



INTERPUMP GROUP

PRESS RELEASE

COMUNICAZIONE PERSUANTO ALL'ARTICOLO 84-BIS, PARAGRAFO 5 DEL REGOLAMENTO CONSOB N. 11971/1999

Milan, 21 April 2010 – Meeting today after the shareholders' meeting approving the adoption of a new incentive plan reserved for the employees, directors and collaborators of the Company and its subsidiaries, the Board of Directors of Interpump Group S.p.A. resolved the following in accordance with the powers granted by that meeting, on the proposal of the Compensation Committee and after receiving the favourable opinion of the board of statutory auditors:

- (i) to adopt the regulations of the “*Interpump 2010/2012 incentive plan*” (the **Plan**);
- (ii) to determine in 3,000,000 the maximum number of options to be granted to the beneficiaries of the Plan; on meeting the performance objectives set out in paragraphs (iv) and (v) below each option assigns the right to purchase one ordinary Interpump share owned by the Company or, at the discretion of the latter, to subscribe one newly issued share. The Plan also allows the board of directors the possibility of satisfying requests to exercise the options by payment to the individual beneficiaries of any capital gain, intended as the gross difference between the market price of the ordinary Interpump share at the exercise date and the exercise price of each option, being 3.75 euros;
- (iii) to establish that 25% of the total options granted to each beneficiary shall be linked to achieving objectives relating to 2010, 35% to achieving objectives relating to 2011 and the remaining 40% to achieving objectives relating to 2012;
- (iv) to establish that 70% of the options granted shall become exercisable if three different indicators are reached (at a consolidated level for each of the years to which the Plan relates), consisting of net sales, EBITDA and net financial position;
- (v) to establish that the remaining 30% of the options granted shall become exercisable if the total return for the shareholders of Interpump Group S.p.A. in the year of reference exceeds 10%;
- (vi) to establish that the maximum number of 3,000,000 options shall be allocated to the beneficiaries as follows:
 - 1,000,000 to the chairman of the board of directors, Mr. Giovanni Cavallini;
 - 1,000,000 to the Deputy Chairman and Executive Director, Mr. Fulvio Montipò;
 - 320,000 to the Executive Director, Mr. Paolo Marinsek;
 - a maximum of 680,000 to the other beneficiaries, who will be selected at a later date from the employees, directors and collaborators of the Interpump group who (a) hold or perform key roles or functions in or for the group; (b) have demonstrated particular attachment to or have spent significant efforts in reaching business objectives; and (c) have demonstrated a particular sense of initiative.



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The information required to be included in table 1 of model 7 of Annex 3A of Consob Regulation no. 11971/1999 is provided below.

The terms and conditions of the “*Interpump 2010/2012 incentive plan*” are contained in the information document prepared pursuant to article 84-bis of Consob Regulation no. 11971/1999, which may be obtained at the Company’s registered office or may be consulted on its website www.interpumpgroup.it.

Milan, 21 April 2010

On behalf of the Board of Directors
The Chairman
Giovanni Cavallini

For further information please contact:

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**COMPENSATION PLAN BASED ON FINANCIAL INSTRUMENTS
Table 1 of model 7 of Annex 3A of Consob Regulation no. 11971/1999**

Date: 21/04/2010

| Name or category | Position (only to be provided for persons identified by name) | SCHEDULE 2 | | | | | | |
|--|--|---|--|--|---|-------------------|--|--------------------|
| | | Options granted | | | | | | |
| | | <u>Section 2</u> Newly granted options on the basis of the decision of the competent body to implement a resolution of the shareholders' meeting | | | | | | |
| | | Date of the shareholders' resolution | Description of instrument | Number of financial instruments underlying the options granted for each party or category | Date of granting by the board of directors or competent body | Exercise price | Market price of the underlying financial instruments at the grant date | Option expiry date |
| Members of the Board of Directors | | | | | | | | |
| Giovanni Cavallini | Chairman of the Board of Directors | 21.04.2010 | Options on ordinary Interpump shares with physical settlement or, at the discretion of the board of directors, with settlement in cash | 1,000,000 | 21.04.2010 | Euro 3.75 | Euro 3.82 | 31.12.2016 |

