

PRESS RELEASE**MARZOCCHI POMPE: PUBLICATION OF THE NOTICE OF CALL OF THE ORDINARY
SHAREHOLDERS' MEETING FOR 24 APRIL 2024**

Bologna, 8 April 2024 – 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 SHAREHOLDERS' MEETING

The Shareholders' Meeting of Marzocchi Pompe S.p.A. ("**MP**" or the "**Company**") is convened, in ordinary session, **for 24 April 2024, in first call, at 10.00 a.m.**, at the registered office in Zola Predosa (BO), Via A. Grazia no. 2, and if necessary, in second call, on 2 May 2024, at 11.00 a.m., in the same place, to discuss and resolve on the

AGENDA AS FOLLOWS

- 1. Examination of the Financial Statements as at 31 December 2023, presentation of the Board of Directors' Report on Operations, the Board of Statutory Auditors' Report and the Independent Auditors' Report: related and consequent resolutions.**
- 2. Allocation of the profit for the year: inherent and consequent resolutions.**
- 3. renewal of the Board of Directors for a three-year term: inherent and consequent resolutions:**
 - 3.1 Determination of the number of members of the Board of Directors.**
 - 3.2 Determination of the term of office of the Board of Directors.**
 - 3.3 Appointment of Directors.**
 - 3.4 Determination of the Board of Directors' remuneration.**
- 4. Appointment of the auditing company for a three-year term of office: related and consequent resolutions.**

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The Company has decided to resort to the option provided for by Article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020, converted, with amendments, into Law No. 27 of 24 April 2020 - the effectiveness of which was most recently extended by Law No. 21 of 5 March 2024, concerning *"Interventions to support capital competitiveness and proxy to the Government for the organic reform of the provisions on capital markets set forth in the Consolidated Act set forth in Legislative Decree No. 58 of 24 February 1998, and of the provisions on joint stock companies contained in the Civil*

Code also applicable to issuers" ("Law No. 21/2024"), providing that attendance at the Shareholders' Meeting by those entitled to vote may be made exclusively 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 " Shareholders' Meeting Representation 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 manner in which the Shareholders' Meeting is held may be supplemented and/or modified. Any changes shall be promptly announced in the same manner as for 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 at the Company's ordinary and extraordinary Shareholders' Meetings, with the exception of treasury shares.

As of the date of this call (08 April 2024), the Company holds 50,000 treasury shares, equal to 0.765% 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 authorized intermediary who holds the accounts on which the shares of Marzocchi Pompe S.p.A. in favour of the person entitled to vote, on the basis of the evidence of its accounting records relating to the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting on first call (i.e. **15 April 2024** - record date).

Credit and debit entries made to the accounts after this deadline are not relevant for the purpose of legitimizing the exercise of the right to vote at the Shareholders' Meeting and, therefore, those who become owners of the Company's shares only after the aforementioned date (i.e., after **15 April 2024**) will not be legitimized 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. **19 April 2024**).

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.

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SHAREHOLDERS' MEETING REPRESENTATION AND 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 Avv. Dario Trevisan or his substitutes in the event of his impediment (the "**Designated Representative**"), to whom a written proxy may be conferred, alternatively pursuant to Article 135-undecies TUF or Article 135-novies TUF, without 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 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. 'Proxy Meeting MARZOCCHI POMPE 2024'),

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 22 April 2024 or, if the Shareholders' Meeting is held on second call, by 11:59 p.m. on 29 April 2024). 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 requirement of written form.

Proxies and voting instructions given to the Designated 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 22 April 2024, or by 11:59 p.m. on 29 April 2024, if the Shareholders' Meeting is held on second call), with the same procedures as those provided 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 the regular constitution of 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 portion of capital required for the approval of the 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, with the relative written voting instructions, 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 of the legal representative pro tempore, or of another party with the appropriate powers, together with suitable documentation attesting to their qualification and powers (copy of a Chamber of Commerce certificate or similar), must be received by 12.00 noon on 23 April 2024, if the Shareholders' Meeting is held on first call, or on 30 April 2024, 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 even after the aforesaid deadline, provided that it is before the start 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 mail, to the address: Viale Majno n. 45, 20122 - Milano, or by certified email, at the address: rappresentante-designato@pec.it or by e-mail, at the address: rappresentante-designato@trevisanlaw.it.

Proxies and voting instructions given to the Appointed Representative pursuant to Article 135-novies of the Consolidated Law on Finance may be revoked within the same term (i.e. by 12.00 noon on 23 April 2024, if the Shareholders' Meeting is held on first call, or on 30 April 2024, 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*.

Furthermore, for any further enquiries regarding the granting of proxy to the Designated Representative (and, in particular, regarding the filling in of the proxy form and voting instructions and their transmission), the Designated Representative may be contacted at the addresses indicated above 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 17 April 2024).

Applications may be sent: (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 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 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 integration and/or additional resolution proposals submitted, accompanied by any evaluations of the Board of Directors, will be made available to the public, in the same manner as the documentation for 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 17 April 2024 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 and 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 additional documentation relating to the Shareholders' Meeting - including the illustrative reports on the items on the Agenda and the related 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 shareholding composition of the Company, it is foreseen as of now that the Shareholders' Meeting may be validly constituted and pass resolutions in first call on 24 April 2024 at 10.00 a.m. at the registered office.

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This press release is available at www.marzocchipompe.com and on the authorized storage mechanism www.1info.it.

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 2023 with 49.7 million euro 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.

Contatti

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