowed only through the Designated Representative appointed by the Company, also notwithstanding the provisions of the Articles of Association, in order to comply with the containment of the COVID-19 epidemic.

The Company has therefore appointed Computershare S.p.A. - with registered office in Milan, via Mascheroni n. 19, 20145 - to represent the shareholders pursuant to art. 135-undecies of the TUF and the aforementioned legal provisions (the "Designated Representative"). Shareholders wishing to attend the Shareholders' Meeting must therefore confer to the Designated Representative the proxy - with the voting instructions - on all or some of the proposed resolutions on the items on the agenda using the specific proxy form made available jointly by the Company and by the same Designated Representative, available on the Company's website at www.interpumpgroup.it (section "Governance" - "Shareholders' Meeting Documentation" - "Shareholders' Meeting - 30 April 2021").

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 28 April 2021); within the same term, the proxy may be revoked.

The proxy, thus conferred, is effective only for the proposals in relation to which voting instructions have been given. It should be noted that the shares for which the proxy has been granted, even partial, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and any share of capital required for the approval of the resolutions.

It is also specified that the Designated Representative, in accordance with the provisions of the aforementioned legal provisions, may also be granted proxies or sub-proxies pursuant to art. 135-novies of the TUF, although art. 135-undecies, paragraph 4 of the TUF in the manner and within the terms indicated in the appropriate form that can be downloaded 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 whom the Company has received a specific communication made by an authorized intermediary can ask questions on the items on the agenda before the Shareholders' Meeting. Those wishing to make use of this option must send their questions to the Company by the seventh trading day prior to the date of the Shareholders' Meeting in single call (by 21 April 2021). The Company will make available the answers to any questions received from shareholders in the form of Q&A on its website by 27 April 2021, as required by art. 127-ter, paragraph 1-bis of the TUF.

Shareholders are invited to expressly indicate the item on the agenda to which the individual questions refer. The questions can also be sent to the Company by post, always within the same period previously indicated, to the following address: i) Interpump Group S.p.A. - Corporate Secretary - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE) - Italy; ii) by fax to the number +390522904444 or iii) 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.

The Company can provide a single answer to questions having the same content. An answer to the questions asked before the same is not required when the information requested is already available in the dedicated section of the website or when the answer has already been published in that 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 5 April 2021, the integration of the list of matters to be discussed, indicating in the application the additional topics proposed or submitting resolution proposals on matters already on the agenda of the Shareholders' Meeting. Additions to the agenda are not permitted 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: i) Interpump Group S.p.A. - Corporate Secretary - Ref. Delegation - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE) - Italy; ii) by fax to the number +390522904444 or iii) by e-mail to the certified e-mail address interpumpgroup@legalmail.it.

It is recalled that, pursuant to art. 126-bis of the TUF, 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 motivation 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 will be 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 15 April 2021.

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.

OTHER RIGHTS OF THE SHAREHOLDERS

In relation to the fact that participation in the Shareholders' Meeting is provided exclusively through the Designated Representative, the entitled shareholders who intend to formulate resolution and voting proposals on the items on the agenda, must submit these proposals by 15 April 2021, with the same methods indicated above. These proposals will be published without delay and in any case by 21 April 2021 on the Company's website in order to inform those entitled to vote and to be able to express themselves consciously, also taking into account these new proposals; in this way, moreover, the Designated Representative may receive any voting instructions also on the aforementioned resolution and voting proposals. The proposed resolutions must be accompanied by the certification issued by an authorized intermediary, pursuant to art. 83-sexies of the TUF, which shows the ownership of the shares as at 21 April 2021 (record date).

For the purposes of the foregoing, the Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with applicable legislation, as well as the legitimacy of the proposers.

DOCUMENTATION

The Company makes it available to the public at the Company's registered office (on weekdays from Monday to Friday from 09.00 to 12.00 and from 15.00 to 17.00), 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, the following documentation:

- the financial report for the year 2020 and the other documents referred to in art. 154-ter paragraph 1 of the TUF, the Report on corporate governance and ownership structures pursuant to art. 123-bis of the TUF, the Non-financial Declaration pursuant to Legislative Decree 254/2016, the Reports drawn up by the Independent Auditors, the Report of the Board of Statutory Auditors, the Report on the remuneration and remuneration policy paid pursuant to art. 123-ter of Legislative Decree no. 58 of 1998, the accounting situations of the relevant subsidiaries not belonging to the European Union prepared for the purpose of preparing the consolidated financial statements as well as the financial statements and / or summary statements of the subsidiaries and associates of Interpump Group S.p.A.;
- the explanatory reports of the Board of Directors on the items on the agenda of the Company's Shareholders' Meeting;
- the reasoned proposal of the Board of Statutory Auditors regarding point no. 6 on the agenda;
- 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.

Those 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, Statutory Auditors and the Designated Representative himself.

Sant'Ilario d'Enza, 26 March 2021.

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.0159-10

Numero di Pagine: 5