

# ORDINARY SHAREHOLDERS MEETING

**APRIL 20, 2020**

Board of Directors' Report

*Approval of 2020 Stock Grant Plan*  
*(item 5 on the agenda)*

(Translation into English of the original Italian version)



JOINT-STOCK COMPANY - SHARE CAPITAL EURO 62,461,355.84  
MILAN MONZA BRIANZA LODI COMPANY REGISTER AND TAX CODE 00607460201  
COMPANY SUBJECT TO THE DIRECTION AND COORDINATION OF CIR S.p.A.  
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**BOARD OF DIRECTORS' REPORT  
TO THE ORDINARY SHAREHOLDERS MEETING**

**Approval of 2020 Stock Grant Plan**

Dear Shareholders,

in order to reward the loyalty to the Sogefi Group Companies of persons in key positions in the management of the businesses of the Group and to provide an incentive for them to increase their commitment to improving the performance of the companies, we propose to approve the 2020 Stock Grant Plan (the "Plan"). The Plan is addressed to the employees of the Company and its subsidiaries to be selected by competent or delegated corporate bodies at their discretion to which a total maximum of no. 1,000,000 Units will be assigned.

The Stock Grant Plan involves the award free of charge of conditional rights (the "Units") which are not transferable to third parties or other beneficiaries, each of which gives the right to be assigned a free of charge Sogefi ordinary share, when the time is right and provided that the conditions stipulated in the Plan take place. The shares assigned in execution of the Plan will be made available exclusively from the own shares held by the Company.

The Plan that we are submitting to your approval is the subject of the Information Document drawn up by the Board of Directors of the Company which describes the terms, conditions and procedures for execution of the same (the "Information Document") and which has been made available to you in accordance with the terms of current Consob regulations.

We therefore submit to your approval the following resolution:

"The Ordinary Shareholders Meeting of Sogefi S.p.A.,

- having acknowledged the proposal made by the Board of Directors,

## RESOLVES

- 1) to approve the 2020 Stock Grant Plan aimed at the employees of the Company and its subsidiaries through the issuance of a maximum of no. 1,000,000 Units, each of which will give the beneficiaries the right to be assigned one free of charge share of the Company, all as illustrated in the Information Document prepared in accordance with the Legislative Decree no. 58/98;
  
- 2) to grant the Board of Directors full power to implement the Plan and specifically, by way of non-exhaustive example, to:
  - a) identify each beneficiary and define the number of rights (“Units”) to be granted to each of them in accordance with the maximum number approved by the Shareholders meeting;
  - b) draw up and approve the Plan Regulations and fulfill all obligations, formalities and communication requirements (including those required by law and regulations applicable to the Plan from time to time) necessary or appropriate for the purpose of managing and/or implementing and administrating the Plan, in compliance with terms and conditions outlined in the Information Document.The Board of Directors may delegate the above powers in full or in part to one or more of its members.”

## **Information Document on 2020 Stock Grant Plan**

This document (the “Information Document”) was drawn up in accordance with the terms of Art. 84-bis of Consob Regulation no. 11971/99 (“Rules for Issuers”) in implementation of the Legislative Decree no. 58/98, in order to provide the Shareholders Meeting with the information necessary for them to vote on 2020 Stock Grant Plan. The plan meets the definition of a relevant plan as per the terms of art. 84-bis, paragraph 2 of the Rules for Issuers.

### **List of definitions**

For the purposes of this Information Document, the terms and expressions listed below have the meaning indicated alongside each of them:

- “Shares”: any of the ordinary shares of SOGEFI S.p.A. each with a nominal value of euro 0.52.
- “Beneficiaries”: the employees of the Company and its subsidiaries, identified among the subjects having strategic functions within the Company or its subsidiaries in view of creating value, to whom Units will be assigned, provided that each of them holds no more than ten percent of the share capital of the Company or no more than ten percent of the share capital of the Company as at the Grant Date after the accrual of the *Units*.
- “Board of Directors”: the pro tempore Board of Directors of the Company.
- “Grant Date”: the date of the resolution with which the Board of Directors will identify the Beneficiaries, determining the number of Units to be assigned to each of them.
- “Managers with strategic responsibilities”: individuals thus defined in Annex 1 of Consob Regulation no. 17221 of March 12, 2010 as later amended and supplemented, giving instructions on the subject of related-party transactions and identified in the “Rules for Related-Party Transactions” adopted by Sogefi

S.p.A., as individuals not on the Board of Directors or the Board of Statutory Auditors.

- “Group”: the Company Sogefi S.p.A. and its subsidiaries.
- “Sogefi Index”: the ratio (expressed as a percentage) between the Normal Value at each of the vesting dates of the Units and the Initial Value.
- “Sector Index”: the ratio (expressed as a percentage) between the Sector Index average points in the 30 calendar days preceding each of the vesting dates of the Units (including those same dates) and the average points of the same index referred to the 30 calendar days preceding the Grant Date. The Sector Index is calculated on the basis of a basket including the companies of the Auto Parts & Equipments sub-sector, according to Standards & Poors' GICS classification, with 2019 revenues exceeding 1 billion Euro and listed on Western European stock markets. The trend of the securities in the basket will disregard any extraordinary factors, such as an increase in capital and extraordinary dividends. The final balance of the Sector Index excludes the two companies that have the highest and the lowest value in the basket. The basket includes the following companies: Continental AG – Faurecia – Valeo S.A. – Autoliv Inc. - Plastic Omnium – Leoni AG – CIE Automotive S.A. – Brembo S.p.A. – Autoneum Holding AG – Elringklinger AG.
- “Plan”: 2020 Stock Grant Plan.
- “Employment Relationship”: the employment relationship existing between the Beneficiaries and the Company or one of the subsidiaries.
- “Regulations”: the regulations which define the criteria, terms and conditions for implementing the Plan.
- “Membership Form”: the appropriate form delivered by the Company to the Beneficiaries, which when signed by them, constitutes to all extents and purposes, their full and unconditional membership of the Plan.
- “Company”: SOGEFI S.p.A., registered office in Milan, Via Ciovassino 1/A.
- “Final Maturity of the Plan”: the same date of the tenth year following the Grant Date, on which date any Units which have not been exercised for any

reason will cease to be effective, according to the conditions set forth in the Plan rules.

- “Units”: the conditional rights that are the subject of the Plan, free of charge and non-transferable between living persons, each of which assigns to the Beneficiaries a Share free of charge to the terms and conditions contained in the Regulations. The Units will be divided into two categories: (i) “Time-based Units” the vesting of which will be subject to the time limits specified in the Regulations; (ii) “Performance Units”, which in turn can be split into (a) Performance Units the vesting of which will be subject to time limits and to reaching objectives in terms of the Sogefi Index and Sector Index (“Performance Units A”); and (b) Performance Units the vesting of which shall be subordinated to the fact that the Company achieves objectives in terms of economic/financial indicators, in line with the approved Strategic Plans, and that the Board of Directors shall determine (“Performance Units B”). The Board of Directors has the power to assign to some Beneficiaries only Performance Units.
- “Initial Value”: the Normal Value of the Shares at the Grant Date.
- “Normal Value”: the normal value of the Shares at any one time, determined as per the terms of Art. 9, paragraph 4, lett. A) of the TUIR.

## **1. The beneficiaries**

*1.1. Indication of the names of the beneficiaries of the Plan who are members of the Board of Directors of the Company*

Allocations are not provided for the Members of the Board of Directors.

*1.2. Indication of the categories of employees who are beneficiaries of the Plan*

Managers of the Company and of its subsidiaries.

*1.3 Indication of the name of the beneficiaries of the Plan who belong to the following groups: a) general managers of the issuer, b) other managers with strategic responsibilities of the issuer which is not “of a smaller size” if they have received in the year total remuneration higher than the highest remuneration package assigned to the Members of the Board of Directors and to the General Managers, c) individuals who control the issuer who are employees or have a consulting role in the same shares issuer.*

The General Manager Ing. Mauro Fenzi.

*1.4a Description and indication of the number of recipients of the Plan who hold the position of Managers with strategic responsibilities other than those indicated in letter b) of paragraph 1.3*

No. 1 Manager of the Company (Manager responsible for preparing the Company's financial reports in accordance with Art. 154-bis of the Legislative Decree no. 58/98).

*1.4b Aggregate indication of the Managers with strategic responsibilities in the case of companies “of a smaller size”.*

Not applicable.

*1.4c Any categories of employees and consultants for whom there are different forms of the Plan*

As indicated in point 1.2 above, the Managers of the Company and of its subsidiaries are the target group of employees considered in the Plan.

The terms for the conversion of the Units and the allocation of Shares to the Beneficiaries can differ depending on whether the local tax and social security law applicable to the granting, as indicated in the following point 3.4.

## **2. Reasons for the adoption of the Plan**

### *2.1 Objective of the Plan*

The Plan aims to increase loyalty in the employment relationship between the Beneficiaries and the companies of the Group and to provide an incentive to increase their commitment to improving the performance of the companies.

In view of the fact that creation of value for the Shareholders in the long term is the primary objective of the Company and that the most suitable way of measuring this value is to consider the rise in the market value of the Company's shares, the Board of Directors considers that an incentive Plan based on the vesting of a right to be assigned shares free of charge in the medium term and on performance objectives correlated with: (i) the trend of the prices of those shares on the Stock Exchange (indexed to the Sector Index); and (ii) economic/financial indicators in line with the approved Strategic Plans, and that the Board of Directors shall determine – thereby aligning the interests of the management with those of the Shareholders – is the most effective method of incentive and one which best corresponds to the interests of the Company and of the Group.

The adoption of a period of 2 years and three months (from the Grant Date) as the time horizon of the Plan before the Units start vesting, of a further period of almost 2 years of vesting of the same, gives the Beneficiaries an appropriate period of time over which to obtain the economic benefits of the Plan, in line with the objectives of rewarding loyalty and aligning the interests of the management with those of the Shareholders (in the medium-long term), which is what the Plan aims to do. The Plan provides for a further period of 6 years during which the Beneficiaries, not



subject to the French or US tax and social security law, may request the assignment of the not yet allocated Shares in Units accrual period.

The plan is one of the instruments used to supplement remuneration packages with loyalty-rewarding and incentive benefits which are deferred over a set time frame, with part of the benefits linked to the achievement of certain performance targets. The aim is to create value for the Shareholders in the medium-long term.

## *2.2 Key variables and performance indicators*

For the Time-based Units to be exercisable the only condition considered was the passage of the pre-established time limits, while for the Performance Units to be exercisable certain objectives also have to be reached, i.e.:

- (i) performance objectives of the Sogefi Index on the Stock Exchange in relation to the Sector Index. In fact it was thought appropriate to measure the performance of the Sogefi share not in absolute terms, but in relation to the trend of the automotive components market in order to separate out, as far as is possible, the assessment of the actual performance of the share from any dynamics of a general kind that do not necessarily relate to the specific performance of the Company; as well as
- (ii) objectives linked to economic/financial indicators of the Company in line with the approved Strategic Plans, and that the Board of Directors shall determine.

## *2.3 Criteria for determining the number of Units to assign*

The number of Units assigned to each Beneficiary will be determined mainly by taking into account their role in the Company or in the companies of the Group and the importance of the function carried out by each of them.

More specifically, after determining the value of each Unit using the financial parameters in general use (mainly: Stock Exchange price and volatility of the Sogefi Index and the Sector Index), the number of Time Based Units and

Performance Units (as well as their splitting into Performance Units A and Performance Units B) to be assigned to each Beneficiary will be fixed on the basis of the specific role of the individuals concerned and the total remuneration received by them on other accounts.

The Units of the Plan are considered to all extents and purposes as being assigned as of the Grant date.

*2.4 Reasons for any decision to assign remuneration plans based on financial instruments not issued by the Company*

Not applicable.

*2.5 Considerations on significant tax and accounting implications*

The Plan involves recording in the income statement of the consolidated financial statement, in the period between the grant date and the end of the vesting period of the Units, the cost representing the market value of the Units assigned to the Beneficiaries at the moment of their grant. In the Statutory financial statement the cost of the Units granted to the employees of subsidiaries is considered as increase in equity investments. Moreover social contributions are entered in the income statement, where accrued and indicated by the applicable local rules.

*2.6 Possible support for the Plan by a special Fund for incentivizing the participation of workers in enterprises, as per art. 4, paragraph 112, of Law no. 350 of December 24, 2003.*

Not applicable.

### **3. Approval process and timing for assignment of the instruments**

*3.1 Powers and functions delegated by the Shareholders to the Board of Directors for implementing the Plan*

The proposal to give the Board of Directors the powers necessary to implement the Plan will be put before the Ordinary Shareholders Meeting of the Company

following its approval of the Plan. Such powers shall be exercised in observance of the limits and conditions established by the same Shareholders meeting.

In particular, for the implementation of the Plan it will be proposed that the Board of Directors be delegated the following powers and, in particular, merely by way of example: (i) to identify each Beneficiary and define the number and the type of Units to be assigned to each of them in accordance with the maximum number approved by the Shareholders Meeting; (ii) to draw up and approve the Plan Regulations and fulfill all obligations, formalities or communication requirements necessary or appropriate for the purpose of managing and/or implementing and administrating the Plan, in compliance with terms and conditions outlined in the Information Document; all with the power to delegate, in whole or in part, the aforementioned powers to one or more of its members.

### *3.2 Individual mandated to administer the Plan*

The administration of the Plan is up to the Board of Directors, which will make use of corporate functions according to their specific competence.

### *3.3 Existing procedures for amending the Plan*

In the event of any extraordinary transactions on the capital of Sogefi S.p.A. or of any similar transactions such as, by way of non-exhaustive example, capital increases whether free of charge or against payment, stock splits or reverse splits, mergers, spin off, extraordinary dividend distributions, or any other events likely to affect the Units or the Shares, the Board of Directors must amend the Regulations, making any additions necessary or useful to maintain the essential content, of the Plan unchanged as far as possible and in any case in the limits allowed by the law in force from time to time.

### *3.4 Procedures for determining the availability and assignation of shares*

There exist two different methods for the conversion of the Units and the allocation of Shares to the Beneficiaries, depending on the local tax and social security law

applicable to the related grant. Beneficiaries whose allocation is subject to the French or US law shall be automatically assigned a number of Shares corresponding to the number of *Time Based Units* vested at each vesting date and of *Performance Units* vested at each vesting date.

The other Beneficiaries (whose allocation of Units is not subject to the French or US law) shall have the right to request the assignment of the relevant Shares as at the vesting date of the Time-based Units or at one of the following accrual dates, provided that it falls within the Final Term. These Beneficiaries shall further be entitled to require the assignment of the relevant Shares as at the vested date of the Performance Units or at one of the following vesting dates, provided that it falls within the Final Term, only if at each accrual date the relevant objectives have been achieved.

The Shares assigned will be made available exclusively from the own shares held by the Company.

To this end, the Board of Directors Meeting held on February 24, 2020 proposed to the Ordinary Shareholders meeting to renew the authorization of the Board of Directors to buy back its own shares and give the Board the right to dispose of these shares, without any time limits or constraints, even to service the remuneration plans based on shares of the Company.

### *3.5 Role played by each Director in the determination of the characteristics of the Plan*

The Board of Directors approves the proposed Plan taking into account the indications formulated by the Appointment and Remuneration Committee about the characteristics of the plan, as contained in the Code of Conduct of the Listed Companies. The Ordinary Shareholders meeting approves the Plan granting the Board of Directors full powers to implement the Plan, included to approve the Regulations, identify the Beneficiaries and define the number and the type of Units to be assigned to each of them.

On the same date the Ordinary Shareholders meeting approves the renewal of the authorization of the Board of Directors to buy back own shares, authorizing the Board to dispose of the same shares, without any time limits or constraints, even to service the remuneration plans based on shares of the Company.

Subsequently the Board of Directors, in the absence of any Directors interested as beneficiaries, approves the Plan Regulations and the list of Beneficiaries with the number of Units assigned to each of them, in accordance with the terms and conditions established by the Ordinary Shareholders meeting.

*3.6 Date of the decision taken by the appropriate body to put forward the approval of the Plan to the Shareholders Meeting and of the proposal of the Appointment and Remuneration Committee, if applicable*

On February 24, 2020 the Board of Directors approved the Plan proposal and this Information Document, which describes the terms and conditions of the Plan, taking into account the indications formulated by the Appointment and Remuneration Committee.

This document will be submitted to the approval of the Ordinary Shareholders Meeting to be called on April 20, 2020, in first call, and on April 21, 2020, in second call.

*3.7 Date of the decision taken by the appropriate body on the subject of the assignation of Units and of the proposal of the Appointment and Remuneration Committee, if applicable*

After the Ordinary Shareholders meeting that authorizes the Board of Directors to buy back own shares and approves the Plan, the Appointment and Remuneration Committee will meet to draw up the Regulations of the Plan. Subsequent to that the Board of Directors will meet to make its decisions on the matter, for the purpose of identifying the individual Beneficiaries and the number of *Units* to be allocated to each one of them.

At present, the implementation date of the Plan is not available. This information shall be integrated in the terms provided for by art. 84-bis, paragraph 5, of the Rules for Issuers.

*3.8 Market price of the shares recorded on the dates indicated in points 3.6 and 3.7*

On February 24, 2020, date on which respectively the Appointment and Remuneration Committee and the Board of Directors met to define the proposal to be submit to the Shareholders' meeting regarding the Plan, the official price of Sogefi share on the Stock Exchange was € 1,193.

*3.9 Procedures adopted by the Company regarding the possible time correlation between the date of assignation of the Units or any decisions on the subject by the Appointment and Remuneration Committee and the spreading of significant disclosures as per the terms of Art. 114, paragraph 1, of the Legislative Decree no. 58/98*

The Plan proposal will be approved by the Board of Directors at the meeting during which the Board prepares the draft Financial Statements and approves the Consolidated Financial Statements for the previous year, which are respectively approved and submitted to the Ordinary Shareholders meeting, convened to approve the Plan.

The Shareholders meeting that approves the Plan is also aware of the consolidated results of the first quarter of the current year, approved and published by the Board of Directors on the same date.

The assignation of the Units takes place with a subsequent resolution adopted by the Board of Directors, at the meetings held after the Shareholders meeting that approved the Plan.

The Units on which the Plan is based will be assigned to all effects following the criteria indicated in paragraph 2.3 above.

#### **4. The characteristics of the instruments assigned**

#### *4.1 Structure of the Plan*

The Plan aims to assign free of charge to the Beneficiaries a maximum of no. 1,000,000 Units, each of which gives the right to receive one share free of charge according to the terms and conditions contained in the Regulations.

#### *4.2 Vesting period of the Plan*

The Time-based Units will vest, with the corresponding right of the Beneficiaries to be assigned the Shares free of charge, in tranches of 12.5% of the total, each of which will vest every three months starting from the second year and three months following the Grant Date.

The Performance Units A will vest as from the same vesting dates as the Time-based Units, but only on the condition that the Sogefi Index on each vesting date is higher than the Sector Index on that same date.

Any of the Performance Units A that did not vest at any vesting date can vest at one of the following vesting dates if the Sogefi Index on that subsequent vesting date is higher than the Sector Index on that same date.

The Performance Units A that have vested at any of the vesting dates will be considered as vested definitively and will not cease to exist if on one of the following vesting dates the Sogefi Index is not higher than the Sector Index on that same date.

The Performance Units B will vest as from the vesting dates, but only on the condition that the Company achieves objectives linked to economic/financial indicators in line with the approved Strategic Plans, that the Board of Directors shall determine.

#### *4.3 Final Maturity of the Plan*

Any Units which have not been exercised for any reason or cause will cease to be effective on the date corresponding to the tenth year from the Grant Date.

#### *4.4 Maximum number of Units assigned*

The maximum number of Units assignable to the Beneficiaries in execution of the Plan is 1,000,000, corresponding to an equal number of Shares.

#### *4.5 Procedures and clauses for implementing the Plan*

As already stated in point 2.3 above, the number of Units assigned to each Beneficiary under the Plan is determined mainly by taking into account the role held by the individuals in the companies of the Group as well as the importance of their function as well as the total remuneration received by each of them on other accounts.

The Plan consists of the assignment free of charge of Units that are not transferable by deed to any living person, the exercise of which is subject to a vesting period so that the Units vest gradually over time as from the second year and three months from the Grant Date.

As mentioned in point 3.4 above, there exist two different methods for the conversion of the Units and the assignment of Shares to the Beneficiaries, depending on the local tax and social security law applicable to the related grant. Beneficiaries whose allocation is subject to the French or US law shall be automatically granted a number of Shares corresponding to the number of *Time based Units* vested at each vesting date and of *Performance Units* vested at each vesting date.

The other Beneficiaries (whose allocation of *Units* is not subject to the French or US law) shall have the right to request the allocation of the relevant Shares as at the vesting date of the *Time-based Units* or at one of the following vesting dates, provided that it falls within the Final Term. These Beneficiaries shall further be entitled to require the allocation of the relevant Shares as at the vesting dates of the



*Performance Units*, provided that it falls within the Final Term, only if the relevant objectives have been achieved.

#### *4.6 Limits on the availability of the Units*

The Units are assigned to the Beneficiaries personally and may not be transferred by deed to any living person on any account. Moreover, the right to exercise the Units Assigned is dependent on the Employment Relationship between the Beneficiary and the Company or the subsidiaries.

The Plan envisages a minimum holding commitment for the assigned Shares: in the event of the Units vesting and the relative Shares being assigned, each Beneficiary irrevocably undertakes to hold continuously until the fifth anniversary of the Grant Date a number of Shares at least equal to 10% of those assigned. During this period the Shares will be subject to the inalienability requirement, unless exception of the Board of Directors.

#### *4.7 Possible resolute conditions in relation to the Plan in the event of the Beneficiaries entering into hedging transactions enabling them to neutralize the bar on selling the Units or the shares*

There are no such conditions.

#### *4.8 Effects resulting from the termination of the employment relationship*

In the event of the termination of the Employment Relationship, for whatever reason, excluding the death of the Beneficiary, the Beneficiaries will keep only the title of the Units that have vested at the moment of the termination of the Employment Relationship.

The Board of Directors has the right, at its discretion and uncontestable decision, to derogate from the above – with reference to one or more of the Beneficiaries - for example by allowing to keep (entirely or in part) the rights resulting from the Plan even if the same were to cease to exist in particular the maintaining (partial or total) of the Units not yet vested or the assigning (partial or total) of the shares also in absence of the related conditions.

In case of death of the Beneficiary, the Heirs thereof may require the assignment of the Shares corresponding to the Units, whether accrued or not, within six months of the date of death. Should they not require the allocation within the aforementioned period, the Units shall cease to be effective.

*4.9 Indication of any other reasons for cancellation of the Plan*

There are no reasons for the cancellation of the Plan.

*4.10 Reasons for possible redemption of the Units*

There may be no form of redemption of the Units by the Company.

*4.11 Possible loans or other subsidies for the purchase of Shares*

Not applicable.

*4.12 Measurement of the expected expense for the Company at the Grant Date of the Units*

The expected expense of the Company at the Grant Date of the Units is based on the market value of the assigned Units.

*4.13 Possible dilutive effects of the Plan*

Because of the characteristics of the Plan, the implementation of the same does not involve any dilutive effects.

*4.14 Possible limits on voting rights and the assignation of patrimonial rights*

There are no limits on voting rights or the assignation of patrimonial rights.

*4.15 Information on the assignment of shares not listed on regulated markets*

Not applicable.

*4.16 Number of financial instruments underlying each Unit*

Each Unit gives the Beneficiaries the right to be assigned one Share.

*4.17 Maturity of the Units*

The Final Maturity for the exercise of the Units of the Plan is the same date of the tenth year after the Grant Date.

*4.18 Procedures, timing and clauses for exercise of the Plan*

The timing and the clauses of exercise are given in the preceding points.

*4.19 The exercise price of the Units of the Plan or the procedures and criteria for its determination*

The Shares are assigned to the Beneficiaries free of charge.

*4.20 Reason for any difference in the strike price of the Units compared to the market price*

Not applicable.

*4.21 Criteria on the basis of which there may be different strike prices for different individuals or categories of individuals among the beneficiaries*

Not applicable.

*4.22 Special information in the event of the financial instruments underlying the Units not being listed*

Not applicable.

*4.23 Criteria for the adjustments that become necessary following extraordinary capital transactions or other transactions which involve a change in the number of underlying instruments*

The criteria are given in point 3.3.

Table no. 1 required by the Rules for Issuers is attached.

**SOGEFI S.p.A.**
**REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS**
**Table n° 1 of schedule 7 of Annex 3A of Regulation n° 11971/1999**

| Name or category                                   | Office                                | CHART 1  |   |                              |            |   |                            |                      |
|--|---------------------------------------|--|---|------------------------------|------------|---|----------------------------|----------------------|
|  |                                       | <u>Financial Instruments other than stock options</u>  |   |                              |            |   |                            |                      |
|  |                                       | <b>SECTION 1</b>   |   |                              |            |   |                            |                      |
|  |                                       | Instruments relating to existing plans approved by previous Shareholders meeting resolutions |   |                              |            |   |                            |                      |
|  |                                       | Date of Shareholders meeting resolution  | Type of financial instruments   | No. of financial instruments | Grant date | Purchase price of instruments             | Market price at grant date | Vesting period       |
| Other managers of the Company and its subsidiaries |                                       | 19.4.2011  | Sogefi share to be assigned on vesting of "Time-based Units"(a) and of Additional Units | 161.919                      | 19.4.2011  | The share will be assigned free of charge | 2,7892                     | 19.4.2011-20.1.2015  |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b)                        | 168.285                      |            |   |                            |                      |
| Other managers of the Company and its subsidiaries |                                       | 19.4.2012  | Sogefi share to be assigned on vesting of "Time-based Units"(a)                         | 216.605                      | 19.4.2012  | The share will be assigned free of charge | 2,1132                     | 19.4.2012-31.1.2016  |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b)                        | 42.972                       |            |   |                            |                      |
| Other managers of the Company and its subsidiaries |                                       | 19.4.2013  | Sogefi share to be assigned on vesting of "Time-based Units"(a)                         | 169.372                      | 19.4.2013  | The share will be assigned free of charge | 2,1841                     | 19.4.2013-31.1.2017  |
| Other managers of the Company and its subsidiaries |                                       | 23.4.2014  | Sogefi share to be assigned on vesting of "Time-based Units"(a)                         | 48.924                       | 23.4.2014  | The share will be assigned free of charge | 4,64                       | 23.4.2014-20.1.2018  |
| Laurent Hebenstreit                                | General Manager (until 9.12.2019) (*) | 20.4.2015  | Sogefi share to be assigned on vesting of "Time-based Units"(a)                         | 43.160                       | 23.10.2015 | The share will be assigned free of charge | 2,206                      | 23.10.2015-20.7.2019 |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b)                        | 21.315                       |            |   |                            |                      |
| N. 1 Manager with strategic responsibilities       |                                       | 20.4.2015  | Sogefi share to be assigned on vesting of "Time-based Units"(a)                         | 12.948                       | 23.10.2015 | The share will be assigned free of charge | 2,206                      | 23.10.2015-20.7.2019 |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b)                        | 6.395                        |            |   |                            |                      |

**SOGEFI S.p.A.**
**REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS**
**Table n° 1 of schedule 7 of Annex 3A of Regulation n° 11971/1999**

| Name or category                                   | Office                                | CHART 1  |  |                              |            |   |                            |                      |
|--|---------------------------------------|--|--|------------------------------|------------|---|----------------------------|----------------------|
|  |                                       | <u>Financial Instruments other than stock options</u>  |  |                              |            |   |                            |                      |
|  |                                       | <b>SECTION 1</b>   |  |                              |            |   |                            |                      |
|  |                                       | Instruments relating to existing plans approved by previous Shareholders meeting resolutions |  |                              |            |   |                            |                      |
|  |                                       | Date of Shareholders meeting resolution  | Type of financial instruments                                    | No. of financial instruments | Grant date | Purchase price of instruments             | Market price at grant date | Vesting period       |
| Other managers of the Company and its subsidiaries |                                       | 20.4.2015  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 77.316                       | 23.10.2015 | The share will be assigned free of charge | 2,206                      | 23.10.2015-20.7.2019 |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 43.154                       |            |   |                            |                      |
| Laurent Hebenstreit                                | General Manager (until 9.12.2019) (*) | 27.4.2016  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 43.400                       | 27.4.2016  | The share will be assigned free of charge | 1,4934                     | 27.4.2016-27.4.2020  |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 56.600                       |            |   |                            |                      |
| N. 1 Manager with strategic responsibilities       |                                       | 27.4.2016  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 13.020                       | 27.4.2016  | The share will be assigned free of charge | 1,4934                     | 27.4.2016-27.4.2020  |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 16.980                       |            |   |                            |                      |
| Other managers of the Company and its subsidiaries |                                       | 27.4.2016  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 84.845                       | 27.4.2016  | The share will be assigned free of charge | 1,4934                     | 27.4.2016-27.4.2020  |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 110.653                      |            |   |                            |                      |
| Laurent Hebenstreit                                | General Manager (until 9.12.2019) (*) | 26.4.2017  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 27.384                       | 26.4.2017  | The share will be assigned free of charge | 4,324                      | 26.4.2017-26.4.2021  |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 35.616                       |            |   |                            |                      |
| N. 1 Manager with strategic                        |                                       | 26.4.2017  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 8.217                        | 26.4.2017  | The share will be                         |                            | 26.4.2017-26.4.2021  |

**SOGEFI S.p.A.**
**REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS**
**Table n° 1 of schedule 7 of Annex 3A of Regulation n° 11971/1999**

| Name or category                                   | Office                                | CHART 1  |  |                              |            |   |                            |                     |
|--|---------------------------------------|--|--|------------------------------|------------|---|----------------------------|---------------------|
|  |                                       | <u>Financial Instruments other than stock options</u>  |  |                              |            |   |                            |                     |
|  |                                       | <b>SECTION 1</b>   |  |                              |            |   |                            |                     |
|  |                                       | Instruments relating to existing plans approved by previous Shareholders meeting resolutions |  |                              |            |   |                            |                     |
|  |                                       | Date of Shareholders meeting resolution  | Type of financial instruments                                    | No. of financial instruments | Grant date | Purchase price of instruments             | Market price at grant date | Vesting period      |
| responsabilités                                    |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 10.683                       |            | assigned free of charge                   | 4,324                      |                     |
| Other managers of the Company and its subsidiaries |                                       | 26.4.2017  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 49.349                       | 26.4.2017  | The share will be assigned free of charge | 4,324                      | 26.4.2017-26.4.2021 |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 72.110                       |            |   |                            |                     |
| Laurent Hebenstreit                                | General Manager (until 9.12.2019) (*) | 23.4.2018  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 38.000                       | 23.4.2018  | The share will be assigned free of charge | 3,31                       | 23.4.2018-23.4.2022 |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 57.000                       |            |   |                            |                     |
| N. 1 Manager with strategic responsibilities       |                                       | 23.4.2018  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 13.143                       | 23.4.2018  | The share will be assigned free of charge | 3,31                       | 23.4.2018-23.4.2022 |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 16.026                       |            |   |                            |                     |
| Other managers of the Company and its subsidiaries |                                       | 23.4.2018  | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 81.229                       | 23.4.2018  | The share will be assigned free of charge | 3,31                       | 23.4.2018-23.4.2022 |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 114.455                      |            |   |                            |                     |
| Laurent Hebenstreit                                | General Manager (until 9.12.2019) (*) | 26.04.2019   | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 31.882                       | 22.7.2019  | The share will be assigned free of charge | 1,27                       | 22.7.2019-22.7.2023 |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 38.118                       |            |   |                            |                     |
| N. 1 Manager with strategic responsibilities       |                                       | 26.04.2019   | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 13.664                       | 22.7.2019  | The share will be assigned free           | 1,27                       | 22.7.2019-22.7.2023 |
|  |                                       |  | Sogefi share to be assigned on vesting of "Performance Units"(b) | 16.336                       |            |   |                            |                     |

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**REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS**
**Table n° 1 of schedule 7 of Annex 3A of Regulation n° 11971/1999**

| Name or category | Office | CHART 1  |                               |                              |            |                               |                            |                |
|------------------|--------|--|-------------------------------|------------------------------|------------|-------------------------------|----------------------------|----------------|
|                  |        | <u>Financial Instruments other than stock options</u>  |                               |                              |            |                               |                            |                |
|                  |        | <b>SECTION 1</b>   |                               |                              |            |                               |                            |                |
|                  |        | Instruments relating to existing plans approved by previous Shareholders meeting resolutions |                               |                              |            |                               |                            |                |
|                  |        | Date of Shareholders meeting resolution  | Type of financial instruments | No. of financial instruments | Grant date | Purchase price of instruments | Market price at grant date | Vesting period |

|  |  |            |  |         |           |   |      |                     |
|--|--|------------|--|---------|-----------|---|------|---------------------|
| es   |  |            |  |         |           |   |      |                     |
| Other managers of the Company and its subsidiaries |  | 26.04.2019 | Sogefi share to be assigned on vesting of "Time-based Units"(a)  | 165.880 | 22.7.2019 | The share will be assigned free of charge | 1,27 | 22.7.2019-22.7.2023 |
|  |  |            | Sogefi share to be assigned on vesting of "Performance Units"(b) | 198.339 |           |   |      |                     |

Note:

(a) The vesting of "Time-based Units" is subject to time limits.

(b) The vesting of "Performance Units" is subject to time limits and to reaching objectives of Normal Value of the Shares.

(\*) Ceased from the office of Chief Executive Officer and General Manager on December 9<sup>th</sup>,2019. As of the date of this Report, he is still an employee of the Company and the terms of definitive termination of the employment relationship (including those possibly related to the maintenance of rights on stock grant plans) are expected to be formalized within the first half of 2020 are being defined.

**SOGEFI S.p.A.**
**REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS**
**Table no. 1 of the Schedule 7 of Annex 3A of Regulation no. 11971/1999**

| Name or category  | Office                             | CHART 1   |                               |  |            |                               |                            |                |
|---|------------------------------------|---|-------------------------------|--|------------|-------------------------------|----------------------------|----------------|
|   |                                    | <u>Financial instruments other than stock options</u>   |                               |  |            |                               |                            |                |
|   |                                    | <b>SECTION 2</b>  |                               |  |            |                               |                            |                |
|   |                                    | Newly assigned instruments based on the decision of the Board of Directors for proposal to the Shareholders meeting |                               |  |            |                               |                            |                |
|   |                                    | Date of relative Shareholders meeting resolution  | Type of financial instruments | Number of financial instruments assigned | Grant date | Purchase price of instruments | Market price at grant date | Vesting period |
| Mauro Fenzi   | General Manager (since 01.01.2020) | (*)   | Sogefi share                  | NA                                       | (*)        | -                             | NA                         | NA             |
| N. 1 Manager with strategic responsibilities  |                                    | (*)   | Sogefi share                  | NA                                       | (*)        | -                             | NA                         | NA             |
| Other managers of the Company and its subsidiaries  |                                    | (*)   | Sogefi share                  | NA                                       | (*)        | -                             | NA                         | NA             |
| (*) On February 24, 2020 the Board of Directors adopted the proposal on the Plan to be submitted to the approval of the forthcoming Shareholders meeting (on the basis of the proposal submitted by the Appointment and Remuneration Committee on the same date). |                                    |   |                               |  |            |                               |                            |                |



**SOGEFI S.p.A.**

**REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS**

**Table no. 1 of schedule 7 of Annex 3A of Regulation no. 11971/1999**

| Name or category | Office | CHART 2   |                            |  |                 |            |              |   |                           |
|------------------|--------|---|----------------------------|--|-----------------|------------|--------------|---|---------------------------|
|                  |        | <u>OPTIONS (stock option)</u>   |                            |  |                 |            |              |   |                           |
|                  |        | <u>SECTION 1</u>  |                            |  |                 |            |              |   |                           |
|                  |        | Options relating to existing plans, approved by previous Shareholders meeting resolutions |                            |  |                 |            |              |   |                           |
|                  |        | Date of Shareholders meeting resolution   | Description of instruments | Options held at the end of the previous period | Excised options | Grant date | Strike price | Market price of the underlying shares at grant date | Exercise period (from-to) |

|  |  |           |              |        |         |           |        |        |                     |
|--|--|-----------|--------------|--------|---------|-----------|--------|--------|---------------------|
| Other managers of the Company and its subsidiaries |  | 20.4.2010 | stock option | 50.000 | 985.200 | 20.4.2010 | 2,3012 | 2,3911 | 30.9.2010-30.9.2020 |
|--|--|-----------|--------------|--------|---------|-----------|--------|--------|---------------------|