# **2018 Annual Remuneration Report**

pursuant to art. 123-ter TUF and 84-quater Issuers' Regulation

Issuer: Nice S.p.A.

Website: <a href="www.niceforyou.com">www.niceforyou.com</a>

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#### **GLOSSARY**

Borsa Italiana: Borsa Italiana S.p.A. (Italian Stock Exchange).

Corporate Governance Code: the Corporate Governance Code for listed companies, approved in March 2006 (as subsequently amended) by the Corporate Governance Committee, and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria. The Corporate Governance Code can be consulted directly on the website of the Corporate Governance Committee <a href="http://www.borsaitaliana.it/comitato-corporate-governance/homepage/homepage.htm">http://www.borsaitaliana.it/comitato-corporate-governance/homepage/homepage.htm</a>.

Board of Statutory Auditors: the Board of Statutory Auditors of the Issuer.

Board of Directors: the Board of Directors of the Issuer.

Issuer or Nice or the Company: Nice S.p.A.

Year 2017: the financial year ended 31 December 2017.

Year 2018: the financial year ended 31 December 2018.

**Instructions for Stock Market Regulations:** instructions for the Regulation of markets organised and managed by Borsa Italiana S.p.A.

Stock Market Regulations: Regulations of markets organised and managed by Borsa Italiana S.p.A.

Issuers' Regulation: Consob Regulation 11971/99 as subsequently amended and supplemented.

Report: Remuneration Report pursuant to article 123-ter TUF and 84-quater Issuers' Regulation.

Articles of Association: the Nice Articles of Association currently in force.

**Consolidated Law on Finance (TUF)** or **Legislative Decree 58/98**: Italian Legislative Decree no. 58 of 24 February 1998 as subsequently amended and supplemented.

#### Section I

#### 1. INTRODUCTION

The Company defines and applies a general remuneration policy aimed at attracting, motivating and retaining human resources with the professional qualifications required in order to productively pursue the objectives of the Nice Group.

This policy has been defined as a result of a clear and transparent process, in which the Shareholders' Meeting, the Board of Directors, the Board of Statutory Auditors and the Remuneration Committee play a central role.

Pursuant to article 17.9 of the Articles of Association, Directors are entitled to compensation for the duration of their office, determined by the Shareholders' Meeting at the time of appointment, also with an overall amount established according to article 2389, paragraph 3, of the Italian Civil Code. This compensation may also consist of a fixed part and a variable part, the latter based on the achievement of specific objectives. The Articles of Associations also envisage that the remuneration of Directors with specific offices shall be established by the Board of Directors based on the opinion of the Board of Statutory Auditors.

As required by the Stock Market Regulations for the achievement and maintenance of STAR status, the Company has also appointed a Remuneration Committee.

The policies for both fixed and variable remuneration for directors with specific offices are proposed each year by the Remuneration Committee and submitted for approval to the Company's Board of Directors, with the favourable opinion of the Board of Statutory Auditors.

#### 2. **OBJECTIVES**

The remuneration policy applied by the Company aims to ensure competitiveness within the core market and an adequate performance assessment, as well as ensuring that executive directors' interests are in line with the pursuit of the primary objective, which is to create value for the shareholders over the medium and long term, through the creation of a strong bond between compensation and individual performances. The principles underlying the remuneration policy applied by the Company, the objectives pursued and the remuneration policy itself are in line with the compensation policy applied by the Company in the past.

#### 3. THE REMUNERATION COMMITTEE

At the date of this Report, the Remuneration Committee consisted of directors Antonio Bortuzzo and Emanuela Paola Banfi. Both members are non-executive and independent.

The Remuneration Committee is responsible for making proposals to the Board of Directors (in the absence of the people directly involved if they are members of the Committee) regarding the remuneration of the Chief Executive Officer and those Directors with specific offices and also, on the advice of the Chief Executive Officer, regarding the remuneration criteria for executives with strategic responsibilities.

The Remuneration Committee also has the task of formulating proposals for the implementation of specific management stock option plans, intended as incentive and loyalty tools deemed appropriate for attracting and motivating human resources with suitable experience and at a suitable level. In particular, the Committee makes proposals to the Board of Directors on the most appropriate incentives system and monitors the evolution and implementation over time of the plans approved by the Shareholders' Meeting upon proposal by the Board.

During Year 2018, and in particular during the Board of Directors' meeting held on 5 March 2018, the Remuneration Committee submitted to the Board its proposals for the CEO's and executive directors' fixed remuneration on a *pro rata temporis* basis, as well as the criteria for determining the variable remuneration for the Year 2018, pursuant to the remuneration policy agreed with the Chairman. The Committee's remuneration proposals were fully agreed and approved by the Board of Directors during the above-mentioned meeting.

In carrying out its functions, the Remuneration Committee was able to access all information and company departments necessary to carry out its tasks, and did not require external consultants but instead made use of internal functions.

#### 4. POLICIES

As required by the Stock Market Regulations to issuers listed on the STAR segment, the remuneration policy of the Company provides that a significant portion of the remuneration of executive directors and managers with strategic responsibilities be of a motivational nature, through the payment of a consideration based on the achievement of individual and/or company objectives.

It is hereby noted that the fixed part of the directors' remuneration was determined at the ordinary Shareholders' Meeting held on 22 April 2016, which resolved to award a gross annual fee of Euro 105,000, on a *pro rata* basis, to be divided among the members of the Board of Directors.

As regards the remuneration of the directors vested with special offices and executives with strategic responsibilities, the Board of Directors at its meeting of 5 March 2018 undertook to determine the specific criteria and parameters aimed at ensuring that: (i) a significant portion

of the remuneration is linked to the financial results achieved by the Issuer and/or the achievement of specific objectives previously announced by the Board of Directors; and (ii) it is such so as to ensure that the interests of Executive Directors and managers with strategic responsibilities are aligned with the pursuit of the primary objective of creating shareholder value in the medium to long term.

The remuneration policy for Directors with specific offices and executives with strategic responsibilities approved by the Board of Directors consists of three elements, in addition to the fixed remuneration established by the Shareholders Meeting for all Directors:

- a) a fixed component remunerating each individual for the specific offices held;
- b) a variable component, with a pre-established maximum amount for each Director and manager, connected to short-term company objectives (MBO Management By Objectives). These objectives are: Sales, EBITDA, net working capital on sales and Net Financial Position of the Group as defined in the 2018 budget that were approved by the Board of Directors. In addition to the aforementioned objectives, some individuals may be assigned additional objectives. Each objective shall affect no more than 40% of the total amount of the variable component of the emolument paid; and
- c) a variable component, with a pre-established maximum amount for each Director and manager, connected to medium-/long-term corporate objectives (LTIP – Long Term Incentive Plan).

The gross annual compensation of non-executive directors shall not be tied to the attainment of economic results by the Company but shall instead be based on the commitment requested of each of them for the performance of their office.

#### 5. COMPENSATION FOR THE OFFICE OF DIRECTOR

On 13 May 2016, the Board of Directors resolved, among other things, to distribute to the members of the Board of Directors the compensation decided by the Shareholders' Meeting of 22 April 2016 of an overall gross annual amount of Euro 105,000. In particular, in its meeting of 13 May 2016, the Board of Directors established a fixed annual gross fee of Euro 12,500 for each of the Directors, except for Director Antonio Bortuzzo, for whom a fixed annual gross fee of Euro 17,500 was set, including the Euro 5,000 for his position as lead independent director.

#### 6. COMPENSATION FOR PARTICIPATION IN THE COMMITTEES

With the resolution of the Board of Directors of 13 May 2016, the Company established that it

will not pay an additional specific fee to Directors who are also members of an internal Committee within the Board of Directors itself.

#### 7. BENEFITS IN KIND

The Company's general remuneration policy provides for payment of benefits in kind to certain members of the Board of Directors and executives with strategic responsibilities, such as a company car under the terms and conditions to be agreed with the human resources department.

#### 8. SHARE-BASED INCENTIVE PLANS

At the date of this Report, no share-based incentive plans for managers with strategic responsibilities were in place.

# 9. CLAUSES FOR THE MAINTENANCE OF FINANCIAL INSTRUMENTS IN THE PORTFOLIO

At the date of this Report, the Company had not concluded any agreements with clauses for the maintenance of financial instruments in the portfolio after their purchase.

# 10. INDEMNITY PAYABLE TO DIRECTORS IN THE EVENT OF RESIGNATION, DISMISSAL OR TERMINATION OF OFFICE FOLLOWING A TAKEOVER BID (PURSUANT TO ARTICLE 123-BIS, PARAGRAPH 1, LETTER I) OF THE TUF)

At the date of this Report, there were no agreements between the Company and the members of its Board of Directors that provide for payment of an indemnity in the event of resignation, dismissal and/or revocation without just cause or in any case of termination of their office following a takeover bid.

#### 11. INSURANCE, SOCIAL SECURITY AND PENSION PLANS

The remuneration policy approved by the Issuer does not provide other insurance, social security and pension benefits in addition to those required, other than those stated in this Report with reference to the Chairman of the Board of Directors Mr. Lauro Buoro and Chief Executive Office Mr. Roberto Griffa.

# 12. REMUNERATION POLICY ADOPTED FOR INDEPENDENT DIRECTORS AND FOR THE EXECUTION OF SPECIFIC DUTIES. DEFERRED PAYMENT SYSTEMS

1. At the date of this Report, the Company had not adopted any remuneration policy for independent directors.

- 2. With regard to the remuneration policy adopted for directors with specific positions:
  - (i) on 13 May 2016, the Board of Directors established that it will pay a fee of Euro 5,000 to the lead independent director;
  - (ii) on 5 March 2018, the Board of Directors set the compensation payable to directors with specific offices for the Year 2018 at the gross amount of Euro 858,000.00 (eight hundred and fifty eight thousand), this being the overall amount of the fixed compensation on a pro rata temporis basis;
  - (iii) as indicated in paragraph 4, on 5 March 2018, the Board of Directors determined the specific criteria and objectives on which to base the payment of the variable part of the remuneration for directors with specific offices for the Year 2018. On the same date, the Board of Directors set the maximum compensation payable to directors with specific offices for 2018 at the gross amount of Euro 860,000.00 (eight hundred and sixty thousand), this being the overall amount of the variable compensation on a "pro rata temporis" basis;
  - (iv) lastly, on 14 March 2018, the Board of Directors, acknowledging the achievement of the performance targets for the Year 2017, resolved to pay the directors with special offices variable compensation for the Year 2017 as detailed in the first part of section II of this Report.
- 3. At the date of this Report, a long-term incentive plan is effective: the Company will grant variable remuneration based on the achievement of medium-/long-term objectives.

In addition to this, there is no further deferred payment system.

#### Section II

#### Part one

#### 1. COMPENSATION OF THE BOARD OF DIRECTORS

#### Lauro Buoro, Chairman of the Board of Directors

During the Year 2017, Chairman of the Board of Directors Lauro Buoro was paid a gross fixed annual fee of Euro 400,000.00, as well as a short-term variable fee (MBO) of Euro 70,000.00. Benefits in kind equal to Euro 10,544.93 were awarded, relating to a company car and insurance policy for the reimbursement of medical expenses.

#### Roberto Griffa, Chief Executive Officer

During the Year 2017, the Chief Executive Officer, Roberto Griffa, was paid an annual gross fixed compensation of Euro 300,000.00, of which Euro 42,000.00 as fee for the non-compete agreement, as well as a short-term variable remuneration (MBO) of Euro 70,000.00 and benefits in kind of Euro 14,202.19 were also recognized, which refer to the company car, accommodation and insurance policies that include reimbursement of healthcare costs, permanent disability due to illness, injuries and life insurance policy.

#### Lorenzo Galberti, Director

During the Year 2017, Director Lorenzo Galberti was paid a gross annual fixed fee of Euro 180,000.00, and a short-term variable fee of Euro 20,250.00 and benefits in kind of Euro 2,992.93, consisting of a company car.

#### Giorgio Zanutto, Director

During the Year 2017, Director Giorgio Zanutto was paid a gross fixed annual fee of Euro 63,644.83, as well as benefits in kind of Euro 3,370.32, consisting of a company car. In addition, fixed employee remuneration of Euro 85,000.00 was paid. Mr. Zanutto was also paid a compensation of Euro 132,500 for positions held in other group companies.

#### Chiara Mio, Director

During the Year 2017, Director Chiara Mio was paid a gross fixed annual fee of Euro 20,000.00, as well as a short-term variable compensation (MBO) of Euro 4,600.00.

#### **Denise Cimolai, Director**

During the Year 2017, Director Denise Cimolai was paid a gross fixed annual fee of Euro

12,500.00, as well as benefits in kind of Euro 2,477.28, consisting of a company car. In addition, she received a gross fixed employee salary of Euro 74,956.70 and a bonus of Euro 12,230.00 based on the achievement of targets.

#### **Antonio Bortuzzo, Independent Director**

During the Year 2017, Independent Director Antonio Bortuzzo was paid a gross fixed annual fee of Euro 21,500.00 (including Euro 5,000.00 for his position as lead independent director and Euro 4,000.00 for membership of the Supervisory Board).

#### **Emanuela Paola Banfi, Independent Director**

During the Year 2017, Independent Director Emanuela Paola Banfi was paid a gross fixed annual fee of Euro 12,500.00 (including fees for membership of the Internal Audit Committee and the Remuneration Committee).

#### 2. COMPENSATION OF THE BOARD OF STATUTORY AUDITORS

#### Giuliano Saccardi, Chairman of the Board of Statutory Auditors

During the Year 2017, the Chairman of the Board of Statutory Auditors Giuliano Saccardi was paid a gross annual fee of Euro 25,500.00 (including fees paid by the subsidiary Fenice Immobiliare S.p.A.), in addition to reimbursement of documented expenses incurred in the performance of his duties.

#### **Enzo Dalla Riva, Standing Statutory Auditor**

During the Year 2017, Standing Statutory Auditor Enzo Dalla Riva was paid a gross annual fee of Euro 13,750.00 (including fees paid by the subsidiary Fenice Immobiliare S.p.A.), in addition to reimbursement of documented expenses incurred in the performance of his duties.

#### Monica Berna, Standing Statutory Auditor

During the Year 2017, Standing Statutory Auditor Monica Berna was paid a gross annual fee of Euro 13,750.00 (including fees paid by the subsidiary Fenice Immobiliare S.p.A.),in addition to reimbursement of documented expenses incurred in the performance of her duties.

#### 3. COMPENSATION OF EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

During the Year 2017, the three managers with strategic responsibilities were paid fixed employee salaries of Euro 400,005.97, a short-term variable fee of Euro 37,500.00 and benefits in kind of Euro 8,470.66, consisting of a company car.

### Section II

## **TABLES**

The tables below provide a breakdown of the fees paid in 2017 for any reason and in any form by the Company or by the Issuer's subsidiaries or associates.

TABLES 1 (scheme 7-bis): Remuneration paid to members of administration and control bodies, general managers and other key executives<sup>1</sup>

(A)	(B)	(C)	(D)	(1)	(2)	(	3)	(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which the	End of term	Fixed remunera	Remuneration for	Non-equity remuneration	variable on	Benefits in kind	Other remuner	Total	Fair value of	End-of- office or
		office was covered		tion	participation in Committees	Bonuses and other incentives	Participati on in the profits		ation		equity compens ation	terminatio n benefits
Board of Direc	tors											
Lauro Buoro	Chairman of the Board of Directors	01/01/2017 — 31/12/2017	Approval of 2018 financial statements									
	Compensation in financial statement		y drafting the	400,000		70,000		10,545		480,545		
	Compensation from	n subsidiaries a	and associates									
	Total			400,000		70,000		10,545		480,545		
Lorenzo Galberti	Director	01/01/2017 — 31/12/2017	Approval of 2018 financial statements									
	Compensation in financial statement		y drafting the	180,000		20,250		2,993		203,243		
	Compensation from	n subsidiaries a	and associates									
	Total			180,000		20,250		2,993		203,243		

<sup>&</sup>lt;sup>1</sup> The amounts in the tables are presented in Euro.

(A)		(B)	(C)	(D)	(1)	(2)	(1	3)	(4)	(5)	(6)	(7)	(8)
Name a surname	and	Office	Period for which the	End of term	Fixed remunera	Remuneration for	Non-equity remuneration	variable on	Benefits in kind	Other remuner	Total	Fair value of	End-of- office or
			office was covered		tion	participation in Committees	Bonuses and other incentives	Participati on in the profits		ation		equity compens ation	terminatio n benefits
Giorgio Zanutto		Director	01/01/2017 — 31/12/2017	Approval of 2018 financial statements									
		Compensation in financial statement		drafting the	63,645				3,370	85,000	152,015		
		Compensation from	n subsidiaries a	nd associates	132,500						132,500		
		Total			196,145				3,370	85,000	284,515		
Denise Cimolai		Director	01/01/2017 — 31/12/2017	Approval of 2018 financial statements									
	Ī	Compensation in financial statement		drafting the	12,500				2,477	87,187	102,164		
		Compensation from	n subsidiaries a	nd associates									
		Total			12,500				2,477	87,187	102,164		
Chiara Mio	0	Director	01/01/2017 — 31/12/2017	Approval of 2018 financial statements									
	=	Compensation in financial statement		drafting the	20,000		4,600				24,600		
	Ī	Compensation from	n subsidiaries a	nd associates									
	Ī	Total			20,000		4,600				24,600		
Roberto Griffa		Chief Executive Officer	01/01/2017 — 31/12/2017	Approval of 2018 financial									

(A)		(B)	(C)	(D)	(1)	(2)	(:	3)	(4)	(5)	(6)	(7)	(8)
Name a	nd Of	ffice	Period for which the	End of term	Fixed remunera	Remuneration for	Non-equity remuneration		Benefits in kind	Other remuner	Total	Fair value of	End-of- office or
			office was covered		tion	participation in Committees	Bonuses and other incentives	Participati on in the profits		ation		equity compens ation	terminatio n benefits
				statements									
		ompensation in nancial statements		y drafting the	300,000		70,000		14,202		384,202		
	Co	ompensation from	n subsidiaries a	nd associates									
	То	otal			300,000		70,000		14,202		384,202		
Emanuela Paola Banfi		rector	01/01/2017 — 31/12/2017	Approval of 2018 financial statements									
		ompensation in nancial statements		y drafting the	12,500						12,500		
	Co	ompensation from	n subsidiaries a	nd associates									
	То	otal			12,500						12,500		
Antonio Bortuzzo	Dir	rector	01/01/2017 — 31/12/2017	Approval of 2018 financial statements									
		ompensation in nancial statements		y drafting the	21,500						21,500		
	Co	ompensation from	ı subsidiaries a	nd associates									
	То	otal			21,500						21,500		
Board of Sta	atutory A	Auditors					•		-	•	•		-
Giuliano Saccardi	Bo Sta	nairman of the pard of atutory aditors	01/01/2017 — 31/12/2017	Approval of 2017 financial statements									

(A)	(B)	(C)	(D)	(1)	(2)	(	3)	(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which the	End of term	Fixed remunera	Remuneration for	Non-equity remuneration	variable on	Benefits in kind	Other remuner	Total	Fair value of	End-of- office or
		office was covered		tion	participation in Committees	Bonuses and other incentives	Participati on in the profits		ation		equity compens ation	terminatio n benefits
	Compensation in financial statement		y drafting the	20,000						20,000		
	Compensation from	m subsidiaries a	and associates	5,500						5,500		
	Total			25,500						25,500		
Enzo Dalla Riva	Standing Auditor	01/01/2017 — 31/12/2017	Approval of 2017 financial statements									
	Compensation in financial statement		y drafting the	10,000						10,000		
	Compensation from	m subsidiaries a	and associates	3,750						3,750		
	Total			13,750						13,750		
Monica Berna	Standing Auditor	01/01/2017 — 31/12/2017	Approval of 2017 financial statements									
	Compensation in financial statement		y drafting the	10,000						10,000		
	Compensation from	m subsidiaries a	and associates	3,750						3,750		
	Total			13,750						13,750		
Manuela Salvestrin	Alternate Auditor	01/01/2017 — 31/12/2017	Approval of 2017 financial statements									
	Compensation in financial statement		y drafting the	0						0		
	Compensation from	m subsidiaries a	and associates									

(A)	(B)	(C)	(D)	(1)	(2)	(.	3)	(4)	(5)	(6)	(7)	(8)
Name and surname	Office	Period for which the	End of term	Fixed remunera	Remuneration for	Non-equity remuneration	variable on	Benefits in kind	Other remuner	Total	Fair value of	End-of- office or
		office was covered		tion	participation in Committees	Bonuses and other incentives	Participati on in the profits		ation		equity compens ation	terminatio n benefits
	Total			0						0		
David Moro	Alternate Auditor	01/01/2017 — 31/12/2017	Approval of 2017 financial statements									
	Compensation in financial statement		y drafting the	0						0		
	Compensation from	n subsidiaries a	nd associates									
	Total			0						0		
Other executives	Compensation in financial statement		y drafting the	400,006		37,500		8,471		445,977		
with strategic responsibilitie	Compensation from	n subsidiaries a	and associates									
s	Total			400,006		37,500		8,471		445,977		

# Table 3B (scheme 7-*bis*): Cash-based incentive plans for members of the Board of Directors, general managers and other executives with strategic responsibilities

#### Chairman of the Board of Directors – Lauro Buoro

A	В	(1)		(2)			(3)		
Name and surname	Office	Plan	Bonus	es in the yea	ır	Bor	nuses in previous yea	ars	Other Bonuses
			(A)	( <b>B</b> )	(C)	(A)	(B)	(C)	
Lauro Buoro	Chairman of the Board of Directors		Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
(I) Compensa	tion in the company	Plan A (28/02/2017 resolution)	70,000						
	ancial statements	Plan B (13/05/2016 resolution)					48,000		
		Plan C (13/05/2015 resolution)					0		
		Plan D (12/05/2014 resolution)					0		
		Plan E (07/06/2013 resolution)					0		
		Plan F (11/05/2012 resolution)					0		
		Plan G (27/04/2011 resolution)					0		
		Plan H (28/04/2010 resolution)					0		
(II) Compensa and associates	ation from subsidiaries								
(III) Total			70,000				48,000		

#### **Chief Executive Officer – Roberto Griffa**

A	В	(1)	(2)				(3)		(4)
Name and surname	Office	Plan	Bonus	es in the yea	ır	Boi	nuses in previous yea	ars	Other Bonuses
			(A)	<b>(B)</b>	(C)	(A)	(B)	(C)	
Roberto Griffa	Chief Executive Officer		Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
(I) Compensat	ion in the company	Plan A (28/02/2017 resolution)	70,000						
	nancial Statements	Plan B (13/05/2016 resolution)					24,000		
		Plan C (13/05/2015 resolution)					0		
		Plan D (12/05/2014 resolution)					0		
		Plan E (07/06/2013 resolution)					0		
		Plan F (11/05/2012 resolution)					0		
		Plan G (27/04/2011 resolution)					0		
		Plan H (28/04/2010 resolution)					0		
(II) Compensation from subsidiaries and associates									
(III) Total			70,000				24,000		

#### Director – Lorenzo Galberti

A	В	(1)		(2)			(3)		(4)
Name and surname	Office	Plan	Bonuse	es in the yea	ır	Box	nuses in previous yea	ars	Other Bonuses
			(A)	<b>(B)</b>	(C)	(A)	(B)	(C)	
Lorenzo Galberti	Director		Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
(I) Compensa	tion in the company	Plan A (28/02/2017 resolution)	20,250						
	inancial Statements	Plan B (13/05/2016 resolution)					6,000		
		Plan C (13/05/2015 resolution)					0		
		Plan D (12/05/2014 resolution)					15,000		
		Plan E (07/06/2013 resolution)					0		
		Plan F (11/05/2012 resolution)					0		
		Plan G (27/04/2011 resolution)					0		
		Plan H (28/04/2010 resolution)					0		
(II) Com subsidiaries an	pensation from nd associates								
(III) Total			20,250				21,000		

### Director – Giorgio Zanutto

A	В	(1)		(2)			(3)		(4)
Name and surname	Office	Plan	Bonus	es in the yea	ır	Во	Bonuses in previous years  (A) (B) (C)  No Payable/Paid Still deferred		Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
Giorgio Zanutto	Director		Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
(I) Compens	ation in the company	Plan A (28/02/2017 resolution)	0						
	inancial Statements	Plan B (13/05/2016 resolution)					0		
		Plan C (13/05/2015 resolution)					0		
		Plan D (12/05/2014 resolution)					7,500		
		Plan E (07/06/2013 resolution)					0		
		Plan F (11/05/2012 resolution)					0		
		Plan G (27/04/2011 resolution)					0		
		Plan H (28/04/2010 resolution)					0		
(II) Compens and associates	ation from subsidiaries								
(III) Total			0				7,500		

#### **Director – Chiara Mio**

A	В	(1)			(3)		(4)		
Name and surname	Office	Plan	Bonus	es in the yea					Other Bonuses
			(A)	(B)	(C)	(A)	<b>(B)</b>	(C)	
Chiara Mio	Director		Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
(I) Compensation	in the company	Plan A (28/02/2017 resolution)	4,600						
drafting the Financi		Plan B (13/05/2016 resolution)					8,000		
		Plan C (13/05/2015 resolution)					0		
		Plan D (12/05/2014 resolution)					0		
		Plan E (07/06/2013 resolution)					0		
		Plan F (11/05/2012 resolution)					0		
		Plan G (27/04/2011 resolution)					0		
		Plan H (28/04/2010 resolution)					0		
(II) Compensation from subsidiaries and associates									
(III) Total			4,600				8,000		

### 3 executives with strategic responsibilities

A	В	(1)		(2)			(3)		(4)
Name and surname	Office	Plan	Bonus	es in the yea	r	Bo	nuses in previous yea	ars	Other Bonuses
			(A)	<b>(B)</b>	(C)	(A)	(B)	(C)	
3 executives with strategic responsibilities	Executives with strategic responsibilities		Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
(I) Compensation	on in the company	Plan A (28/02/2017 resolution)	37,500						
drafting the Finar		Plan B (13/05/2016 resolution)					26,250		
		Plan C (13/05/2015 resolution)					3,000		
		Plan D (12/05/2014 resolution)					26,700		
		Plan E (07/06/2013 resolution)					0		
		Plan F (11/05/2012 resolution)					0		
		Plan G (27/04/2011 resolution)					0		
		Plan H (28/04/2010 resolution)					0		
(II) Compensatio associates	n from subsidiaries and								
(III) Total			37,500				55,950		

TABLE 1 and 2 (scheme 7-ter): Participations of members of the Board of Directors, the Board of Statutory Auditors and other executives with strategic responsibilities

Surname and name	Office	Investee company	Number of shares held at the end of the previous year	Number of shares purchased	Number of shares sold	Number of shares held at the end of the current year
Board of Directors						
Lorenzo Galberti	Director	Nice S.p.A.	1,144,400	0	0	1,144,400
Giorgio Zanutto	Director	Nice S.p.A.	7,000	0	0	7,000
Denise Cimolai	Director	Nice S.p.A.	5,000	0	0	5,000
Other executives with strategic responsibilities (3)		0	0	0	0	0