

PRESS RELEASE
**PUBLICATION OF THE NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING
 OF SHAREHOLDERS FOR 28 APRIL 2023**

Bologna, 11 April 2023 - Marzocchi Pompe S.p.A. (EGM:MARP), a leading company in the design, production and marketing of high-performance gear pumps and motors, announces the publication today of the notice of call of the Ordinary Shareholders' Meeting on its website www.marzocchipompe.com, on the C3 platform of Borsa Italiana S.p.A., as well as in excerpts in the daily newspaper "Italia Oggi".

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NOTICE OF ORDINARY GENERAL MEETING

The Shareholders' Meeting of Marzocchi Pompe S.p.A. ("**MP**" or the "**Company**") is convened, in ordinary session, **for 28 April 2023, in first call, at 11.00 a.m.**, at the registered office in Zola Predosa (BO), Via A. Grazia No. 2, and, if necessary, in second call, on 2 May 2023, at the same time and place, to discuss and resolve on the following

AGENDA

- 1. Examination and approval of the financial statements as at 31 December 2022, 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: relevant and consequent resolutions.**
- 2. Allocation of the profit for the year: inherent and consequent resolutions.**
- 3. Authorisation for the purchase and disposal of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code: related and consequent resolutions.**
- 4. Approval of the clause of the settlement agreement signed with Aldo Toscano, concerning the waivers and indemnities provided for in favour of the latter.**

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The Company has decided to avail itself of the option provided by article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020, as converted, with amendments, into Law No. 27 of 24 April 2020 - the effectiveness of which was, most recently, extended pursuant to article 3, paragraph 10-undecies, of Decree-Law No. 198 of 29 December 2022, bearing "*Urgent provisions on legislative terms*", as converted, with amendments, into Law No. 14 of 24 February 2023 - (the "**Decree**"), providing that attendance at the Shareholders' Meeting by those with voting rights may only occur through the Appointed Representative of the Company pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998, ("**TUF**"), of which ample evidence is provided on the Company's website at www.marzocchipompe.com - Investor Relations/Shareholders' Meetings Section and in the following paragraph "Representation at the Shareholders' Meeting and Appointed Representative".

Attendance at the Shareholders' Meeting by 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 Appointed Representative, the Auditing Firm and/or employees and/or collaborators authorised by the Chairman), may also (or exclusively) take place by means of

telecommunications that allow for their identification, in the manner individually communicated to them, in compliance with the applicable regulatory provisions for such eventuality, without the need for the Chairman and Secretary to be in the same place.

The procedures for holding the Shareholders' Meeting may be supplemented and/or changed. Any changes will be promptly announced in the same manner as the publication of the notice and/or in any case through the information channels envisaged by the regulations in force.

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INFORMATION ON THE SHARE CAPITAL

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

Each ordinary share gives the right to one vote in the Company's ordinary and extraordinary shareholders' meetings, with the exception of treasury shares.

As of the date of this call (11 April 2023), the Company holds 25,750 treasury shares, equal to 0.394% of the share capital.

ENTITLEMENT TO ATTEND AND VOTE AT THE SHAREHOLDERS' 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 voting right - which may be exercised exclusively through the Designated 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 holds the accounts on which the shares of Marzocchi Pompe S. p.A. in favour of the person entitled 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. **19 April 2023** - record date).

Credit and debit entries made on the accounts after that date are not relevant for the purpose of legitimising the exercise of the right to vote at the Shareholders' Meeting and, therefore, those who will only become owners of the Company's shares after that date (i.e., after **19 April 2023**) will not be legitimised to vote at the Shareholders' Meeting through the Appointed Representative.

The aforementioned communication to the intermediary 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. **25 April 2023**).

The right to attend and vote - exclusively through the Designated Representative - remains unaffected if the communication is received by the Company after said deadline, provided that it is received before the beginning of the Shareholders' Meeting proceedings.

Please note that the communication to the Company is made by the intermediary at the request of the person entitled to vote.

REPRESENTATION IN THE SHAREHOLDERS' MEETING & APPOINTED REPRESENTATIVE

Each person entitled to attend and vote at the Shareholders' Meeting must be represented by means of a Designated 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 Consolidated Law

on Finance the legal firm Studio Legale Trevisan & Associati, with registered office in Viale Majno no. 45, 20122 - Milan, in the person of Dario Trevisan, *Esq.* or his substitutes in the event of impediment (the "**Designated Representative**"), who may be granted written proxy, alternatively pursuant to Article 135-undecies TUF or Article 135-novies TUF, without expenses for the delegating party (except for any postage expenses), 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..

Proxies to the Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance must be conferred by signing the specific proxy form made available, with the relevant instructions for completion and transmission, at the Company's registered office and on the Company's website at www.marzocchipompe.com - Investor relations / Shareholders' Meetings section, containing voting instructions on all or some of the proposals on the Agenda, 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 with current validity, of the legal representative pro tempore, or of another person with the appropriate powers, together with suitable documentation attesting to their qualification and powers (copy of a Chamber of Commerce certificate or similar), and to 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. "Delega Assemblea MARZOCCHI POMPE 2023"),

by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e., if the Shareholders' Meeting is held on first call, by 11:59 p.m. on 26 April 2023 or, if the Shareholders' Meeting is held on second call, by 11:59 p.m. on 27 April 2023). Without prejudice to the sending of the original proxy, complete with voting instructions, the same may also be notified electronically, to the certified mail address: rappresentante-designato@pec.it. The sending of the proxy, signed with an electronic signature or digital signature pursuant to current legislation, to the aforementioned certified email address satisfies the written form requirement.

Proxies and voting instructions given to the Appointed Representative pursuant to Article 135-undecies TUF may be revoked by the end of the second trading day prior to the date set for the Shareholders' Meeting (i.e., if the Shareholders' Meeting is held on first call, by 11:59 p.m. on 26 April 2023, or by 11:59 p.m. on 27 April 2023, if the Shareholders' Meeting is held on second call), in the same manner as for the conferral.

It should be noted that the shares for which proxies have been conferred, even partially, are counted for the purpose of duly constituting the Shareholders' Meeting; in relation to 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 resolutions.

Those who do not intend to avail themselves of proxies pursuant to Article 135-undecies of the Consolidated Law on Finance may grant proxies and/or sub-delegations to the Appointed Representative pursuant to Article 135-novies of the Consolidated Law on Finance, as an exception to Article 135-undecies, paragraph 4, of the TUF, which, together 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 legal representative pro tempore, or of another party with suitable powers, together with suitable

documentation attesting to their qualification and powers (copy of Chamber of Commerce certificate or similar), must be received by 12 noon on 27 April 2023, if the Shareholders' Meeting is held on first call, or on 28 April 2023, if the Shareholders' Meeting is held on second call (it being understood that the Appointed Representative may accept proxies and/or sub-proxies and/or voting instructions also after the aforesaid deadline, provided that it is received before the beginning of the meeting proceedings):

(i) to the Company, by mail, at the address: Via A. Grazia no. 2, 40069 - Zola Predosa (BO), or by e-mail, to the certified mail address mpompe@legalmail.it,

or, alternatively

(ii) to Studio Legale Trevisan & Associati, by means of by mail, at the address: Viale Majno No. 45, 20122 - Milan, or by certified email, to the address: rappresentante-designato@pec.it or by e-mail, to the address: rappresentante-designato@trevisanlaw.it.

Proxies and voting instructions given to the Appointed Representative pursuant to Article 135-novies of the TUF may be revoked within the same term (i.e. by noon on 27 April 2023, if the Shareholders' Meeting is held on first call, or by noon on 28 April 2023, if the Shareholders' Meeting is held on second call), with the same procedures 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 filling in of the proxy form and the voting instructions and their transmission), it is possible to contact the Designated Representative at the above-mentioned addresses and/or toll-free number: 800 134 679 (during working days and hours).

There are no procedures for voting by correspondence or by electronic means in connection with the Shareholders' Meeting.

SHAREHOLDERS' RIGHT TO ASK QUESTIONS ON ITEMS ON THE AGENDA

Pursuant to Article 17.4 of the Articles of Association in force, those entitled to vote may submit 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 on first call (i.e. by 21 April 2023).

Applications may be submitted: (i) by registered mail with return receipt, to be sent to the Company's registered office; (ii) by certified e-mail to the address mpompe@legalmail.it. The applications must be accompanied by the communication sent by the intermediary to the Company attesting the legitimacy to exercise the right to vote.

Questions received by the deadline will be answered at the latest during the Shareholders' Meeting itself, with the Company having the right to 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 Bylaws in force, Shareholders who, also jointly, represent at least 10% of the share capital may request, within 5 (five) days of 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 draft or a report prepared by the Board of Directors, other than on items on the Agenda.

Requests, together with the communication made by the authorised intermediary certifying ownership of the shareholding and the report stating the reasons for the request or proposal, shall be submitted in writing to the 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 resolution proposals 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 forms provided for the publication of this Notice, in order to allow those entitled to vote to express themselves consciously also taking into account such new proposals and to allow the Appointed Representative to collect voting instructions on the same.

At the same time, the reports prepared by the applicants for the integration and/or further proposals for resolutions submitted, accompanied by any evaluations of the Board of Directors, will be made available to the public, in the same forms provided for the documentation relating to the Shareholders' Meeting. In any case, those who are entitled to vote may individually submit resolution proposals to the Shareholders' Meeting by submitting them by 20 April 2023 in the same manner as indicated above.

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 compliance with applicable regulations, as well as the legitimacy of the proposers.

DOCUMENTATION

Concurrently with the publication of this Notice of Shareholders' Meeting, the following are made available to the public, at the Company's registered office, on the Company's website at www.marzocchipompe.com: (i) the proxy form to the Designated Representative pursuant to Article 135-undecies of the Consolidated Law on Finance; (ii) the proxy form and (iii) the sub-delegation form to the Designated Representative pursuant to Article 135-novies of the Consolidated Law on Finance.

The further documentation relating to the Shareholders' Meeting - including the illustrative reports on the items on the Agenda and the relevant resolution proposals - will be made available to the public, within the terms set forth by the regulations in force, at the Company's registered office and on the Company's website at www.marzocchipompe.com.

Considering the Company's shareholding composition, it is expected as of now that the Shareholders' Meeting may be validly constituted and pass resolutions in first call on 28 April 2023 at the Company's registered office.

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Marzocchi Pompe S.p.A.

Marzocchi Pompe is a leading company in the design, manufacturing and marketing of high performance gear pumps and motors, which find application in various fields: industrial, mobile and automotive. It closed 2022 with €48.5 million in sales revenue. Founded in 1949, it is controlled by the Marzocchi family, which holds the majority of shares and is represented in the company by Paolo Marzocchi, Chairman, and his son Carlo, Deputy Chairman. The shareholding structure also includes CEO Gabriele Bonfiglioli and three other managers. Production is carried out entirely in Italy at the two sites in 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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