

PRESS RELEASE

**PUBLICATION OF THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING
OF SHAREHOLDERS FOR 29 APRIL 2022**

Zola Predosa (BO), 12 april 2022 – **Marzocchi Pompe S.p.A.** (EGM:MARP), a leading company in the design, production and marketing of high-performance gear pumps and motors, announces today's publication of the notice of call for the Ordinary Shareholders' Meeting on its website www.marzocchipompe.com and in extracts in the daily newspaper "Italia Oggi".

NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Marzocchi Pompe S.p.A. ("**MP**" or the "**Company**") is convened, in ordinary session, on **29 April 2022**, on first call, at **11.00 a.m.**, at the registered office in Zola Predosa (BO) Via A. Grazia nr. 2, and, if necessary, on second call, on **2 May 2022**, at **11.00 a.m.**, at the same venue to discuss and resolve on the following

AGENDA

- 1. Examination of the financial statements as at 31 December 2021, presentation of the Report of the Board of Directors on Operations, the Report of the Board of Statutory Auditors and the Report of the Independent Auditors: related and consequent resolutions;**
- 2. Allocation of the profit for the year: related and consequent resolutions;**
- 3. Renewal of the Board of Statutory Auditors for a three-year term: related and consequent resolutions:**
 - 3.1 Appointment of the members of the Board of Statutory Auditors**
 - 3.2 Determination of the remuneration of the members of the Board of Statutory Auditors**

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It should be noted that the date and/or place and/or manner of voting and/or conduct of the Shareholders' Meeting indicated in the Notice of Meeting remain subject to compliance with current legislation or measures issued by the competent authorities due to the "COVID-19" epidemiological emergency.

Any changes shall be promptly disclosed in the same manner as the publication of the notice of call and/or through the information channels envisaged by the legislation in force at the time.

Due to the ongoing "COVID-19" emergency, in compliance with Decree-Law no. 18 of 17 March 2020, as subsequently amended (the Decree) - the effectiveness of which was lastly extended pursuant to article 3, paragraph 1, of Decree-Law no. 228 of 30 December 2021, as converted, with amendments, by Law no. 15 of 25 February 2022 -, the Company has established that, in order to prevent the emergence of a "COVID-19" emergency, it is necessary to publish a notice of cancellation of the COVID-19. 15 -, the Company has established that participation in the Shareholders' Meeting shall take place exclusively through the Appointed Representative, pursuant

to Article 135-undecies of Legislative Decree no. 58 of 24 February 1998 (the "TUF"), of which ample evidence is provided on the Company's website at www.marzocchipompe.com - *Investor relations / Shareholders' Meetings section*.

The participation in the Shareholders' Meetings of the authorised parties (the Chairman, the Chief Executive Officer, the Chairman of the Board of Statutory Auditors, the other members of the Corporate Bodies, the Secretary, the Designated Representative, the Independent Auditors and/or employees and/or collaborators authorised by the Chairman), in consideration of the limitations that may arise due to the above-mentioned health requirements, may also (or exclusively) take place by means of telecommunications that allow their identification, in the manner individually communicated to them, in compliance with the applicable regulatory provisions for this eventuality, without it being necessary for the Chairman and the Secretary to be in the same place.

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INFORMATION ON THE SHARE CAPITAL

As of the date of this Notice of Call, MP's share capital is equal to EUR 6,538,750 and is divided into 6,538,750 ordinary shares, all without par value.

Each ordinary share entitles the holder to one vote at the Company's ordinary and extraordinary shareholders' meetings, with the exception of treasury shares.

At the date of this call (12 April 2022), the Company holds 15,000 treasury shares, equal to 0.229% of the Share Capital.

ELIGIBILITY TO PARTICIPATE THE MEETING

Pursuant to the law and MP's Articles of Association (the "**Articles of Association**"), the entitlement to attend the Shareholders' Meeting and exercise the right to vote - exclusively through the Appointed Representative - is attested by a communication made at the request of the person entitled to do so to the Company by the authorised intermediary who keeps the accounts on which the shares of Marzocchi Pompe S. p.A. are registered, based on the evidence of its accounting records relating to the end of the accounting day of the seventh open market day prior to the date set for the first Shareholders' Meeting. p.A. in favour of the person who has the right to vote, based on the evidence of its accounting records relating to the end of the accounting day of the seventh open market day preceding the date set for the Shareholders' Meeting on first call (i.e. **20 April 2022 - record date**).

The credit and debit entries made on the accounts after that date are not relevant for the purpose of legitimising the exercise of voting rights at the Shareholders' Meeting and, therefore, those who will result as owners of the Company's shares only after that date (i.e. after **20 April 2022**) will not be legitimised to vote at the Shareholders' Meeting through the Appointed Representative.

The notice to the intermediary referred to above must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (i.e. **26 April 2022**).

The right to attend and vote - which may be exercised exclusively through the Appointed Representative - remains unaffected if the communication is received by the Company after the aforementioned deadline, provided that it is received before the start of the meeting proceedings.

It should be noted that the communication to the Company is made by the intermediary at the request of the party entitled to vote.

REPRESENTATION AT THE SHAREHOLDERS' MEETING AND APPOINTED REPRESENTATIVE

Each person entitled to attend the Shareholders' Meeting may be represented by an Appointed Representative by means of a written proxy pursuant to the applicable provisions of law.

For the Shareholders' Meeting referred to in this Notice of Call, Marzocchi Pompe S.p.A. has appointed as Appointed Representative pursuant to article 135-*undecies* of the TUF the law firm Studio Legale Trevisan & Associati, with registered office in Viale Majno no. 45, 20122 - Milan, in the person of Avv. Dario Trevisan or his substitutes in the event of impediment (the "**Designated Representative**"), to whom a written proxy may be conferred, alternatively pursuant to article 135-*undecies* of the TUF or article 135-*novies* of the TUF, at no cost to the delegating party (except for any postage costs), with voting instructions on all or some of the proposals on the Agenda. The proxy is effective only for those proposals in relation to which voting instructions are given.

The proxy to the Designated Representative pursuant to Article 135-*undecies* of the TUF must be conferred by signing the specific proxy form made available, with the relative instructions for completion and transmission, at the Company's registered office and on the Company's website at www.marzocchipompe.com - *Investor relations section / Shareholders' meetings*, containing voting instructions on all or some of the proposals on the Agenda, together with a copy of a currently valid identity document of the delegating party and, if the delegating party is a legal person, a copy of a currently valid identity document, If the delegating party is a legal entity, a copy of an identity document, currently valid, of the pro tempore legal representative, or of another party with the appropriate powers, together with appropriate documentation attesting to their qualifications and powers (copy of a Chamber of Commerce certificate or similar document), and must be sent, in original, by courier or registered letter with return receipt, to the address:

Studio Legale Trevisan & Associati,

Viale Majno n. 45,

20122 – Milano

(Ref. "Proxy Meeting MARZOCCHI POMPE 2022"),

by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e., if the Shareholders' Meeting is held on first call, by 11:59 p.m. on 27 April 2022 or, if the Shareholders' Meeting is held on second call, by 11:59 p.m. on 28 April 2022). Without prejudice to the sending of the original proxy, complete with voting instructions, the same may also be notified electronically, to the certified email address: rappresentante-designato@pec.it. Sending the proxy, signed with an electronic signature or digital signature pursuant to current legislation, to the aforementioned certified e-mail address satisfies the requirement of written form.

The proxy and voting instructions given to the Appointed Representative pursuant to Article 135-*undecies* of the TUF may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting (or, if the Shareholders' Meeting is held on first call, by 11:59 p.m. on 27 April 2022, or by 11:59 p.m. on 28 April 2022, if the Shareholders' Meeting is held on second call), using the same procedures as for the conferral.

It should be noted that the shares for which the proxy has been conferred, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting; in relation to the proposals for which voting instructions have not been conferred, the shares are not counted for the purpose of calculating the majority and the share of capital required for the approval of the resolutions.

Those who do not intend to avail themselves of the proxies pursuant to art. 135-undecies of the TUF may grant proxies or sub-delegations to the Designated Representative pursuant to art. 135-*novies* of the TUF, as an exception to art. 135-*undecies*, paragraph 4, of the Consolidated Law on Finance, which, with the relative written voting instructions, together with a copy of an identity document, currently valid, of the delegating party and, if the delegating party is a legal person, a copy of an identity document, currently valid, of the pro tempore legal representative, or of another party with the appropriate powers, together with suitable documentation to certify their status and powers (copy of a Chamber of Commerce certificate or similar), must be received no later than 12 noon on 28 April 2022, if the Shareholders' Meeting is held on first call, or on 29 April 2022, if the Shareholders' Meeting is held on second call, (it being understood that the Appointed Representative may accept proxies and/or sub-delegations and/or voting instructions even after the aforementioned deadline, provided that it is before the start of the meeting proceedings):

(i) to the Company, by post mail, at the address: Via A. Grazia, 2 - 40069 Zola Predosa (BO), or by e-mail, to the certified e-mail address mpompe@legalmail.it;

or, alternatively

(ii) to Studio Legale Trevisan & Associati, by post mail, to the address: Viale Majno n. 45, 20122 - Milan, or by certified e-mail, at the address: rappresentante-designato@pec.it or by email, at the address: rappresentante-designato@trevisanlaw.it.

The proxy and voting instructions given to the Designated Representative pursuant to Article 135-*novies* of the TUF may be revoked within the same term (by 12.00 noon on 28 April 2022, if the Shareholders' Meeting is held on first call, or on 29 April 2022, if the Shareholders' Meeting is held on second call), with the same procedures as those provided for the conferral.

Further information, also relating to the rules applicable to the Appointed Representative, can be found on the Company's website at www.marzocchipompe.com - *Investor relations section / Shareholders' meetings*.

In addition, for any clarifications concerning the granting of proxy to the Designated Representative (and, in particular, concerning the completion of the proxy form and voting instructions and their transmission), it is possible to contact the Designated Representative at the addresses indicated above and/or toll-free number: 800 134 679 (during working days and hours).

No voting procedures by correspondence or electronic means are envisaged in relation to the Shareholders' Meeting.

SHAREHOLDERS' RIGHT TO ASK QUESTIONS ON THE ITEMS ON THE AGENDA

Pursuant to Article 17.4 of the Articles of Association in force, those entitled to vote may ask questions on the items on the Agenda even before the Shareholders' Meeting, by submitting them to the Company within 5 (five) trading days prior to the date set for the Shareholders' Meeting (i.e., by 11:59 p.m. on 21 April 2022, if the Shareholders' Meeting is held on first call, or by 11:59 p.m. on 22 April 2022, if the Shareholders' Meeting is held on second call).

Applications may be sent (i) by registered mail with return receipt, to be sent to the Company's registered office; (ii) by certified email to mpompe@legalmail.it. The applications must be accompanied by the notice sent by the intermediary to the Company attesting to the entitlement to exercise voting rights.

Questions received by the deadline shall be answered at the latest during the General Meeting itself, and the Company may provide a single answer to questions with the same content.

INTEGRATION OF THE MEETING AGENDA AND PRESENTATION OF NEW RESOLUTION PROPOSALS

Pursuant to the provisions of Article 17.3 of the Articles of Association in force, Shareholders who, also jointly, represent at least 10% of the share capital may request, within 5 (five) days from the publication of this Notice of Shareholders' Meeting, the integration of the list of items to be discussed at the Shareholders' Meeting, indicating in the request the additional items proposed, or submit resolution proposals on items already on the Agenda. Additions are not permitted in relation to items on which the Shareholders' Meeting resolves, pursuant to current provisions, on the proposal of the Board of Directors or on the basis of a project or report prepared by the Board of Directors, other than those on items on the Agenda.

Requests, together with the communication made by the authorised intermediary attesting to the ownership of the shareholding and the report stating the reasons for the request or proposal, shall be submitted in writing to the Company's registered office by registered mail with return receipt or by certified email to mpompe@legalmail.it.

Any additions to the Agenda, or the submission of proposals for resolutions on items already on the Agenda, shall be made known at least seven days prior to the date set for the Shareholders' Meeting, in the same manner as provided for the publication of this Notice, in order to allow those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to allow the Appointed Representative to collect any voting instructions on the same.

At the same time, the reports prepared by the applicants for the integration and/or the additional resolution proposals submitted, accompanied by any evaluations of the Board of Directors, shall be made available to the public in the same forms as the documentation relating to the Shareholders' Meeting. In any case, those who have the right to vote may individually submit resolution proposals to the Shareholders' Meeting by sending them by 21 April 2022 in the same manner as indicated above.

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.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

Pursuant to Article 31 of the Articles of Association in force, the Board of Statutory Auditors consists of three standing auditors and two alternate auditors, appointed by the Shareholders' Meeting, which appoints the Chairman and determines their remuneration for the entire duration of their term of office.

The Statutory Auditors and Alternate Auditors may be re-elected.

DOCUMENTATION

At the same time as the publication of this Notice of Shareholders' Meeting, the following documents are made available to the public at the Company's registered office and on the Company's *website* at www.marzocchipompe.com: (i) the proxy form for the Designated Representative pursuant to

Article 135-*undecies* TUF; (ii) the proxy form and (iii) the sub-delegation form for the Designated Representative pursuant to Article 135-*novies* TUF.

Further documentation relating to the Shareholders' Meeting - including the explanatory reports on the items on the Agenda and the related resolution proposals - will be made available to the public, within the terms provided for by the applicable regulations, at the Company's registered office and on the Company's *website* at www.marzocchipompe.com.

Taking into account the Company's shareholding structure, it is already expected that the Shareholders' Meeting may be validly constituted and resolve on first call on 29 April 2022 at the Company's registered office.

Documentation

The documentation relating to the items on the agenda, as required by current legislation, will be made available to the public at the Company's registered office and will also be available on the website www.marzocchipompe.com (Investor Relations / Shareholders' Meetings section).

This notice is published on the company's website and in extracts in the daily newspaper "Italia Oggi".

Marzocchi Pompe S.p.A.

Marzocchi Pompe is a leading company in the design, production and marketing of high-performance gear pumps and motors, which find application in various fields: industrial, mobile and automotive. It closed 2021 with over € 40 million in sales revenue. Founded in 1949, it is controlled by the Marzocchi family, which holds the majority of the shares and is present in the company with Paolo Marzocchi, President, and his son Carlo, Vice President. The shareholding structure also includes CEO Gabriele Bonfiglioli and four other managers. Production is carried out entirely in Italy at the two sites of Casalecchio di Reno (BO) and Zola Predosa (BO). Marzocchi Pompe is present in over 50 countries through an international distribution network.

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