



## PRESS RELEASE

**Pursuant to article 84-bis, paragraph 3 of Consob resolution no. 11971 of 14 May 1999 as subsequently amended (the “Issuers’ Regulations” or “IR”)**

**Reggio Emilia, 19 March 2013** - On the proposal of the Remuneration Committee and with the opinion of the Board of Statutory Auditors, the Board of Directors of Interpump Group S.p.A. (“**Interpump**” or the “**Company**”) today approved the outlines of an incentive plan based on granting options pursuant to article 114-bis of Legislative Decree no. 58 of 24 February 1998 (the Consolidated Finance Law or “**TUF**”). The plan, known as the “*Interpump 2013/2015 Incentive Plan*”, which is reserved for directors, employees and collaborators of the Company and the group of which it is the parent (the “**Group**”) having significant roles or functions (the “**Plan**”), will be submitted for the approval of the Company’s shareholders at an ordinary general meeting to be held at Interpump’s offices in Via Einstein 2, Sant’ Ilario d’Enza (RE), Italy in single call at 10.30 a.m. on 30 April 2013.

If the Plan is approved by the Company’s shareholders the precise definition of the related terms and conditions will be relegated to a specific regulation, to include a Registration Form and an Option Exercise Notification (the “**Regulation**”), which will be approved by the Board of Directors (on the proposal of the Remuneration Committee and with the favorable opinion of the Board of Statutory Auditors pursuant to article 2389 of the Italian civil code) in accordance with the guidelines approved by shareholders.

Pursuant to article 84-bis, paragraph 3 of the Issuers’ Regulations, the essential features of the Plan are summarized below.

For further details reference should be made to the illustrative report and information document which will be made available to the public by the final date for publishing the notice of call of the shareholders’ meeting pursuant to articles 114-bis and 125-ter, paragraph 1 of the TUF and article 84-bis, paragraph 1 of the Issuers’ Regulations.

### Purpose of the Plan

The purpose of the Plan is to provide an incentive to Beneficiaries to enhance the value of the Company and the Group and at the same time to create a loyalty tool for them by promoting a value creation culture.

### Plan Beneficiaries

The Plan is reserved for the Group’s directors, employees and collaborators, identified - at the absolute discretion of the Board of Directors - from among the people having or performing significant roles or functions in, or for, the Company and/or its subsidiaries pursuant to article 93 of the TUF (the “**Subsidiaries**”) and for whom such a measure is justified to strengthen their loyalty from a value creation standpoint (the “**Beneficiaries**”).

The names of such people and the other information required by paragraph 1 of Schedule 7 of Annex 3A of the IR will be provided during the implementation stage of the Plan in accordance with the means stated in article 84-bis, paragraph 5a) of the Issuers’ Regulations, or in any case pursuant to the laws and regulations applicable from time to time.



## Essential elements of the Plan

The Plan has as its object the free of charge granting of up to 2,000,000 options (the “**Options**”) each of which entitles the Beneficiaries - on achieving the objectives set by the Board in compliance with specific parameters - to, at the Company’s discretion, (i) purchase one ordinary Interpump treasury share (the “**Share**”) (already held by the Company or purchased subsequently); or (ii) subscribe for one newly-issued Share at an exercise price of €6.00 per Option (the “**Exercise Price**”).

In addition, to ensure that the Plan has the utmost flexibility for responding efficiently to the situation which will arise if the Options are exercised, the Board of Directors may satisfy exercise requests by paying individual Beneficiaries the gross amount (the capital gain), if applicable, that is obtained by multiplying the number of Options exercised by the difference between:

- the market price of the Share when the Options are exercised, corresponding to the simple arithmetic average of the official price of the Shares on the days when the share is effectively quoted between the 1st and the 30th day (both dates inclusive) preceding the exercise date of each Option, and
- the exercise price of each Option exercised (which as stated is proposed as €6.00).

The Options will be allocated to the Beneficiaries free of charge on a personal basis and may not be transferred by an act between living persons for any reason. The number of Options granted to each Beneficiary will be established by the Board of Directors, upon receipt of the non-binding opinion of the Remuneration Committee and after consultation with the Board of Statutory Auditors in the cases governed by article 2389, paragraph 3 of the Italian civil code.

The Options for which the performance objectives set by the Board of Directors are met may be exercised by the Beneficiaries, also partially and in any case for quantities not less than 500 Options, between 30 June 2016 (or another date established by the Board of Directors) and 31 December 2019 (or another following term established by the Board of Directors), without setting a ceiling to the number of Options which may be granted in any one year. The Options must however be exercised by the latter date, under penalty of loss. The Board of Directors may establish further exercise windows within the Exercise Period.

The exercising of the Options will be subject: (i) for directors, to continuation in the position of director, (ii) for employees, to the continuation of the employment relationship, and (iii) for collaborators, to the continuation of the freelance relationship.

A Beneficiary who purchases or subscribes for the Shares will be free to dispose of them other than in the cases set out below and in those envisaged by applicable law or by any self-regulation code adopted by the Company.

Beneficiaries who are “executive directors” pursuant to article 7 of the Corporate Governance Code for listed companies, as identified by the Board of Directors, will be required to hold, on a continuous basis until the date they cease to be a director, a number of Shares equal to at least 20% of those they have purchased as a result of exercising the Options.

Beneficiaries who are “key management personnel” pursuant to article 7 of the Corporate Governance Code for listed companies, as identified by the Board of Directors, will be required to hold, on a continuous basis for a period of 3 years from the date of exercising the



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relative Options, a number of Shares equal to at least 20% of those they have purchased as a result of exercising the Options. These Shares will be subject to the restriction that they may not be disposed of until the end of the above-mentioned terms without the written authorization of the Board of Directors.

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The Board of Directors' illustrative report and the information document on the incentive plan known as the "Interpump 2013/2015 incentive plan" for the directors, employees and collaborators of the Company and the Group will be made available to the public at the Company's registered office, on its website [www.interpumpgroup.it](http://www.interpumpgroup.it) and by the other means specified in applicable legislation.

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On behalf of the Board of Directors  
The Chairman  
Giovanni Cavallini