

**INFORMATION DOCUMENT ON THE  
INCENTIVES RESERVED FOR CERTAIN EMPLOYEES,  
DIRECTORS AND/OR COLLABORATORS OF THE INTERPUMP GROUP  
FOR THE APPROVAL OF THE INITIAL GRANT OF A MAXIMUM OF 2,450,000 OPTIONS  
NAMED  
“INTERPUMP INCENTIVE PLAN 2025-2027”**

Document drafted pursuant to Article 84-*bis* of the regulation implementing Legislative Decree  
No. 58/1998 concerning the regulation of issuers adopted by CONSOB with  
Resolution No. 11971/1999, as amended  
and Schedule 7 of Annex 3A thereof

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## INTRODUCTION

This information document (the “**Information Document**”), prepared pursuant to Article 84-*bis* and Schedule 7 of Annex 3A of the regulation adopted by CONSOB with Resolution No. 11971/1999 as amended (the “**Issuers’ Regulation**”), concerns the incentive plan reserved for certain Employees, Directors and/or Collaborators of the Interpump Group called “Interpump Incentive Plan 2025-2027” (the “**Plan**”) and was approved by the Board of Directors of Interpump Group S.p.A. (the “**Company**” or “**Interpump**”) on 21 March 2025, subject to the favourable opinion of the meeting of the Remuneration Committee held on 14 March 2025. The Plan concerns the approval of the initial grant of Options (as defined below) entitling the holder to the grant of 1 (one) Share (as defined below) per Option if certain performance targets are achieved. In particular, the Plan concerns Treasury Shares of the Company up to a maximum of 2,450,000 (two million for hundred fifty thousand) Shares that may also be purchased by the Company pursuant to Article 2357 of the Italian Civil Code.

In continuity with the incentive plans previously approved by the Ordinary Shareholders’ Meeting of the Company, the Plan is aimed at pursuing the objective of aligning the interests of the Beneficiaries (as defined below) with those of the stakeholders, with a view to creating value in the medium to long term and pursuing sustainable development, consistent 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 convened for 29 April 2025 (the “**Remuneration Policy**”). The Remuneration Policy is available to the public on the Company’s website [www.interpumpgroup.it](http://www.interpumpgroup.it), Section “Governance/Shareholders’ Meeting” and on the authorised storage mechanism “eMarket Storage”.

Pursuant to Article 114-*bis* of Legislative Decree No. 58/1998, as amended (the “**Consolidated Law on Finance**”), the Plan will be submitted for approval to the Ordinary Shareholders’ Meeting of the Company convened for 29 April 2025. In this regard, it should be noted that (i) this Information Document, drafted pursuant to Article 84-*bis* (Schedule 3 A, No. 7) of the Issuers’ Regulation, has been prepared in order to provide its Shareholders and the market with information on the proposal for adoption of the Plan that will be submitted to the Ordinary Shareholders’ Meeting, and (ii) any reference to the Plan contained in this Information Document shall be deemed to refer to the Plan proposed for approval by the Shareholders’ Meeting.

It should be noted that the Plan is to be considered of “particular relevance” pursuant to Article 114-*bis*(3) of the Consolidated Law on Finance and Article 84-*bis*(2) of the Issuers’ Regulation, as it is addressed, inter alia, to Executive Directors of the Company and the Group.

This Information Document is made available to the public on the Company’s website [www.interpumpgroup.it](http://www.interpumpgroup.it), Section “Governance/Shareholders’ Meeting” and on the authorised storage mechanism “eMarket Storage”.

## DEFINITIONS

“**Directors**”: the Directors of Group companies in office, or appointed, on the Date of approval of the initial grant of the Options.

“**Shareholders’ Meeting**”: the General Meeting of the Company convened for 29 April 2025 in a single call.

“**Shares**”: ordinary Interpump shares, with a nominal value 0.52 euro each, listed on the EURONEXT STAR Milan index FTSE All-Share Capped, FTSE Italia All-Share, FTSE Italy STAR, FTSE MIB ISIN code IT0001078911.

“**Beneficiaries**”: the Employees, Directors and/or Collaborators of the Group identified - at the unchallengeable and discretionary discretion of the Board of Directors - among the persons who hold or perform relevant roles or functions in or for the Group and for whom an action is justified to strengthen their loyalty with a view to value creation.

“**Capital Gain**”: the gross amount obtained by multiplying the number of exercised options by the difference between: (i) the market value of a Share at the time of exercise, and (ii) the Strike Price.

“**Approval of the initial grant of the Options cycle**”: the approval of the initial grant of the Options cycle of the Options that goes from (i) the approval of the initial grant of the Options to the Beneficiaries of the Options (ii) to the possible actual grant of the proposed Options to them following the approval by the Board of Directors of the Consolidated Financial Statements for the financial year 2027.

“**Collaborators**”: the Collaborators of the companies of the Group who, on the Date of approval of the initial grant of the Options, have a relationship with said companies.

“**Board of Statutory Auditors**”: the pro tempore Board of Statutory Auditors of the Company.

“**Remuneration Committee**”: the pro tempore Remuneration Committee of the Company.

“**Board of Directors**”: the pro-tempore Board of Directors of the Company which shall carry out any assessment relating to the Plan, adopt the Regulations and implement the provisions thereof, possibly also through one or more of its members specifically delegated for this purpose and with the abstention of any interested parties.

“**Date of approval of the initial grant of the Options**”: the date on which the Company notifies the Beneficiary of the total number of Options that may be granted to him/her over the three-year period 2025-2027 subject to the achievement of performance targets.

“**Date of the actual grant of the proposed Options**”: the date on which the Board of Directors or the entity appointed by it verifies the achievement of the performance targets, with recognition, therefore, in the event of a positive outcome, of the Options to the Beneficiary.

“**Exercise Date**” or also “**Exercise**”: the date of receipt by the Company of the exercise notice sent by the Beneficiary.

“**Employees**”: the Employees of the Group companies holding, on the Date of approval of the initial grant of the Options, a permanent employment relationship with the aforementioned companies.

“**Key Management Personnel**”: Executives who, pursuant to CONSOB Regulation No. 17221/2010 on related party transactions, as amended, have the power and responsibility, directly or indirectly, for planning, directing and controlling the activities of the Company and/or the Group.

“**Information Document**”: the present Information Document prepared pursuant to Article 84-*bis*(1) of the Issuers’ Regulation, as amended.

“**EXM**”: the Euronext Milan Market organised and managed by Borsa Italiana S.p.A.

“**Group**”: collectively Interpump and its subsidiaries within the meaning of Article 93 of the Consolidated Law on Finance.

“**Minimum Holding**”: the minimum percentage of Shares to be held by the Beneficiary and the relevant time period following the Exercise of the Options pursuant to section 4.6 below.

“**Options**”: all the maximum 2,450,000 (two million four hundred fifty thousand) Options covered by the Plan.

**“Exercise Period”**: the period between 30 June 2028 (or the different date established by the Board of Directors) and 31 December 2031 (or the different and subsequent date established by the Board of Directors), during which the Options, following the actual grant thereof, may be Exercised, also in stages, by the Beneficiaries, with the power of the Board of Directors to establish specific non-exercise periods in the Regulation (see Section 4.2).

**“Vesting Period”**: the period of the Options elapsing from the approval of the initial grant of the Options to the time when they may be Exercised, as set forth in section 4.2 below

**“Plan”**: the stock option plan targeted at certain Employees, Directors and/or Collaborators of the Group regulated by the Rules and referred to as the “Interpump Incentive Plan 2025-2027”, the contents of which are the subject matter of this Information Document.

**“Remuneration Policy”**: the policy set forth in Section I of the Report on Remuneration Policy and compensation paid for the three-year period 2025-2027 approved by the Board of Directors on 21 March 2025 and which will be subject to approval by binding vote of the Ordinary Shareholders’ Meeting convened for 29 April 2025.

**“Strike Price”**: the 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 to be paid by each Beneficiary to Interpump in order to exercise an Option and, therefore, to purchase or subscribe to a Share, or (ii) in the case of Cash Settlement, to the reference value for the determination of any Capital Gain.

**“Regulation”**: the Regulation - including the application form and the notice of exercise of the Options - which shall be adopted by the Board of Directors and be aimed at defining the criteria, methods and terms of implementation of the Plan.

**“Issuers’ Regulation”**: the implementing regulation of the Consolidated Law on Finance concerning the regulation of issuers adopted by CONSOB with Resolution No. 11971/1999, as amended.

**“Schedule”**: Schedule 7 of Annex 3A of the Issuers’ Regulation.

**“Company”** or **“Interpump”**: Interpump Group S.p.A., with registered office in Via E. Fermi 25, Sant’Ilario d’Enza (RE) - Italy, enrolled in the Reggio Emilia register of companies at no. 11666900151.

**Consolidated Law on Finance**: Legislative Decree No. 58/1998, as amended.

**“Market Value”**: from time to time, the market value of each Share corresponding to the simple arithmetic average of the official price of the Shares determined by Borsa Italiana S.p.A. pursuant to the Stock Exchange Regulations, on the days of actual listing of the stock between the 1<sup>st</sup> and 30<sup>th</sup> (both inclusive) day preceding the exercise date of each Option.

## 1. RECIPIENTS

### 1.1 Names of the Beneficiaries who are members of the Board of Directors of the Company, of the Parent Companies, and of the companies directly or indirectly controlled by it

In addition to the parties referred to in section 1.2 below, the Plan is targeted at the Executive Directors of Interpump and the Executive Directors of the Group companies, identified in line with the Group’s strategic objectives as well as with the aims of the Plan and the Remuneration Policy.

The identification of these individuals and, in general, of the Beneficiaries, shall be made by the Board of Directors, subject to the approval of the Plan by the Shareholders’ Meeting, from among the individuals who hold and/or perform significant roles or functions in, or for, the Group and for whom an action that strengthens their loyalty with a view to value creation is justified.

Therefore, the indication of the names of the Directors as Beneficiaries of the Plan, as well as the other information required by Section 1 of Schedule 7 of Annex 3A of the Issuers' Regulation, shall be provided in accordance with the terms and conditions set forth in Article 84-*bis*(5)(a) of the Issuers' Regulation.

It should be noted that the Beneficiaries will be identified among the Directors of Group companies in office on the Date of approval of the initial grant of the Options.

## **1.2 Categories of Beneficiaries employees or Collaborators of the Company and Parent or subsidiary companies**

In addition to the persons referred to in section 1.1 above, the Plan is targeted at the Group's Employees and Collaborators, identified in accordance with the Group's strategic objectives as well as the objectives of the Plan and the Remuneration Policy.

As indicated in section 1.1., the Beneficiaries shall be identified by the Board of Directors, subject to the approval of the Plan by the Shareholders' Meeting, from among the parties who hold and/or perform relevant roles or functions in, or for, the Group and for whom an action that strengthens their loyalty with a view to value creation is justified.

In particular, the Beneficiaries will be identified: (i) among the Employees of Group companies holding, on the Date of approval of the initial grant of the Options, a permanent employment relationship with the aforesaid companies, and (ii) among the Employees of Group companies holding, on the Date of approval of the initial grant of the Options, a self-employment relationship with the aforesaid companies.

If, among the Beneficiaries, there are persons for whom, pursuant to the applicable regulations, identification by name is required, the Company shall provide the market with the relevant information on the occasion of the notifications provided for by Article 84-*bis*(5) of the Issuers' Regulation.

## **1.3 Indication of the names of the Beneficiaries belonging to the groups indicated in Section 1.3(a)(b)(c) of Annex 3A, Schedule 7 of the Issuers' Regulation**

In consideration of what is set forth in sections 1.1 and 1.2 above, the Beneficiaries may also include parties belonging to the groups indicated under Section 1.3(a)(b)(c) of Annex 3A, Schedule 7 of the Issuers' Regulation.

With regard to the procedures for identifying the Beneficiaries of the Plan, please refer to section 1.1 above.

If, among the Beneficiaries, there are parties for whom, pursuant to the applicable regulations, identification by name is required, the Company shall provide the market with the relevant information on the occasion of the notifications provided for by Article 84-*bis*(5) of the Issuers' Regulation.

As at the date of this Information Document, the following should be noted.

### *a) General managers of the issuer of financial instruments*

As specified in section 1.1 above, the Beneficiaries will be identified, under the terms set forth above, by the Board of Directors subject to the approval of the Plan by the Shareholders' Meeting. That said, it should be noted that, as at the date of this Information Document, Interpump has not appointed any General Managers.

### *b) Other Key Management Personnel of the issuer of financial instruments that is not "smaller", within the meaning of Article 3(1)(f) of Regulation No. 17221/2010, in the event that they have received, during the financial year, total compensation (obtained by adding monetary compensation and compensation based on financial instruments) greater than the highest total compensation attributed to the members of the Board of Directors, or of the management board, and to the General Managers of the issuer of financial instruments*

It should be noted that there are no Key Management Personnel who, during the financial year, received a higher total remuneration than the highest remuneration attributed to the members of the Board of Directors.

*c) Natural persons controlling the share issuer, who are Employees or Collaborators of the share issuer*

As specified in section 1.1 above, the Beneficiaries will be identified, under the terms set forth above, by the Board of Directors following the approval of the Plan by the Shareholders' Meeting. It should be noted that as at the date of publication of this Information Document, there are no natural persons controlling the Company who are Employees or who perform collaborative activities for the Company.

#### **1.4 Description and numerical indication of the Beneficiaries, separated for the categories indicated under Section 1.4(a)(b)(c) of Annex 3A, Schedule 7 of the Issuers' Regulation**

The Regulation does not identify specific categories of Employees or Collaborators to whom the Plan is addressed. The Plan does not provide for differentiated features depending on the position of the Beneficiaries, nor does it provide for differentiated Strike Prices of the Options in relation to the role held by them.

As already indicated, if, among the Beneficiaries, there are parties for whom, pursuant to the applicable regulations, identification by name is required, the Company shall provide the market with the relevant information on the occasion of the notifications provided for by Article 84-*bis*(5) of the Issuers' Regulation.

As at the date of this Information Document, the following should be noted.

- *Key Management Personnel other than those indicated in sub-section (b) of section 1.3*

Beneficiaries of the Plan may also include persons identified as Key Management Personnel. Currently, the Company has identified 5 Managers with Strategic Responsibilities. The Beneficiaries will be identified by the Board of Directors subject to the approval of the Plan by the Shareholders' Meeting. Please refer to the information that will be provided pursuant to Article 84-*bis*(5)(a) of the Issuers' Regulation.

- *In the case of "smaller" companies, pursuant to Article 3(1)(f) of Regulation No. 17221/2010, the aggregate indication of all the Key Management Personnel of the issuer's financial instruments*

This point is not applicable.

- *Other possible categories of Employees or Collaborators for whom differentiated features of the Plan have been provided for*

This point is not applicable because, as already specified, there are no categories of Employees or Collaborators for which different characteristics of the Plan are contemplated.

## **2. REASONS FOR ADOPTING THE PLAN**

### **2.1 Objectives to be achieved with the Plan**

In continuity with the incentive plans previously approved by the Company's Ordinary Shareholders' Meeting, the Plan 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.

The Plan is also considered an efficient tool to retain those individuals considered most relevant for the growth of the Group's companies.

In particular, through the Plan, the Company sets itself the following objectives:

- (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, to draw talented managerial and professional resources in national and international markets, in order to further develop and strengthen the Group's core and distinctive competencies;
- (v) promote the spirit of belonging of Employees, Directors and Collaborators in the Group.

The Plan proposed to the Shareholders' Meeting covers a time horizon of three years, including the financial years 2025, 2026 and 2027. This period is considered appropriate for the achievement of the objectives pursued by the Plan and coincides with the three-year term 2025-2027 of the Remuneration Policy, which will be subject to approval by the Shareholders' Meeting convened for 29 April 2025. Moreover, with a view to increasing retention and loyalty, the Plan extends its duration by providing for an Exercise Period between 30 June 2028 (or the different date established by the Board of Directors) and 31 December 2031 (or the different and later date established by the Board of Directors).

## **2.2 Key variables, also in the form of performance indicators, considered for the granting of share-based plans**

The actual grant of the proposed Options and the subsequent Exercise thereof are subject to the achievement of performance targets.

These performance targets will be defined by the Board of Directors, after consulting the Remuneration Committee, for the entire approval of the initial grant cycle and will be verified at the end of said cycle.

For the performance objectives and their weight, please refer to section 4.5 below.

## **2.3 Elements underlying the determination of the amount of the instrument-based remuneration, i.e. the criteria for its determination**

The identification of the Beneficiaries and the determination of the number of Options to be granted to each of them will be established by the Board of Directors, upon the proposal of the Remuneration Committee, subject to the approval of the Plan by the Ordinary Shareholders' Meeting convened for 29 April 2025.

In particular, the number of Options for each Beneficiary will be defined taking into account the strategic importance of the individual within the Company and/or the Group, and his or her ability to create value consistent with the Remuneration Policy. In particular, the following elements will be taken into account:

- (i) the role played by the Beneficiary;
- (ii) the level of responsibility and criticality of his/her role;
- (iii) the Beneficiary's need for loyalty and retention.

The amount of the Options Granted will be communicated to each Beneficiary on the Date of approval of the initial grant, as indicated in section 4.2 below.

The price to be paid by each Beneficiary to Exercise an Option and, consequently, to purchase (or subscribe for) 1 (one) Share, shall be equal to the Strike Price.

Please note that 1 (one) Option gives the Beneficiary the right to purchase 1 (one) Share in the Company's portfolio or, at the Company's discretion, to subscribe for 1 (one) newly issued Share, subject to the achievement of specific performance targets identified by the Board of Directors.

In order to ensure that the Plan is as flexible as possible and to allow the Company to efficiently respond to the conditions existing at the time of the possible Exercise of the Options, the Board of Directors will have the discretionary power to satisfy the requests for Exercise by liquidating the Capital Gain, if any, to the individual Beneficiaries.

**2.4 Reasons for any decision to award compensation plans based on financial instruments not issued by the issuer, such as financial instruments issued by subsidiaries, Parent Companies or companies outside the group to which the issuer belongs; in the event that the aforementioned instruments are not traded on regulated markets, information on the criteria used to determine the value attributable to them**

This point is not applicable, as the Plan is based exclusively on financial instruments issued by the Company.

**2.5 Consideration of significant tax and accounting implications that affected the definition of the Plan**

There were no significant tax or accounting implications that affected the definition of the Plan.

**2.6 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.

**3. APPROVAL PROCESS AND TIMING FOR THE APPROVAL OF THE INITIAL GRANT AND ACTUAL GRANT OF THE INSTRUMENTS**

**3.1 Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors of the Company for the purpose of implementing the Plan**

In its meeting of 21 March 2025, the Board of Directors resolved, upon the proposal of the Remuneration Committee that met on 14 March 2025, to submit the Plan to the approval of the Ordinary Shareholders' Meeting convened for 29 April 2025.

In addition to approving the Plan, the Shareholders' Meeting will also be called upon to resolve to grant the Board of Directors all powers necessary and/or appropriate to fully implement the Plan, in accordance with the provisions of this Information Document.

These powers may be exercised directly or through delegated parties and will include, in particular, the power to:

- approve the Regulation of the Plan, as well as any updates and revisions thereto;
- identify the Beneficiaries and determine the number of Options to be granted to each of them;
- define the performance objectives for the Company's Executive Directors and other Beneficiaries in compliance with the provisions of section 4.5 below and consistent with the provisions of this Information Document and the Remuneration Policy;
- prepare all the necessary documentation relating to the Plan and perform any act or fulfilment necessary for the implementation and management thereof.

In making the relevant decisions, the Board of Directors shall act with the preliminary and advisory support of the Remuneration Committee, and - in the cases governed by Article 2389(3) of the Italian Civil Code - after hearing the opinion of the Board of Statutory Auditors.

Information on the criteria that will be adopted by the Board of Directors for the purposes of the decisions with which the Plan will be implemented and the content of such decisions will be disclosed in accordance with the procedures set forth in Article 84-*bis*(5)(a), of the Issuers' Regulation, or in any case pursuant to the laws and regulations in force from time to time.

### **3.2 Indication of the parties entrusted with the administration of the Plan and their function and remit**

As indicated in section 3.1 above, the administration of the Plan shall be the responsibility of the Company's Board of Directors, which, in making the relative decisions, shall act with the preliminary and advisory support of the Remuneration Committee, and - in the cases regulated by Article 2389(3) of the Italian Civil Code - after hearing the opinion of the Board of Statutory Auditors.

Within the limits provided for under the laws and regulations in force at the time, the Board of Directors may grant specific powers to third parties to perform one or more of the activities relating to the administration of the Plan.

### **3.3 Existing procedures for the revision of the Plan also in relation to possible changes in the basic objectives**

Without prejudice to the competence of the Shareholders' Meeting in the cases established by law, the Board of Directors is empowered to make the necessary or appropriate amendments and additions to the Regulation in order to keep the essential contents of the Plan and the benefits for its recipients as unchanged as possible in the following cases:

- (i) payment of extraordinary dividends;
- (ii) purchase of treasury shares;
- (iii) extraordinary transactions on Interpump's capital not related to the Plan in question, nor to other plans of a similar type;
- (iv) regulatory changes (including self-regulation);
- (v) events likely to affect the rights of the Beneficiaries or the possibility of exercising the Options (such as, by way of example but not limited to, the regrouping or splitting of the Shares, mergers, demergers, delisting of the Shares, promotion of public purchase or exchange offers concerning the Shares).

Any rounding off that may be necessary due to the existence of fractions shall be carried out underneath and thus the Beneficiary, irrespective of the size of the fraction, shall be entitled, subject to all other conditions being met, to one less Share.

### **3.4 Description of the methods for determining the availability and actual grant of the proposed financial instruments on which the plans are based**

As indicated in section 4.1 below, the purpose of the Plan is to allocate Options, each of which entitles the Beneficiary, upon achievement of the relevant performance targets, to (i) purchase 1 (one) Share of the Company (already in the Company's portfolio or subsequently purchased) for each Option, or (ii) at the Company's choice, subscribe for 1 (one) newly issued Share for each Option.

It is, however, at the discretion of the Board of Directors to satisfy the request to Exercise formulated by individual Beneficiaries by means of the payment to the relevant Beneficiary of an amount equal to the Capital Gain, if any, calculated on the Exercise Date of the Options.

### **3.5 Role played by each Director in determining the characteristics of the Plan; possible conflicts of interest of the Directors concerned**

The Plan was prepared at the proposal of the Remuneration Committee, composed of non-executive Directors, and was approved by the Board of Directors at its meeting of 21 March 2025, with the favourable opinion of the Board of Statutory Auditors, in accordance with Articles 2389 and 2391 of the Italian Civil Code.

One of the tasks of the Remuneration Committee is to make proposals to the Board of Directors on the incentive system deemed most appropriate, to submit recommendations to the Board on the use of such systems and to monitor their development and application over time.

With reference to potential conflicts of interest, it should be noted that the Chairman of the Board of Directors, Fulvio Montipò, and the Chief Executive Officer, Fabio Marasi, abstained from the discussion and the vote on the approval of the Plan set forth in this Information Document, in consideration of their potential inclusion among the Beneficiaries.

### **3.6 Date of the decision taken by the body competent to approve the Plan and any proposal made by the Remuneration Committee**

In its meeting of 21 March 2025, and following the proposal of the Remuneration Committee which met on 14 March 2025 and with the favourable opinion of the Board of Statutory Auditors, the Board of Directors of Interpump approved the Plan referred to in this Information Document and resolved to submit it to the approval of the Ordinary Shareholders' Meeting of the Company convened for 29 April 2025.

### **3.7 Date of the decision taken by the competent body on the actual grant of the proposed Options and any proposal made by the Remuneration Committee**

The Plan will be submitted for approval to the Ordinary Shareholders' Meeting convened for 29 April 2025.

The resolution submitted to the Shareholders' Meeting for approval provides that the decisions on the number of Options to be granted to the Beneficiaries and the subsequent actual grant thereof (the latter following the verification of the achievement of performance targets) shall be made by the Board of Directors. In making such decisions, the Board of Directors shall act with the prior investigative and advisory support of the Remuneration Committee and - in the cases regulated by Article 2389(3) of the Italian Civil Code - after hearing the opinion of the Board of Statutory Auditors.

### **3.8 Market price of the Shares on the date of the Board of Directors' decision to propose the Plan to the Shareholders' Meeting**

At the end of the stock exchange session of 20 March 2025, the day before the date on which the Company's Board of Directors - at the proposal of the Remuneration Committee - resolved to propose the adoption of the Plan to the Shareholders' Meeting, the Company's Shares had an official market price of 36.5160 euro

### **3.9 In the case of plans based on financial instruments traded on regulated markets, the terms and the manner the issuer takes into account when determining the timing of the actual grant of the proposed instruments in implementation of the plans and the possible time coincidence between:**

- (i) such actual grant of the proposed options or any decisions taken in this regard by the remuneration committee, and*
- (ii) the disclosure of any relevant information within the meaning of Article 17 of Regulation (EU) No. 596/2014; for example, where such information is:*
  - a. not already public and capable of positively influencing market prices, or*

*b. already published and capable of negatively influencing market prices.*

Decisions concerning the approval of the initial grant of Options will be made by the Board of Directors with the prior investigative and advisory support of the Remuneration Committee. Similarly, the actual grant of the proposed Options, following the verification of the achievement of performance targets, will be determined by the Board of Directors, again with the prior investigative and advisory support of the Remuneration Committee. The Options thus Allocated will not be immediately Exercisable, since there will be a Vesting Period (see section 4.2 below).

Consequently, any disclosure of inside information at the time of the approval of the initial grant and/or actual grant of the proposed Options would have no appreciable effect on the Plan nor on the behaviour of the Beneficiaries who, at that time, cannot carry out any transactions on the Shares, the Exercise of the Options being deferred to a later time.

The implementation of the Plan, including the Exercise of the Options, shall, in any case, be carried out in full compliance with the information obligations incumbent on the Company, so as to ensure transparency and equality of information to the market, as well as in compliance with the procedures adopted by the Company.

The Beneficiaries are required to comply with the provisions on the abuse of privileged information set forth in the applicable laws and regulations, as well as in the Company's internal procedures, in particular with regard to transactions involving the disposal of the Shares that will be subject to the Exercise of Options under this Plan.

## **4. CHARACTERISTICS OF THE OPTIONS**

### **4.1 Description of the forms in which the Plan is structured**

The purpose of the Plan is to grant Options in accordance with the procedure for the implementation and execution of the Plan set out in section 4.2 below.

Each Option gives the Beneficiary the right, at the option of the Company, either to (i) purchase 1 (one) Share of the Company (already in the Company's portfolio or subsequently purchased) for each Option, or (ii) to subscribe for 1 (one) newly issued Share for each Option. It is, however, at the discretion of the Board of Directors to satisfy the request to Exercise to be made by individual Beneficiaries by paying to the relevant Beneficiary an amount equal to the Capital Gain, if any, calculated on the Exercise Date of each Option.

The Options shall be granted to the Beneficiaries free of charge, on a personal basis, and may not be transferred by deed between living persons for any reason whatsoever.

After receiving the non-binding opinion of the Remuneration Committee, and after hearing - in the cases governed by Article 2389(3) of the Italian Civil Code - the Board of Statutory Auditors, the Board of Directors shall determine the number of Options for each Beneficiary.

### **4.2 Period of actual implementation of the Plan with reference also to any different cycles envisaged**

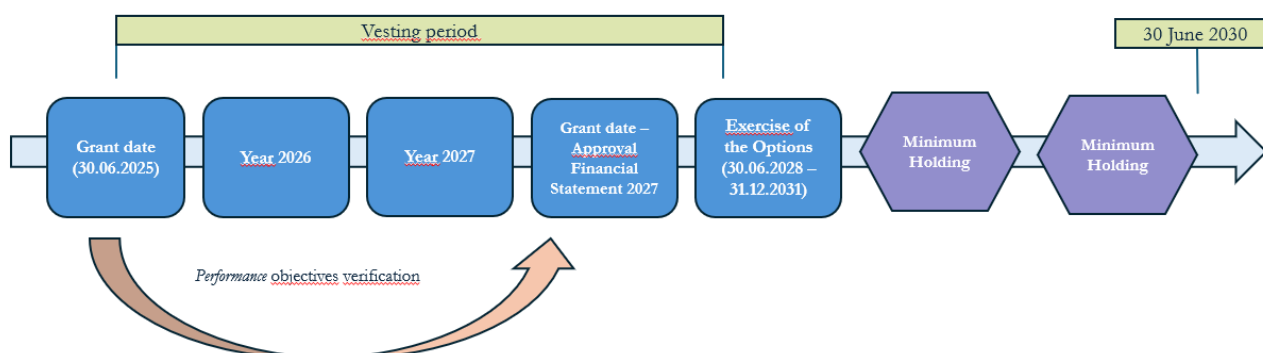
The Plan consists of a single approval of the initial grant cycle covering the financial years 2025, 2026 and 2027.

The identification of the Beneficiaries and the determination of the number of Options to be granted to each of them will be established, subject to the approval of the Plan by the Shareholders' Meeting and by 30 June 2025, by the Board of Directors, with the abstention of any Directors included among the Beneficiaries, after receiving the opinion of the Remuneration Committee. This is without prejudice to the possibility for the

Board of Directors to identify additional Beneficiaries by 30 June 2026 (or other date set by the Board of Directors), it being understood that, in this case, the number of Options will be determined on a pro-rata temporis basis.

The actual grant of the proposed Options will be determined by the Board of Directors, subject to the opinion of the Remuneration Committee, on the basis of the achievement of performance targets at the end of the approval of the initial grant cycle and thus following the approval of the Financial Statements for the year ending 31 December 2027. Thereafter, the Options may be exercised from 30 June 2028 (or such other date as the Board of Directors may determine) until 31 December 2031 (or such other later date as the Board of Directors may determine). The Board of Directors shall be entitled to determine, within the Regulation, specific and determined periods of time during which the Beneficiaries shall be precluded from exercising the Options due to internal organisational reasons within the Company.

Lastly, it should be noted that a Minimum Holding period is envisaged following the Exercise of the Options referred to in section 4.6 below.



It shall be at the discretion of the Board of Directors to establish further exercise windows.

### 4.3 Termination of the Plan

The Plan will end on 31 December 2031 (or at a different and later date determined by the Board of Directors). After this period, the Options shall lapse and may no longer be exercised.

### 4.4 Maximum number of Options granted in each fiscal year

The Plan does not provide for a maximum number of annual Options. The maximum total number of Options that can be granted under the Plan is 2,450,000 (two million four hundred fifty thousand).

### 4.5 Modalities and clauses for the implementation of the Plan, specifying whether the actual granting of the instruments is subject to the occurrence of conditions or the achievement of certain results, including performance results; description of such conditions and results

This Plan provides for a system based on the actual grant of the proposed options based on 4 (four) performance targets, with a maximum number of Options available of 2,450,000 (two million four hundred fifty thousand).

The description of the objectives and their weights are shown in the following table.

<u>Consolidated Net Revenues</u> (35%)	Consolidated Net Revenues represent the total value of revenues generated by the Company and its subsidiaries, including the value of M&A operations in the reference period.
<u>Consolidated EBITDA Margin</u> (35%)	The Consolidated EBITDA Margin is calculated as the ratio between the consolidated EBITDA (operating profit before <u>amortisation</u> , depreciation, write-downs and provisions) and the consolidated net revenues, expressed as a percentage, with appreciation of M&A operations in the reference period.
<u>Total Shareholders Return</u> (15%)	Total Shareholder Return (TRS) is intended as the sum of the variation in the official price of the Shares between the stock market session of 29 April 2025 and the last stock market session of the 2027 financial year, plus the total dividends paid, plus the net investment in the Company's own Shares in relation to the number of Shares in circulation. This indicator includes the value of M&A transactions in the reference period.
<u>ESG</u> (15%)	The ESG indicator includes KPIs relating to environmental, social and governance factors, and will be defined by the Board of Directors <u>in light of</u> the ESG Plan that the Company is preparing for the three-year period 2026-2028. They may include metrics related, for example, to the reduction of CO <sub>2</sub> emissions, the adoption of sustainable practices and the strengthening of corporate governance, measurable for the purposes of sustainability reporting.

In assessing the financial targets, the contribution of M&A transactions will be taken into account, including the values of companies acquired during the three-year period.

For each of the performance objectives, a minimum threshold, a target threshold and a maximum threshold are set as per the table below, it being understood that the performance objectives operate independently of each other.

<u>Objective</u>	<u>Weight</u>	<u>Performance range</u>	<u>Payout range</u>
<u>Consolidated Net Revenues</u>	35%	Maximum	110%
		Target	100%
		Minimum	80%
<u>Consolidated EBITDA Margin</u>	35%	Maximum	110%
		Target	100%
		Minimum	80%
<u>Total Shareholders Return</u>	15%	Maximum	110%
		Target	100%
		Minimum	80%
<u>ESG</u>	15%	Target	100%
		Minimum	80%

Achievement of results below the minimum threshold with respect to the individual performance target results in the non-granting of a number of Options equal to the weight of the performance target not achieved. Unassigned Options shall be deemed for all intents and purposes to have expired and therefore not exercisable.

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 interpolator basis.

Please note that for the ESG target, the minimum threshold is deemed to be reached upon the achievement of 1 (one) ESG target and the target threshold upon the achievement of 2 (two) ESG targets.

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 (two million four hundred fifty thousands), of which:

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

It is understood that if the performance target is achieved by more than 110%, no further Options will be granted to the Beneficiary.

The Board of Directors, following the conclusion of the cycle and therefore the approval of the Financial Statements for the year ended 31 December 2027, will verify the aforesaid conditions by determining, subject to the opinion of the Remuneration Committee, the number of Options to be granted to each Beneficiary according to the weight of each objective and the relative percentage of performance achieved considering the entire cycle.

#### **4.6 Availability constraints on the Options or on the Shares deriving from the exercise of the Options, with particular reference to the terms within which the subsequent transfer to the same Company or to third parties is permitted or prohibited**

The Options are nominative, personal, non-transferable and inalienable by inter vivos deed for the Beneficiary until the moment of their Exercise.

Subsequent to the Exercise, the Beneficiary, who will have purchased or subscribed to the Shares, may freely dispose of them, subject to the provisions set forth below and subject to any pro tempore regulations or self-regulatory code that may have been adopted by the Company. It is in fact expressly understood that:

- a) the Beneficiaries who are Executive Directors pursuant to the Corporate Governance Code, and as identified by the Board of Directors, shall be 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 unless the transfer of the Shares is necessary in order to comply with the requirements, obligations and/or restrictions 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 but not limited to, the public tender offer provided for by Articles 105 ff. of the Consolidated Law on Finance, and
- b) the Beneficiaries who are Key Management Personnel as identified by the Board of Directors, will be obliged to hold continuously until 30 June 2030 (or until the different period defined in the Remuneration Policy in force from time to time), 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.

Finally, it is envisaged that the Minimum Holding obligations under a) and b) above will not apply in the event that the request to Exercise is satisfied by the payment to the Beneficiary of an amount equal to the Capital Gain, if any.

#### **4.7 Possible termination conditions in the event that the Beneficiaries carry out hedging transactions to neutralise any prohibitions on the sale of the Options**

There are no termination conditions if the Beneficiaries carry out hedging transactions to neutralise any prohibitions on the sale of the Options. However, please note the provisions of section 4.10 below with regard to claw-back clauses.

#### **4.8 Description of the effects of termination of employment**

##### *a) Death of a Beneficiary*

In the event of the death of a Beneficiary, the Options Allocated, even if not yet Assigned at the date of the Beneficiary's death, may be subject to Exercise by the heirs and/or assigns according to the applicable inheritance law provided that the achievement of the performance objectives is confirmed and for the corresponding number depending on the objectives achieved.

Options already Assigned, but not yet Exercised at the date of death, may be Exercised by the heirs and/or assignees according to the applicable inheritance law.

The Exercise of the Options by the heirs or in any case by the entitled parties is in any case subject to the provisions of the Plan and the Regulation.

##### *b) Termination of the relationship*

Without prejudice to what is indicated below, the Exercise of the Options, within the times and limits indicated in section 4.2 above, will be subject to the Exercise Date of the Options: (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 Allocated which - on the date on which the event referred to in letters (a), (b) or (c) above occurs - have not yet been Assigned, may still be Exercised by the Beneficiaries provided that the achievement of the performance targets is confirmed and for the corresponding number depending on the targets achieved, in compliance with the obligations, methods and terms of the Plan and the Regulation. Otherwise, if the achievement of the performance targets is not confirmed, the Options Allocated shall be definitively forfeited and may not be Exercised.

However, this is without prejudice to the right of the Board of Directors, after receiving the opinion of the Remuneration Committee, to regulate particular cases, setting the number of Options to be exercised and the deadline therefor.

#### **4.9 Indication of any other grounds for cancellation of the Plan**

There are no other grounds for cancellation of the Plan.

#### **4.10 If any provision is made for a "redemption" by the Company of the financial instruments covered by the plans, pursuant to Articles 2357 ff. of the Italian Civil Code; the beneficiaries of the redemption, indicating whether it is intended only for particular categories of Employees; the effects of the termination of employment on such redemption**

There is no right of redemption on the part of the Company.

Through the specific Regulation that will be approved by the Board of Directors, upon the proposal of the Remuneration Committee, the Plan provides for the application of claw-back clauses. In particular, the Company - in accordance with the procedures and terms to be established from time to time by the Board of Directors, after consulting the Remuneration Committee and communicated to the Beneficiaries - reserves the right, within the term of 4 years from the vesting date of the Options in question from time to time (i.e. from the relevant Grant Date), and regardless of whether the relationship with the Beneficiary is still in force or terminated, to obtain from the Beneficiary: (i) the revocation of all or part of the Options already Allocated, but not yet Exercised, or (ii) the return of all or part of the Shares already delivered, less a number of Shares of a value corresponding to the Strike Price of the Options and the tax, social security and welfare charges connected to the Exercise of the Options actually paid, in the event of one of the following occurrences: (a) fraudulent conduct of the Beneficiary to the detriment of the Group; (b) serious and intentional violations of the law and/or the Code of Ethics; (c) the actual grant of the proposed Options or delivery of Shares on the basis of data that later proved to be manifestly erroneous or maliciously altered. The Plan provides that if the Shares have already been sold, the Company has the right to obtain from the Beneficiary the return of the sale value, less the amount corresponding to the Strike Price of the Options and the tax, social security and welfare charges connected to the Exercise of the Options, possibly also by offsetting them against the Beneficiary's wages and/or severance pay.

**4.11 Any loans or other facilities granted for the subscription or purchase of the Shares pursuant to Section 2358(3) of the Italian Civil Code.**

There are no loans or other facilities for the subscription or purchase of the Shares.

**4.12 Assessments of the expected burden for the Company at the date of the actual granting of the options, as determinable on the basis of the terms and conditions already defined, by total amount and in relation to each instrument of the plan**

As of the date of preparation of this Information Document, there is insufficient information to provide reliable assessments of the expected burden for the Company as it is conditioned by various factors that cannot be anticipated.

Information on the overall cost of the Plan will be provided in the manner set forth in Article 84-*bis*(5)(a) of the Issuers' Regulation.

**4.13 Indication of any dilutive effects on capital brought about by the Plan**

If, in accordance with established practice, the requests for Exercise of the Beneficiaries were satisfied by the Company through the use of treasury shares (already held in the Company's portfolio or subsequently acquired), there would be no change to the share capital or the total number of Shares of the Company.

If all of the Options are exercised and the Company opts to satisfy all applications received by granting the right to subscribe newly issued Shares, the total number of Shares would be increased by a number equal to the number of Shares covered by the Options with an increase in the share capital. Specifically, the newly issued shares would represent approximately 2.25% of the share capital.

**4.14 Restrictions on the exercise of voting rights and allocation of capital rights**

There is no limit on the exercise of voting rights and the allocation of property rights.

**4.15 In the event that the shares are not traded on regulated markets, any information useful for an accurate assessment of the value attributable to them**

Not applicable to the Plan.

**4.16 Number of financial instruments underlying each Option**

Each Option entitles the holder, at the Company's option and in the event of its proper exercise, to subscribe for, or purchase, 1 (one) Share.

However, the Board of Directors may satisfy the request for Exercise formulated by individual Beneficiaries by paying to the relevant Beneficiary an amount equal to the Capital Gain, if any, calculated on the Exercise Date of each Option.

**4.17 Expiry of Options**

Please refer to the comments in section 4.3 above.

**4.18 Mode (American/European), timing (e.g. valid exercise periods) and exercise clauses (e.g. knock-in and knock-out clauses)**

Please refer to section 4.2 above and to the term "Exercise" in the paragraph "Definitions".

It should be noted that the Exercise by the Beneficiaries may take place during the Exercise Period also in several stages, but in any case for quantities of not less than 500 Options at a time.

The Exercise of each Option shall become effective, for all purposes, on the business day immediately following the date of receipt by the Company of the aforementioned notice of exercise.

Except in the event that the Board of Directors decides to satisfy the Exercise request formulated by individual Beneficiaries by means of liquidation of any Capital Gain, each Beneficiary must pay the Company, within 10 business days of the sending of the Exercise notice, a consideration equal to the Strike Price multiplied by the number of validly Exercised Options. The Beneficiary who has validly Exercised the Options and paid the consideration due shall have purchased, or subscribed for, 1 (one) Share for each Option validly Exercised.

If, on the other hand, the Board of Directors intends to make use of the option to satisfy the requests for Exercise by means of liquidation of any Capital Gain, it must notify the Beneficiary concerned in writing within 5 business days of receipt of the relevant Exercise notice. In such cases, the Capital Gain, calculated with reference to the relevant Exercise Date of the Option, shall be paid to the Beneficiary within 10 business days of receipt of the notice of exercise, net of the necessary legal withholdings.

**4.19 Strike Price of the options or the manner and criteria for its determination, with particular regard to:**

- a) the formula for calculating the Strike Price in relation to a given market price (fair market value) (e.g. strike price 90%, 100% or 110% of the market price), and*
- (b) the manner in which the market price taken as a reference for the determination of the strike price was determined (e.g. last price on the day preceding the actual granting, average of the day, average of the last 30 days, etc.);*

The determination of the Strike Price is linked to the performance of the Shares as set forth in the definition of "Strike Price" to which reference is made (see the section "Definitions").

**4.20 In the event that the Strike Price is not equal to the market price determined as set forth in Section 4.19(b) of the Schedule (fair market value), reasons for such difference**

Please refer to section 4.19 above.

**4.21 Criteria on the basis of which different Strike Prices are contemplated between various Beneficiaries or various categories of Beneficiaries**

There are no different Strike Prices for different Beneficiaries or categories of Beneficiaries.

**4.22 Where the financial instruments underlying the options are not tradable on regulated markets, indication of the value attributable to the underlying financial instruments or the criteria for determining the value**

Not applicable.

**4.23 Criteria for adjustments required as a result of extraordinary capital transactions and other transactions involving changes in the number of underlying instruments**

If the conditions are met, the Board of Directors of Interpump may adjust the terms and conditions of the Plan following an increase in share capital within the limits and according to the provisions of section 3.3 above.

**4.24 Table in Section 4.24 of the Schedule**

The information referred to in Section 4.24 of Schedule 7 of Annex 3A of the Issuers' Regulation will be provided in accordance with the terms and conditions set forth in the aforementioned Article 84-*bis*(5) of the Issuers' Regulation.

**\*\*\* \*\***

It should be noted that the information in the Schedule that is not contained in this Information Document will be provided during implementation of the Schedule, according to the procedures set forth in Article 84-*bis*(5)(a) of the Issuers' Regulation.

Sant'Ilario d'Enza (RE), Italy, 21 March 2025