

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 and Extraordinary Shareholders' Meeting of Interpump Group S.p.A., scheduled to take place on 28 April 2016, at 10.30 am, in a single call, at via Einstein 2, Sant'Ilario d'Enza (RE), in the company's headquarters, with the notice of convocation published in various media including on the website of Interpump Group S.p.A. and in the newspaper "Italia Oggi" on 25 March 2016.

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 assigning proxy holds voting rights, registered on account no. held by the party assigning 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 in the event in which the party assigning proxy does not specify any party who can replace the representative;

shall always be entitled to be replaced by a party of his/her choosing, also different from the party indicated by the party assigning proxy.

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

Yours Faithfully,

Signature of party assigning 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 person assigning proxy.....

INSTRUCTIONS FOR COMPILATION OF THE VOTING PROXY

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

1. The proxy must be conferred in writing, it must be dated and signed, and the name of the proxy holder must be entered by the shareholder and not by a third party.
2. The proxy can be conferred either on a natural person or on 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 conferred on an Entity, this latter may in turn delegate exclusively one of its employees or a collaborator.
3. The proxy can be conferred only for individual shareholders' meetings, with effect for subsequent calls, except in the case of:
 - a. full power of attorney; or
 - b. powers granted by an Entity to one of its employees.
4. The proxy can only be conferred on 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 assigning 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) of the Consolidated Finance Act (the “**Disclosure**”). Moreover, in compliance with art. 135-(9), subsection 3, of the Consolidated Finance Act, if the party indicated as the owner of the shares in the Disclosure acts directly or by way of trust registrations on behalf of 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) of the Consolidated Finance Act, the conferment of a proxy to a representative in conflict of interest is permitted, provided the representative in question informs the party having 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 supervisory 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 by consanguinity or affinity, within the fourth degree, to 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 assigning proxy decides to allow it, by checking the specific box in this proxy form, such party shall have the faculty to be replaced by a person of its choice, without prejudice in any case to art. 135-(10), subsection 3, of the Consolidated Finance Act (TUF) (which also only allows the substitution of the representative with a replacement in conflict of interest when the replacement has been indicated by the shareholder) and also the faculty of the party assigning proxy to indicate 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, we draw your attention to the fact that, pursuant to art. 118 of the Issuers' Code, for the purpose of the disclosure obligations governed by article 120 of the Consolidated Finance Act and articles 117 et seq. of the Issuers' Code, the definition of equity investments is applicable to shares in relation to which a party is entitled to vote or is assigned with voting rights, wherein, among other cases, the voting right is held by way of proxy, on the condition that said right can be exercised on a discretionary basis in the absence of specific instructions from the party assigning proxy.
9. For any additional clarifications or information concerning the methods of participating in the Shareholders' Meeting, please contact the Secretarial Department of Interpump Group S.p.A., from Monday to Friday from 9.00 am to 12.00 pm 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.