

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS OF INTERPUMP GROUP S.P.A. ON THE ITEMS ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING CONVENED FOR 29 APRIL 2025

Sant'Ilario d'Enza, Italy, 21 March 2025

Drawn up pursuant to Article 125-ter(1) of Legislative Decree No. 58/1998, (the “**Consolidated Law on Finance**”, Article 84-*quater* of the Regulation adopted by CONSOB with Resolution No. 11971/999, as amended (the “**Issuers' Regulation**”), as well as Article 73 of the Issuers' Regulation and in accordance with Annex 3A, Schedule 4 thereof.

Dear Shareholders,

this report (“**Report**”) has been prepared to illustrate to the Shareholders of Interpump Group S.p.A. (“**Interpump**” or the “**Company**”) the proposals that the Board of Directors intends to submit for your approval in relation to the items 1, 2, 3, 4, 5, 6 and 7 on the agenda of the Ordinary Shareholders’ Meeting of the Company convened in a single call for **29 April 2025, at 10 a.m.** , and which, as usual, shall be held at the offices of Interpump Group S.p.A. located in Reggio Emilia, Via G.B. Vico 2

In particular, the agenda of said Shareholders’ Meeting is as follows:

1. *Approval of the financial statements for the year ended 31 December 2024, accompanied by the Directors' Report on Management, the Board of Statutory Auditors' Report, the Independent Auditors' Report and the additional accompanying documentation required by current provisions; presentation of the Group's consolidated financial statements for the year ended 31 December 2024, accompanied by the Board of Directors' Report (including the Consolidated Sustainability Report pursuant to Legislative Decree no. 125/2024 for the 2024 financial year) and the accompanying documentation required by current provisions; related and consequent resolutions;*
2. *Destination of the operating profit and distribution of the dividend; related and consequent resolutions;*
3. *Report on the remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58 of 1998: approval of the First Section of the Report on Remuneration Policy pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58 of 1998; related and consequent resolutions;*
4. *Report on the remuneration policy and compensation paid pursuant to art. 123-ter of Legislative Decree 58 of 1998: vote on the Second Section of the Report on the remuneration policy and compensation paid pursuant to art. 123-ter, paragraph 4, of Legislative Decree no. 58 of 1998; related and consequent resolutions;*
5. *Determination of remuneration for the office of director for the financial year 2025 and the total amount of remuneration for directors holding special offices; related and consequent resolutions;*
6. *Approval of the incentive plan called “Interpump Incentive Plan 2025/2027” for employees, directors and/or collaborators of the Company and its subsidiaries; related and consequent resolutions;*
7. *Authorisation, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, to purchase treasury shares and any subsequent disposal of treasury shares in portfolio or purchased, subject to revocation, in whole or in part, for the portion that may not have been executed, of the authorisation granted by shareholders' resolution of 26 April 2024; related and consequent resolutions;*

As regards the first item on the agenda of the Shareholders Meeting - 1. Approval of the Financial Statements for the year ended 31 December 2024, accompanied by the Report on Operations, the Board of Statutory Auditors' Report, the External Auditors' Report and the additional accompanying documentation required by current provisions; presentation of the Group's Consolidated Financial Statements as of 31 December 2024, accompanied by the Board of Directors' Report (including the Consolidated Sustainability Report pursuant to Legislative Decree No. 125/2024 for the year 2024) and the additional accompanying documentation required by current provisions; resolutions pertaining thereto and resulting therefrom;

The Board of Directors intends to submit to the Shareholders' Meeting the Draft Financial Statements for the financial year ending 31 December 2024 approved by the Board of Directors on 21 March 2025, including the Report on Operations, the Board of Statutory Auditors' Report, the External Auditors' Report and the additional accompanying documentation required under current regulations. The Draft Financial Statements presents the following data:

- Net revenue 115,520,783 euro (one hundred and fifteen million five hundred and twenty thousand seven hundred and eighty-three);
- Net profit for the period 101,341,740.12 euro (one hundred one million three hundred and forty-one thousand seven hundred and forty point one two);
- Shareholders' equity 719,020,483 euro (seven hundred and nineteen million twenty thousand four hundred eighty-three).

With regard to the Group's Consolidated Financial Statements as of 31 December 2024, the following figures should be noted:

- Net revenue 2,078,399,000 euro (two thousand seventy-eight million three hundred and ninety-nine thousand);
- Consolidated net profit for the period 228,470,000 euro (two hundred twenty-eight million four hundred and seventy);
- Consolidated Shareholders' equity 2,019,337,000 euro (two thousand nineteen million three hundred thirty-seven thousand).

It should also be noted that the Report on Operations accompanying the Group's Consolidated Financial Statements includes the Consolidated Sustainability Report pursuant to Legislative Decree No. 125/2024 for the year 2024 approved by the Board of Directors on 21 March 2025.

The Financial Statements as of 31 December 2024 have been prepared in XHTML - ESEF format in accordance with Legislative Decree No. 25/2016 implementing Directive 2013/50/EU.

For detailed information and comments on the Financial Statements, please refer to the Annual Report.

The aforementioned documents will be published, with all further accompanying documentation, within the terms of the law, at the Company's registered office, on the Company's website www.interpumpgroup.it (section "Governance" - "Shareholders' Meeting"), as well as on the authorised storage mechanism "eMarketSTORAGE".

Accordingly, the Board of Directors submits the following for your approval:

motion for resolution

"The Ordinary Shareholders' Meeting of Interpump Group S.p.A:

- *having regard to the Company's Financial Statements for the year ended 31 December 2024, which show a profit for the year of 101,341,740.12 euro (one hundred and one million three hundred and forty-one thousand seven hundred forty point one two);*

- *having regard to the Report on Operations accompanying the Financial Statements of the Company for the year ended 31 December 2024;*
- *having noted the Board of Statutory Auditors' Report and the External Auditors' Report on the Company's Financial Statements for the year ended 31 December 2024;*
- *having examined the Board of Directors' Explanatory Report;*

resolves

- 1) *to approve the Financial Statements of Interpump Group S.p.A. for the year ended 31 December 2024, which show a net profit for the year of 101,341,740.12 euro (one hundred and one million three hundred and forty-one thousand seven hundred forty point one two);*
- 2) *to grant severally to the Chairman of the Board of Directors and to the Chief Executive Officer, with the power to delegate to third parties, all the broadest powers necessary to implement all activities inherent to, consequent to or connected with the resolution referred to in point 1) above.*

With regard to the second item on the agenda of the Shareholders' Meeting - 2. Allocation of the profit for the year and distribution of the dividend; resolutions pertaining thereto and resulting therefrom;

This section of the Report illustrates the proposal that the Board of Directors of Interpump Group S.p.A. intends to submit to the Shareholders for approval in relation to the allocation of the profit for the year and the distribution of the dividend.

The Financial Statements for the year ended 31 December 2024, which were approved by the Shareholders' Meeting under agenda item 1 above, show a net profit for the year of 101,341,740.12 euro (one hundred one million three hundred and forty-one thousand seven hundred and forty point one two).

Taking into account the Consolidated Financial Statements and the economic and financial outlook for the current year, the Board of Directors also deems it appropriate to propose to allocate the net profit for the year of 101,341,740.12 euro (one hundred one million three hundred and forty-one thousand seven hundred and forty point one two) entirely to the extraordinary reserve, as the legal reserve has already reached the limit of one fifth of the subscribed and paid-up share capital, and to partially distribute the extraordinary reserve, allocating a dividend of 0.32 euro (zero point three two) to each of the outstanding shares, including the right pursuant to Article 2357-ter(2) of the Italian Civil Code.

It should be noted that for tax purposes the entire dividend of 0.32 euro (zero point three two) per share was drawn from the extraordinary profit reserve and is taxable in the hands of the recipient.

Accordingly, we submit for your approval the following

motion for resolution

“The Ordinary Shareholders' Meeting of Interpump Group S.p.A:

- *having noted that the Financial Statements for the year ended 31 December 2024 show a net profit of 101,341,740.12 euro (one hundred and one million three hundred and forty-one thousand seven hundred forty point one two);*
- *having regard to the proposal for a resolution formulated by the Board of Directors;*

resolves

- 1) *to allocate the aforesaid net profit for the year of 101,341,740.12 euro (one hundred and one million three hundred and forty-one thousand seven hundred forty point one two) to the extraordinary reserve (the legal reserve having already reached the limit of one fifth of the subscribed and paid-up share capital) and to partially distribute the extraordinary reserve, allocating a dividend of 0.32 euro (zero*

point three two) euro to each of the outstanding shares, including the right pursuant to Article 2357-ter(2) of the Italian Civil Code;

- 2) to determine the entitlement to the payment of profits, pursuant to Article 83-terdecies of the Consolidated Law on Finance and the applicable regulations, with reference to the evidence in the accounts relating to the end of the accounting day of **20 May 2025** (the **record date**) with payment of the dividend from **21 May 2025**, and ex-dividend date on **19 May 2025** of coupon no. 32;
- 3) to grant severally to the Chairman of the Board of Directors and to the Chief Executive Officer, with the power to delegate to third parties, all the broadest powers necessary to implement all activities inherent to, consequent to or connected with the resolution referred to in sections 1) and 2) above.

On the third item on the agenda of the Shareholders' Meeting - 3. Report on remuneration policy and compensation paid pursuant to Article 123-ter of Legislative Decree No. 58/1998: approval of the First Section of the Report on Remuneration Policy pursuant to Article 123-ter(3-bis) of Legislative Decree No. 58/1998; resolutions pertaining thereto and resulting therefrom

This section of the Report illustrates the proposal that the Board of Directors of the Company intends to submit for your approval in relation to the First Section of the Report on the remuneration policy and compensation paid pursuant to Article 123-ter of the Consolidated Law on Finance (the “**Remuneration Policy**” or the “**Policy**”) for the financial years 2025, 2026 and 2027. The Remuneration Policy under review contains (i) a description of the Policy adopted by the Company on the remuneration of the members of the administrative bodies, including executive and non-executive Directors, General Managers and Key Management Personnel, as well as, without prejudice to the provisions of Article 2402 of the Italian Civil Code, of the members of the Company’s control body, (ii) the policy lines of the Remuneration Policy, (iii) the procedures used for the adoption, implementation and review of such Policy, and (iv) the exceptional cases in which the Remuneration Policy may be temporarily waived.

The Remuneration Policy subject to approval by the Shareholders’ Meeting of 29 April 2025 is the result of updating and revision of the previous Remuneration Policy approved at the Shareholders’ Meeting on 28 April 2023 for the financial years 2023-2025. In fact, the Board of Directors deemed it appropriate to prepare a new text in order to incorporate the latest best practices in the field of remuneration, also taking into account the results of engagement and meetings with analysts and investors.

In particular, the current text is characterised by the following novelties:

- limitation of the temporary waiver clause to the Remuneration Policy;
- alignment of the Remuneration Policy with the Incentive Plan to the same time period 2025-2027, in order to standardise the two remuneration regulation systems;
- redefinition of the qualitative target included in the short-term incentives (MBO) and elimination of the same in the long-term (LTI);
- improved reporting on performance targets;
- identification of a peer group of companies in order to improve the alignment of the Remuneration Policy with best market practices.

On 21 March 2025, the Board of Directors, at the proposal of the Remuneration Committee, approved this new Remuneration Policy for the financial years 2025, 2026 and 2027, which incorporates the changes and innovations indicated above and the text of which will be submitted to the binding vote of the Shareholders’ Meeting of 29 April 2025 pursuant to Article 123-ter(3-bis)(3-ter) of the Consolidated Law on Finance.

If the Shareholders’ Meeting does not approve the First Section, the Company will continue to pay remuneration in accordance with the Remuneration Policy approved by the Shareholders’ Meeting on 28 April 2023.

The full text of the Report on Remuneration Policy and Compensation Paid, including the First Section that is the subject matter of this proposed resolution, drafted pursuant to Article 123-ter of the Consolidated Law on

Finance and Article 84-*quater* of the Issuers' Regulation, as well as Scheme 7-*bis* of Annex 3 to the Issuers' Regulation, will be made available to the public at the Company's registered office in Via Enrico Fermi 25, Sant'Ilario D'Enza, Calerno (RE), 42049 - Italy, on the Company's website at www.interpumpgroup.it, section "Governance" - sub-sections "Shareholders' Meeting" and "Remuneration Policies", and on the authorised storage mechanism "eMarketSTORAGE" in accordance with the terms of the law.

Accordingly, we submit for your approval the following

motion for resolution

"The Ordinary Shareholders' Meeting of Interpump Group S.p.A:

- *having examined the Report on Remuneration Policy and Compensation Paid, drafted pursuant to Article 123-ter of the Consolidated Law on Finance, prepared by the Remuneration Committee and approved by the Board of Directors on 21 March 2025;*
- *having noted the Explanatory Report of the Board of Directors;*

resolves

- 1) *to approve, pursuant to Article 123-ter(3) of Legislative Decree No. 58/1998, the First Section of the Report on Remuneration Policy and Remuneration Paid approved by the Board of Directors on 21 March 2025 and concerning the remuneration policy for the members of the Board of Directors, Directors holding special offices, non-executive Directors and members of the control body, as well as the procedures used for the adoption and implementation of the aforesaid policy, with reference to the financial years 2025, 2026 and 2027".*

As regards the fourth item on the agenda of the Shareholders' Meeting - 4. Report on Remuneration Policy and Compensation Paid Pursuant to Article 123-ter of Legislative Decree No. 58/1998: vote on the Second Section of the Report on Remuneration Policy and Compensation Paid Pursuant to Article 123-ter(4) of Legislative Decree No. 58/1998; resolutions pertaining thereto and resulting therefrom;

At the aforementioned meeting of 21 March 2025, the Board of Directors also approved the Second Section of the Report on Remuneration Policy and Compensation Paid for the Year 2024 (the **Second Section**), prepared by the Remuneration Committee.

The Second Section illustrates (i) each of the items that make up remuneration, including compensation in the event of termination of office or termination of employment; (ii) compensation paid in the year of reference for any reason and in any form by the Company and its subsidiaries or affiliates; (iii) the remuneration to be paid in one or more subsequent years in relation to the activity carried out in the reference year; (iv) how the Company has taken into account the vote cast the previous year on the Second Section of the Remuneration Report; (v) for each person, the percentage achievement of the economic-financial objectives and the timely achievement of the ESG objectives for the year 2024.

It should be noted that, pursuant to Article 123-ter(6) of the Consolidated Law on Finance, the Shareholders' vote on the Second Section is not binding, as set out in the aforementioned regulations.

The aforesaid Second Section for the financial year 2024, together with the text of the Policy referred to in the First Section, will be made available to the public within the terms provided for by the regulations in force at the Company's registered office, on the website www.interpumpgroup.it (section "Governance" - "Shareholders' Meeting") and on the authorised storage mechanism "eMarketSTORAGE".

Accordingly, we submit for your approval the following

motion for resolution

“The Ordinary Shareholders’ Meeting of Interpump Group S.p.A:

- *having examined the Second Section of the Report on Remuneration Policy and Remuneration Paid, prepared for the financial year 2024 pursuant to Article 123-ter(4) of the Consolidated Law on Finance and approved by the Board of Directors on 21 March 2025;*
- *having noted the Explanatory Report of the Board of Directors;*

resolves

- 1) *to approve, pursuant to Article 123-ter(6) of Legislative Decree No. 58/1998, the Second Section of the Report on Remuneration Policy and Remuneration Paid drafted for the Year 2024 pursuant to Article 123-ter(4) of the Consolidated Law on Finance”.*

With regard to the fifth item on the agenda of the Shareholders’ Meeting - 5. Determination of remuneration for the office of Director for the financial year 2025 and the total amount of remuneration for Directors holding special offices; resolutions pertaining thereto and resulting therefrom;

This section of the Report illustrates the proposal that the Board of Directors of the Company intends to submit to the Shareholders for approval in relation to the determination of the remuneration for the office of Director for the financial year 2025 and the total amount of the remuneration of the Directors holding special offices. These fees did not change from last year.

1. *On remuneration for the office of Director for the financial year 2025*

With reference to the remuneration to be assigned to each Director for the office pursuant to Article 2389(1) of the Italian Civil Code, the Board of Directors proposes to establish a remuneration of 45,000 euro (forty-five thousand euro) for each Director for the financial year 2025, in the same manner as that resolved by the Shareholders’ Meeting for the financial year 2024 at the meeting held on 26 April 2024.

2. *On the maximum global remuneration to be awarded to Directors holding special offices for the financial year 2025*

Article 18 of the Articles of Association provides that the Shareholders’ Meeting resolves on the maximum overall remuneration to be allocated to the members of the Board of Directors holding special offices pursuant to Article 2389(3) of the Italian Civil Code, and that it is up to the Board of Directors to subsequently allocate such remuneration to the individual members of the Board of Directors within the limits of the maximum overall amount set by the Shareholders’ Meeting.

The Ordinary Shareholders’ Meeting of the Company held on 26 April 2024 determined, for the financial year 2024, such remuneration in the maximum amount of 3,000,000 euro (three million euro), of which 2,000,000 euro (two million euro) related to the fixed component of remuneration and 1,000,000 euro (one million euro) related to the variable component.

In accordance with the proposal of the Remuneration Committee, and having heard the favourable opinion of the Board of Statutory Auditors, the Board of Directors proposes to the Shareholders’ Meeting to determine, for the financial year 2025, the same maximum overall remuneration approved for the financial year 2024 for the Directors holding special offices, thus providing for a total gross amount of 3,000,000 euro (three million euro), of which 2,000,000 euro (two million euro) to be allocated to the fixed component of remuneration and 1,000,000 euro (one million euro) to the variable component.

These fees, as mentioned above, are unchanged from last year and adequate with respect to the commitment, professionalism and skills required, as indicated in the “Board of Directors’ guidelines on the qualitative and quantitative composition of the Board of Directors for the three-year period 2023-2025” approved by the Board of Directors and published on 1 March 2023.

3. *On the remuneration to be awarded for the period between 1 January 2026 and the approval of the Financial Statements for 2025*

Based on the compliant proposal of the Remuneration Committee and having heard the favourable opinion of the Board of Statutory Auditors, the Board of Directors proposes that the remuneration for the office of Director and the maximum overall remuneration to be awarded to the Directors holding special offices assigned for the financial year 2025, as set forth in sections 1 and 2 above, be paid on a pro-rata temporis basis, in accordance with the practice already in place in previous financial years, including in the period between 1 January 2026 and the date of approval of the Financial Statements for the financial year ending 31 December 2025, without prejudice to any subsequent higher determination, within the limits that may be established by the Shareholders’ Meeting.

Accordingly, we submit for your approval the following

motion for resolution

“The Ordinary Shareholders’ Meeting of Interpump Group S.p.A:

- *having noted the Explanatory Report of the Board of Directors and the favourable opinion of the Board of Statutory Auditors,*

resolves

- 1) *to determine, for the year 2025, the gross amount of 45,000 euro (forty-five thousand euro) as remuneration to be assigned to each Director for the office, pursuant to Article 18 of the Articles of Association and Article 2389(1) of the Italian Civil Code;*
- 2) *to determine, for the financial year 2025, as the maximum overall remuneration for the Directors holding special offices pursuant to Article 18 of the Articles of Association and Article 2389(3) of the Italian Civil Code, the gross amount of 3,000,000 euro (three million euro), of which 2,000,000 euro (two million euro) to be allocated to the fixed component of remuneration and 1,000,000 euro (one million euro) to the variable component;*
- 3) *to determine in the same measure as set forth in points 1) and 2) above, on a pro-rata temporis basis, the remuneration to be awarded to the Directors for the period between 1 January 2026 and the date of approval by the Shareholders’ Meeting of the Financial Statements for the year 2025, without prejudice to any subsequent greater determination, within the limits of what may be established by the Shareholders’ Meeting;*
- 4) *to grant severally to the Chairman of the Board of Directors and to the Chief Executive Officer, with the power to delegate to third parties, all the broadest powers necessary to implement all activities inherent to, consequent to or connected with the resolutions referred to in points 1), 2) and 3) above.*

With regard to the sixth item on the agenda of the Shareholders’ Meeting - 6. Approval of the “Interpump Incentive Plan 2025-2027” in favour of Employees, Directors and/or Collaborators of the Company and its subsidiaries; resolutions pertaining thereto and resulting therefrom;

This section of the Report has also been prepared pursuant to Article 125-ter(1) and Article 114-bis(1) of the Consolidated Law on Finance in order to illustrate the proposal set forth in the sixth item on the agenda relating to the approval of the new “Interpump Incentive Plan 2025-2027” (the “**Plan**”) concerning 2,450,000 Options.

The proposal for the adoption of the Plan was formulated by the Board of Directors, based on the proposal of the Remuneration Committee, in continuity with the previous incentive plans approved by the Shareholders' Meeting, most recently the one for the three-year period 2022-2024 that has just expired.

Below are the main features of the Plan, which are fully illustrated in the Information Document that, pursuant to the combined provisions of Article 114-*bis* of the Consolidated Law on Finance and Article 84-*bis* of the Issuers' Regulation, must be prepared and made available to the public, together with this Report, at the Company's registered office, as well as on the Company's website www.interpumpgroup.it and also sent to CONSOB, Borsa Italiana S.p.A. and two press agencies (the "**Information Document**").

Should the Plan be approved by the Shareholders' Meeting of the Company, the definition, in detail, of the related terms and conditions shall be delegated to a specific regulation, including the Subscription Form and Notice of Exercise of Options (the "**Regulation**"), which will be approved by the Board of Directors upon 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.

1. Reasons for adopting the Plan

The Plan, in continuity with the incentive plans previously approved by the Company's Ordinary Shareholders' Meeting, is aimed at pursuing the goal of aligning the interests of the beneficiaries with those of the stakeholders, with a view to creating value in the medium to long term and pursuing sustainable development, consistently with the provisions of the Remuneration Policy for the three-year period 2025-2027 approved by the Board of Directors on 21 March 2025 and which will be subject to approval with a binding vote by the Ordinary Shareholders' Meeting of 29 April 2025. In particular, the aims that the Company intends to pursue through the adoption of the Plan are the following:

- (i) relate the variable remuneration component to medium- to long-term objectives with a view to creating value for Shareholders and stakeholders;
- (ii) as part of its retention policies, retain its key resources and encourage them to stay with the Group;
- (iii) involve Employees, Directors and Collaborators in issues relevant to the Group, including ESG (Environmental, Social, Governance) sustainability;
- (iv) as part of its attraction policies, attract talented managers and professionals;
- (v) promote the spirit of belonging of Employees, Directors and Collaborators in the Group.

2. Beneficiaries of the Plan

The Plan is reserved for Employees, Directors and/or Collaborators of the Interpump Group, identified among those who hold or perform relevant roles or functions within, or for, the Group and for whom an action aimed at strengthening their loyalty with a view to value creation is deemed appropriate (the "**Beneficiaries**"). These individuals will be identified by the Board of Directors, consistent with the Group's strategic objectives, as well as the goals of the Plan and the Remuneration Policy, taking into account, inter alia: (i) the role played by the Beneficiary; (ii) the level of responsibility and relevance of the role; (iii) the Beneficiary's loyalty and retention needs.

It should be noted that the Beneficiaries of the Plan may include Executive Directors of the Company and the companies of the Interpump Group and persons identified as Key Management Personnel pursuant to CONSOB Regulation No. 17221/2010 on related party transactions.

The names of such persons and the other information required by Section 1 of Schedule 7 of Annex 3A to the Issuers' Regulation shall be provided during the implementation phase of the Plan in accordance with the procedures set forth in Article 84-*bis*(5)(a), of the Issuers' Regulation, or in any case in accordance with the laws and regulations applicable from time to time.

3. Methods and clauses for the implementation of the Plan, specifying whether its implementation is subject to the fulfilment of conditions and, in particular, to the achievement of certain results

On the proposal of the Remuneration Committee and with the favourable opinion of the Board of Statutory Auditors, on 21 March 2025 the Board of Directors approved the Plan, the purpose of which is to grant (as defined below) a maximum of 2,450,000 options (the “Options”), each of which entitles the Beneficiary - upon achievement of certain performance targets - to, at the Company’s choice, (i) purchase 1 (one) Interpump ordinary treasury share (“Share”) (already in its portfolio or subsequently purchased) for each Option; or (ii) subscribe for 1 (one) newly issued Share for each Option.

The Board of Directors may also provide, as an alternative to the purchase or subscription of Shares, for the payment to individual Beneficiaries of a gross amount equivalent to the product between the number of Options exercised and the difference between the value of the Shares on the exercise date and the Strike Price (Capital Gain) (“Cash Settlement”).

The number of Options to be granted to each Beneficiary shall be determined by the Board of Directors, with the preliminary and advisory support of the Remuneration Committee and, where provided for by Article 2389(3) of the Italian Civil Code, subject to the opinion of the Board of Statutory Auditors. The Options shall be granted free of charge, on a personal and non-transferable basis by inter vivos deed.

The Plan provides for a single approval of the initial grant cycle covering the financial years 2025, 2026 and 2027, broken down as follows: (i) approval of the initial grant of the Options to the Beneficiaries, to be carried out by 30 June 2025; (ii) actual grant of the proposed Options subject to the achievement of performance targets to be verified at the end of the three-year cycle and therefore subsequent to the approval of the Financial Statements as of 31 December 2027.

This is without prejudice to the possibility for the Board of Directors to identify additional Beneficiaries by 30 June 2026, it being understood that, in this case, the number of Options will be determined on a pro-rata temporis basis.

The performance targets and their weights are set out in the following table:

Obiettivo	Peso	Range di <i>performance</i>	Range di <i>payout</i>
Vendite Nette Consolidate	35%	Massimo	110%
		Target	100%
		Minimo	80%
EBITDA Margin Consolidato	35%	Massimo	110%
		Target	100%
		Minimo	80%
Total Shareholders Return	15%	Massimo	110%
		Target	100%
		Minimo	80%
ESG	15%	Target	100%
		Minimo	80%

Options will be granted according to the thresholds reached for each performance target as specified below;

- (i) in the event of results below the minimum threshold, the Options relating to the unachieved target shall not be Assigned and shall be deemed for all purposes to have expired;
- (ii) the achievement of intermediate results between the minimum and target thresholds and between the target and maximum thresholds determines the actual grant of the number of proposed Options calculated on an interpolating basis;

- (iii) for the ESG target, the minimum threshold is deemed to be reached upon attainment of 1 (one) ESG target and the target threshold upon attainment of 2 (two) ESG targets;
- (iv) only for financial targets is there a possibility of exceeding the target threshold. In this case, the incentive will be paid out in proportion to the weight given to the relevant performance target, with a payout level of up to 110%.

To this end, the maximum total number of Options serving the Plan is 2,450,000, of which:

- 2,250,000 Options Assigned upon reaching 100% of the targets (target threshold);
- 200,000 additional options (+10%) Assigned for overperformance of up to 110% for financial targets.

Unlike the previous incentive plan that expired in 2024, the 2025-2027 Plan does not include a discretionary target.

Following the actual grant of the proposed Options, i.e. the positive verification of the attainment of the objectives at the end of the three-year cycle, the Options may be exercised. The period of operation is scheduled from 30 June 2028 to 31 December 2031.

Termination of the relationship

The exercise of the Options is subject to the exercise date: (i) for Directors, to the continuation of their directorship or continued employment as Employees if they were Directors at the time of the approval of the initial grant of the Options, (ii) for Employees, to the continuation of their employment relationship, and (iii) for Collaborators, to the continuation of their independent contractor relationship.

In the event of: (a) retirement or dismissal without just cause of the Employee, (b) revocation without just cause or non-renewal of the Director, (c) loss of the Company's controlled status by the appointing company of the Director/Beneficiary or employer of the Employee/Beneficiary, the Options already assigned but not yet exercised may be exercised by the Beneficiaries in compliance with the obligations, terms and conditions of the Plan and the Regulation.

The Options granted which - on the date on which the event referred to in subparagraphs (a), (b) or (c) above occurs - have not yet been Assigned, may nevertheless be exercised by the Beneficiaries provided that the achievement of the performance objectives is confirmed and for the corresponding number depending on the objectives achieved. It goes without saying that if the achievement of the performance targets is not confirmed, the Options granted will be permanently terminated and can no longer be exercised.

4. Possible support for the Plan from the Special Fund for the encouragement of worker participation in enterprises referred to in Article 4(112) of Law No. 350/2003

The Plan does not receive any support from the Special Fund for the Encouragement of Workers' Participation in Enterprises, referred to in Article 4(112) of Law No. 350/2003.

5. Arrangements and criteria for determining prices for the subscription or purchase of shares

It was intended to peg the Strike Price of the Options to the market value of the Shares, setting a price of 36.5160 euro (equal to the arithmetic average of the official closing prices of the Share determined by Borsa Italiana S.p.A. in the 30 (thirty) stock exchange trading days prior to 20 March 2025) for each Option or, if lower, to the official price of the Share determined by Borsa Italiana on the day prior to the date of the Shareholders' Meeting approving the Plan and, therefore, on 28 April 2025. The Strike Price corresponds (i) to the price each Beneficiary must pay to the Company to exercise an Option and, therefore, purchase or subscribe for a Share, or (ii) in the case of Cash Settlement, to the reference value for the determination of any Capital Gain.

6. Unavailability constraints on the shares or Options, with particular reference to the terms within which the subsequent transfer to the Company itself or to third parties is permitted or prohibited and application of claw-back clauses

The Options are nominative, personal, non-transferable and non-transferable by inter vivos deed until the time of their exercise.

After the exercise, the Beneficiary, who will have purchased or subscribed for the Shares, may freely dispose of them, except for Executive Directors and Key Management Personnel, for whom there is an obligation of unavailability as per the **minimum holding** clause: Beneficiaries who are Executive Directors or Key Management Personnel are obliged to continuously hold, until 30 June 2030, a number of Shares at least equal to 50.1% (or the different measure defined in the Remuneration Policy in force from time to time) of those acquired by them following the exercise of the Options. However, Executive Directors have the power to dispose of the Shares if this is necessary to comply with obligations and/or constraints provided for by the Consolidated Law on Finance, the Issuers' Regulation and/or other provisions applicable from time to time, such as, by way of example, in relation to the public tender offer provided for in Articles 105 ff. of the Consolidated Law on Finance.

The Plan also provides for the application of a claw-back clause applicable in the event of fraudulent behaviour, significant errors in the determination of results or other similar circumstances, in order to guarantee the sustainability and fairness of the incentive.

For any further information, please refer to the Information Document prepared pursuant to Article 84-*bis* of the Issuers' Regulation, which will be published in accordance with the provisions in force.

Accordingly, we submit for your approval the following

motion for resolution

"The Ordinary Shareholders' Meeting:

- *having acknowledged the report of the Board of Directors on the proposal to adopt an incentive plan for Employees, Directors and Collaborators of the Company and its subsidiaries;*
- *having acknowledged the Information Document drafted by the Board of Directors, pursuant to Article 114-bis of Legislative Decree No. 58/1998 and Article 84-bis of Consob Regulation No. 11971/1999;*
- *having evaluated the advisability of promoting the implementation of an incentive plan in favour of Employees, Directors and Collaborators of the Company and the Interpump Group, in order to build loyalty and incentivise the participants in the Plan, making them co-participants in the creation of medium to long term value;*

resolves

- 1) *to approve, pursuant to Article 114-bis of Legislative Decree No. No. 58/1998, the "Interpump Incentive Plan 2025-2027" as described in the Information Document;*
- 2) *to grant the Board of Directors and on its behalf to the Chairman of the Board of Directors and the Chief Executive Officer in office pro tempore, severally and with the right to sub-delegate, any power necessary and/or appropriate to fully implement the Plan, in accordance with the provisions of the Information Document. These powers may be exercised directly or through delegated parties and shall include, in particular and without limitation, (i) approving the Regulation governing the Plan, as well as any updates and revisions thereto, (ii) identifying the Beneficiaries and determining the number of Options to be granted to each of them, (iii) defining the performance targets for the Beneficiaries and verifying their achievement for the purposes of assigning the Options as provided for in the Information Document, (iv) to prepare all the necessary documentation relating to the Plan as well as to perform any act or obligation necessary for the implementation and management of the Plan itself, including any act relating to market disclosure, in order to comply with any applicable laws or regulations, in accordance with the indications set forth in the Information Document;*

- 3) *to grant severally to the Chairman of the Board of Directors and to the Chief Executive Officer pro tempore, with the power to delegate to third parties, any and all powers necessary to implement this resolution in accordance with the applicable provisions of law”.*

With regard to the seventh item on the agenda of the Shareholders’ Meeting - 7. Authorisation, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, to purchase treasury shares and any subsequent disposal of treasury shares in portfolio or purchased, subject to revocation, in whole or in part, for the portion that may not have been executed, of the authorisation granted by Shareholders’ resolution of 26 April 2024; resolutions pertaining thereto and resulting therefrom;

The Board of Directors recalls that the Shareholders’ Meeting of 26 April 2024 resolved:

- *“2) to authorise the Board of Directors, pursuant to and for the purposes of Article 2357 ff. of the Italian Civil Code, through the Directors delegated for this purpose or through an authorised broker, to purchase, in several tranches, treasury shares for a maximum number of shares that, taking into account the ordinary shares held from time to time in the Company’s portfolio and its subsidiaries, does not exceed a total of 10% of the Company’s share capital. The purchase is permitted for the period of eighteen months starting from the date of this resolution and for the purposes indicated in the aforementioned Board of Directors’ Explanatory Report, which is hereby referred to. The purchase may take place at a unit price per share between a minimum of 0.52 euro (zero point five two euro) and a maximum of 85.00 euro (eighty-five euro). Purchases must be made in the manner and in compliance with the limits set forth by the laws and regulations in force from time to time, in particular by Article 132(1) of the Consolidated Law on Finance and Article 144-bis(1)(a)(b) of the Consob Issuers’ Regulation 11971/1999, as amended”; and*
- *“to authorise the Board of Directors, through the Directors delegated for this purpose or through an authorised broker, to sell or transfer, in several tranches, for the period of eighteen months starting from the date of this resolution, the treasury shares held by the Company, already purchased or to be purchased by virtue of the authorisation pursuant to point 2) above. The sale shall take place at a price not less than the nominal value of 0.52 euro (zero point five two euro). The sale may also take place by means of an offer to the public and for the purposes set forth in the aforementioned Board of Directors’ Explanatory Report, which is hereby referred to. The Board of Directors may also establish all additional conditions, methods and terms of the disposal of the treasury shares held.*

As of the date of this Report, the Company holds 2,126,863 treasury shares with a total par value of 1,105,968.76 euro (one million one hundred and five thousand nine hundred sixty-eight point seven six), corresponding to 1.9534% of the subscribed and paid-up share capital, which amounts to 56,617,232.88 euro (fifty-six million six hundred and seventeen thousand two hundred and thirty-two point eight eight) and is represented by 108,879,294 ordinary shares.

These shares were purchased at a total price of 83,271,278.91 euro (eighty-three million two hundred seventy-one thousand two hundred seventy-eight point nine one) corresponding to an average price of approximately 39.0842 euro (thirty-nine point zero eight four two) per share.

The Board of Directors now deems it appropriate, for the reasons that will be explained below, to:

- (i) revoke, for the unexecuted part, the authorisation to purchase treasury shares resolved by the Shareholders’ Meeting on 26 April 2024 and, at the same time
- (ii) to request that the Shareholders’ Meeting issue a new authorisation to proceed, for a period of eighteen months from the relevant authorising resolution of the Shareholders’ Meeting: (i) to purchase treasury shares, up to the maximum number of ordinary shares permitted by the laws in force at the time, as well as (ii) to dispose of treasury shares purchased up to the date of the Shareholders’ Meeting in execution of previous resolutions of the Shareholders’ Meeting and to be purchased in execution of the required authorising resolution of the Shareholders’ Meeting.

In making individual purchases, the Board of Directors shall observe the laws and regulations in force from time to time. With regard to the maximum number of shares that the Company may purchase, please refer to the discussion in sections 3 and 4 below. With regard to expenditure limits, please refer to the discussion in sections 5 and 7 below.

1. Reasons for requesting authorisation to purchase and dispose of treasury shares

As a preliminary reminder, the last authorisation to purchase and sell treasury shares granted by the Shareholders' Meeting will expire on 26 October 2025.

Since it is deemed necessary to allow the Company to purchase and dispose of treasury shares also after the expiry date of 26 October 2025, the Board of Directors requests the Shareholders' Meeting to approve a new authorisation to purchase and dispose of the treasury shares already purchased or to be purchased in execution of the new authorisation resolution requested, subject to revocation of the resolution to purchase and dispose of treasury shares issued by the Shareholders' Meeting on 26 April 2024.

Given that the Company will not engage in speculative trading in treasury shares, the authorisation to purchase and dispose of them is requested in order to allow the Company to purchase and dispose of them in accordance with the law, including by means of a public offering, for the following purposes: (i) stabilising the price of securities in situations of scarce liquidity on the stock market, (ii) providing the Company with equity investments to be used as consideration in extraordinary transactions, including the exchange and sale of equity investments to be carried out through an exchange, contribution or other act of disposition and/or use as well as within the framework of the definition of possible agreements with strategic partners, (iii) servicing purchase vouchers (warrants) or depositing receipts representing shares or similar securities and (iv) servicing existing incentive plans and any future ones adopted by the Company.

2. Maximum number, category and nominal value of the shares to which the authorisation relates

The Company issued a single class of ordinary shares for a total number of 108,879,294 with a nominal value of 0.52 euro (zero point five two euro) each.

The Board of Directors asks the Shareholders' Meeting to authorise the purchase of treasury shares to be carried out in several tranches for a maximum number that, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the Company's share capital and, therefore, is within the limits of the "fifth of the share capital" provided for by Article 2357(3) of the Italian Civil Code.

3. Information useful for the purposes of a full assessment of compliance with the provision of Article 2357(3) of the Italian Civil Code.

The maximum limit within which the Company, by virtue of the authorisation granted by the Shareholders' Meeting, may purchase treasury shares is currently set by Article 2357(3) of the Italian Civil Code, pursuant to which the nominal value of treasury shares "may not exceed one fifth of the share capital, taking into account for this purpose also shares held by subsidiaries". As mentioned above, the authorisation requested at the Shareholders' Meeting of 29 April 2025 concerns a maximum number of shares that, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the Company's share capital and, therefore, is within the limits of Article 2357(3) of the Italian Civil Code.

With respect to the impact of this limit on the authorisation requested, it should be noted that the treasury shares currently held by the Company amount to 2, 126,863 with a total par value of 1,105,968.76 euro (one million one hundred and five thousand nine hundred sixty-eight point seven six), corresponding to 1,9534% of the subscribed and paid-up share capital.

It should also be noted that, as of today, the subsidiaries do not own any shares in the Company.

4. Information useful for the purposes of a full assessment of compliance with the provision of Article 2357(1) of the Italian Civil Code.

With reference to the maximum expenditure limit that must be observed when making purchases, the Board of Directors recalls that Article 2357(1) of the Italian Civil Code allows the purchase of treasury shares within the limits of distributable profits and available reserves resulting from the last duly approved Financial Statements, also taking into consideration the unavailability restrictions that arose subsequently. Only fully paid-up shares may be purchased.

For this purpose, it is deemed appropriate to refer to the Financial Statements for the year ending 31 December 2024, submitted for approval to the Shareholders' Meeting of 29 April 2025. This Report highlights:

- a net profit of 101,341,740.12 euro (one hundred one million three hundred and forty-one thousand seven hundred and forty point one two),
- a share premium reserve of 42,390,099.42 euro (forty-two million three hundred ninety thousand ninety-nine point four two), net of (i) 3,664,306.57 euro (three million six hundred sixty-four thousand three hundred and six point five seven) not available as it relates to a reserve for stock option charges granted to Directors and Employees of other Group companies and (ii) 327,694.80 euro (three hundred twenty-seven thousand six hundred ninety-four point eight zero) for increases in the share premium reserve relating to the exercise of options by beneficiaries of the Company's incentive plans made in the period from 1 January 2025 to the present and with an estimate up to the date of the Shareholders' Meeting;
- an extraordinary reserve of 506,485,022.33 euro (five hundred and six million four hundred eighty-five thousand twenty-two point three three), an amount that takes into account the unavailability of the IFRS adjustment reserve and the unavailability of the remeasurement of the Employee severance indemnity provision;
- a merger surplus of **698,016.45** euro (six hundred ninety-eight thousand sixteen point four five), already net of unavailability for estimated surplus items of 164,925.79 euro (one hundred sixty-four thousand nien hundred twenty-five point seven nine).

For the purposes of determining the amount of distributable profits and available reserves, it is necessary to consider that:

- pursuant to Article 2426(1)(5) of the Italian Civil Code, dividends may only be distributed if there remain sufficient available reserves to cover the unamortised amount of start-up and expansion costs, research, development and advertising costs with long-term utility. In the Financial Statements for the year ended 31 December 2024, these costs amounted to a total of 3,452,029.72 euro (three million four hundred fifty-two thousand twenty-nine point seven two);
- pursuant to Article 2431 of the Italian Civil Code, the share premium reserve cannot be distributed until the legal reserve has reached one-fifth of the share capital; the subscribed and paid-up share capital, as shown in the Financial Statements for the year ended 31 December 2024, amounts to 56,617,232.88 euro (fifty-six million six hundred seventeen thousand two hundred thirty-two point eight eight); the amount of the legal reserve has reached one-fifth of the share capital, and consequently, pursuant to Article 2431 of the Italian Civil Code, the share premium reserve is available.

Taking the above into account, the total amount of effectively distributable profits and effectively available reserves amounted to a total of 644,126,236.77 (six hundred forty-four million one hundred twenty-six thousand two hundred thirty-six point seven seven) euro at the date of this Report.

It is understood that the Board of Directors, in making individual purchases, must ensure that distributable profits and available reserves exist at the time the purchases are made.

It should be noted that purchase and disposal transactions will take place in compliance with the applicable regulatory provisions and will be accounted for in accordance with the applicable accounting principles.

5. Duration for which authorisations are required

Authorisation for the purchase and sale of treasury shares is requested for the maximum duration permitted by Article 2357(2) of the Italian Civil Code, and thus for eighteen months from the date of the Shareholders' Meeting called to resolve on such authorisation.

6. Minimum and maximum fee

The Board of Directors proposes that:

- the minimum purchase price of treasury shares be set at the nominal value of 0.52 euro (zero point five two euro) per share, in accordance with the resolution passed at the Shareholders' Meeting of 26 April 2024 referred to above;
- the maximum purchase price is set at 60.00 (sixty point zero zero) euro per share, in order to allow purchases to be made even in the event of significant increases in the stock market value of the shares and in view of the flexibility required in this type of transaction.

The Board of Directors also proposes that the Shareholders' Meeting set the minimum price per share for the sale of treasury shares held by the Company at 0.52 euro (zero point five two).

7. Methods by which purchases and disposals of treasury shares shall be carried out

With regard to the methods of the treasury share purchase transactions, the Board of Directors proposes that such transactions be carried out by means of market purchases, or by means of a public purchase or exchange offer in accordance with the modalities established by the legal and regulatory provisions in force at the time, in particular in compliance with the provisions of Article 132(1) of the Consolidated Law on Finance, and Article 144-bis(1)(a)(b) of the CONSOB Issuers' Regulation, in compliance also with the application of Regulation (EU) No. 596/2014 ("MAR").

With regard to the methods of the possible disposal of the treasury shares thus acquired, in consideration of the purposes illustrated in point 2 above, it is proposed that the Shareholders' Meeting authorise the Company's Board of Directors to dispose of the treasury shares also through a public offering, sale of shares to Employees, Directors or Collaborators of the Company and/or Group companies in execution of the incentive plans previously approved at the Shareholders' Meeting, service of purchase vouchers (warrants) or depositary receipts representing shares or similar securities, consideration in extraordinary transactions also of exchange and sale of shareholdings to be realised through exchange, contribution or other act of disposition and/or use, as well as within the scope of the definition of any agreements with strategic partners.

Lastly, it is proposed that the Board of Directors may resolve on the appointment of Directors with delegated powers to purchase and sell treasury shares or on the assignment of an external mandate to an authorised broker to proceed with the aforementioned transactions. The Board of Directors may also establish all additional conditions, methods and terms of the disposal of the treasury shares held.

8. Instrumentality of the transaction to the reduction of the share capital

The purchase of treasury shares that is sought to be authorised responds to the corporate purposes outlined in point 1 above and is not for the purpose of reducing the share capital.

9. Exempting effectiveness of the takeover bid obligation from the approval of the resolution authorising the purchase of treasury shares

As a general rule, pursuant to Article 44-bis(1) of the Issuers' Regulation, treasury shares held by the Company, even indirectly, are excluded from the share capital on which the relevant shareholding is calculated for the purposes of the obligation to promote a total takeover bid pursuant to Article 106(1)(1-bis)(1-ter)(3)(b) of the Consolidated Law on Finance.

It should also be noted that, pursuant to Article 44-*bis*(2) of the Issuers' Regulation, the aforementioned provision does not apply in the event that the thresholds indicated in Article 106 of the Consolidated Law on Finance are exceeded as a result of purchases of treasury shares, even indirectly, by the Company in execution of a resolution that has also been approved by the majority vote of the Issuer's Shareholders present at the Shareholders' Meeting, other than the Shareholder or Shareholders who hold, even jointly, the majority shareholding, even relative, provided that it exceeds 10% (i.e. Gruppo IPG Holding S.p.A.).

Consequently, pursuant to Article 44-*bis*(2) of the Issuers' Regulation, if the proposed resolution authorising the purchase of treasury shares covered in this section of the Report is approved by the Shareholders' Meeting also with the favourable vote of the majority of the Shareholders of the Company present at the Shareholders' Meeting other than the Shareholder holding more than 10% of the share capital (i.e. IPG Holding S.p.A. Group), the treasury shares acquired by the Company pursuant to said authorising resolution will not be excluded from the share capital (and therefore will be counted in the same) for the purposes of calculating the exceeding of the shareholding thresholds relevant for the purposes of Article 106(1)(1-*bis*)(1-*ter*)(3)(b), of the Consolidated Law on Finance, with consequent exemption effectiveness from the obligation of a total tender offer provided for therein.

It should also be noted, for the sake of completeness, that pursuant to Article 44-*bis*(4) the Issuers' Regulation, treasury shares acquired as a result of transactions carried out are not excluded from the share capital on which the relevant shareholding is calculated for the purposes of Article 106 of the Consolidated Law on Finance: (i) in accordance with the procedures indicated in CONSOB Resolution No. 16839/2009, for the storage and disposal of securities for use as consideration in extraordinary transactions, including those involving the exchange of equity investments, already resolved upon; and (ii) for the fulfilment of obligations arising from compensation plans approved by the Shareholders' Meeting pursuant to Article 114-*bis* of the Consolidated Law on Finance.

Accordingly, we submit for your approval the following

motion for resolution

“The Ordinary Shareholders' Meeting of Interpump Group S.p.A:

- *having regard to the resolution of the Ordinary Shareholders' Meeting of 26 April 2024;*
- *having examined the Explanatory Report of the Company's Board of Directors' ;*
- *having noted the number of treasury shares held by the Company as at the date of the aforementioned Explanatory Report;*
- *having regard to the Financial Statements for the year ended 31 December 2024 approved by today's Shareholders' Meeting;*
- *having noted the available reserves resulting from the Financial Statements as of 31 December 2024;*
- *having acknowledged that, where the resolution set forth below is also approved with the favourable vote of the majority of the Shareholders of Interpump Group S.p.A. present at the Shareholders' Meeting other than the Shareholder or Shareholders holding, also jointly, the majority shareholding, also relative, provided that it exceeds 10%, the exemption set forth in Article 106(1)(3) of Legislative Decree No. 58/1998 and Article 44-*bis* (2) of Consob Regulation No. 11971/1999*

resolves

- 1) *to revoke, as of the date of this Shareholders' Meeting resolution, the resolution concerning the authorisation to purchase and dispose of treasury shares adopted by the Shareholders' Meeting on 26 April 2024;*
- 2) *to authorise the Board of Directors pursuant to and for the purposes of Article 2357 ff. of the Italian Civil Code, through the Directors delegated for this purpose or through an authorised broker, to purchase, in several tranches, treasury shares for a maximum number of shares that, taking into account the ordinary shares held from time to time in the portfolio by the Company and its subsidiaries, does not exceed a total of 10% of the Company's share capital. The purchase is permitted for the period of*

eighteen months starting from the date of this resolution and for the purposes indicated in the aforementioned Board of Directors' Explanatory Report, which is hereby referred to. The purchase may take place at a unit price per share between a minimum of 0.52 euro (zero point five two) and a maximum of 60.00 euro (sixty). Purchases must be made in the manner and in compliance with the limits set forth by the laws and regulations in force, and in particular by Article 144-bis of CONSOB Issuers' Regulation 11971/1999;

- 3) to authorise the Board of Directors, through the Directors delegated for this purpose or through an authorised broker, to sell or transfer, in several tranches, for the period of eighteen months starting from the date of this resolution, the treasury shares held by the Company, already purchased or to be purchased by virtue of the authorisation pursuant to point 2) above. The sale shall take place at a price not less than the nominal value of 0.52 euro (zero point five two euro). The sale may also take place by means of an offer to the public and for the purposes set forth in the aforementioned Board of Directors' Explanatory Report, which is hereby referred to. The Board of Directors may also establish all additional conditions, methods and terms of the disposal of the treasury shares held;*
- 4) pursuant to Article 2357-ter(3) of the Italian Civil Code, to make all accounting entries necessary or appropriate in connection with transactions on treasury shares, in compliance with applicable legal provisions and accounting principles;*
- 5) to grant severally to the Chairman of the Board of Directors and to the Chief Executive Officer, with the power to delegate to third parties, the broadest powers necessary or appropriate to carry out the purchases of treasury shares, as well as to carry out the sale, disposal and/or utilisation of all or part of the treasury shares purchased and in any case to implement the above resolutions, also through proxies, complying with any and all requests pursuant to law and the competent authorities”.*

*** **

This Explanatory Report is available at www.interpumpgroup.it (section “Governance” - “Shareholders' Meeting”), at the Company's registered office, as well as at the authorised storage mechanism “eMarketSTORAGE” available at www.emarketstorage.com.

Persons entitled to attend the Shareholders' Meeting are permitted to obtain a copy.

For any further information, the Company secretariat of Interpump Group S.p.A. is available on weekdays from Monday to Friday from 9 a.m. to 12 noon and from 3 p.m. to 5 p.m. at the following numbers: tel. +39 0522 9043 11; fax +39 0522 90 44 44 and at the e-mail address: fgest@interpumpgroup.it

For the Board of Directors
The Chairman
Fulvio Montipò