

Attachment C

PROXY FOR PARTICIPATION IN SHAREHOLDERS' MEETINGS

(To be filled in if the party holding voting rights is a natural person)

Mr/Ms born in on,
resident in(town), at (street address),
Post Code, Tax Code
Tel: E-mail:

(To be filled in if the delegating party is a legal entity)

Company name, registered office
(town), (street address), Post Code,
VAT no.
Tel: E-mail:

DELEGATES

(To be filled in if the representative is a natural person)

Mr/Ms born in on,
resident in(town), at (street address),
Post Code, Tax Code

(To be filled in if the representative is a legal entity)

Company name, registered office
(town), (street address), Post Code,
VAT no.

IF NECESSARY, REPLACED BY

(To be filled in if the replacement of the representative is a natural person)

Mr/Ms born in on,
resident in(town), at (street address),
Post Code, Tax Code

(To be filled in if the replacement of the representative is a legal entity)

Company name, registered office
(town), (street address), Post Code,
VAT no.

OR REPLACED BY

(To be filled in if the replacement of the representative is a natural person)

Mr/Ms born in on,
resident in(town), at(street address),
Post Code, Tax Code

(To be filled in if the replacement of the representative is a legal entity)

Company name, registered office
(town), (street address), Post Code,
VAT no.

TO ACT AS REPRESENTATIVE

at the Ordinary Shareholders' Meeting of Interpump Group S.p.A., scheduled to take place on 30 April 2019, at 10.00 am, in first and only calling, at the premises of the Company at via Einstein 2, Sant'Ilario d'Enza (RE), with notice of convocation published in various media including on the website of Interpump Group S.p.A. and, in extract form, in the newspaper "Italia Oggi" on 30 March 2019.

This proxy is granted with reference to:

- all the ordinary shares of Interpump Group S.p.A. in respect of which the party assigning proxy holds voting rights;
- the ordinary shares of Interpump Group S.p.A. in respect of which the party granting the proxy holds voting rights, registered on the account no. held by the party granting the proxy c/o.....(*specify the intermediary*), call no.....(*reference to the communication supplied by the intermediary*), any identification codes

Without prejudice to the provisions of art. 135-(10), subsection 4, of Italian legislative decree no. 58/1998, as amended, the representative:

- shall be entitled to be replaced by a party of his/her choosing only if the party granting the proxy does not nominate anyone to replace the representative;
- shall always be entitled to be replaced by a party of his/her choosing, even if different to the person nominated by the party granting the proxy.

If the party granting the proxy does not check any of the above boxes, the representative shall not be entitled, under any circumstances, to be replaced by a party of his/her choosing. In any case the representative will only have the right to be replaced by a party in conflict of interest if the replacement has been nominated by the shareholder.

In good faith,

Signature of the party granting the proxy

Place and date of signing of the proxy.....

I hereby authorize the processing of my data in compliance with Italian legislative decree no. 196 of 30 June 2003 ("**Data protection act**") and communication of the data to Interpump Group S.p.A. for the purposes associated with the conduct of the shareholders' meeting and compliance with the relevant legal requirements.

Signature of the party granting the proxy.....

INSTRUCTIONS FOR COMPILATION OF THE VOTING PROXY

If unable to attend the Shareholders' Meeting, the party holding voting rights is entitled to appoint a proxy, for participation and voting, in compliance with article 9 of the Bylaws.

1. The proxy must be granted in writing, it must be dated and signed, and the name of the proxy holder must be written by the shareholder and not by a third party.
2. The proxy can be granted either to a natural person or to a company, association, foundation or other collective body or institution (collectively “**Entity**”), including parties that are not shareholders of Interpump Group S.p.A. If the proxy is granted to an Entity, this latter may in turn delegate exclusively one of its employees or a collaborator.
3. The proxy can only be granted for individual shareholders' meetings, with effect for subsequent calls, except in the case of:
 - a. full power of attorney; or
 - b. power of attorney granted by an Entity to one of its employees.
4. The proxy can only be granted to a single representative. As an exception to the above, in compliance with article 135-(9), subsection 2, of legislative decree no. 58 dated 24 February 1998, as amended (the “**Consolidated Finance Act - TUF**”), by checking the specific box and filling in the related section of this proxy, the person granting the proxy shall be entitled to indicate a different representative for each of the accounts, held to record changes of the financial instruments, for which the right to participate in the Shareholders' Meeting and exercise the related voting rights has been confirmed by an intermediary authorized pursuant to article 83-(6) TUF (the “**Communication**”). Moreover, in compliance with art. 135-(9), subsection 3, TUF, if the party indicated as the owner of the shares in the Communication acts directly, or by way of trust registrations on behalf of its own clients, it may specify as representatives the parties on behalf of which it is acting, or one or more third parties designated by said parties.
5. In compliance with the provisions of art. 135-(10) TUF, the grant of a proxy to a representative in conflict of interest is permitted, provided that representative informs the party holding the voting rights in writing, with the burden of proof, of the circumstances from which said conflict arises, and providing there exist clear voting instructions for each resolution in relation to which the representative must vote on behalf of the shareholder. Art. 1711, subsection 2, of the Italian civil code is not applicable. A conflict of interest arises wherever the representative or the substitute:
 - a) controls the company, also jointly, or is controlled by the company, also jointly, or is subject to common control with the company;
 - b) is connected to the company or exercises significant influence over the company or if the latter exerts significant influence over the representative;
 - c) is a member of the administrative or controlling body of the company or of the entities specified in letters a) and b);
 - d) is an employee or an independent auditor of the company or of the entities indicated in letter a);

- e) is the spouse of or is related to by consanguinity or affinity, within the fourth degree, the parties indicated in letters from a) to c);
- f) is linked to the company or to the parties indicated in letters a), b) c) and e) by relations as a self-employed person or as an employee, or by other relations of a financial nature that impair the level of independence.
6. If the party granting the proxy decides to allow it, by checking the specific box in this proxy form, the representative shall have the right to be replaced by a person of his/her choice, without prejudice in any case to art. 135-(10), subsection 3, TUF (which *inter alia* only allows substitution of the representative by a replacement in conflict of interest when the replacement has been nominated by the shareholder) and also the right to nominate one or more replacements.
7. Note that, in compliance with art. 2372, subsection 3, of the Italian civil code, the proxy can always be revoked, notwithstanding the presence of any contrary clauses.
8. Finally, pursuant to art. 118 of the Issuers' Code, note that for the purpose of the disclosure obligations governed by article 120 TUF and articles 117 et seq. of the Issuers' Code, the definition of equity investments includes shares in relation to which a party is entitled to vote or is assigned voting rights, including by way of proxy, on condition that said right can be exercised on a discretionary basis in the absence of specific instructions from the party granting the proxy.
9. For additional clarification or information concerning the methods of participation in the Shareholders' Meeting, please contact the Corporate Secretarial Department of Interpump Group S.p.A., from Monday to Friday from 9.00 am to 12.00 noon and from 3.00 pm to 5.00 pm, at the following numbers: phone + 39 0522 9043 11; fax + 39 0522 90 44 44 and at the e-mail address: fgest@interpump.it.

INFORMATION

IN COMPLIANCE WITH THE ITALIAN DATA PROTECTION ACT

Interpump Group S.p.A., with registered offices at via E. Fermi 25, Sant'Ilario d'Enza (RE) (the “**Data Controller**”), hereby states that the personal data supplied will be processed solely in order to enable the Company - as Data Controller - to manage the Shareholders' Meeting and the consequent legal obligations. In the absence of the data required in the proxy form it will not be possible to allow the proxy holder to participate in the shareholders' meeting.

Personal data will be retained on hard copy and/or digital media and processed using methods that are strictly correlated with the afore-mentioned aims and anyway in compliance with the provisions of Italian legislative decree no. 196 of 30 June 2003, as amended.