



INTERPUMP GROUP

PRESS RELEASE

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

Reggio Emilia, 18 March 2016 – 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 general lines of an incentive plan based on the award of options pursuant to article 114-*bis* of Legislative Decree no. 58 of 24 February 1998 (the “**TUF**”) known as the “Interpump 2016/2018 Incentive Plan” and having as beneficiaries the employees, directors and/or collaborators of the Company and its subsidiaries (hereafter the “**Plan**”), to be submitted for the approval of the Ordinary General Meeting of the Company’s shareholders convened in single call at 10:30 a.m. on 28 April 2016 at the Interpump premises in Via Einstein 2, Sant’Ilario d’Enza (RE), Italy.

If the Plan is approved by the Company’s shareholders precise details of the relative terms and conditions will be included in a suitable regulation including an Application and Option Exercise Communication Form (the “**Regulation**”), which will be approved by the Board of Directors (on the proposal of the Remuneration Committee and with the favourable opinion of the Board of Statutory Auditors pursuant to article 2389 of the Italian civil code) in accordance with the guidelines approved by the Shareholders’ Meeting.

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

Further details may be found in the illustrative report and information document that will be made available to the public within the time period for the publication of the notice of call for the Shareholders’ Meeting pursuant to articles 114-*bis* and 125-*ter*, first paragraph of the TUF and article 84-*bis*, first paragraph of the Issuer’s Regulations.

Reasoning behind the Plan

The Plan is designed to act as an incentive to the Beneficiaries to enhance the value of the Company and the Group and at the same time as a means of creating loyalty in these people by promoting a value creation culture.

Beneficiaries of the Plan

The Plan is reserved for the employees, directors and/or collaborators of the Group, identified – on the basis of the indisputable and discretionary opinion of the Board of Directors – among the persons who hold or perform key roles or duties in or on behalf of the Company and/or its subsidiaries pursuant to article 93 of the TUF (the “**Subsidiaries**”), and for whom action is justified to strengthen their loyalty with a view to creating value (the “**Beneficiaries**”). The names of such persons and the other information prescribed in paragraph 1 of Scheme 7 of Annex 3A to the IR will be provided during the implementation stage of the Plan in accordance with the means established in article 84-*bis*, paragraph 5a) of the Issuers’ Regulations, or in any case pursuant to the laws and regulations applicable at the time.

Essential features of the Plan

The subject of the Plan is the free of charge granting of up to 2,500,000 options (the “**Options**”), each of which assigns the right to the beneficiaries – on reaching the objectives identified by the Board with respect to specific parameters – to, at the Company’s discretion, (i) purchase one ordinary Interpump share (“**Share**”) for himself or herself (already held by the Company in portfolio or purchased subsequently); or (ii) subscribe to one newly-issued Share at an exercise price of €12.8845 per Option (the “**Exercise Price**”). In addition, in order for the Plan to have the utmost flexibility, so that it may respond to the situation that presents itself on the possible exercising of the Options, the Board of Directors may satisfy requests for



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exercising the Options by paying the individual Beneficiaries the gross amount obtained by multiplying the number of Options by the difference between:

- the market value of the Share at the time the Options are exercised, corresponding to the simple arithmetic average of the official price of the Shares on the days on which the share was actually quoted between the first and thirtieth days (both included) preceding the exercise date of each Option, and
- the exercise price of each Option exercised (which is proposed, as said, to be €12.8845).

The Options will be granted to the Beneficiaries free of charge on a personal basis and may not be transferred by an inter vivos transaction of any nature or kind. The number of Options to be granted to each Beneficiary will be established by the Board of Directors on the non-binding opinion of the Remuneration Committee and after consulting 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 established by the Board of Directors are reached may be exercised by the Beneficiaries, also partially and in any case for not less than 500 Options, in the period between 30 June 2019 (or other date established by the Board of Directors) and 31 December 2022 (or other subsequent date established by the Board of Directors), without any provision for a maximum number of options that may be granted each year. The Options shall in any case be exercised by the latter date, otherwise they will expire. The Board of Directors will have the faculty to establish additional exercise windows.

Beneficiaries who purchase or subscribe to the Shares may freely dispose of them apart from in the situations described below and apart from in any of the situations that may be prescribed by current laws and regulations or by any self-regulatory code the Company may adopt.

Beneficiaries who are “executive directors” pursuant to and in accordance with article 2 of the Code of Corporate Governance for Listed Companies, as identified by the Board of Directors, shall be required to hold on a continuous basis until they are no longer a director a number of shares equal to at least 20% of those they acquired as a result of exercising their Options. Beneficiaries who have been identified as “key management personnel” by the Board of Directors shall be required to hold on a continuous basis for a period of three years from the date of exercising their Options a number of shares equal to at least 20% of those they acquired as a result of exercising their Options. A restriction on the disposal of these Shares shall hold up to the end of the periods described above, unless written authorization is provided by the Board of Directors.

The Board of Directors’ illustrative report and the information document for the incentive plan known as the “Interpump 2016/2018 Incentive Plan” and having as beneficiaries the employees, directors and/or collaborators of the Company and its subsidiaries” will be available to the public at the Company’s registered office, on its website www.interpumpgroup.it and by the other means prescribed by applicable law.

On behalf of the Board of Directors

The Chairman

Fulvio Montipò