



**INTERPUMP
GROUP**

PRESS RELEASE

INTERPUMP GROUP'S GENERAL MEETING OF SHAREHOLDERS

Approved 2013 financial statements of the Parent Company and a dividend distribution of €0.17 per share

Consolidated financial statements submitted

Net sales: €556.5 million (€527.2 million in 2012): + 5.6%

EBITDA: €105.2 million (18.9% of sales; 19.6% on a like-for-like basis and net of nonrecurring costs), (€105.9 million in 2012)

The exchange effect penalized sales for €10.2 million and EBITDA for €2.4 million.

Consolidated net profit: €44.1 million (€47.8 million in 2012 net of non-recurring tax credits for €5.4 million)

Free cash flow: €34.3 million (€38.6 million in 2012) following net investments of €29.8 million (€15.9 million in 2012)

Net financial debt: €88.7 million (€74.5 million at 31/12/2012) after acquisitions and share buyback for €45.2 million

Board of Directors and Board of Statutory Auditors appointed: Fulvio Montipò confirmed as Chairman of the Board of Directors

Share buyback and use of treasury shares for acquisitions and stock option plans authorized

Board of Directors given authority to issue new shares, excluding pre-emptive rights, for up to 10% of share capital

Amendments to article 14 of the Articles of Association approved

S. Ilario d'Enza (RE), 30 April 2014 – In the ordinary and extraordinary general meetings chaired by Fulvio Montipò today, the Shareholders of Interpump Group S.p.A. approved the **Parent Company's financial statements** for the year ended 31 December 2013, which showed a **net profit of €19.3 million (€17.1 million in 2012)**, and the Board of Directors' proposal to distribute a dividend of **€0.17 per share**.

ORDINARY GENERAL MEETING

2013 CONSOLIDATED RESULTS

The consolidated results approved by the Board of Directors on 18 March 2014 were submitted. Below, a summary is provided.



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In 2013 Interpump Group had **consolidated net sales** of €56.5 million, up 5.6% compared to 2012 (€27.2 million) (-1.3% on a like-for-like basis);

EBITDA was €105.2 million (18.9% of sales) compared to €105.9 million in 2012 (20.1% of sales). On a like-for-like basis and net of non-recurring costs, EBITDA was 19.6%.

The exchange rate effect penalized sales for €10.2 million and EBITDA for €2.4 million.

Net profit was €4.1 million (€3.2 million in 2012), including non-recurring tax credits for €5.4 million.

Net financial debt at 31 December 2013 was €88.7 million (€74.5 million at 31/12/2012) after expenses for acquisitions €23.8 million and share buybacks (€1.4 million). The Group also has binding commitments to acquire the minority stakes of subsidiaries for €32.7 million (€28.0 million at 31 December 2012).

Free cash flow was €34.3 million (€38.6 million in 2012). It should be noted that, net of disinvestments, 2013 investments exceeded 2012 investments by €13.9 million, €6.5 million of which regarded construction of the new Hammelmann factory. In 2013, €0.9 million of liquidity was absorbed from working capital (€14.8 million in 2012). In 2013 there were cash outflows of €29.8 million for net investments in tangible and intangible assets (€15.9 million in 2012).

PARENT COMPANY'S RESULTS

In 2013 Interpump Group S.p.A. had total sales of €71.4 million (€70 million in 2012), with an increase of 2.0% on 2012. EBITDA was €13.0 million (€11.0 million in 2012), up 18.6%.

Net profit reached €9.3 million (€7.1 million in 2012), reflecting a rise of 12.8%.

DIVIDEND FOR 2013

The Shareholders approved a dividend of **€0.17 per share** for 2013. Payment will take place on 22 May 2014 to shareholders of record as of 21 May 2014, with the share going ex-dividend no. 21 on 19 May 2014.

For tax purposes, the full amount of the dividend of €0.17 per share is considered as paid out of the reserves created after 31 December 2007.

APPOINTMENT OF THE BOARD OF DIRECTORS

The Board of Directors that will remain in office until the date of the shareholder meeting convened to approve the financial statements for the year ended 31 December 2016 is composed of Mara Anna Rita Caverni, Carlo Conti, Giuseppe Ferrero, Franco Garilli, Paolo Marinsek, Giancarlo Mocchi, Paola Tagliavini, Giovanni Tamburi, and Fulvio Montipò, who was confirmed as Chairman of the Board of Directors (all drawn from the slate of candidates submitted by the controlling shareholder, Gruppo IPG Holding S.r.l.).

Directors Mara Anna Rita Caverni, Carlo Conti, Franco Garilli and Paola Tagliavini attested their fulfilment of the independence requirements laid down by article 148, paragraph 3, of legislative decree 58/1998 as amended and supplemented (TUF) (referred to by article 147-ter, paragraph 4, of TUF) as well as the Corporate Governance Code for Listed Companies by Borsa Italiana.

The meeting of the Board of Directors that was held after the Shareholder Meeting, chaired by Fulvio Montipò, confirmed the Chairman in his position as CEO and Paolo Marinsek as Deputy Chairman and CEO.



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The Board of Directors appointed in turn the Control and Risks Committee, the Related Party Transactions' Committee and the Lead Independent Director pursuant to the Corporate Governance Code for Listed Companies. The Control and Risks Committee members are Paola Tagliavini (Chair), Mara Anna Rita Caverni and Carlo Conti. The Remuneration Committee members are Carlo Conti (Chairman), Giovanni Tamburi and Franco Garilli. The Related Party Transactions' Committee members are Paola Tagliavini (Chair), Mara Anna Rita Caverni e Carlo Conti. Carlo Conti was appointed Lead Independent Director.

The Directors' CVs are available to the public at the Company's headquarters (via E. Fermi n. 25, 42049 Sant'Ilario d'Enza) and in the "*Corporate Governance – Shareholders' Meetings*" section of the Company's website www.interpumpgroup.it.

APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors that will also remain in office until the date of the shareholder meeting convened to approve the financial statements for the year ended 31 December 2016 is composed of Standing Auditors Pierluigi De Biasi (Chairman), drawn from the slate submitted by a non-controlling shareholder, Paolo Scarioni and Alessandra Tronconi (both drawn from the slate submitted by the controlling shareholder, Gruppo IPG Holding S.r.l.), and of Alternate Auditors Elisabetta Bani (drawn from the slate submitted by a non-controlling shareholder) and Pierpaolo Angelucci (drawn from the slate submitted by the controlling shareholder, Gruppo IPG Holding S.r.l.).

The Statutory Auditors' CVs are available to the public at the Company's headquarters (via E. Fermi n. 25, 42049 Sant'Ilario d'Enza) and in the "*Corporate Governance – Shareholders' Meetings*" section of the Company's website www.interpumpgroup.it.

INDEPENDENCE EVALUATION

The meeting of the Board of Directors that was held after the Shareholder Meeting evaluated the independence of Directors Mara Anna Rita Caverni, Carlo Conti, Franco Garilli and Paola Tagliavini pursuant to article 148, paragraph 3 of TUF (applicable to directors under article 147-ter, paragraph 4, of TUF) and the Corporate Governance Code for Listed Companies promoted by Borsa Italiana. The Board of Directors adopted the criteria indicated in the Corporate Governance Code for Listed Companies promoted by Borsa Italiana to evaluate the fulfilment of the independence requirements. The Board of Statutory Auditors, in turn, checked the proper application of the criteria adopted by the Board of Directors.

The independence requirements under article 148, paragraph 3, of TUF were evaluated also for the Statutory Auditors.

SHARE OWNERSHIP BY DIRECTORS AND STATUTORY AUDITORS

In accordance with the Instructions accompanying the Market Rules of Borsa Italiana, article IA.2.6.7, paragraph 3, the following equity interests in Interpump Group S.p.A. were reported at the time of appointment: Fulvio Montipò, 420,200 shares. Moreover, Fulvio Montipò is a shareholder of Gruppo IPG Holding S.r.l., the controlling shareholder of Interpump Group S.p.A. with an equity stake of 21.324%.



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APPOINTMENT OF INDEPENDENT AUDITORS

The Shareholders appointed Reconta Ernst & Young S.p.A. as the Company's independent auditors for fiscal years 2014 through 2022.

SHARE BUYBACK AUTHORITY

The Shareholders' authority will expire after eighteen months from the date of the resolution adopted during the Shareholder Meeting and concerns the buyback of up to 10,000,000 ordinary Interpump Group shares with a nominal value of €5,200,000.00, so as to reach overall – considering the shares bought back and held in treasury in accordance with previous shareholder resolutions – the lower of 12,513,049 ordinary Interpump Group shares and such number of shares as are permitted by the laws in force from time to time; the authority extends also to the sale or transfer, in one or more instances, and for the same eighteen-month period, of the Company's treasury shares and such Company shares as will be bought back pursuant to such authority.

Buyback prices for own shares will range from €0.52, i.e. the nominal value, to €15.00 per share.

Selling prices for treasury shares will range from €0.52, i.e. the nominal value, to €20.00 per share

Buybacks and sales of treasury shares will be carried out mainly to use Company shares to finance acquisitions and/or to the benefit of stock option plans.

Today's authority cancels and supersedes the unfulfilled part of the previous authority granted by the Shareholders during the General Meeting held on 30 April 2013 and expiring in October 2014.

To this end, it should be noted that between 13 April 2013 and today own shares were bought and sold, respectively, for a total of 3,085,032 and 7,983,722 (including 4,776,000 to pay for acquisitions and 3,207,722 following exercise of stock options). Currently, the Company has 2,513,049 treasury shares, corresponding to 2.308% of share capital. As a further reminder, the subsidiaries do not own any Company shares.

Lastly, the buyback authority was voted by the majority of the shareholders attending the Meeting other than Gruppo IPG Holding S.r.l.. Therefore, these purchases will fall within the exemption regime under article 44-bis, paragraph 2, of Consob Regulation no. 11971/1999.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE NEW SHARES FOR UP TO 10% OF SHARE CAPITAL

During the Extraordinary General Meeting, the Shareholders gave authority to the Board of Directors to issue new shares for consideration, in one or more instances, including on a best-effort basis, with the exclusion of pre-emptive rights, within the following limits:

- for up to 10% of the amount of Interpump's share capital existing prior to the date of exercise of the authority, against consideration in-kind; and
- for up to 10% of the amount of Interpump's share capital existing prior to the date of exercise of the authority, against consideration in cash

with the option for the Board to establish any share premium.

In the past few years the Interpump Group has been involved in an important process to streamline and expand the businesses in which it operates. To support such process, it is paramount for the Company to be in a position, also in the near future, to raise as rapidly and as flexibly as possible the funds necessary to take the opportunities that might materialize, including through stock-for-stock acquisitions.



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The authority may be exercised also repeatedly by 29 April 2019.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

During the Extraordinary General Meeting held today, the Shareholders approved certain amendments to the Company's Articles of Association.

In particular, the Shareholders approved the amendment to article 14, related to the composition and appointment of the Board of Directors and the Board of Statutory Auditors, to (i) provide additional information on the offices held by candidates to the Board of Directors; and (ii) to simplify the matters falling within the purview of the Board of Directors.

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As a reminder, Interpump Group S.p.A.'s financial report for the year ended 31 December 2013 approved by the Shareholder at the General Meeting including, among others, the separate and the consolidated financial statements, together with the reports of the board of statutory auditors and the independent auditors, as well as the report of the Board of Directors on the other items on the agenda, are available to the public at the Company's headquarters in S. Ilario d'Enza (RE), Via E. Fermi 25 and on its website at www.interpumpgroup.it. The additional documentation under article 77, paragraph 2-bis, of the Regulation on Issuers is available to the public at the Company's headquarters.

In accordance with article 125-querter, paragraph 2, of TUF and article 77, paragraph 3, of the Regulation on Issuers, a short report on the votes containing the number of shares represented at the General Meeting and that shares that were voted, as well as the number of votes in favour of and against the resolution as well as the number of abstentions, will be made available to the public within five days of the date of the General Meeting on the Company's web site. The minutes of the Meeting will be made available to the public within 30 days of the date of the Meeting with the same procedures.

S. Ilario d'Enza (RE), 30 April 2014

On behalf of the Board of Directors
The Chairman
Fulvio Montipò

The executive responsible for the preparation of the Company's accounting documents, Carlo Banci, hereby declares that, pursuant to paragraph 2 of article 154-bis of TUF, the accounting information contained in this document reflects the content of documents, books of accounts and accounting records.

S. Ilario d'Enza (RE), 30 April 2014

The manager in charge of the preparation
of the Company's financial documents
Carlo Banci

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