

INTERPUMP GROUP S.p.A.

Registered Office in Sant'Ilario d'Enza - Via E. Fermi 25
Tax Code and Reggio Emilia business register number 11666900151
Share Capital Euro 56,617,232.88

CONVOCATION OF THE ORDINARY SHAREHOLDERS' MEETING

The parties eligible to participate and exercise voting rights are convened to participate in an Ordinary Shareholders' Meeting in Sant'Ilario d'Enza (RE), via Einstein no. 2, at the Interpump Group S.p.A. plant, on 23 April 2018 at 10.30 am in a single call, to discuss and pass resolutions on the following

AGENDA

Ordinary session

1. Approval of the Annual financial statements at 31 December 2017, accompanied by the Board of Directors' Report, the Report of the Board of Statutory Auditors and the additional accompanying documentation required by statutory regulations; presentation of the Group Consolidated Financial Statements at 31 December 2017, with the Board of Directors' Report and the accompanying documentation required by statutory regulations; related and consequent resolutions.
2. Presentation of the report on non-financial information pursuant to Italian legislative decree 254 of 30 December 2016.
3. Distribution of profit for the year; related and consequent resolutions.
4. Remuneration report ex art. 123-(3) of Italian legislative decree no. 58 of 1998; related and consequent resolutions.
5. Determination of the remuneration of the directors for 2018 and the total remuneration of those directors assigned special duties; related and consequent resolutions.
6. Authorization, pursuant to articles 2357 and 2357-(3) of the Italian Civil Code, to purchase treasury shares and possibly to sell any treasury shares held or purchased, after revoking, in whole or in part, any unexercised portion of the authorization granted by resolution of the shareholders' meeting held on 28 April 2017; related and consequent resolutions.

INFORMATION ON THE SHARE CAPITAL

At the date of this Notice of Shareholder's Meeting the share capital of Interpump Group S.p.A. amounts to Euro 56,617,232.88 and is represented by 108,879,294 ordinary shares with a par value of Euro 0.52 each.

PARTICIPATION IN THE SHAREHOLDERS' MEETING - CASTING OF VOTES

Pursuant to art. 83-(6) of Italian legislative decree no. 58 of 24 February 1998 ("TUF" Consolidated Finance Act) parties are eligible to participate in the Shareholders' Meeting if they hold voting rights on the basis of a communication made to the Company by a party qualified as an "intermediary" in accordance with the applicable regulations, issued by this latter taking as a reference the evidence resulting at the end of the accounting day on 14 April 2018, i.e. the seventh trading day prior to the date established for the Shareholders' Meeting in first and only calling (the record date), Share movements registered after the record date are not considered for the purposes of legitimizing the exercise of voting rights at the

Shareholders' Meeting; therefore, parties who only purchase shares after that date will not be entitled to participate in or vote at the Shareholders' Meeting.

No procedures are envisaged for postal or electronic voting.

Pursuant to art. 135-(9) et seq of the Italian Consolidated Finance Act, each party entitled to participate in the Shareholders' Meeting can be represented by means of a lawful written proxy, or otherwise a proxy conferred by means of a digital document bearing a digital signature, in compliance with the applicable legal provisions. Note that pursuant to art. 135-(9) of the Italian Consolidated Finance Act the proxy may include the right of the proxy holder to be replaced by a person of his/her choosing, without prejudice to the right of the proxy-giver to indicate one or more replacements. Note also that, in compliance with art. 135-(10) of Italian legislative decree no. 58 of 24 February 1998, the granting of a proxy to a representative in conflict of interest is permitted on the condition that the representative notifies the shareholder in writing of the circumstances from which said conflict arises, and on condition that specific voting instructions are given for each resolution in relation to which the representative must vote on behalf of the shareholder. The burden of proof for having informed the shareholder of the circumstances that led to the conflict of interest lies with the representative. Replacement of a representative with a substitute in conflict of interest is permitted only when the substitute has been chosen by the shareholder. In this case the procedure outlined above for cases of conflict is applicable. The obligations of disclosure and the associated burden of proof lie with the representative.

The proxy can be granted using the proxy form available from the registered office of the Company and in the “*Governance - Shareholders' Meeting*” section of the website www.interpumpgroup.it, and from authorized intermediaries, compiled in accordance with the instructions given on the form. The Company can be notified of proxies by post at the following address: Interpump Group S.p.A. - Secretarial Department – Re. Proxy - Via E. Fermi, 25 - 42049 S. Ilario d’Enza (RE) – Italy, by fax to +390522904444 or by sending an e-mail, as envisaged in art. 9 of the Bylaws, to the certified address interpumpgroup@legalmail.it.

Note that, for the purposes of participation and exercise of voting rights, the grant of a proxy does not waive the duty of entitled parties to request, from the authorized intermediary, the communication attesting to the legitimacy of participation in and voting at the Shareholders Meeting, pursuant to art. 83-(6) of the Consolidated Finance Act. Advance notification does not exonerate the proxy holder, at the time of accreditation for access to the proceedings of the Shareholders' Meeting, from the obligation to attest to conformity with the original in the notified copy, and to the identity of the party granting the proxy.

In application of the right provided by law and article 6 of the Bylaws, the Company has not appointed a representative pursuant to art. 135-(11) of the Consolidated Finance Act.

RIGHT TO ASK QUESTIONS

Pursuant to art. 127-(3) of the Consolidated Finance Act, whomsoever holds voting rights and in relation to whom the Company has received specific communication from an authorized intermediary can ask questions about the matters on the agenda, even prior to the Shareholders' Meeting. Whomsoever intends to make use of this right must submit their questions to the Company no later than three days before the date of the Shareholders' Meeting (i.e. before 18 April 2018).

For this purpose, shareholders are asked to expressly indicate the item on the agenda to which their individual questions refer. The questions can be sent to the Company by post to the following address: Interpump Group S.p.A. - Secretarial Department – Re. Proxy - Via E. Fermi, 25 - 42049 S. Ilario d’Enza (RE) – Italy, by fax to +390522904444 or by sending an e-mail to the certified address interpumpgroup@legalmail.it.

To allow for identification by the Company, in addition to the questions, shareholders must state: name and surname; place and date of birth; tax code; e-mail address; telephone number.

Questions received prior to the Shareholders' Meeting will be answered no later than during the Meeting. The Company can provide a single response to questions having the same content. An answer is not due, even during the Shareholders' Meeting, to questions asked prior to the Meeting for which the information requested is already available in "question and answer" form in the specific section of the website, or when the answer has already been published in that section. Written answers made available to each party with voting rights at the start of the meeting are considered to have been provided during the Shareholders' Meeting.

RIGHT TO MAKE ADDITIONS TO THE AGENDA OR SUBMIT PROPOSED RESOLUTIONS

Pursuant to art. 126-(2) of the Italian Consolidated Finance Act, shareholders who, also jointly, represent at least 2.5% of the share capital can request, within the term of ten days from the date of publication of this notice, i.e. by 2 April 2018, additions to the list of topics to discuss, specifying in the application the additional topics proposed or can submit resolution proposals concerning matters already on the agenda of the Shareholders' Meeting (without prejudice, in this latter regard, to the fact that party with voting rights can anyway individually submit resolution proposals in Meeting). Additions to the agenda are not permitted in relation to matters on which, pursuant to the law, the Shareholders' Meeting adopts resolutions solely on a proposal from the directors or based on a project or a report prepared by the directors, other than those specified in art. 125-(3), subsection 1 of the Consolidated Finance Act. Shareholders in relation to whom the Company has received a specific communication from an authorized intermediary attesting to the ownership of the required holding are entitled to request an addition to the agenda or to submit proposed resolutions. The requests can be sent to the Company by post to the following address: Interpump Group S.p.A. - Secretarial Department – Re. Proxy - Via E. Fermi, 25 - 42049 S. Ilario d'Enza (RE) – Italy, by fax to +39 0522 904444 or by sending an e-mail to the certified address interpumpgroup@legalmail.it.

We draw your attention to the fact that pursuant to art. 126-(2) of the Consolidated Finance Act, shareholders requesting an addition to the agenda or submitting proposed resolutions on matters already on the agenda must prepare a report detailing the reasons for the proposed resolutions on the new matters that they propose for discussion, or reasons for the additional proposed resolutions submitted in relation to items already on the agenda. The report must be sent to the Company using the methods illustrated above by the deadline specified for the submission of requested additions. Notice of the additions to the agenda or the presentation of further proposed resolutions concerning matters already on the agenda is given in the same way as that prescribed for publication of the notice of convocation of the Shareholders' Meeting, at least fifteen days prior to the date set for the Shareholders' Meeting, i.e. by 8 April 2018.

Additional proposed resolutions concerning items already on the agenda and the foregoing illustrative reports (accompanied by any observations made by the Board of Directors), will be made available by the Company at its headquarters and in this section of the website, at the same time as publication of the submission disclosure.

DOCUMENTATION

The following documents will be available to the public at the registered offices of the Company (on working days from Monday to Friday from 9.00 am to 12.00 noon and from 3.00 pm to 5.00 pm), in the “Governance - Shareholders' Meeting” section of the website www.interpumpgroup.it, as well as via the eMarket SDIR system and on the authorized storage website “eMarket STORAGE” at www.emarketstorage.com, managed by Spafid Connect S.p.A., with registered office at Foro Buonaparte 10, Milan:

- from today, the form that parties entitled to participate in the Shareholders' Meeting may use for granting proxies, the illustrative report of the Board of Directors on the matters referred to in points 3, 5, 6 of the agenda for the Ordinary Shareholders' Meeting of the Company, and the remuneration report prepared pursuant to art. 123-(3) of the Consolidated Finance Act referred to in point 4 of the agenda;
- by 2 April 2018, the 2017 annual report and the other documents required by art. 154-(3), subsection 1, of the Consolidated Finance Act, the report on corporate governance and the ownership structure required by art. 123-(2) of the Consolidated Finance Act, the reports issued by the Legal Auditing Firm, the report of the Board of Statutory Auditors, the financial statements of significant subsidiaries not resident in the European Union prepared for consolidation purposes, and the financial statements and/or summary schedules of the subsidiaries and associates of Interpump Group S.p.A..

Parties eligible to participate in the Shareholders' Meeting are entitled to obtain a copy of the above documentation.

Sant'Ilario d'Enza, 23 March 2018

For the Board of Directors
The Chairman
Fulvio Montipò

The Corporate Secretarial Department of Interpump Group S.p.A. is at your disposal on weekdays from Monday to Friday from 9.00 am until 12.00 noon and from 3.00 pm until 5.00 pm for further information, at the following numbers: phone + 39 0522 904311; fax + 39 0522 904444 and at the e-mail address: fgest@interpumpgroup.it.