



Italian Design Brands

## **REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID**

Prepared pursuant to Article 123-*ter* of Legislative Decree No. 58 of 24 February 1998 and Article 84-*quater* of the Regulation approved with CONSOB Resolution No. 11971 of 14 May 1999

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## ***Glossary***

The terms and expressions in this glossary have the meaning attributed to them below.

**Corporate Governance Code:** the Corporate Governance Code of Listed Companies approved in January 2020 by the Italian Committee for Corporate Governance of Listed Companies, which is promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime, and Confindustria.

**Financial year:** the financial year ended 31 December 2023.

**MBO Plan:** the short-term variable compensation of the executive directors and other senior management with strategic responsibilities.

**Strategic Business Plan (or 2023-2025 Plan or 2024-2026 Plan):** the business plan approved by the Board of Directors at different points in time.

**Company** or **IDB:** Italian Design Brands S.p.A.

## Introduction

This Report on Remuneration Policy and Compensation Paid (hereinafter the “**Report**”) has been drawn up in accordance with Article 123-ter of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the “**TUF**”), and Article 84-quater of the Regulation approved in CONSOB Resolution No. 11971 of 14 May 1999, as subsequently amended (The “**Issuers’ Regulation**”), in accordance with the criteria set out in Schedules 7-bis and 7-ter of Annex 3A to the Issuers’ Regulation, and in accordance with the Corporate Governance Code.

The report is divided into two sections:

- **Section I:** the annual remuneration policy (hereinafter also referred to as the “**Remuneration Policy**” or the “**Policy**”), the contents of which have been approved by the Company’s Hiring, Human Resources and Remuneration Committee on 6 March 2024 and by its Board of Directors on 11 March 2024 and which will be the subject of binding resolutions for the financial year ending 31 December 2024 by the Shareholders’ Meeting convened in a single call for 22 April 2024;
- **Section II:** Report on compensation paid for the year ended 31 December 2023, the contents of which have been approved by the Company’s Hiring, Human Resources and Remuneration Committee on 6 March 2024 and by its Board of Directors on 11 March 2024 and which will be the subject of a non-binding resolution by the Shareholders’ Meeting convened in a single call for 22 April 2024.

As of 18 May 2023, the company has been listed on the Euronext Milan Stock Exchange, organised and managed by Borsa Italiana S.p.A.; therefore, the Shareholders’ Meeting convened on 22 April 2024 in a single call will be the first to vote on Sections I and II of the Report, and no resolutions have been adopted in previous financial years with regard to Sections I and II of the Report.

The report is available to the public at the company’s registered office, on the company’s website ([www.italiandesignbrands.com](http://www.italiandesignbrands.com)) at the section “[Investors/Governance/Assemblea](#)”, and on the 1 Info Storage system ([www.1info.it](http://www.1info.it)). It is hereby specified that pursuant to Article 84-quater of the Issuers’ Regulation, the Report will remain available on the company’s website for at least 10 (ten) years.

## **SECTION I: REMUNERATION POLICY**

### *1.1 THE BODIES OR ENTITIES INVOLVED IN THE PREPARATION, APPROVAL, AND POSSIBLE REVISION OF THE REMUNERATION POLICY, THEIR RESPECTIVE ROLES, AND THE BODIES OR ENTITIES RESPONSIBLE FOR ITS PROPER IMPLEMENTATION*

The process of defining IDB's Remuneration Policy involves a plurality of entities, in accordance with the relevant legislation, the Articles of Association, and the Company's governance model. This process involves the following bodies, each to the extent of their competence: the Shareholders' Meeting, the Board of Directors, and the Hiring, Human Resources and Remuneration Committee.

The Shareholders' Meeting approves the total remuneration to be allocated to the directors for each financial year, the incentive plans, and the remuneration policy set out in Section I of the Report, and it casts a non-binding vote on Section II of the Report on the compensation paid.

The Board of Directors establishes the remuneration policy, determines the remuneration of executive directors, other directors and managers with strategic responsibilities, and it sets performance objectives that are tied to the variable remuneration component for the executive directors.

By conducting the appropriate investigations, proposals, and advisory activities, the Hiring, Human Resources and Remuneration Committee supports the Board of Director's assessments and decisions on remuneration, as indicated in greater detail in Paragraph 1.2 below.

The Audit firm will verify that Section II of the Report was drawn up by the Board of Directors.

### *1.2 POSSIBLE INVOLVEMENT OF A REMUNERATION COMMITTEE OR OTHER COMMITTEE COMPETENT IN THIS MATTER*

The Company has established a Hiring, Human Resources and Remuneration Committee. In accordance with the Corporate Governance Code, the Company's Board of Directors, at its meeting on 9 May 2023, established a Human Resources and Remuneration Committee and approved its regulations. At its meeting on 5 December 2023, the Board of Directors of the Company decided to merge the Human Resources and Remuneration Committee with the Hiring Committee with effect from 1 January 2024, which was renamed the Hiring, Human Resources and Remuneration Committee. At its meeting on 7 February 2024, the Company's Board of Directors, acting on a proposal from the Hiring, Human Resources and Remuneration Committee itself, approved the rules of this Hiring, Human Resources and Remuneration Committee.

The Hiring, Human Resources and Remuneration Committee is composed of non-executive, mostly independent directors, in the persons of Lea Lidia Lavitola (Chair, Independent), Giovanni Tamburi (Member), Cristina Finocchi Mahne (Member, Independent).

The Committee is tasked with supporting, through the appropriate investigations, proposals, and advisory activities, the Board of Directors' assessments and decisions on remuneration. Specifically, it (i) helps the Board of Directors draw up the Remuneration Policy; (ii) makes proposals and expresses opinions on the remuneration of executive directors and other directors in certain positions and on the setting of performance targets related to the variable component of that remuneration; (iii) monitors the implementation of the remuneration policy and verifies the effective achievement of performance targets; (iv) periodically assesses the overall appropriateness and consistency of the Remuneration Policy for the directors and the top management; and (v) examines in advance the

annual report on the Remuneration Policy and the compensation paid, to be made available to the public in accordance with the applicable laws and regulations in force.

### *1.3 HOW THE COMPANY TOOK INTO ACCOUNT THE REMUNERATION AND WORKING CONDITIONS OF ITS EMPLOYEES IN DETERMINING THE REMUNERATION POLICY*

The Remuneration Policy ensures a sense of consistency and connection between the Company's strategy as expressed in the Strategic Business Plan approved by the Board of Directors and the sustainability strategy set forth in the Sustainability Report published by the Company. The Company is committed to progressively integrating environmental sustainability with a focus on occupational safety, social and governance issues on the one hand, and strategy, risk management, and remuneration processes on the other. In particular, in 2024, the Company plans to launch a welfare program for employees, including managers with strategic responsibilities other than directors, to involve personnel to a greater extent and to increase their loyalty.

### *1.4 NAMES OF ANY INDEPENDENT EXPERTS INVOLVED IN THE PREPARATION OF THE REMUNERATION POLICY*

No independent expert was involved in the drafting of this policy.

### *1.5 PURPOSE, PRINCIPLES, AND TERM OF THE REMUNERATION POLICY*

The remuneration policy contributes to the company's business strategy, the pursuit of the long-term interests of the Company's shareholders and stakeholders, and the sustainability of the Company and its group as follows:

- (i) by aligning the interests of the Company's top management with those its shareholders and stakeholders, through the pursuit of a medium to long-term value creation and by taking the interests of other stakeholders into account through the connection between remuneration and performance;
- (ii) by focusing management's actions on the pursuit of objectives and by focusing its efforts on performance;
- (iii) by attracting and retaining people with personal and professional qualities in line with the Company's objectives;
- (iv) by adopting a merit policy to enhance the individual and collective contribution of managers.

The policy is annual.

In view of the fact that the company has been listed only since 18 May 2023 on the Euronext Milan Stock Exchange, organised and managed by Borsa Italiana S.p.A, the policy set forth in this Report is the first to be adopted by the Company and submitted to the Shareholders' Meeting.

### *1.6 DESCRIPTION OF THE POLICIES GOVERNING THE FIXED AND VARIABLE COMPONENTS OF THE REMUNERATION*

The remuneration of executive directors and other managers with strategic responsibilities at 31 December 2023 consists of three monetary components: the first is fixed, the second is tied to the achievement of short-term (annual) objectives, and the third is tied to medium to long-term objectives (six years for executive directors and three years for other managers with strategic responsibilities).

The short-term monetary incentive scheme accounts for (i) 34% of the annual fixed component for executive directors, and (ii) 20% of the annual fixed component for executive directors of subsidiaries and for other managers with strategic responsibilities.

The medium- to long-term monetary incentive scheme accounts for (i) 133% of the annual fixed component for executive directors (with a reference period of 6 years), and (ii) 50% of the annual fixed component for other managers with strategic responsibilities (with a reference period of 3 years).

The Shareholders' Meeting convened for 22 April 2024 proposes a fourth component of the remuneration of executive directors and other managers with strategic responsibilities, which consists of a share incentive plan of up to 500,000 shares representing approximately 1.86% of the shares currently issued by the Company according to the procedures described in Paragraph 1.9.

The other managers with strategic responsibilities will benefit from a corporate welfare program, with services that meet social needs and services to address work-life balance needs, set at the rate of 5% of their gross annual salary. The range of services is extensive and across the board, including but not limited to the reimbursement of medical and healthcare expenses, recreation activities, sports, and training courses.

#### *1.7 NON-MONETARY BENEFITS*

Non-monetary benefits refer to company cars and social security policies. The social security policies for executive directors in particular include life insurance, accident insurance, and health insurance policies, and for other managers with strategic responsibilities, a life insurance policy and an accident insurance policy.

#### *1.8 DESCRIPTION OF FINANCIAL AND NON-FINANCIAL PERFORMANCE OBJECTIVES WITH RESPECT TO THE VARIABLE COMPONENTS*

With regard to the short-term monetary incentive scheme, the short-term objectives are determined by the Board of Directors on an annual basis at the proposal of the Hiring, Human Resources and Remuneration Committee. In particular, the performance targets for 2024 are linked to group performance indicators consistent with the priorities identified in the Strategic Business Plan. If the performance objectives are met, (i) the short-term variable compensation of the two executive directors is EUR 370,000, i.e., 34% of their fixed compensation, (ii) for the executive director of a subsidiary, it is EUR 74,000, which represents 20% of their fixed compensation, and (iii) for other managers with strategic responsibilities, it is EUR 58,000, or 20% of their gross annual salary. The performance objectives are the "Group EBITDA adjusted" (understood as the Group's Consolidated EBITDA net of any non-recurring items) and the "Group's Net Financial and Banking Position" (understood as the Group's consolidated net financial and banking position) referring to the Strategic Business Plan, calculated separately and weighted at 70 % and 30 % respectively. It is hereby specified that the figure generated will not include the effect of extraordinary transactions that do not form part of the Strategic Business Plan approved on 7 February 2024. Each objective is considered fully achieved if the measured value is above the target set; not achieved and therefore 0 (zero) if the measured value is below 90% of the target set; and partially achieved if the measured value is between 90% and 100% of the target. It is hereby specified that, in this last case, the figure is calculated by a linear interpolation between 0 (zero) and the maximum short-term variable compensation.

An outline illustrating the short-term monetary incentive scheme is provided below.



## 2024 Objectives

Beneficiaries: executive directors and managers with strategic resp.			
	weighting	entry point	target level
Group EBITDA adjusted	70%	90%	100%
Group net financial and banking position	30%	90%	100%

As regards the medium to long-term monetary incentive system, the medium- to long-term variable compensation of executive directors is linked to the share's increase in price over the IPO price during the first three-year term of their office and/or during the second three-year term of their office if their term of office is renewed and they failed to achieve the objectives during the first three-year term, to be calculated and paid as follows:

- a total of EUR 5,250,000 (of which EUR 3,000,000 are payable to the CEO and Chairman of the Board of Directors, and EUR 2,250,000 are payable to the other Executive Director) if the share's appreciation is equal to or greater than 30%-49%; as well as
- an additional EUR 3,500,000 (of which EUR 2,000,000 are payable to the CEO and Chairman of the Board of Directors, and EUR 1,500,000 are payable to the other Executive Director) if the share's appreciation is equal to or greater than 50%.

An outline illustrating the medium to long-term monetary incentive system is provided below.

### Objectives for the 2023-2025 period and the case of 2026-2028

Beneficiaries: Executive Directors	
	value in EUR
Increase in Share Price 30% < x < 50%	5,250,000.00
Increase in Share Price x > 50%	8,750,000.00

For other managers with strategic responsibilities, the long-term variable compensation will be 150% of the gross annual salary of EUR 439,100, payable at the end of the 2023-2025 three-year term if the cumulative Target EBITDA described in detail in Paragraph 2.1 is achieved.

### 1.9 CRITERIA USED TO ASSESS THE ACHIEVEMENT OF THE PERFORMANCE OBJECTIVES FOR THE ALLOCATION OF SHARES, OPTIONS, OTHER FINANCIAL INSTRUMENTS OR OTHER VARIABLE REMUNERATION COMPONENTS

The Hiring, Human Resources, and Remuneration Committee has proposed a share incentive plan to the Board of Directors that supplements the current medium- to long-term monetary incentive plan (“**Monetary LTIP**”) approved by the Shareholders’ Meeting on 9 May 2023, the terms and conditions of which were defined by the Board of Directors on the same date and subsequently confirmed on 23 May 2023, provided that, with regard to this Monetary LTIP, the Executive Directors agree to the following: (a) for the CEO and Chairman of the Board, a commitment to reinvest 50% of the net incentive received under the Monetary LTIP to buy shares in the Company and a commitment not to dispose of 70% of the shares acquired during the 36 months following their purchase, and not to

dispose of 35% of the shares acquired during the 48 months following their purchase, with the clarification that the acquisition of shares by the Chairman of the Board of Directors and CEO may be made by the Company or on the market within six months of the date of collection of any net incentive accrued under the Monetary LTIP; (b) for the other Executive Director, in view of the fact that he already holds shares in the Company, the making of lock-up commitments equivalent to those referred to in point (a) above with regard to a number of shares already held that correspond to 50% of the value of the net incentive that may be received under the Monetary LTIP.

The share incentive plan known as the “2024-2029 Performance Shares Plan” provides for the free allocation to certain beneficiaries of eligible units at the end of the vesting period, subject to certain conditions (trigger events and performance targets), which entails the free allocation of shares in the Company at the ratio of one share in the Company for each unit held.

The 2024-2029 Performance Shares Plan has the following features:

- a total number of 500,000 units allocated, representing approximately 1.86% of the total shares issued by the Company at the date of this Report;
- a vesting period of 5 years; assuming the allocation of the units in the first half of 2024, the vesting period would end with the approval of the financial statements at 31 December 2028;
- a trigger event (or “gate condition”) related to the performance of the Company’s share on the market, applicable only to executive directors, as set out below:
  - o If the Monetary LTIP bonus awarded to the CEO and Chairman of the Board amounts to EUR 5,000,000 and the Monetary LTIP bonus awarded to the other Executive Director amounts to EUR 3,750,000, the trigger event is deemed to occur when the price per share of the Company at the end of the vesting period (taking the average of the last 6 months into account) is at least EUR 16.00;
  - o If the Monetary LTIP bonus awarded to the CEO and Chairman of the Board amounts to EUR 3,000,000 and the Monetary LTIP bonus awarded to the other Executive Director amounts to EUR 2,250,000, the trigger event is deemed to occur when the price per share of the Company at the end of the vesting period (taking the average of the last 6 months into account) is at least EUR 15.00;
  - o If the Monetary LTIP bonus is zero, the trigger event is deemed to occur when the price per share of the Company at the end of the vesting period (taking the average of the last 6 months into account) is at least EUR 14.00.

It is hereby specified that the termination of office of the CEO and Chairman of the Board of Directors before the end of the term of office, which entails the forfeiture of the payment of the Monetary LTIP bonus, will not affect the possibility for the other Executive Director (if the conditions are met) to receive his own Monetary LTIP bonus and, therefore, to benefit from the 2024-2029 Performance Shares Plan at the terms and conditions set out in the Plan and its rules. The foregoing will also apply, *mutatis mutandis*, if the other Executive Director is required to terminate his office early; in such a case, right the Chairman of the Board and CEO, if the conditions were met, to receive his Monetary LTIP bonus and to benefit from the 2024-2029 Performance Shares Plan would not be impaired;

- *performance targets*: as shown in the table below:

performance goals	weighting %
1. pro forma revenues (last year of vesting period)	20%
2. EBITDA margin adjusted proforma (IFRS16)	30%
3. NFR/EBITDA RATIO (IFRS 16)	30%
4. ESG	20%

- beneficiaries: (i) the Executive Directors Andrea Sasso and Giorgio Gobbi, to whom units will be allocated equivalent to approximately 1.6% of the shares issued by the Company, for 75% and 25% respectively; (ii) other managers with strategic responsibilities and one other employee for a number of units equivalent approximately 0.26% of the shares issued at the date of this Report;
- Allocation of shares in the company: beneficiaries will be able to request the allocation of shares within two years of the end of the vesting period, and specifically: up to a maximum of 50% of the total units allocated during 2029 upon the approval of the financial statements at 31 December 2028 and the verification of achievement of the objectives; and during 2030, up to the total of the units for which the beneficiary did not request allocation in 2029;
- lock-up constraint: 40% of the shares allocated will be unavailable for 2 years from the date of their allocation.

In the event of circumstances likely to affect the units, the Company's shares, the 2024-2029 Performance Shares Plan, and, more generally, the beneficiaries' rights, the Board of Directors, after consulting the Hiring, Human Resources, and Remuneration Committee and, if necessary, the Board of Statutory Auditors, may make the necessary changes and additions to maintain the contents of the 2024-2029 Performance Shares Plan and the rights of beneficiaries.

For more information on the 2024-2029 Performance Shares Plan, please refer to the information document that will be published pursuant to Art. 114-*bis* of the TUF and Art. 84-*bis* of the CONSOB Issuers' Regulation, which is available on the Company's website ([www.italiandesignbrands.com](http://www.italiandesignbrands.com)) at the section "[Investors/Governance/Assemblea](#)".

#### *1.10 HOW THE REMUNERATION POLICY HAS CONTRIBUTED TO THE COMPANY'S STRATEGY, THE PURSUIT OF ITS LONG-TERM INTERESTS, AND ITS SUSTAINABILITY*

In line with market practice, the Company's approach to variable remuneration is linked to a concept of performance, characterized by objectives geared toward achieving satisfactory economic and financial results that have a positive impact on all stakeholders.

The Group's objective is to create not only economic value, but also social and environmental value, as well as value for the entire community surrounding the Company.

The guiding principle is always putting the welfare and health of workers first, as well as the safety of all the products of the Group companies, which furnish and illuminate homes and hospitality and conviviality environments all over the world.

Each company within the group operates in observance of its own ecosystem, through an understanding of its environment, understood in the broadest sense of the term. This means, first of all, the reduction of its environmental impact, circularity, and efficient use of resources, as well as the adoption of a work ethic that characterises relations with all stakeholders and that results in a high degree of proximity to local supply chains and skilled workers who are deeply rooted in the local areas of reference.

*1.11 TERM FOR THE VESTING OF RIGHTS (THE “VESTING PERIOD”) AND DEFERRED PAYMENT SCHEMES AND EX-POST ADJUSTMENT MECHANISMS FOR THE VARIABLE COMPONENT (VARIABLE MALUS OR CLAW BACK RETURNS OF COMPENSATION)*

There are no vesting periods, deferred payment schemes and/or ex post adjustment mechanisms for the variable component for the short- and medium- to long-term monetary incentive schemes.

The 2024-2029 Performance Shares Plan provides for a vesting period of 5 years (as described in Paragraph 1.9). In addition, the Company is entitled to withdraw the allocation of shares and, therefore, to have shares previously allocated to beneficiaries returned if, after the allocation, one or more of the performance targets: were established by the Board of Directors on the basis of data which have proven to be manifestly incorrect; and/or one or more beneficiaries are found to have engaged in fraudulent or grossly negligent conduct to the detriment of the Company or its interests.

It should be noted that the terms and conditions for the allocation of units first and the allocation of shares after also entails the preservation of the administrative or employment relationship (depending on the case) between the beneficiary and the Company and the absence of any intent or agreement to dissolve it, as well as the absence of disciplinary measures or proceedings.

*1.12 INFORMATION ON THE CLAUSES FOR THE HOLDING OF FINANCIAL INSTRUMENTS AFTER THEIR ACQUISITION*

The following is provided regarding the Monetary LTIP: (a) for the CEO and Chairman of the Board, the commitment to reinvest 50% of the net value of any incentive received under the Monetary LTIP to acquire shares in the Company, not to dispose of 70% of the shares acquired during the 36 months following their purchase, and not to dispose of 35% of the shares acquired during the 48 months following the purchase; (b) for the other Executive Director, as he already holds shares in the Company, lock-up commitments equivalent to those referred to in point (a) above for a number of shares already held corresponding to 50% of the value of the net incentive received under the Monetary LTIP.

For the 2024-2029 Performance Shares Plan, 40% of the allocated shares will be unavailable for 2 years from the date of their allocation, as set out in Paragraph 1.9.

*1.13 POLICY REGARDING TERMINATION OF OFFICE OR TERMINATION OF THE EMPLOYMENT RELATIONSHIP*

The relationship between the Company and the Directors is governed by the resolutions adopted by the Shareholders' Meeting and the Board of Directors. There are no employment or management contracts with such parties. Their term of office is three years. There will be no treatment or non-competition agreement if the administrative relationship is terminated.

The relationship between the company and other managers with strategic responsibilities is governed by the national collective labour agreement for managers and is for an indefinite period. In the event of termination of employment, there will be no additional severance indemnity or non-competition agreement other than what has been provided for in the national collective labour agreement for managers.

Company Directors do not have any employment relationship with the Company.

With regard to the 2024-2029 Performance Shares Plan, it should be noted that, between the terms and conditions for the allocation of the units, first, and the allocation of the shares, after, the maintenance of the administrative or employment relationship is also required (depending on the case) between the beneficiary and the company, as well as the absence of any intent or agreement to dissolve it, as well as the absence of any disciplinary measures or proceedings.

#### *1.14 INSURANCE COVERAGE OTHER THAN MANDATORY COVERAGE*

Executive Directors are entitled to a life insurance, an accident insurance, and a health insurance policy. Other managers with strategic responsibilities benefit from a life and an accident insurance policy.

#### *1.15 REMUNERATION POLICY FOR NON-EXECUTIVE DIRECTORS, COMMITTEES AND SPECIAL ASSIGNMENTS*

Non-executive directors, including independent directors, only receive a fixed compensation consisting of a “base” compensation of EUR 25,000 per year of office and an additional component for any committee position in the amount of EUR 10,000 per year of office for the Chair and EUR 5,000 per year of office for the other members. The compensation of non-executive directors is deemed appropriate for the competency, professionalism, and commitment required for the tasks assigned to them within the Board of Directors and which are not linked to financial performance objectives.

#### *1.16 IF THE REMUNERATION POLICY HAS BEEN DEFINED USING THE REMUNERATION POLICIES OF OTHER COMPANIES AS A REFERENCE*

The policy was established without using the remuneration policies of other companies as a reference.

#### *1.17 EXCEPTIONAL CIRCUMSTANCES UNDER WHICH SPECIFIC PARTS OF THE REMUNERATION POLICY AND THE RELATED PROCEDURAL TERMS AND CONDITIONS MAY BE WAIVED*

In the event of exceptional circumstances, as also defined in the light of the applicable regulatory framework, the Company may temporarily derogate from the policy. Such exceptional circumstances may include, for example, the need to attract and/or retain key managerial figures in a competitive market, the need to incentivise key managerial figures in relation to specific objectives, and exceptional and unforeseeable circumstances that may impact the Company’s target market. Such changes may include the granting of a one-time bonus for entry to a new key management role or the revision of the remuneration of a key management figure for retention purposes; and the introduction or modification of the bonus system, always with a view to the entry of new managerial figures or their retention, also in the light of exceptional and unforeseeable circumstances impacting the Company’s target market.

The Procedure for Transactions with Related Parties adopted by the Company and in force at any given time will apply to such derogations. The temporary derogation from the Remuneration Policy must be resolved by the Board of Directors, at the proposal of the Hiring, Human Resources and Remuneration Committee, after consulting the Board of Statutory Auditors, in compliance with the laws and regulations in force.

#### *1.18 REMUNERATION OF THE SUPERVISORY BODY*

The compensation of the Board of Statutory Auditors is set at EUR 70,000 per year of office, of which EUR 30,000 is for the Chairman and EUR 20,000 for each of the two standing auditors.

## **SECTION II: COMPENSATION PAID**

The following is a description of the compensation paid during 2023 to directors and other managers with strategic responsibilities.

### **Part One**

#### *2.1 IMPLEMENTATION OF THE REMUNERATION POLICY*

The implementation of the Remuneration Policy is described in the tables in Part Two, with a detailed description by name of the various forms of compensation received (fixed, short-term variable, long-term variable).

The Shareholders' Meeting of 17 March 2023 approved a total annual compensation for the Board of Directors of EUR 1,475,000, of which EUR 1,105,000 is the fixed component and EUR 370,000 a short-term variable component. On this same date, the Board of Directors distributed the compensation in the following ways: to the Chairman and CEO Andrea Sasso, a fixed amount of EUR 650,000 and a variable amount of EUR 250,000, to the Managing Director Giorgio Gobbi, a fixed amount of EUR 450,000 and a variable amount of EUR 120,000, and to the non-executive directors Giovanni Gervasoni, Michele Gervasoni, Fabio Sattin, Paolo Colonna, and Alessandra Stea, EUR 1,000 each.

In view of the plan to list the company and to bring the Company's corporate governance in line with the recommendations of Borsa Italiana S.p.A. contained in the Corporate Governance Code, the Shareholders' Meeting of 9 May 2023 resolved as follows:

- (i) For the three-year term of office, a total fixed annual gross compensation of EUR 1,325,000.00 (*pro-rata temporis*), to be divided among the members of the Board of Directors at the Board of Directors' own discretion, including compensation for directors who may be appointed to special roles, including executive positions, pursuant to Article 2389 of the Civil Code, paragraphs 1 and 3;
- (ii) For the three-year term of office, a further variable total gross annual compensation, up to a maximum of EUR 370,000.00, which the Board of Directors may grant in favour of one or more directors holding particular roles, including executive positions, pursuant to Art. 2389, paragraph 3, Civil Code, and which is linked to the achievement of specific results, all to the extent and according to the terms and conditions of whatever kind that may be resolved by the Board of Directors itself;
- (iii) For the three-year term of office and, in the event of a renewal, also for the subsequent three-year term of office, a further variable total gross compensation, up to a maximum of EUR 8,750,000.00 (eight million seven hundred fifty thousand euros and zero cents), which the Board of Directors may grant in favour of one or more directors holding particular roles, including executive positions, pursuant to Art. 2389, paragraph 3, Civil Code, which is linked to the achievement of specific results, all to the extent and according to the terms and conditions of whatever nature that may be resolved by the Board of Directors itself;
- (iv) to grant benefits to members of the administrative body for company cars and social security policies;
- (v) to ask the Board of Directors to assign additional compensation to those members who will also be appointed as members of the Board of Directors' own committees, in addition to those proposed above, to the extent that the Board of Directors may resolve this.



On that same date, the Board of Directors approved the following compensation:

(A) For Andrea Sasso:

- (a) a gross annual compensation (*pro-rata temporis*) of EUR 650,000.00 (six hundred and fifty thousand euros and zero cents);
- (b) a variable gross annual compensation up to a maximum of EUR 250,000.00 (two hundred and fifty thousand euros and zero cents) (the “**Annual Variable Bonus**”), linked to the achievement of the EBITDA (“**Target EBITDA**”) and NFP objectives (“**Target NFP**”) at the consolidated level for each financial year of office, based on the Company’s budget at the consolidated level approved by the Board of Directors for each financial year of the three-year term of office, to be calculated and paid in cash by the Company during the month following the positive verification by the Board of Directors that the Annual Variable Bonus has accrued, as follows: (i) for 70%, equal to EUR 175,000.00 (one hundred and seventy-five thousand euros and zero cents), if the Target EBITDA is reached at the level of 90% to 100%, to be determined by linear method within the range of 90% to 100% of the Target EBITDA; (ii) for 30%, equal to EUR 75,000.00 (seventy-five thousand euros and zero cents), if the Target NFP is reached at the level of 90% to 100%, to be determined by linear method within the range of 90% to 100% of the Target NFP;
- (c) A variable gross compensation (the “**Long-Term Incentive**”), linked to the increase of the Company’s share price recorded for a period of at least 30 consecutive days on the relevant stock exchange (the “**Increase in Share Price**”) over the share price at the start of trading (the “**IPO Price**”), during the first three-year term of Andrea Sasso’s office and/or during the second three-year term of office in case of Andrea Sasso’s renewal and his failure to achieve the objectives set out above during his first three-year term, to be calculated and paid in cash by the Company during the month following the positive verification by the Board of Directors that the Long-Term Incentive has in fact accrued, as follows: (i) EUR 3,000,000.00 (three million euros and zero cents), in case of an Increase in Share Price equal to or greater than 30% and up to 49%; (ii) an additional EUR 2,000,000.00 (two million euros and zero cents), i.e. a total of EUR 5,000,000.00 (five million euros and zero cents), in case of an Increase in Share Price equal to or greater than 50%;

(B) For Giorgio Gobbi:

- (a) A gross annual compensation (*pro-rata temporis*) of EUR 450,000.00 (four hundred and fifty thousand euros and zero cents);
- (b) A variable gross annual compensation of up to a maximum of EUR 120,000.00 (one hundred and twenty thousand euros and zero cents) (it too an “**Annual Variable Bonus**”), linked to the achievement of the Target EBITDA and the Target NFP (as defined above), to be calculated and paid in cash by the Company during the month following the positive verification by the Board of Directors that the Annual Variable Bonus has in fact accrued, as follows: (i) for 70%, equal to EUR 84,000.00 (eighty-four thousand euros and zero cents), if the Target EBITDA is reached at the level of 90% to 100%, to be determined by linear method within the range of 90% to 100% of the Target EBITDA; (ii) for 30 %, equal to EUR 36,000.00 (thirty-six thousand euros and zero cents), if the Target NFP is reached at the level of 90% to 100%, to be determined by linear method within the range of 90% to 100%

of the Target NFP;

(c) A gross variable compensation (it too a “**Long-Term Incentive**”), linked to the Increase in Share Price (as defined above) over the IPO Price (as defined above), during the first three-year term of office of Giorgio Gobbi Sasso [*sic*] and/or during the second three-year term of office in case of Giorgio Gobbi’s renewal and his failure to achieve the objectives set out above during his first three-year term, to be calculated and paid in cash by the Company during the month following the positive verification by the Board of Directors that the Long-Term Incentive has in fact accrued, as follows: (i) EUR 2,250,000.00 (two million two hundred fifty thousand euros and zero cents), in case of an Increase in Share Price equal to or greater than 30% and up to 49%; (ii) an additional EUR 1,500,000.00 (one million five hundred thousand euros and zero cents), for a total of EUR 3,750,000.00 (three million seven hundred and fifty thousand euros and zero cents), in case of an Increase in Share Price equal to or greater than 50%.

(C) The CEO Andrea Sasso and the Executive Director Giorgio Gobbi are awarded non-monetary benefits according to market practices, i.e., which are substantially in line with those currently attributed to them, including but not limited to: mobile phone, tablet, and company car, all for mixed use;

(D) The Annual Variable Bonus for the current financial year and the Long-Term Incentive as proposed above are in any case considered accrued and due in the event of a public offering for the purchase of shares in the Company to be paid in cash and/or other financial instruments, pursuant to Articles 101-*bis* – 112 of Legislative Decree No. 58 of 24/2/1998, at a price (including as a result of subsequent offers and/or adjustments) higher than the IPO Price (as defined above) (the “**Public Offering**”), provided that the Public Offering is successfully concluded. In such a case, the amounts due for the Annual Variable Bonus and the Long-Term Incentive will be paid in cash by the Company within 30 (thirty) days of the final payment date of the consideration for the Public Offering.

In compensation for the role of non-executive member at the trading start date, the following amounts:

- to Paolo Colonna, a gross annual compensation (*pro-rata temporis*) of EUR 25,000.00 (twenty-five thousand euros and zero cents);
- to Giovanni Tamburi, a gross annual compensation (*pro-rata temporis*) of EUR 25,000.00 (twenty-five thousand euros and zero cents);
- to Alessandra Rollandi, a gross annual compensation (*pro-rata temporis*) of EUR 25,000.00 (twenty-five thousand euros and zero cents);
- to Alessandra Stea, a gross annual compensation (*pro-rata temporis*) of EUR 25,000.00 (twenty-five thousand euros and zero cents);
- to Giovanni Gervasoni, a gross annual compensation (*pro-rata temporis*) of EUR 25,000.00 (twenty-five thousand euros and zero cents);
- to Piero Generali, a gross annual compensation (*pro-rata temporis*) of EUR 25,000.00 (twenty-five thousand euros and zero cents);



- to Cristina Fenocchi Mahne Scrocco, a gross annual compensation (*pro-rata temporis*) of EUR 25,000.00 (twenty-five thousand euros and zero cents);
- to Lea Lidia Lavitola, a gross annual compensation (*pro-rata temporis*) of EUR 25,000.00 (twenty-five thousand euros and zero cents);
- to Paola Mungo, a gross annual compensation (*pro-rata temporis*) of EUR 25,000.00 (twenty-five thousand euros and zero cents).

For the committees formed within the Board of Directors:

- to the members of the Human Resources and Remuneration Committee, a gross annual compensation (*pro rata temporis*) of EUR 10,000 (ten thousand euros and zero cents) for the Chair, Lea Lidia Lavitola, and EUR 5,000.00 (five thousand euros and zero cents) for each of the other two members, Giovanni Tamburi and Cristina Finocchi Mahne;
- to the members of the Hiring Committee, a gross annual compensation (*pro rata temporis*) of EUR 10,000 (ten thousand euros and zero cents) for the Chair, Lea Lidia Lavitola, and EUR 5,000.00 (five thousand euros and zero cents) for each of the other two members, Giovanni Tamburi and Cristina Finocchi Mahne;
- to the members of the Control and Risk and Related Party Transactions Committee a gross annual compensation (*pro rata temporis*) of EUR 10,000 (ten thousand euros and zero cents) for the Chair, Cristina Finocchi Mahne, and EUR 5,000.00 (five thousand euros and zero cents) for each of the other two members, Lea Lidia Lavitola and Paola Mungo.

Concerning other executives with strategic responsibilities:

- (A) a gross annual salary of EUR 289,061;
- (B) a variable gross annual compensation up to a maximum of EUR 58,500 (the “**Annual Variable Bonus**”), linked to the achievement of the EBITDA (“**Target EBITDA**”) and NFP (“**Target NFP**”) targets at the consolidated level for each financial year approved by the Board of Directors, to be calculated and paid in cash by the Company during the month following the positive verification by the Board of Directors that the Annual Variable Bonus has in fact been accrued, as follows: (i) for 70%, equal to EUR 40,950 (forty thousand nine hundred and fifty euros and zero cents) if the Target EBITDA is reached at a level of 90% to 100%, to be determined by the linear method within the range from 90% to 100% of the Target EBITDA; (ii) for 30%, equal to EUR 17,550 (seventeen thousand five hundred and fifty euros and zero cents), if the Target NFP is reached at a level from 90% to 100%, to be determined by the linear method within the range from 90% to 100% of the Target NFP;
- (C) a gross variable compensation (the “**Long-Term Incentive**”) up to a maximum of EUR 433,590 (four hundred and thirty three thousand five hundred and ninety euros and zero cents) over the three-year period of 2023-2025, linked to the achievement of the cumulative Target EBITDAs over the three-year period of reference to be recognized as of the first year of the budget of each Three-Year Plan approved by the Board of Directors, to be calculated and paid in cash by the Company during the month following the positive verification by the Board of Directors of the accrual of the variable gross compensation, as follows: equal to

EUR 433,590 if the cumulative EBITDA for the three-year period is higher than the cumulative target EBITDA.

The short-term target for the financial year 2023, divided into the two components of the Target EBITDA weighted at 70% and the Target NFP weighted at 30%, was achieved for the first component and not for the second; therefore, the bonus is accrued for 70% of the maximum amount provided.

With reference to the long-term variable compensation, the best possible estimate is reported for the accrued bonus referring to the increase in share price for executive directors and to the cumulative EBITDA for the three-year period of 2023-2025 for other managers with strategic responsibilities.

Attached is a table showing the percentage of achievement of the variable compensation.

Reaching objectives		
	Short-term variable compensation	Long-term variable compensation
Executive directors	70%	6%
Other managers with strategic resp.	70%	33%

## *2.2 INDEMNITY IN THE EVENT OF EARLY TERMINATION OF THE RELATIONSHIP*

Not applicable as there are no indemnities and/or benefits for termination of office or termination of employment during the Financial Year, except for the compensation already resolved by the Shareholders' Meeting until the expiry of their term of office.

## *2.3 INFORMATION ON ANY EXCEPTIONS TO THE REMUNERATION POLICY APPLIED IN EXCEPTIONAL CIRCUMSTANCES*

Not applicable since the Policy covered in this Report is the first to be adopted by the Company and, in any event, there were no exceptional circumstances or exceptions to what was resolved by the Shareholders' Meeting and the Board of Directors when the Directors were appointed.

## *2.4 APPLICATION OF EX-POST CORRECTION MECHANISMS FOR THE VARIABLE COMPONENT (MALUS OR "CLAW BACK" OF VARIABLE COMPENSATION)*

During the Year, the Company did not apply any ex-post correction mechanisms to the variable remuneration component.

## *2.5 CHANGES IN TRENDS IN REMUNERATION AND COMPENSATION PAID BY THE COMPANY OVER THE LAST FIVE FINANCIAL YEARS OR DURING THE SHORTER PERIOD OF THE COMPANY'S LISTING*

Not applicable as the Company is listed as of 18 May 2023 on the Euronext Milan stock exchange, organised and managed by Borsa Italiana S.p.A.

*2.6 INFORMATION ON HOW THE COMPANY TOOK INTO ACCOUNT THE VOTE CAST BY THE SHAREHOLDERS' MEETING ON SECTION II OF THE PREVIOUS YEAR'S REMUNERATION REPORT*

Not applicable because the General Meeting of Shareholders convened for 22 April 2024 will be the first to vote on Section II of the Report.

## Part Two

**TABLE 1: COMPENSATION PAID TO MEMBERS OF MANAGEMENT AND CONTROL BODIES, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES**

(thousands of EUR)

First and last name	Position	Period in which position was held	Expiry of position	Fixed compensation	Compensation for participation in committees	Non-equity variable compensation	Non-monetary benefits	Other compensation	Total	Fair value of equity compensation	Indemnity for end of position or for severance of employment relationship	Total	Fair value
						Bonuses and other incentives	Profit sharing						
Andrea Sasso	CEO and Chairman of the Board of Directors	01.01.23-31.12.23	Approval of 2025 financial statements	650		2830	16		3496			3496	
Giorgio Gobbi	Managing Director	01.01.23-31.12.23	Approval of 2025 financial statements	450		309	12		771			771	
Paolo Colonna	Director	01.01.23-31.12.23	a Approval of 2025 financial statements	16					16			16	
Alessandra Stea	Director	01.01.23-31.12.23	Approval of 2025 financial statements	16					16			16	
Giovanni Gervasoni	Director	01.01.23-31.12.23	Approval of 2025 financial statements	370		74	7		451			451	
Giovanni Tamburi	Director	18.05.23-31-12-23	Approval of 2025 financial statements	16	6				22			22	
Alessandra Rollandi	Director	18.05.23-31-12-23	Approval of 2025 financial statements	16					16			16	
Piero Generali	Director	18.05.23-31-12-23	Approval of 2025 financial statements	16					16			16	
Lea Lidia Lavitola	Independent Director	18.05.23-31-12-23	Approval of 2025 financial statements	16	15				31			31	
Paola Mungo	Independent Director	18.05.23-31-12-23	Approval of 2025 financial statements	16	3				19			19	
Cristina Finocchi Mahne	Independent Director	18.05.23-31-12-23	Approval of 2025 financial statements	16	12				28			28	

Filippo Annunziata	Chairman of the Board of Statutory Auditors and Standing Auditor	18.05.23-31-12-23	Approval of 2025 financial statements	19						19			19
Marzia Nicelli	Standing Auditor	18.05.23-31-12-23	Approval of 2025 financial statements	12						12			12
Fabio Buttignon	Standing Auditor	18.05.23-31-12-23	Approval of 2025 financial statements	12						12			12
Subtotal				1641	36	3213	0	35	0	4925	0	0	4925
Other managers with strategic responsibilities			Permanent	289		317		7		613			613
<b>Total</b>				<b>1930</b>	<b>36</b>	<b>3530</b>	<b>0</b>	<b>42</b>	<b>0</b>	<b>5538</b>	<b>0</b>	<b>0</b>	<b>5538</b>
										0			0
Directors/statutory auditors whose term of office ended in 2023										0			0
Fabio Sattin	Director	01.01.23.18.05.23	Renewal of term of office	0						0			0
Michele Gervasoni	Director	01.01.23.18.05.23	Renewal of term of office	370		74		5		449			449
Marzuillo Vincenzo Maria	Chairman of the Board of Statutory Auditors and Standing Auditor	01.01.23.18.05.23	Renewal of term of office	2						2			2
Ottolenghi Enrico	Standing Auditor	01.01.23.18.05.23	Renewal of term of office	1						1			1
Lippi Alberto	Standing Auditor	01.01.23.18.05.23	Renewal of term of office	1						1			1
<b>Total</b>				<b>374</b>	<b>0</b>	<b>74</b>	<b>0</b>	<b>5</b>	<b>0</b>	<b>453</b>	<b>0</b>	<b>0</b>	<b>453</b>
<b>General total</b>				<b>2304</b>	<b>36</b>	<b>3604</b>	<b>0</b>	<b>47</b>	<b>0</b>	<b>5991</b>	<b>0</b>	<b>0</b>	<b>5991</b>
										0			0
Remuneration from subsidiaries and affiliates				740	0	148	0	12	0	900	0	0	900
Remuneration in the company drafting the financial statements				1564	36	3456	0	35	0	5091	0	0	5091
<b>Total</b>				<b>2304</b>	<b>36</b>	<b>3604</b>	<b>0</b>	<b>47</b>	<b>0</b>	<b>5991</b>	<b>0</b>	<b>0</b>	<b>5991</b>
Note: Giovanni Gervasoni and Michele earned remuneration from the subsidiary													

**Andrea Sasso:** Chairman of the Board of Directors and Chief Executive Officer; a) the amount of EUR 650,000 represents the fixed annual compensation for the office of Chairman of the Board of Directors and Chief Executive Officer paid for the 2023-2025 term of office; b) the amount of EUR 175,000 represents the short-term incentive (MBO), accrued with reference to the 2023 performance, to be paid in 2024 based on the data approved by the Board of Directors on 11/03/2024; c) the amount of EUR 2,354,641 represents the cash bonus for an incentive and loyalty plan based on his involvement in the Company's future economic and strategic development (also known as "phantom stock options") earned in 2023 in connection with the liquidity event accrued with the IPO provided for in the contractual agreements of 11 May 2020 that expired in 2023; d) the amount of EUR 300,609 represents the best estimate of the accrued amount of the Long Term Incentive.

**Giorgio Gobbi:** Managing Director; a) the amount of EUR 450,000 represents the fixed annual compensation for the office of Managing Director paid for the 2023-2025 term of office; b) the amount of EUR 84,000 represents the short-term incentive (MBO), accrued with reference to the 2023 performance, to be paid in 2024 based on the data approved by the Board of Directors on 11/03/2024; c) the amount of EUR 225,457 represents the best estimate of the accrued amount of the Long Term Incentive.

**Paolo Colonna:** a) the amount of EUR 15,823 represents the sum of the compensation (pro-rata value of EUR 1,000) for the office of member of the Board of Directors established for the previous term of office until 17 May 2023 and the compensation (pro-rata value of EUR 25,000) for the office of member of the Board of Directors established for the 2023-2025 term of office as of 18 May 2023.

**Alessandra Stea:** a) the amount of EUR 15,823 represents the sum of the compensation (pro-rata value of EUR 1,000) for the office of member of the Board of Directors established for the previous term of office until 17 May 2023 and the compensation (pro-rata value of EUR 25,000) for the office of member of the Board of Directors established for the 2023-2025 term of office as of 18 May 2023.

**Giovanni Gervasoni:** a) the amount of EUR 370,000 represents the fixed annual compensation for the office of Chairman of the Board of Directors and Chief Executive Officer of the subsidiary Gervasoni S.p.A. paid for the 2021-2023 term of office; b) the amount of EUR 74,000 represents the short-term incentive (MBO), accrued with reference to the 2023 performance, to be paid in 2024 based on the data approved by the Board of Directors of Gervasoni S.p.A. on 7/03/2024. The compensation (pro-rata value of EUR 1,000 until 17 May 2023 and pro-rata value of EUR 25,000 from 18 May 2023) for the office of member of the Issuer's Board of Directors for the financial year 2023 was paid to Gervasoni S.p.A.

**Giovanni Tamburi:** a) the amount of EUR 15,445 represents the amount of the compensation (pro-rata value of EUR 25,000) for the office of member of the Board of Directors established for the 2023-2025 term of office; b) the amount of EUR 6,178 represents the sum of the compensation as a member of the Hiring Committee (pro-rata value of EUR 5,000) and the Remuneration Committee (pro-rata value of EUR 5,000).

**Alessandra Rollandi:** a) the amount of EUR 15,445 represents the amount of the compensation (pro-rata value of EUR 25,000) for the office of member of the Board of Directors established for the 2023-2025 term of office.

**Piero Generali:** a) the amount of EUR 15,445 represents the amount of the compensation (pro-rata value of EUR 25,000) for the office of member of the Board of Directors established for the 2023-2025 term of office.

**Lea Lida Lavitola:** a) the amount of EUR 15,445 represents the amount of the compensation (pro-rata value of EUR 25,000) for the office of member of the Board of Directors established for the 2023-2025 term of office; b) the amount of EUR 15,445 represents the sum of the compensation as Chair of the Hiring Committee (pro-rata value of EUR 10,000) and of the Remuneration Committee (pro-rata value of EUR 10,000) and as a member of the Risk, Related Parties and Sustainability Committee (pro-rata value of EUR 5,000).

**Paola Mungo:** a) the amount of EUR 15,445 represents the amount of the compensation (pro-rata value of EUR 25,000) for the office of member of the Board of Directors established for the 2023-2025 term of office; b) the amount of EUR 3,089 represents the compensation as member of the Risk, Related Parties and Sustainability Committee (pro-rata value of EUR 5,000).

**Cristina Finocchi Mahne:** a) the amount of EUR 15,445 represents the amount of the compensation (pro-rata value of EUR 25,000) for the office of member of the Board of Directors established for the 2023-2025 term of office; b) the amount of EUR 12,356 represents the sum of compensation as a member of the Appointments Committee (pro-rata value of EUR 5,000), the Remuneration Committee (pro-rata value of EUR 5,000) and as Chair of the Risk, Related Parties and Sustainability Committee (pro-rata value of EUR 10,000).

**Filippo Annunziata:** the amount of EUR 18,534 represents the compensation (pro-rata value of EUR 30,000) for the office of Chairman of the Board of Statutory Auditors for the 2023-2025 term of office.

**Fabio Buttignon:** the amount of EUR 12,356 represents the compensation (pro-rata value of EUR 20,000) for the office of standing statutory auditor for the 2023-2025 term of office.

**Marzia Nicelli:** the amount of EUR 12,356 represents the compensation (pro-rata value of EUR 20,000) for the office of standing statutory auditor for the 2023-2025 term of office.

**Managers with strategic responsibilities:** a) the amount of EUR 289,061 represents the fixed compensation paid to managers who, in 2023, were managers with strategic responsibilities; b) the amount of EUR 40,569 represents the short-term incentive (MBO), accrued with reference to the 2023 performance, to be paid in 2024 on the basis of the data approved by the Board of Directors on 11/03/2024; c) the amount of EUR 129,615

represents the one-off amount accrued for the IPO resolved by the Board of Directors on 23 May 2023; c) [sic: d)] the amount of EUR 146,370 represents the best estimate of the accrued amount of the Long Term Incentive.

**Fabio Sattin:** a) the amount of EUR 348 represents the compensation (pro-rata value of EUR 1,000) for the office of member of the Board of Directors established for the 2021-2023 term of office; the current office of Honorary Chairman is not remunerated.

**Michele Gervasoni:** a) the amount of EUR 370,000 represents the fixed compensation for the office of Chairman of the Board of Directors and Chief Executive Officer in the subsidiary Gervasoni S.p.A. paid for the 2021-2023 term of office; b) the amount of EUR 74,000 represents the short-term incentive (MBO), accrued with reference to the 2023 performance, to be paid in 2024 based on the data approved by the Board of Directors of Gervasoni S.p.A. on 7/03/2024 The office of director in the Issuer ceased on 17 May 2023; the compensation (pro-rata value of EUR 1,000) for the office of member of the Issuer's Board of Directors for the financial year 2023 was paid to Gervasoni S.p.A.



**TABLE 2: STOCK-OPTIONS GRANTED TO MEMBERS OF THE BOARD OF DIRECTORS, GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES**

Not present as not applicable.

**TABLE 3A: INCENTIVE PLANS BASED ON FINANCIAL INSTRUMENTS OTHER THAN STOCK OPTIONS FOR MEMBERS OF THE BOARD OF DIRECTORS, GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES**

Not present as not applicable.

**TABLE 3B: MONETARY INCENTIVE PLANS FOR MEMBERS OF THE BOARD OF DIRECTORS, GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES<sup>1</sup>**

First and last name	Position	Plan	Disbursable/disbursed	Deferred	Deferral period	Other compensation
Andrea Sasso	CEO and Chairman of the Board of Directors	2023 MBO Plan	175			
		Phantom Stock Option 2023	2,354			
		Long Term Incentive 2023-2025		301	2026	
Giorgio Gobbi	Managing Director	2023 MBO Plan	84			
		Long Term Incentive 2023-2025		225	2026	
Giovanni Gervasoni	Director	Subsidiary 2023 MBO Plan	74			
Total						
Other managers with strategic responsibilities		2023 MBO Plan	41			

<sup>1</sup> It should be noted that the table covers all types of monetary incentive plans, both short-term and medium- to long-term.

		2023 one-off bonus	130			
		Long Term Incentive 2023-2025		146	2026	
<b>Total</b>			<b>2,858</b>	<b>672</b>		<b>-</b>
Directors whose term of office has expired						
Michele Gervasoni	Director	Subsidiary 2023 MBO Plan	74			
<b>General total</b>			<b>2,932</b>	<b>672</b>		<b>-</b>
<p>Note: bonuses resolved by the Board of Directors on 23 May 2023  Long Term Incentive 2023-2025 refers to the best possible estimate of the bonus' accrual</p>						

**TABLE 4: INFORMATION ON THE SHAREHOLDINGS OF MEMBERS OF THE MANAGEMENT AND CONTROL BODIES, GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES**

Pursuant to Art. 84-*quater*, paragraph 4 of the Issuers' Regulation, the following tables indicate the shareholdings held in the listed company and its subsidiaries by members of the administration and control bodies, general managers, and other managers with strategic responsibilities, as well as spouses who are not legally separated and underage children, directly or through subsidiaries, trust companies or intermediaries, as resulting from the shareholders' register, communications received, and other information acquired from the members of the administration and control bodies, general managers and managers with strategic responsibilities.

**Table 4.A: Shares held by members of management and control bodies and general managers**

First and last name	Position	Subsidiary	Number of shares held at the end of the previous financial year	Number of shares acquired	Number of shares sold	Number of shares held at the end of the current financial year
Giorgio Gobbi	Managing Director	IDB S.p.A.	264,711	841.637*	264,711	841,637
Giovanni Gervasoni	Director	IDB S.p.A. via Elpi srl	2,936,438		1,611,176	1,325,262
Michele Gervasoni	Director **	IDB S.p.A. via Fourleaf srl	2,936,438	27,363	1,611,176	1,352,625
Paolo Colonna	Director	IDB S.p.A. via Creazione di Valore		529,529		529,529
Paolo Colonna	Director	IDB S.p.A. via Galpina srl		209,816		209,816
Fabio Sattin	Honorary Chairman***	IDB S.p.A. via Private Equity Partner	-	336,077		336,077
Fabio Buttignon	Standing Statutory Auditor	IDB S.p.A.		500		500

\* shares received in relation to the articles of association

\*\* term of office expired in 2023

\*\*\* director whose term of office expired in 2023, and who is now an honorary chairman

**Table 4.B: Shares held of the other managers with strategic responsibilities**

Not present.