

Tecnoinvestimenti S.p.A.

Report on Remuneration **Pursuant to art 123-ter of the TUF (Consolidated Finance Law)**

2017

Approved by the Board of Directors on 28 March 2017

available at www.tecnoinvestimenti.it

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SECTION I - REMUNERATION POLICY

This report (the "**Report**"), approved by the Board of Directors of Tecnoinvestimenti S.p.A. ("**Tecnoinvestimenti**", the "**Issuer**" or the "**Company**") on [28 March 2017], drawn up in accordance with schedule 7-*bis* of Annex 3B to the Regulation adopted by CONSOB by resolution no. 11971/1999, as amended (the "**Issuer Regulation**") sets forth and describes:

- in the first section, the remuneration policy (hereinafter the "**Policy**") for the remuneration of directors and key managers (hereinafter the "**Key Managers**"), specifying the general purposes pursued, the organisations involved and the procedures used to adopt and implement the Policy;
- in the second section, the remuneration paid in the year 2016 to directors, statutory auditors and Key managers.

The report also lists the shares held by the company's directors, statutory auditors and Key Managers.

The Policy described in Section 1 of this Report was prepared in accordance with article 123-*ter* of Legislative Decree no. 58 of 24 February 1998, (the "**TUF**") and article 6 of the Code of Self-Regulation of listed companies (hereinafter the "**Code of Self-Regulation**"), as last amended in July 2015.

This Report will be transmitted to Borsa Italiana and is made available to the public at the company's registered office and website within the 21st day prior to the date of the Shareholders' Meeting called to approve the financial statements for the year ended 31 December 2016, in which the shareholders were asked to approve, by a non-binding resolution, Section 1 of the said Report in accordance with applicable legislation.

In preparing this report the company did not use the assistance of independent experts.

a) Bodies or individuals involved in the preparation and approval of the Remuneration Policy and their respective roles, as well as bodies or individuals in charge of proper implementation of this Policy.

The Board of Directors annually approves the Policy upon proposal of the Remuneration Committee (see paragraph b) below).

The Policy is subject to a non-binding resolution of the Ordinary Shareholders' Meeting convened in accordance with article 2364 of the Italian civil code.

Responsibility for the proper implementation of the Policy lies firstly with the Remuneration Committee in the performance of its duties described above, as well as with the Managing Director and the Board of Directors.

b) Remuneration Committee's intervention, composition (including distinction between non-executive and independent directors), responsibilities and operating procedures.

The Remuneration Committee is composed of a number of Directors determined by the Board of Directors.

On 17 May 2016, the Board of Directors appointed as members of the Remuneration Committee the independent Director Gian Paolo Coscia (Chairman), the independent Director Laura Benedetto and the non-executive Director Aldo Pia, with effect from the start date of trading of the Company's ordinary shares on the MTA on 30 August 2016.

All members of the Remuneration Committee have adequate knowledge and experience in financial matters or remuneration policies.

The Remuneration Committee is a consulting and advisory body whose main task is to submit to the Board of Directors proposals for the definition of a remuneration policy for Directors and Key Managers.

The Remuneration Committee is given tasks as set out by art. 6 of the Code of Self-Regulation, and in particular:

- a) proposes to the Board of Directors the adoption of the remuneration policy for directors and key managers;
- b) assesses periodically the suitability, overall consistency and actual application of the remuneration policy for Directors and key managers, making use in this regard of the information provided by the managing Directors; formulates proposals on the matter to the Board of Directors;
- c) presents proposals or expresses opinions to the Board of Directors on the remuneration of executive Directors and other Directors filling particular roles as well as on the establishment of performance objectives relating to the variable component of such remuneration; monitors the application of decisions adopted by the Board, verifying, in particular, that performance objectives are achieved.

In accordance with article 4, application criterion 4.C.1, letter (e), of the Code of Self-Regulation, in carrying out its functions the Remuneration Committee has the option of accessing information and the company departments necessary for carrying out its tasks as well as of availing itself of external consultants within the terms established by the Board of Directors.

No Director takes part in the meetings of the Remuneration Committee at which proposals for the Board of Directors relating to their remuneration are made.

c) Names of independent experts involved in the preparation of the Remuneration Policy (if any).

No independent experts were involved in the preparation of the Policy.

d) Aims pursued by the remuneration policy, underlying principles and possible changes in the remuneration policy compared to the previous year.

The company's Policy aims to attract, retain and motivate a management team with high professional qualities, able to successfully manage the company's business.

The purpose of the aforesaid Policy is to align the interests of employees with those of shareholders, pursuing the primary objective of creating sustainable value in the medium to long term, through the implementation of a strong link between remuneration on the one hand, and individual and group performance on the other. In particular, the mechanisms through which monetary compensation is determined form a remuneration structure that is altogether well-balanced between fixed and variable components.

The Policy has been developed through a clear and transparent process in which the company's Remuneration Committee and Board of Directors played a central role.

Any deviations from the guidelines set out in the Policy in determining the Management's remuneration must be approved by the Board of Directors upon recommendation or proposal of the Remuneration Committee.

At least once a year, on the occasion of the presentation of the Report, the Chairman of the Remuneration Committee reports to the Board of Directors on compliance with the policy.

e) Description of policies relating to fixed and variable remuneration components, particularly with respect to their respective weight within total remuneration, distinguishing between short and medium-long term variable components

The Policy has been prepared with a view to ensuring a balanced overall remuneration structure, through the appropriate balance between fixed and variable components.

With regard to the fixed remuneration component, the Code of Self-Regulation recommends that it should be sufficient to remunerate the services of the Managing Director, the directors vested with special offices and Key Managers in the event that the variable component is not paid out due to failure to achieve performance objectives.

With regard to the variable remuneration component, the Code of Self-Regulation recommends that the remuneration of the Managing Director, the directors vested with special offices and Key Managers should be determined in compliance with the following criteria:

- the fixed and the variable component should be adequately balanced;
- maximum limits should be set for variable components;
- performance objectives should be predetermined, measurable and linked to the creation of value for shareholders in the medium to long term;
- the pay-out of a significant portion of the variable remuneration component should be deferred by an appropriate period of time after the vesting date.

With regard to the remuneration components of executive directors, the company has decided to assign a variable component – under the terms listed below – to the Managing Director. It has been concluded that, as the holder of delegated management powers, the Managing Director should receive remuneration commensurate to the results actually achieved, with a view to pursuing the objective of creating shareholder value in the medium to long term.

The remuneration of other directors consists of fixed components, proportionate to the effort required of each of them, in addition to refund, of expenses incurred due in accordance with article 14.5 of the Articles of Association, and attendance fees. These directors are not entitled to a variable remuneration component, because their activities are not likely to affect directly the company's performance, which is normally linked to the pay-out of variable components.

In line with the above, according to the Policy the remuneration is composed of:

- a) a fixed component consisting:
 - for the Managing Director:
 - o of the remuneration approved by the shareholders for each Director at the time of their appointment; and
 - o of the compensation approved by the Board of Directors, upon proposal of the Remuneration Committee and subject to the favourable opinion of the Board of Statutory Auditors, in accordance with article 2389(3) of the Italian civil code;
 - for the other Directors:
 - o of the remuneration approved by the shareholders for each Director at the time of their appointment (in this regard, see paragraph n) below);
- b) a variable component for the Managing Director, to be determined by the Board of Directors, upon proposal of the Remuneration Committee and subject to the favourable opinion of the Board of Statutory Auditors, it being understood that this variable component shall, in any case, be conditional on the achievement of the performance objectives set by the Board of Directors. The other directors shall not receive any variable component.

The remuneration of Key Managers is not divided into fixed and variable component. In general, Key Managers' remuneration package consists of (i) an annual gross fixed component and (ii) a short-term variable component (on an annual basis) in cash, payment of which is subject to the achievement of predetermined corporate and individual performance objectives. It should be noted that the vesting of the short-term variable component is subject to eligibility requirements ("on/off") and is commensurate to a quantitative annual profitability measure, i.e. the consolidated EBITDA. Moreover, in the case of MBO components assigned to Key Managers, the maximum payable incentive is around 30% and cannot exceed 50% of RAL; in addition, (i) the fixed component does not represent more than 75% of the total annual remuneration, and (ii) the annual variable incentive, depending on the extent to which the predetermined targets are achieved or exceeded, does not account for more than 50% of the total annual remuneration.

f) Policy applicable to non-monetary benefits.

As of the date of this Report, the company has not prepared a policy for non-monetary benefits to Directors. Key Managers will be assigned company cars to mixed use.

g) With reference to variable components, description of the performance objectives on the basis of which they are assigned, distinguishing between short and medium-long term variable components, and information on the link between change in results and change in remuneration

Please refer to sub-paragraph e).

h) Criteria used for evaluating the prerequisite performance objectives for the assignment of shares, options, other financial instruments, or other variable remuneration components

The determination of the variable part of the Managing Director's remuneration takes into account the growth model (considering both internal and external growth) and the fact that a medium-long term incentive plan has been put in place through the assignment of virtual Stock Options provided in the relevant Regulation (as defined below).

i) information intended to verify the consistency of the remuneration policy with the pursuit of the company's long-term interests and with the risk management policy

The Remuneration Policy is designed so as to align the interests of employees with those of shareholders, pursuing the primary objective of creating sustainable value in the medium to long term, through the implementation of a strong link between remuneration on the one hand, and individual and group performance on the other. In particular, the mechanisms through which monetary compensation is determined form a remuneration structure that is altogether well-balanced between fixed and variable components, avoiding imbalances that may lead to conducts not in line with performance sustainability requirements and with the company's risk propensity.

j) Vesting period, possible deferred pay-out systems, deferment periods and criteria used for determining such periods, as well as ex post correction mechanisms if any

In this regard, please refer to paragraph 4, section II, part 1.

k) Information on any clauses requiring the maintenance in the portfolio of financial instruments after their acquisition, with the maintenance periods and the criteria used for determining such periods

Incentive plans based on financial instruments do not include any clauses requiring such instruments to be kept in the same portfolio after acquisition.

l) Policy applicable to indemnities in case of cessation from office or termination of employment

The Policy does not envisage the payment of any compensation in favour of directors and Key Managers (other than the Managing Director and General Manager) in the event of early termination of the office and/or working relationships or its non-renewal.

m) Information on the presence of insurance covers, or social security or retirement benefits, other than those required by law

In line with best practice, the Directors are entitled to an insurance policy to cover their responsibility, except for cases of wilful misconduct and gross negligence, occupational and non-occupational injuries in accordance with the provisions set out in mandate regulations.

n) Remuneration policy applicable to: (i) independent directors, (ii) participation in committees, and (iii) performance of certain duties

The Policy does not provide for specific compensation for independent Directors. As set out in paragraph e) above, the remuneration of non-executive directors consists of a fixed component, determined by the Ordinary Shareholders' Meeting, the refund of expenses incurred, due in accordance with article 14.5 of the Articles of Association, and attendance fees.

Directors who are members of each of the Committees within the Board of Directors receive additional fixed annual remuneration for Committee activities.

The Chairman of the Board of Directors receives higher gross fixed annual compensation than the other directors, as decided by the Ordinary Shareholders' Meeting.

With regard to the positions held in subsidiaries by any Director or Key Manager of Tecnoinvestimenti, the Policy is defined independently by Tecnoinvestimenti without any reference to the remuneration policies adopted by other companies.

o) Guidance on the possible use of other companies' remuneration policies as reference

The Policy is developed by the company without using other companies' policies as reference.

SECTION II – DETAILS ON COMPENSATION

This section aims to describe the compensation paid in 2016 and to present in table form the quantitative information in accordance with Annex 3A to the Issuers Regulations, Schedules 7-bis and 7-ter.

In particular, this section contains a representation of each of the items that make up remuneration, including end-of-office or employment termination indemnities, and the list of shares held by the members of the administration and control bodies, general managers and key managers.

Below is a description of the remuneration paid for the year 2016 to the Chairman of the Board of Directors, the non-executive directors, the Managing Director, the General Manager and the Key Managers.

Part 1 – Items that make up remuneration

This part of Section II provides a representation of each of the items that make up the remuneration of the members of the Board of Directors and the Board of Statutory Auditors, as well as, of the Key Managers (in aggregate form) for the year 2016.

1.1 Board of Directors

1.1.1 Managing Director and General Manager

During 2016, Mr. Pier Andrea Paolo Edoardo Chevallard served as Managing Director and General Manager. Mr. Chevallard was appointed following the election of the Board of Directors by the Ordinary Shareholders' Meeting on 30 April 2015 and by the Board of Directors in the meeting held on 6 May 2015.

Below is a description of each of the items that made up the remuneration of the Managing Director and General Manager in 2016.

- Fixed component consisting of:
 - gross annual compensation of Euro 15,000 for the office of member of the Board of Directors, as decided by the Shareholders during the meeting of 30 April 2015;
 - total compensation of Euro 100,000 for the office of Managing Director as approved by the Board of Directors on 6 May 2015;
 - gross annual compensation of Euro 270,000 because of his position as an executive (General Manager);
- Variable component: a portion of the Managing Director's compensation is linked to the achievement of specific performance objectives set by the company.

For the year 2016, the variable component of the Managing Director's remuneration was determined by the Board of Directors on 30 March 2016, following a favourable opinion of the Board of Statutory Auditors.

There are no variable remuneration components for the executive position as General Manager of Tecnoinvestimenti.

For completeness of information, it should be noted that in 2016 the Managing Director received variable compensation for the year 2015 amounting to a total of Euro 40,000.

With reference to the indemnities in case of early termination of office or non-renewal of the appointment, please refer to paragraph 1.5 below.

1.1.2. Chairman of the Board of Directors

The Chairman's remuneration is not linked to the company's operating performance, and therefore consists solely of a fixed component.

During 2016 the Chairman of the Board of Directors was Director Enrico Salza, who was appointed by the Ordinary Shareholders' Meeting on 30 April 2015. The Chairman's total compensation for 2016 was Euro 50,000, as decided by the Shareholders during the meeting of 30 April 2015, for the office of Chairman of the Board;

With reference to the indemnities in case of early termination of office or non-renewal of the appointment, please refer to paragraph 1.5 below.

1.1.4 Other members of the Board of Directors

The Shareholders' Meeting of 30 April 2015 has appointed as Directors, in addition to the Managing Director and the Chairman, the following Board members: Laura Benedetto, Giada Grandi, Ivanhoe Lo Bello, Elisa Corghi, Aldo Pia, Gian Paolo Coscia and Luciano Dalla Riva.

On 24 March 2016, Mr. Luciano Dalla Riva resigned from the Issuer's Board of Directors. On 19 April 2016, the Board of Directors took on, pursuant to and for the effects of art. 2386 of the Civil Code, Alessandro Potestà.

The remuneration of Board members is not linked to the company's operating performance, and therefore consists solely of a fixed component.

In particular, the Shareholders' Meeting of 30 April 2015 approved a gross annual remuneration of Euro 15,000 for each member of the Board of Directors.

With reference to the indemnities in case of early termination of office or non-renewal of the appointment, please refer to paragraph 1.5 below.

1.1.5 Members of Committees within the Board of Directors

1.1.5.1 Remuneration Committee

The Board of Directors on 17 May 2016 appointed as members of the Remuneration Committee the independent Director Gian Paolo Coscia (Chairman), the independent Director Laura Benedetto and the non-executive Director Aldo Pia.

Directors who are members of the Remuneration Committee receive, in addition to the compensation of Euro 15,000 as determined by the Shareholders' Meeting of 30 April 2015, the refund of expenses incurred, to which they are entitled under article 14.5 of the Articles of Association, and attendance fees for each Board of Directors meeting, additional gross compensation of Euro 7,000 per year for Committee Chairmen, and gross compensation of Euro 5,000 per year for the other members, to carry out activities related to their office.

1.1.5.2 Internal Control and Risk Management Committee

On 17 May 2016, the Issuer's Board of Directors appointed as members of the Internal Control and Risk Management Committee the independent Director Giada Grandi (Chairman), the independent Director Elisa Corghi and the non-executive Director Alessandro Potestà.

Directors who are members of the Remuneration Committee receive, in addition to the compensation of Euro 15,000 as determined by the Shareholders' Meeting of 30 April 2015, the refund of expenses incurred, to

which they are entitled under article 14.5 of the Articles of Association, and attendance fees for each Board of Directors meeting, additional gross compensation of Euro 7,000 per year for Committee activities.

1.2 Board of Statutory Auditors

By resolution of 30 April 2015, the Ordinary Shareholders' Meeting appointed the following members of the Board of Statutory Auditors: Riccardo Ranalli (Chairman), Gianfranco Chinellato (standing auditor), Domenica Serra (standing auditor), Alberto Sodini (alternate auditor) and Laura Raselli (alternate auditor).

During the same meeting, the Shareholders determined a gross annual compensation of Euro 15,000 for the Chairman and of Euro 11,000 for each standing auditor, in addition to refund of documented out-of-pocket expenses incurred and an attendance fee of Euro 400 for participation in Board of Directors meetings.

1.4 Key Managers

The incentive mechanisms are consistent with the tasks assigned to them and, with regard to the company's Key Managers, their remuneration is divided into a fixed and a variable component. In general, Key Managers' remuneration package consists of (i) an annual gross fixed component and (ii) a short-term variable component (on an annual basis) in cash, payment of which is subject to the achievement of predetermined corporate and individual performance objectives. It should be noted that the vesting of the short-term variable component is subject to eligibility requirements ("on/off") and is commensurate to a quantitative annual profitability measure, i.e. the consolidated EBITDA. Moreover, in the case of MBO components assigned to Key Managers, the maximum payable incentive is around 30% and cannot exceed 50% of RAL; in addition, (i) the fixed component does not represent more than 75% of the total annual remuneration, and (ii) the annual variable incentive, depending on the extent to which the predetermined targets are achieved or exceeded, does not account for more than 50% of the total annual remuneration. As non-monetary fringe benefit, Key Managers also receive a company car for mixed use. The company's executives are also provided with supplementary health and life insurance over and above those required by law.

1.5 Agreements providing for indemnities in the event of early termination

There are no agreements providing for indemnities in the event of early termination. For the Managing Director and General Manager, in the event of early termination by the Company without just cause and/or revocation and/or non-renewal and/or if the Managing Director or General Manager has to resign from both relationships at the request of the Company, the Managing Director or General Manager will be paid an amount, as an incentive to leave, equal to three years' worth of overall emoluments received as General Manager.

1.6 Incentive plans based on financial instruments

The payment policy adopted by the Company entails the use of incentive plans based on financial instruments. In particular, on 31 May 2016, the following were approved: the "Guidelines for a virtual Stock Option plan" aimed at key managers in Tecnoinvestimenti, including their executive directors (the "Guidelines for the Incentive Plan").

On 22 June 2016, the Board of Directors approved the Regulations concerning the incentive plan (the “**Regulations**”) which establishes, inter alia, the conditions for exercising options, with maturation for increasing pre-established instalments between 18 and 36 months and the issue of a maximum number of 500,000 options that can be exercised in the period between 31 January 2018 and 31 July 2020, in the ratio of 1 figurative share for each option.

The purpose of the plan, pursuant to art. 2.2.3 of the Regulations for markets organised and managed by Borsa Italiana S.p.A. with reference to the STAR segment requirements and in accordance with the principles of article 6 of the Code of Self-Regulation for Listed Companies with regard to the remuneration of executive directors, is to align the interests of investors and senior key managers of the Tecnoinvestimenti group, introducing for the latter a medium-to-long-term remuneration system corresponding to the growth in value of shares and consequently the creation of sustainable value for shareholders.

On 14 November 2016, the Board of Directors approved the allocation of virtual stock options, in the context of the Plan intended for senior key managers of Tecnoinvestimenti aimed at paying deferred sums corresponding to the growth in value of the Company’s shares and thus without the issue of new Tecnoinvestimenti shares and without dilution for shareholders. In particular, the entire allocation of the maximum 500,000 options was approved, of which to the Managing Director, Pier Andrea Paolo Edoardo Chevallard, 300,000 options, of which 90,000 can be exercised between 31.01.2018 and 31.07.2020 and 210.000 can be exercised between 31.07.2019 and 31.07.2020. The other 200,000 options were allocated to the Company’s Senior Key Managers, of which 60,000 options can be exercised between 31.01.2008 and 31.07.2020 and 140,000 can be exercised between 31.07.2019 and 31.07.2020.

Please note, finally, that in accordance with the Incentive Plan, the allocation of options to the recipients is free of charge. The sum due to each of the recipients as a result of the actual exercising of the options is calculated according to the difference between (i) the Benchmark Value, meaning the mean weighted price on the basis of the quantities exchanged of each individual Tecnoinvestimenti share on the MTA in the calendar month preceding each notification of the exercising of an option, and (ii) the Allocation Value equal to Euro 3.4 for each ordinary Tecnoinvestimenti share.

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Part II - Tables

The tables below present analytically the compensation for members of the Board of Directors and the Board of Statutory Auditors and, in aggregate form, for Key Managers executives paid or to be paid by the company and by its subsidiaries and associated companies for the year 2016.

Table 1 Compensation paid to the members of the administration and control bodies to Key Managers in 2016 (in thousands of Euro)

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and Surname	Office	Period of office	Office expiration date	Fixed compensation	Fees for participation in committees	Non-equity variable compensation		Non-monetary benefits ¹	Other compensation	Total	Fair value of equity compensation	End-of-office indemnity Total
						Bonuses and other incentives	Profit sharing					
Enrico Salza	Chairman	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				50,000	--	--	--	--	7,600	57,600	--	--
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				50,000	--	--	--	--	7,600	57,600	--	--
Pier Andrea Paolo Edoardo Chevallard	Managing Director	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				115,000	--	40,000 ²	--	2,558.52	7,600	162,600	--	--
(II) Compensation from subsidiaries and associated companies				114,536.58	--	--	--	--	9,000	123,536.58	--	--
(III) Total				229,536.58	--	40,000	--	--	16,600	286,136.58	--	--
Laura Benedetto	Director	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				15,000	1,667	--	--	--	6,800	23,467	--	--

¹ Amounts of fringe benefits (according to a taxability criterion).

² The actual portion of variable remuneration accrued in the year 2016 for objectives achieved in the same year will be determined after the date of publication of the Report.

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and Surname	Office	Period of office	Office expiration date	Fixed compensation	Fees for participation in committees	Non-equity variable compensation		Non-monetary benefits ¹	Other compensation	Total	Fair value of equity compensation	End-of-office indemnity Total
						Bonuses and other incentives	Profit sharing					
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				15,000	1,667	--	--	--	6,800	23,467	--	--
Giada Grandi	Director	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				15,000	2,333	--	--	--	6,400	23,733	--	--
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				15,000	2,333	--	--	--	6,400	23,733	--	--
Ivanhoe Bello	Director	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				15,000	--	--	--	--	4,800	19,800	--	--
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				15,000	--	--	--	--	4,800	19,800	--	--
Elisa Corghi	Director	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				15,000	1,667	--	--	--	8,000	24,667	--	--
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				15,000	1,667	--	--	--	8,000	24,667	--	--
Aldo Pia	Director	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial				15,000	1,667	--	--	--	7,200	23,867	--	--

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and Surname	Office	Period of office	Office expiration date	Fixed compensation	Fees for participation in committees	Non-equity variable compensation		Non-monetary benefits ¹	Other compensation	Total	Fair value of equity compensation	End-of-office indemnity Total
						Bonuses and other incentives	Profit sharing					
Statements												
(II) Compensation from subsidiaries and associated companies				45,000	--	--	--	--	4,500	49,500	--	--
(III) Total				60,000	1,667	--	--	--	11,700	73,367	--	--
Alessandro Potestà	Director	from 19 April 2016 to December 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				10,492	1,667	--	--	--	5,200	17,358	--	--
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				10,492	1,667	--	--	--	5,200	17,358	--	--
Gian Paolo Coscia	Director	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				15,000	2,333	--	--	--	7,600	24,933	--	--
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				15,000	2,333	--	--	--	7,600	24,933	--	--
Luciano Dalla Riva	Director		Resigned on 24 March 2016									
(I) Compensation in the company preparing the Financial Statements				3,443	--	--	--	--	--	3,443	--	--
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				3,443	--	--	--	--	--	3,443	--	--
Riccardo	Chairman	Jan-Dec	Approval									

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and Surname	Office	Period of office	Office expiration date	Fixed compensation	Fees for participation in committees	Non-equity variable compensation		Non-monetary benefits ¹	Other compensation	Total	Fair value of equity compensation	End-of-office indemnity Total
						Bonuses and other incentives	Profit sharing					
Ranalli	of the Board of Statutory Auditors	2016	of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				15,000	5,000	--	--	--	8,000	28,000	--	--
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				15,000	5,000	--	--	--	8,000	28,000	--	--
Gianfranco Chinellato	Standing Auditor	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				11,000	--	--	--	--	7,600	18,600	--	--
(II) Compensation from subsidiaries and associated companies				16,192	0	0		0	0	16,192	--	--
(III) Total				27,192	--	--	--	--	7,600	34,792	--	--
Domenica Serra	Standing Auditor	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				11,000	--	--	--	--	8,000	19,000	--	--
(II) Compensation from subsidiaries and associated companies				14,167	--	--	--	--	2,100	16,267	--	--
(III) Total				25,167	--	--	--	--	10,100	35,267	--	--
Alberto Sodini	Alternate Auditor	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				--	--	--	--	--	--	--	--	--

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and Surname	Office	Period of office	Office expiration date	Fixed compensation	Fees for participation in committees	Non-equity variable compensation		Non-monetary benefits ¹	Other compensation	Total	Fair value of equity compensation	End-of-office indemnity Total
						Bonuses and other incentives	Profit sharing					
(II) Compensation from subsidiaries and associated companies				11,000	--	--	--	--	2,100	13,100	--	--
(III) Total				11,000	--	--	--	--	2,100	13,100	--	--
Laura Raselli	Alternate Auditor	Jan-Dec 2016	Approval of 2017 Fin Stat									
(I) Compensation in the company preparing the Financial Statements				--	--	--	--	--	--	--	--	--
(II) Compensation from subsidiaries and associated companies				6,543	--	--	--	--	1,350	7,893	--	--
(III) Total				6,543	--	--	--	--	1,350	7,893	--	--
	General Manager		-									
(I) Compensation in the company preparing the Financial Statements				270,000	--	--	--	--	--	270,000	--	--
(II) Compensation from subsidiaries and associated companies				--	--	--	--	--	--	--	--	--
(III) Total				--	--	--	--	--	--	--	--	--
	Key Managers		-									
(I) Compensation in the company preparing the Financial Statements				201,585	--	80,676 ³	--	5,206.16	--	282,261	--	--
(II) Compensation from subsidiaries and associated companies (1)				27,867	--	--	--	--	1,200	27,867	--	--
(III) Total				229,452	--	--	--	--	1,200	229,452	--	--

³ The actual portion of variable remuneration accrued in the year 2016 for objectives achieved in the same year will be determined after the date of publication of the Report.

Table 3A: Stock options granted to members of the Board of Directors and Key Managers (KMs).

A	B	Options held at beginning of year				Options granted during the year						Options exercised during the year Options expired during the year			Options held at year end		Options pertaining to the year
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15) = (2)+(5)-	(16)
Name and Surname	Office	Plan	No. of options	Exercise price	Possible exercise period (from – to)	No. of options	Exercise price	Possible exercise period (from – to)	Fair value at grant date	Grant date	Market price of the underlying shares at the grant date	No. of options	Exercise price	Market price of the underlying shares at the exercise date	No. of options	No. of options	Fair value
Pier Andrea Chevallard	Managing Director																
(I) Compensation in the company preparing the Financial Statements	Virtual Stock Options	--	--	--		300,000	--	90,000 exercisable from 31/01/2018 to 31/07/2020 and 210,000 exercisable from 31/07/2019 and 31/07/2020.	4.57	14.11.2016	--	--	--	--	300,000	300,000	--
(II) Compensation from subsidiaries and associated companies		--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
(III) Total		--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Marco Sanfilippo	Key Manager																

(I) Compensation in the company preparing the Financial Statements	Virtual Stock Options	--	--	--	120,000	--	36,000 exercisable from 31/01/2018 to 31/07/2020 and 84,000 exercisable from 31/07/2019 and 31/07/2020.	4.57	14.11.2016	--	--	--	--	120,000	120,000	--
(II) Compensation from subsidiaries and associated companies		--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
(III) Total		--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
Nicola Di Liello	Key Manager															
(I) Compensation in the company preparing the Financial Statements	Virtual Stock Options	--	--	--	80,000	--	24,000 exercisable from 31/01/2018 to 31/07/2020 and 56,000 exercisable from 31/07/2019 and 31/07/2020.	4.57	14.11.2016	--	--	--	--	80,000	80,000	--
(II) Compensation from subsidiaries and associated companies		--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
(III) Total		--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

NOTES

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Table 3A: Incentive plans based on financial instruments, other than stock options, for members of the Board of Directors and Key Managers (KMs).

A	B	(1)	Financial instruments assigned in previous years, not vested during the year		Financial instruments assigned during the year					Financial instruments vested during the year, not assigned	Financial instruments vested during the year, assignable		Financial instruments pertaining to the year
			(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Name and Surname	Office	Plan	No. and type of financial instruments	Vesting period	No. and type of financial instruments	Fair value at grant date	Vesting period	Grant date	Market price at grant date	No. and type of financial instruments	No. and type of financial instruments	Value at vesting date	Fair value
--	--												
(I) Compensation in the company preparing the Financial Statements	--	--											
(II) Compensation from subsidiaries and associated companies	--	--											
(III) Total	--	--											

NOTES

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TABLE 1: Shares held by members of the administration and control bodies

SURNAME, NAME	OFFICE	INVESTEE COMPANY	NO. OF SHARES HELD AT THE END OF THE PREVIOUS YEAR	NO. OF SHARES PURCHASED	NO. OF SHARES SOLD	NO. OF SHARES HELD AT THE END OF THE CURRENT YEAR
--	--	--	--	--	--	--
--	--	--	--	--	--	--
--	--	--	--	--	--	--
--	--	--	--	--	--	--

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TABLE 2: Shares held by Key Managers

NO. OF KEY MANAGERS	INVESTEE COMPANY	NO. OF SHARES HELD AT THE END OF THE PREVIOUS YEAR	NO. OF SHARES PURCHASED	NO. OF SHARES SOLD	NO. OF SHARES HELD AT THE END OF THE CURRENT YEAR
1	Tecnoinvestimenti S.p.A.	2,000	920 ⁴	--	2,920
--	--	--	--	--	--

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⁴ Following the capital increase.