

<p>Informazione Regolamentata n. 0159-31-2023</p>	<p>Data/Ora Inizio Diffusione 16 Novembre 2023 17:48:10</p>	<p>Euronext Star Milan</p>
---	---	----------------------------

Societa' : INTERPUMP GROUP

Identificativo : 183483

Informazione
Regolamentata

Nome utilizzatore : INTERPUMPN03 - Cugnasca

Tipologia : 3.1

Data/Ora Ricezione : 16 Novembre 2023 17:48:09

Data/Ora Inizio
Diffusione : 16 Novembre 2023 17:48:10

Oggetto : IP - Commitment set forth in the
Company's press release of 6th December
2022 fulfilment

Testo del comunicato

Fulfilment of the commitment set forth in the Company's press release of
6th December 2022

**COMUNICATO STAMPA
PRESS RELEASE**

QUESTO COMUNICATO E QUALSIASI INFORMAZIONE CONTENUTA IN QUESTO DOCUMENTO NON POSSONO ESSERE PUBBLICATI O DISTRIBUITI, DIRETTAMENTE O INDIRETTAMENTE, IN TUTTO O IN PARTE NEGLI STATI UNITI D'AMERICA, CANADA, SUD AFRICA, AUSTRALIA, GIAPPONE O IN UNA QUALSIASI GIURISDIZIONE IN CUI L'OFFERTA E LA VENDITA SAREBBERO VIETATE DALLE LEGGI APPLICABILI.

IL PRESENTE COMUNICATO È SOLO A SCOPO INFORMATIVO E NON È DESTINATO AD ESSERE NÉ COSTITUISCE UN'OFFERTA DI VENDITA O UNA SOLLECITAZIONE A COMPRARE ALCUNA AZIONE IN NESSUNA GIURISDIZIONE, COMPRESI GLI STATI UNITI D'AMERICA, CANADA, SUD AFRICA, AUSTRALIA, GIAPPONE. QUESTO COMUNICATO STAMPA E QUALSIASI INFORMAZIONE CONTENUTA IN QUESTO DOCUMENTO NON POSSONO COSTITUIRE LE BASI PER, O ESSERE CONSIDERATI IN RELAZIONE AD ALCUNA OFFERTA O IMPEGNO DI QUALUNQUE TIPO IN NESSUNA GIURISDIZIONE

Assolvimento dell'impegno assunto al fine di beneficiare dell'esenzione dall'obbligo solidale di promuovere un'offerta pubblica di acquisto sulle azioni di Interpump Group S.p.A. di cui all'art.

49, comma 1, lett. e) del Regolamento Emittenti

Avvio della cessione parziale di azioni Interpump Group S.p.A. da parte di Gruppo IPG Holding S.p.A.

Sant'Ilario d'Enza (RE), 16 novembre 2023 – Interpump Group S.p.A. (di seguito anche “Interpump” o “la Società”) comunica di essere stata informata da parte di Gruppo IPG Holding S.p.A. che la stessa ha avviato un processo, come già comunicato da parte di Tamburi Investment Partners S.p.A. tramite comunicato stampa pubblicato in data odierna, per la cessione di 1.800.000 azioni Interpump anche al fine di assolvere all'impegno di cui al comunicato stampa della Società del 6 dicembre 2022.

In data 6 dicembre 2022 era infatti stato reso noto al mercato il superamento della soglia di cui all'art. 106 comma 1-bis del TUF da parte del dottor Fulvio Montipò, Gruppo IPG Holding S.p.A. e Leila Montipò e sorelle S.A.p.A. (complessivamente intesi), a seguito dell'esercizio dell'opzione di cui al “Piano di Incentivazione 2019 / 2021” da parte del dottor Fulvio Montipò. Per effetto di tale superamento di soglia, il dottor Fulvio Montipò, Gruppo IPG Holding S.p.A. ed i suoi soci Leila Montipò e sorelle S.A.p.A. (in qualità di socio della Società e di Gruppo IPG Holding S.p.A.) e Tamburi Investment Partners S.p.A. (in qualità di socio di Gruppo IPG Holding S.p.A.) - al fine di avvalersi dell'esenzione dall'obbligo solidale di promuovere un'offerta pubblica di acquisto sulle azioni della Società (di cui all'art. 49, comma 1, lettera e) del Regolamento Emittenti) - avevano contestualmente convenuto di impegnarsi a cedere a soggetti terzi non qualificabili



INTERPUMP GROUP

come parti correlate, entro e non oltre 12 mesi, un numero di azioni della Società necessario a ridurre la partecipazione al di sotto della soglia del 25% di cui all'art. 106, comma 1-bis, del TUF.

Le azioni verranno offerte tramite Morgan Stanley & Co. International plc ("Morgan Stanley") in qualità di Sole Bookrunner ed Equita SIM S.p.A. ("Equita") in qualità di Co-Bookrunner, attraverso un processo di *accelerated bookbuilding* riservato ad investitori qualificati in Italia ed all'estero, con l'esclusione di qualsiasi paese o giurisdizione nei quali l'offerta o la vendita delle azioni oggetto di offerta sono vietate, o in assenza di esenzioni.

Gruppo IPG Holding S.p.A. si è impegnata per un periodo di 365 giorni di *lock up* sulle rimanenti azioni detenute, fatta eccezione per accordi di garanzia già esistenti su tali azioni e eventuali trasferimenti conseguenti all'escussione di tali garanzie.

La vendita sarà soggetta alle condizioni di domanda e prezzo di mercato. L'individuazione degli acquirenti e i criteri di allocazione sono a discrezione del venditore e di Morgan Stanley. Il prezzo a cui le azioni saranno cedute sarà concordato da Gruppo IPG Holding S.p.A. e Morgan Stanley alla chiusura del processo di *accelerated bookbuilding*. Maggiori dettagli verranno forniti dopo la chiusura del processo di *accelerated bookbuilding*.

Ad esito della suddetta cessione: (a) Gruppo IPG Holding S.p.A. sarà titolare di 25.501.799 azioni Interpump, rappresentative del 23,422% del capitale della Società, (b) il dottor Fulvio Montipò continuerà ad essere titolare di 1.555.233 azioni Interpump, rappresentative dell'1,428% del capitale della Società; (c) Leila Montipò e sorelle S.A.p.A. continuerà ad essere titolare di 150.000 azioni Interpump, rappresentative dello 0,138% del capitale della Società; pertanto la porzione del capitale sociale di Interpump complessivamente detenuta da Gruppo IPG Holding S.p.A., dal dottor Fulvio Montipò e da Leila Montipò e sorelle S.A.p.A. sarà del 24,988%.

A seguito del medesimo comunicato emesso in data odierna da Tamburi Investment Partners S.p.A., Interpump è stata informata che, nell'ambito dell'operazione, Tamburi Investment Partners S.p.A. ha dato disponibilità a cedere e Gruppo IPG Holding S.p.A. ha dato disponibilità ad acquistare una quota del capitale della stessa Gruppo IPG Holding S.p.A. riducendo di conseguenza Tamburi Investment Partners S.p.A. la propria partecipazione in Gruppo IPG Holding S.p.A. di circa il 5% (rispetto alla quota complessivamente ad oggi detenuta da Tamburi Investment Partners S.p.A. in Gruppo IPG Holding S.p.A. del 32,175%).



INTERPUMP GROUP

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH OFFERS OR SALES WOULD BE PROHIBITED BY APPLICABLE LAW.

THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION, INCLUDING THE UNITED STATES, AUSTRALIA, CANADA, SOUTH AFRICA OR JAPAN. NEITHER THIS ANNOUNCEMENT NOR ANYTHING CONTAINED HEREIN SHALL FORM THE BASIS OF, OR BE RELIED UPON IN CONNECTION WITH, ANY OFFER OR COMMITMENT WHATSOEVER IN ANY JURISDICTION.

Fulfilment of the commitment undertaken in order to benefit from the exemption from the joint obligation to promote a public tender offer for the Interpump Group S.p.A. shares pursuant to Article 49, paragraph 1, letter e) of the Issuers' Regulation

Launch of the partial sale of Interpump Group S.p.A. shares by Gruppo IPG Holding S.p.A.

Sant'Ilario d'Enza (RE), November 16th, 2023 – Interpump Group S.p.A. (hereinafter also “Interpump” or the “Company”) announces that it has been informed by Gruppo IPG Holding S.p.A. that it has initiated the process, as already communicated by Tamburi Investment Partners S.p.A. via press release published today, for the sale of 1,800,000 Interpump shares in order to fulfil the commitment set forth in the Company's press release of December 6th, 2022.

On December 6th, 2022, the market had been informed that following the exercise by Mr. Fulvio Montipò of the option granted pursuant to the “Interpump Incentive Plan 2019/2021”, the combined shareholding of Mr. Fulvio Montipò, Gruppo IPG Holding S.p.A. and Leila Montipò e sorelle S.A.p.A. had exceeded the limit specified in art. 106, para. 1-bis, TUF. As a result, Mr. Fulvio Montipò, Gruppo IPG Holding S.p.A. and its shareholders Leila Montipò e sorelle S.A.p.A. (as a shareholder in Interpump and Gruppo IPG Holding S.p.A.) and Tamburi Investments Partners S.p.A. (as a shareholder in Gruppo IPG Holding S.p.A.), have agreed and committed to sell to third parties, excluding related parties, within no more than 12 months, the minimum number of shares in the Company that is necessary to reduce their combined investment below the limit of 25% specified in art. 106, para. 1-bis, TUF, in order to benefit from the exemption to promote a public offer for the purchase of the outstanding shares in the Company pursuant to art. 49, para. 1, letter e), of the Issuers' Regulation.

The shares will be offered through Morgan Stanley & Co. International plc (“Morgan Stanley”), acting as Sole Bookrunner, and Equita SIM S.p.A. (“Equita”), acting as Co-Bookrunner, through an accelerated bookbuilding process reserved to qualified investors in Italy and abroad, with the exclusion of any country



INTERPUMP GROUP

or jurisdiction in which the offer or sale of the shares subject to the offer is prohibited by law or in the absence of exemptions.

Gruppo IPG Holding S.p.A. has agreed to a 365-day lock-up with respect to its remaining stake in Interpump, subject to an exception in relation to existing security arrangements over Interpump shares and transfers related to the enforcement of any such security.

The sale is subject to demand, price and market conditions. The identity of placees and the basis of the allocations are at the discretion of the seller and Morgan Stanley. The price at which the shares are to be placed will be agreed by the Gruppo IPG Holding S.p.A. and Morgan Stanley at the close of the bookbuilding process. The details will be announced as soon as practicable after the close of the bookbuilding process.

Following the transaction: (a) Gruppo IPG Holding S.p.A. will own 25,501,799 Interpump shares, corresponding to 23.422% of Interpump's share capital, (b) Mr. Fulvio Montipò will continue to own 1,555,233 Interpump shares, corresponding to 1.428% of Interpump's share capital; (c) Leila Montipò e sorelle S.A.p.A. will continue to own 150,000 Interpump shares, corresponding to 0.138% of Interpump's share capital; therefore, the combined interest in Interpump's share capital held by Gruppo IPG Holding S.p.A., Mr. Fulvio Montipò and Leila Montipò e sorelle S.A.p.A. will amount to 24.988%.

Through the press release issued today by Tamburi Investment Partners S.p.A., Interpump has been informed that, as part of the transaction, Tamburi Investment Partners S.p.A. intends to sell, and Gruppo IPG Holding S.p.A. intends to buy, part of the share capital of Gruppo IPG Holding S.p.A., thereby reducing Tamburi Investment Partners S.p.A.'s ownership in Gruppo IPG Holding S.p.A. by approximately 5% (compared to the current holding of 32.175% of Gruppo IPG Holding S.p.A.'s share capital by Tamburi Investment Partners S.p.A.).

IMPORTANT NOTICE

THIS ANNOUNCEMENT IS NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA (INCLUDING ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA), CANADA, SOUTH AFRICA, AUSTRALIA OR JAPAN OR ANY OTHER JURISDICTION WHERE SUCH AN ANNOUNCEMENT WOULD BE UNLAWFUL. THE DISTRIBUTION OF THIS ANNOUNCEMENT MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS AND PERSONS INTO WHOSE POSSESSION THIS DOCUMENT OR OTHER INFORMATION REFERRED TO HEREIN COMES SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTION. ANY FAILURE TO COMPLY WITH THESE RESTRICTIONS MAY CONSTITUTE A VIOLATION OF THE SECURITIES LAWS OF ANY SUCH JURISDICTION.

THE SECURITIES REFERRED TO HEREIN HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES WITHOUT REGISTRATION THEREUNDER OR PURSUANT TO AN AVAILABLE EXEMPTION THEREFROM. NEITHER THIS DOCUMENT NOR THE INFORMATION CONTAINED HEREIN CONSTITUTES OR FORMS PART OF AN OFFER TO SELL, OR THE SOLICITATION OF AN OFFER TO BUY, SECURITIES IN THE UNITED STATES. THERE WILL BE NO PUBLIC OFFER OF ANY SECURITIES IN THE UNITED STATES OR IN ANY OTHER JURISDICTION. ANY PUBLIC OFFERING OF SECURITIES TO BE MADE IN THE UNITED STATES WILL BE MADE BY MEANS OF A PROSPECTUS THAT MAY BE OBTAINED

INTERPUMP GROUP S.p.A. - Via E. FERMI, 25 - 42049 S. ILARIO - REGGIO EMILIA (ITALY) - TEL. +39.0522.904311

FAX. +39.0522.904444 - E-mail info@interpumpgroup.it

CAP. SOC. Euro 56.617.232,88 I.V. - REG. IMPRESE R.E. - COD.FISCALE 11666900151 - C.C.I.A.A. R.E.A. N. 204185



INTERPUMP GROUP

FROM THE ISSUER OR THE SELLING SECURITY HOLDER AND THAT WILL CONTAIN DETAILED INFORMATION ABOUT THE COMPANY AND MANAGEMENT, AS WELL AS FINANCIAL STATEMENTS.

PURSUANT TO THE PROSPECTUS REGULATION, IN MEMBER STATES (EACH, A “RELEVANT MEMBER STATE”) OF THE EUROPEAN ECONOMIC AREA (“EEA”), THIS ANNOUNCEMENT AND ANY OFFER IF MADE SUBSEQUENTLY IS DIRECTED EXCLUSIVELY AT PERSONS WHO ARE “QUALIFIED INVESTORS” WITHIN THE MEANING OF THE PROSPECTUS REGULATION (“QUALIFIED INVESTORS”). FOR THESE PURPOSES, THE EXPRESSION “PROSPECTUS REGULATION” MEANS REGULATION (EU) 2017/1129 AND INCLUDES ANY RELEVANT IMPLEMENTING MEASURE IN THE RELEVANT MEMBER STATE. IN THE UNITED KINGDOM THIS ANNOUNCEMENT IS DIRECTED EXCLUSIVELY AT QUALIFIED INVESTORS (I) WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE “ORDER”) OR (II) WHO FALL WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER, AND (III) TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED; ANY OTHER PERSONS IN THE UNITED KINGDOM SHOULD NOT TAKE ANY ACTION ON THE BASIS OF THIS ANNOUNCEMENT AND SHOULD NOT ACT ON OR RELY ON IT.

THIS ANNOUNCEMENT IS NOT AN OFFER OF SECURITIES OR INVESTMENTS FOR SALE NOR A SOLICITATION OF AN OFFER TO BUY SECURITIES OR INVESTMENTS IN ANY JURISDICTION WHERE SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL. NO ACTION HAS BEEN TAKEN THAT WOULD PERMIT AN OFFERING OF THE SECURITIES OR POSSESSION OR DISTRIBUTION OF THIS ANNOUNCEMENT IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. PERSONS INTO WHOSE POSSESSION THIS ANNOUNCEMENT COMES ARE REQUIRED TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY SUCH RESTRICTIONS.

NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, IS OR WILL BE MADE AS TO, OR IN RELATION TO, AND NO RESPONSIBILITY OR LIABILITY IS OR WILL BE ACCEPTED BY MORGAN STANLEY & CO. INTERNATIONAL PLC AND EQUITA SIM S.P.A. (THE “MANAGERS”) OR BY ANY OF THEIR AFFILIATES OR AGENTS AS TO, OR IN RELATION TO, THE ACCURACY OR COMPLETENESS OF THIS ANNOUNCEMENT OR ANY OTHER WRITTEN OR ORAL INFORMATION MADE AVAILABLE TO OR PUBLICLY AVAILABLE TO ANY INTERESTED PARTY OR ITS ADVISERS, AND ANY LIABILITY THEREFORE IS EXPRESSLY DISCLAIMED.

IN CONNECTION WITH THE OFFERING OF THE SHARES OF INTERPUMP GROUP S.P.A. (THE “SHARES”), THE MANAGERS AND ANY OF THEIR AFFILIATES ACTING AS INVESTORS FOR THEIR OWN ACCOUNT MAY TAKE UP AS A PROPRIETARY POSITION ANY SHARES AND IN THAT CAPACITY MAY RETAIN, PURCHASE OR SELL FOR THEIR OWN ACCOUNT SUCH SHARES. IN ADDITION THE MANAGERS OR THEIR AFFILIATES MAY ENTER INTO FINANCING ARRANGEMENTS AND SWAPS WITH INVESTORS IN CONNECTION WITH WHICH THE MANAGERS (OR THEIR AFFILIATES) MAY FROM TIME TO TIME ACQUIRE, HOLD OR DISPOSE OF SHARES. THE MANAGERS DO NOT INTEND TO DISCLOSE THE EXTENT OF ANY SUCH INVESTMENT OR TRANSACTIONS OTHERWISE THAN IN ACCORDANCE WITH ANY LEGAL OR REGULATORY OBLIGATION TO DO SO.

THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT IS FOR BACKGROUND PURPOSES ONLY AND DOES NOT PURPORT TO BE FULL OR COMPLETE. NO RELIANCE MAY BE PLACED FOR ANY PURPOSE ON THE INFORMATION CONTAINED IN THIS ANNOUNCEMENT OR ITS ACCURACY OR COMPLETENESS. THIS ANNOUNCEMENT DOES NOT PURPORT TO IDENTIFY OR SUGGEST THE RISKS (DIRECT OR INDIRECT) WHICH MAY BE ASSOCIATED WITH AN INVESTMENT IN THE SHARES. ANY INVESTMENT DECISION IN CONNECTION WITH THE SHARES MUST BE MADE SOLELY ON THE BASIS OF ALL PUBLICLY AVAILABLE INFORMATION RELATING TO THE SHARES (WHICH HAS NOT BEEN INDEPENDENTLY VERIFIED BY THE MANAGERS).

THE MANAGERS ARE ACTING ON BEHALF OF GRUPPO IPG HOLDING S.P.A. AND NO ONE ELSE IN CONNECTION WITH ANY OFFERING OF THE SHARES AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE MANAGERS NOR FOR PROVIDING ADVICE IN RELATION TO ANY OFFERING OF THE SHARES.

THIS COMMUNICATION AND ANY SUBSEQUENT OFFER OF SECURITIES MAY BE RESTRICTED BY LAW IN CERTAIN JURISDICTIONS AND PERSONS RECEIVING THIS COMMUNICATION OR ANY SUBSEQUENT OFFER SHOULD INFORM THEMSELVES ABOUT AND OBSERVE ANY SUCH RESTRICTION AND MUST NOT UNDER ANY CIRCUMSTANCES FORWARD THIS COMMUNICATION TO ANY OTHER PERSON. FAILURE TO COMPLY WITH SUCH RESTRICTIONS MAY VIOLATE SECURITIES LAWS OF ANY SUCH JURISDICTION.

Media Relations:

Moccagatta Associati
Tel. +39-02-8645.1695
segreteria@moccagatta.it

Investor Relations:

Elisabetta Cugnasca
Tel. +39-0522-904433
ecugnasca@interpumpgroup.it

Fine Comunicato n.0159-31

Numero di Pagine: 7