

Informazione Regolamentata n. 0159-14-2024	Data/Ora Inizio Diffusione 27 Marzo 2024 07:59:26	Euronext Star Milan
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Societa' : INTERPUMP GROUP

Identificativo Informazione
Regolamentata : 188044

Utenza - Referente : INTERPUMPN03 - Cugnasca

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Testo del comunicato

Vedi allegato

INTERPUMP GROUP S.p.A.

Registered Office in Sant'Ilario d'Enza - Via E. Fermi n. 25 (Italy)

Tax Code and registration number in the commercial register of Reggio Emilia 11666900151

Share Capital Euro 56,617,232.88

NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING

Those entitled to attend and exercise their voting rights are called to the Ordinary Shareholders' Meeting to be held at the offices of Interpump Group S.p.A. located in Reggio Emilia, Via G. B. Vico no. 2, on 26 April 2024 at 10.00 a.m. in a single call to discuss and resolve on the following

AGENDA

- 1. Approval of the Financial Statements as at 31 December 2023, accompanied by the Directors' Report, Report of the Board of Statutory Auditors, Report of the Independent Auditors and other accompanying documentation required by current provisions; presentation of the Consolidated Financial Statements of the Group as at 31 December 2023, accompanied by the Report of the Board of Directors, Report of the Independent Auditors and other accompanying documentation required by current provisions*
- 2. Presentation of the Consolidated Non-financial Statement pursuant to Legislative Decree 254 of 30 December 2016;*
- 3. Allocation of net income and distribution of the dividend;*
- 4. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of 1998: vote on the Second Section of the Report on remuneration policy and compensation paid pursuant to Article 123-ter, paragraph 4, of Legislative Decree No. 58 of 1998;*
- 5. Determination of remuneration of the Directors for the financial year 2024 and the total amount of remuneration for the Directors holding particular offices. Relevant and ensuing resolution;*
- 6. Authorisation, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, of the buy-back and any subsequent disposal of own shares in portfolio or purchased, subject to revocation, in whole or in part, for the portion that may be unexecuted, of the authorisation granted by the shareholders' meeting resolution of 28 April 2023.*

INFORMATION ON SHARE CAPITAL

The share capital of Interpump Group S.p.A. amounts to Euro 56,617,232.88 and is divided into no. 108,879,294 ordinary shares with a nominal value of Euro 0.52 each. The shares are indivisible.

Each share entitles the holder to one vote, with the exception of treasury shares held in treasury at the date of the Shareholders' Meeting. As of the date of publication of this notice of call, the Company holds No. 1,908,363 treasury shares, representing 1,7527 % of the share capital, whose voting rights are suspended pursuant to Article 2357-ter, second paragraph, of the Italian Civil Code; therefore, the voting rights exercisable at the Shareholders' Meeting are related to No. 106,970,931 ordinary shares. However, the treasury shares are counted for the purposes of calculating the majorities and quotas required for the constitution and resolutions of the Shareholders' Meeting. Information on the amount of share capital and its composition can be found on the Company's website at www.interpumpgroup.it (section “Governance” – “Shareholders” – “Shareholders”).

PARTICIPATION IN THE SHAREHOLDERS' MEETING - EXERCISE OF VOTING RIGHTS

Entitled to participate in the shareholders' meeting shall be those who result as holders of the voting right on the basis of the accounting records and evidence relating to the end of the accounting day of the seventh trading day prior to the date set for the shareholders' meeting, i.e. **at the end of the day of 17 April 2024 (record date)**, pursuant to Article 83-sexies of Legislative Decree 58/1998 ("TUF"). Those who prove to be the owners of the Company's shares after that date on the basis of the records made on the accounts, will not be entitled to attend and vote at the Shareholders' Meeting. The communication from the authorised intermediary must be received by the end of the third trading day prior to the date set for the Shareholders' Meeting (i.e. **by 23 April 2024**). Entitlement to attend and vote remains unaffected in the event that the communication is received by the Company after said deadline, provided that it is received by the start of the Shareholders' Meeting proceedings of the single call.

Pursuant to Article 106 of Law Decree No. 18/2020 (the "Decreto Cura Italia"), converted with amendments into Law No. 27/2020, as amended, as most recently extended by Law Decree no. 215/2023 (the so-called Decreto Milleproroghe) converted with amendments into Law no. 18/2024, as well as by Law no. 21 of 5 March 2024, the Company has decided to avail itself of the right to provide that Shareholders' participation in the Shareholders' Meeting shall take place exclusively through the Appointed Representative pursuant to Article 135-undecies of the Consolidated Law on Finance, without physical participation by Shareholders. The Company has therefore mandated Computershare S.p.A. - with registered office in Milan, via Mascheroni n. 19, 20145 (the “**Designated Representative**”) – to represent the shareholders pursuant to Article 135-undecies of the Consolidated Law on Finance and the above-mentioned laws. Shareholders who wish to participate in the Shareholders' Meeting may do so exclusively through the Designated Representative by granting the latter the proxy - with voting

instructions - on all or some of the resolution proposals regarding the items on the agenda using the specific proxy form made available jointly by the Company and the Designated Representative, available on the Company's website at www.interpumpgroup.it. (section "Governance" – "Shareholders' meeting" – "2024" – "Shareholders' meeting 26 aprile 2024"). The proxy form with the voting instructions must be submitted in accordance with the instructions on the proxy form by the end of the second trading day prior to the date of the meeting (i.e. by **24 April 2024**) and by the same date the proxy and the voting instructions may be revoked. The proxy as conferred above is effective only for the proposals in relation to which the voting instructions have been indicated. It should be noted that the shares for which the proxy has been conferred, even partially, are counted for the purpose of the regular constitution of the Shareholders' Meeting (so-called constitutive quorum). The proxy has no effect with regard to the proposals for which no voting instructions have been given and, therefore, the shares for which no proxy has been given will not be counted for the purposes of calculating the majority and any share capital required for the approval of resolutions (so-called deliberative quorum).

It should also be noted that the Designated Representative, in accordance with the provisions of the above-mentioned laws, may also be granted proxies or sub-delegations pursuant to Article 135-novies of the Consolidated Law on Finance, as an exception to Article 135-undecies, paragraph 4, of the Consolidated Law on Finance, in accordance with the procedures and terms indicated in the specific form downloadable from the Company's website at www.interpumpgroup.it (section "Governance" - "Shareholders' Meeting" - "2024" - "Shareholders' Meeting 26 April 2024"). The Designated Representative will be available for clarification or information on 02 46776818 and 02 46776814 or at the e-mail address ufficiomi@computershare.it. There are no procedures for voting by correspondence or electronic means in connection with the Shareholders' Meeting.

THE RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Pursuant to Article 127-ter of the TUF, those who are entitled to vote and in favour of whom the Company has received a specific communication from an authorised intermediary may submit questions on the items on the agenda prior to the Shareholders' Meeting. Those who intend to exercise this right must expressly indicate the item on the agenda to which the individual questions refer and submit their questions to the Company by the seventh trading day prior to the date of the Shareholders' Meeting on single call (i.e. **by 17 April 2024**), in the following manner: (i) by registered mail with return receipt to the address Interpump Group S.p.A. – Corporate and Legal Affairs – Via E. Fermi, 25 – 42049 S. Ilario d'Enza (RE), Italy; (ii) by fax to +390522904444; or (iii) by certified e-mail at interpumpgroup@legalmail.it.

The Company will make available the answers to any questions received from Shareholders in the form of Q&As on its website at www.interpumpgroup.it (section 'Governance' - 'Shareholders' Meeting' - '2024' - 'Shareholders' Meeting 26 April 2024') by 23 April 2024, as provided for in Article 135-*undecies*.1, para. 3 of TUF. The Company may provide a single answer to questions with the same content. An answer to questions asked before the Shareholders' Meeting is not due 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.

THE RIGHT TO AMEND THE AGENDA OF THE SHAREHOLDERS' MEETING AND TO SUBMIT PROPOSALS FOR RESOLUTIONS

Pursuant to Article 126-bis of the TUF, Shareholders who, also jointly, represent at least one fortieth of the share capital, may request, within ten days of the publication of this notice, i.e. **by 6 Aprile 2024**, amendments to the list of items to be discussed, indicating in the request the additional items proposed, or submit proposals for resolutions on items already on the agenda of the Shareholders' Meeting. Amendments to the agenda are not permitted in relation to items on which the Shareholders' Meeting resolves, pursuant to law, upon the proposal of the Directors or on the basis of a draft or a report prepared by them, other than those indicated in Article 125-ter, paragraph 1, of the TUF. Shareholders in favour of whom the Company has received specific notice from an authorised intermediary certifying the ownership of the requested shareholding are entitled to request the integration of the agenda, or to submit resolution proposals. Requests may be sent to the Company: (i) by registered mail with return receipt to the address Interpump Group S.p.A. – Corporate and Legal Affairs - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE), Italy; (ii) by fax to +390522904444; or (iii) by certified e-mail to interpumpgroup@legalmail.it.

It should be noted that, pursuant to Article 126-bis, paragraph 4, of the TUF, Shareholders requesting the amendment of the agenda must prepare a report stating the reasons for the resolution proposals on the new items they propose to deal with, or the reasons for the amended resolution proposals submitted on items already on the agenda. This report must be sent to the Company, in the manner set forth above, within the deadline for submitting the integration request. Notice of amendments to the agenda or of the submission of amended resolution proposals on items already on the agenda shall be given in the same manner as prescribed for the publication of this notice, at least fifteen days prior to the date set for the Shareholders' Meeting, i.e. **by 11 April 2024**.

Further proposals for resolutions on items already on the agenda, as well as the aforementioned illustrative reports (accompanied by any evaluations by the Board of Directors), shall be made available

to the public by the Company, in the manner set forth in Article 125-ter, paragraph 1, of the TUF, at the same time as the publication of the notice of presentation.

ADDITIONAL SHAREHOLDER RIGHTS - THE RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS BEFORE THE SHAREHOLDERS' MEETING

In consideration of the fact that participation in the Shareholders' Meeting is envisaged exclusively through the Delegated Representative, Shareholders entitled to participate in the Shareholders' Meeting who intend to formulate proposals for resolutions and votes on the items on the agenda must submit such proposals **by 11 April 2024**, in the same manner as indicated in the previous paragraph. Such proposals shall be published without delay and in any case no later than 12 April 2024 on the Company's website, at www.interpumpgroup.it (section "Governance" - "Shareholders' Meeting" - "2024" - "Shareholders' Meeting 26 April 2024") in order to make those entitled to vote informed and to be able to consciously express their opinion also taking into account such new proposals; in this way, the Delegated Representative may also receive any voting instructions on the aforesaid resolution and voting proposals. The resolution proposals must be accompanied by the certification issued by an authorised intermediary, pursuant to Article 83-sexies of the TUF, showing the ownership of the shares as of 17 April 2024 (record date).

For the purposes of the above, 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 regulations, as well as the legitimacy of the proposers.

DOCUMENTATION

The documentation concerning the Shareholders' Meeting - including the explanatory reports on the items on the agenda and the related resolution proposals - is made available to the public, within the terms set forth by the regulations in force, at the Company's registered office (on weekdays from Monday to Friday from 9.00 to 12.00 and from 15.00 to 17.00), on the Company's website at www.interpumpgroup.it (section "Governance" - "Shareholders' Meeting" - "2024" - "Shareholders' Meeting 26 April 2024"), as well as at the authorised storage mechanism (www.emarketstorage.it). Persons entitled to attend the Shareholders' Meeting are entitled to obtain copies of the documentation. It will be the Company's responsibility to provide the appropriate means of telecommunication for participation in the Shareholders' Meeting to the Directors, Statutory Auditors and Delegated Representative.

This notice of call is published on the Company's website at www.interpumpgroup.it ([section](#) "Governance" - "Shareholders' Meeting" - "2024" - "Shareholders' Meeting 26 April 2024"), at the authorised storage mechanism (www.emarketstorage.it), as well as, in excerpts, in the daily newspaper "Italia Oggi".

Sant'Ilario d'Enza, 27 March 2024.

For the Board of Directors
The Chairman
Dott. Fulvio Montipò

The Company Secretary's Office of Interpump Group S.p.A. is available, on weekdays from Monday to Friday from 09.00 to 12.00 and from 15.00 to 17.00, for any further information, at the following numbers: telephone + 39 0522 904311; fax + 39 0522 904444 and at the e-mail address: fgest@interpumpgroup.it.

Fine Comunicato n.0159-14-2024

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