

**SICIT GROUP SpA**

**REPORT ON REMUNERATION POLICY  
AND ON REMUNERATION PAID**

Pursuant to article 123-ter of Legislative Decree  
58/1998

and article 84-quater of Consob Regulation no.  
11971/1999

Website: [www.sicitgroup.com](http://www.sicitgroup.com)

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## INTRODUCTION

At the date of this Report, SICIT Group S.p.A. (the "**Company**", the "**Issuer**" or "**SICIT**" and, jointly with its subsidiaries, "**SICIT Group**") is a company whose ordinary shares and warrants (the "Ordinary Shares" and the "Warrants" respectively) are traded on the MTA's trading multilateral system, organized and managed by Borsa Italiana, STAR segment.

On 8 June 2020, by decision no. 8660, Borsa Italiana granted admission to list the Company's Ordinary Shares and Warrants on the MTA.

From 15 June 2020 (the "Trading Start Date") SICIT GROUP Ordinary Shares and SICIT GROUP Warrants have been traded on the MTA market, STAR segment (the "Listing"), having been simultaneously excluded from trading on the AIM-Italia market.

This Report on the remuneration policy and on the remuneration paid (hereinafter, the "**Report**") was drafted pursuant to Art. 123-ter of Legislative Decree no. 58 of 24 February 1998 ("Consolidated Law on Finance" "TUF") and Art. 84-quater of Consob Regulation no. 11971 ("Issuers' Regulation"), as well as in line with the recommendations of the Corporate Governance Code for listed companies promoted by the Corporate Governance Committee set up at Borsa Italiana S.p.A. in the July 2018 version (the "Corporate Governance Code" or "Code").

The Report (drawn up according to the structure of Annex 3A, schedule 7-bis and schedule 7-ter of the Issuers' Regulation) is divided into two Sections:

- **Section I** of the Report provides information regarding the remuneration policy of SICIT Group S.p.A. (the "Company", the "Issuer" or "SICIT") on remuneration for FY 2021, as approved by the Board of Directors - as proposed by the Remuneration and Appointment Committee - on 12 March, 2021 (the "**Policy**"). The Policy illustrates (i) the policy adopted by the Company regarding the remuneration of the members of the Board of Directors, the members of the Board of Statutory Auditors and the Managers with Strategic Responsibilities, and (ii) the procedures used for the adoption and the implementation of the policy.
- **Section II** of the Report provides a breakdown of the individual items making up the remuneration of the Board of Directors' members, the Board of Statutory Auditors' members and the Managers with Strategic Responsibilities, as well as an analytical representation of the remuneration paid to these persons in FY 2020, to any title and in any form, by the Company and by its subsidiaries.

Furthermore, Section II contains the information relating to the participations held, in the Issuer and in the subsidiaries, by the members of the management and control bodies, by the managers with strategic responsibilities and by their non-legally separated spouses and minor children, in compliance with the provisions of Art. 84-quater, paragraph 4, of the Issuers' Regulation.

As this is the first year of approval of the report on remuneration policy and on remuneration paid, Section II does not contain the indications referred to in Art. 123 ter, para. 4.b)-bis of the Consolidated Law on Finance regarding the vote expressed in the previous year on the second section of the report.

SICIT Shareholders' Meeting, which will be convened to approve the financial statements for the year ended on 31 December 2020, will be called upon to resolve pursuant to Art. 123-ter of the Consolidated Law on Finance.

Pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter, of the Consolidated Law on Finance, the Shareholders' Meeting is in fact required to resolve, with a binding resolution, in favour or against Section I of the Report, whereas pursuant to Art. 123-ter, para. 6, of the Consolidated Law on

Finance, it is required to resolve, with a non-binding resolution, in favour or against Section II of the Report.

To this end, based on Art. 84-quater of the Issuers' Regulation, the Report is sent to Borsa Italiana and made available to the public, at the registered office and on the website [www.sicitgroup.it](http://www.sicitgroup.it), Corporate Governance/ Shareholders' Meeting section, by the twenty-first day prior to the date of the Meeting.

This document is also made available via the authorized storage mechanism of Spafid Connect SpA on <https://emarketstorage.com>

The outcome of the vote will be made available to the public, pursuant to Art. 125-quater, paragraph 2, of the Consolidated Law on Finance.

## SECTION I

### **1.1. Bodies and subjects involved in the preparation, approval and correct implementation of the Policy**

The Issuer adopted a traditional management and control model.

The Issuer's bodies in charge of defining the Remuneration Policy are the following:

- a) The Shareholders' Meeting, in charge of:
  - (i) resolving on the remuneration of the members of the Board of Directors;
  - (ii) pursuant to Art. 2389, paragraph 3, of the Italian Civil Code and Art. 20.2 of the Corporate By-Laws, determining an overall amount for the remuneration of all Directors, including those vested with special duties, to be assigned at the discretion of the Board of Directors;
  - (iii) pursuant to Art. 20.1 of the Corporate By-Laws, granting the Directors a termination indemnity, also as an insurance policy;
  - (iv) resolving on the remuneration of the members of the Board of Statutory Auditors;
  - (v) expressing a binding vote on Section I of the Report and a non-binding vote on Section II of the Report;
  - (vi) approving the share-based incentive plans proposed by the Board of Directors, reserving their allocation to the Board.
- b) The **Board of Directors**, in charge of:
  - (i) defining the remuneration policy on the basis of the proposal formulated by the Remuneration and Appointment Committee set up within the Board;
  - (ii) implementing the Remuneration Policy and determining, in compliance with this policy, the remuneration of Directors vested with particular duties, on the proposal of the Remuneration and Appointment Committee and after hearing the opinion of the Board of Statutory Auditors, within the limits of the overall compensation that may be determined by the Shareholders' Meeting pursuant to Art. 2389, paragraph 3, of the Italian Civil Code and Art. 20 of the Corporate By-Laws;
  - (iii) preparing and approving the report on the remuneration policy and on remuneration paid on an annual basis;
- c) the **Board of Statutory Auditors**, in charge of expressing an opinion on the remuneration proposals for Directors vested with particular duties, pursuant to Art. 2389, paragraph 3 of the Italian Civil Code;
- d) the **Remuneration and Appointment Committee**, in charge of, according to the recommendations contained in Art. 6 of the Corporate Governance Code, assisting the Board of Directors in assessing and resolving upon the composition of the Board of Directors and the remuneration of Directors and Managers with Strategic Responsibilities with proposing and consultative functions.

The duties of the Committee are detailed in section 1.1.1 here below.

Given the simplicity of SICIT's remuneration policy, which was prepared with the support of corporate departments and external advisors - no independent experts were involved for the purpose of evaluating the remuneration policy. Vice versa, the remuneration policies of other companies were considered for comparative purposes.

### **1.1.1 Remuneration and Appointment Committee**

Pursuant to the provisions of Art. 2.2.3, paragraph 3, letter n) of the Stock Exchange Regulations, applicable to issuers whose shares are traded on the MTA, STAR Segment, as well as in compliance with the provisions of Art. 6 of the Code, the Board of Directors of the Company set up an internal Remuneration and Appointment Committee.

#### **Composition and mode of operations**

The aforementioned Committee is composed of three non-executive directors, of whom two independent directors, i.e. independent director Carla Trevisan (in her capacity as Chairperson), independent director Marina Salamon and non-executive director Matteo Carlotti.

The Issuer believes that these appointments are in line with the provisions of the Corporate Governance Code due to the specific knowledge of all the appointed persons, i.e. adequate knowledge and experience in financial matters or remuneration policies, and due to the independence requirements met by directors Trevisan and Salamon according to the Corporate Governance Code.

The meetings of the Remuneration and Appointment Committee were coordinated by its Chairperson, and minutes were duly recorded. The Chairperson regularly provided information on the meetings held by the Committee on the occasion of the first possible Board of Directors.

The role, composition and mode of operations of the Remuneration and Appointment Committee are governed by a specific regulation approved by the Board at the meeting of 20 April 2020.

During FY 2020, the Remuneration and Appointment Committee met 5 times; the average duration was about 40 minutes and all members were attending.

The Chairperson of the Board of Auditors, or at least another member of the Board of Statutory Auditors, has always taken part in the work of the Committee.

#### **Duties**

The Remuneration and Appointment Committee is entrusted with the following duties regarding remuneration:

- (i) proposing the adoption of the remuneration policy for directors and managers with strategic responsibilities, including incentive plans;
- (ii) periodically assessing the adequacy, overall consistency and actual application of the remuneration policy for directors and managers with strategic responsibilities, resorting to the information provided by directors and/or delegated bodies in this regard; formulating proposals to the Board of Directors on this matter;
- (iii) submitting proposals or expressing opinions to the Board of Directors on both the remuneration of executive Directors and other Directors vested with particular duties and, upon proposal of the Managing Director, of Managers with Strategic Responsibilities, and on setting performance targets related to the variable component of the remuneration; monitoring the application of the decisions passed by the Board of Directors, by verifying,

in particular, the actual achievement of the performance targets.

as well as, in addition, the duties referred to in the remuneration policy adopted by the Company from time to time and, in particular:

- (iv) supporting the Board of Directors in order to ensure that the choices made regarding remuneration are adequately prepared, in compliance with the rules of transparency and rigorous discipline of potential conflicts of interest;
- (v) formulating proposals to the Board of Directors with reference to the remuneration policy, including incentive plans, with reference to the Managing Directors and other Directors vested with special duties, as well as, upon proposal of the Managing Director, determining the criteria for the remuneration of the Company's Managers with strategic responsibilities.

The Remuneration and Appointment Committee is entrusted with the following duties in relation to appointments, it being understood that, the duties relating to appointments became effective starting from the Trading Start Date:

- (i) assisting the Board in the self-assessment of the Board itself and of its committees (e.g., in defining any self-assessment questionnaire and, in general, the Board's self-assessment procedure and in examining its outcome);
- (ii) assisting the Board in defining the optimal composition of the Board itself and of its committees, also in the light of the outcome of the Board of Directors' self-assessment;
- (iii) assisting the Board in identifying the candidates for the office of Director in the event of co-optation, formulating proposals and opinions in this regard;
- (iv) assisting the Board in proposing a list by the outgoing Board to be implemented in a manner that ensures a transparent preparation and proposal, by formulating proposals and opinions in this regard;
- (v) assisting the Board in the possible preparation, updating and implementation of any succession plan involving the Managing Director and any other executive directors of the Company, where deemed appropriate by the Board of Directors, by formulating proposals and opinions in this regard.

#### **Duties performed by the Committee**

During FY 2020 the Remuneration and Appointment Committee:

1. formulated the proposal for the remuneration of the Managing Director Massimo Neresini;
2. formulated the proposal for the 2020-2022 Incentive Plan;
3. approved the Regulations of the 2020-2022 Incentive Plan;
4. defined the Beneficiaries of the 2020-2022 Incentive Plan, the Maximum Incentive, the Targets and their incidence on the Maximum Incentive, the extent of the cash component and of the share component of the Maximum Incentive for FY 2020;
5. expressed its favourable opinion for the disbursement of a one-off extraordinary bonus in favour of certain key managers of the Company;
6. formulated its opinion with reference to the compensation proposed for the Country

Manager of the subsidiary SICIT USA Inc.

In the meeting of 26 January 2021, the Remuneration and Appointment Committee submitted to the Board of Directors some proposals to define the policy for the remuneration of directors and managers with strategic responsibilities, in particular by formulating non-binding opinions and proposals for FY 2021 with regard to the Beneficiaries of the 2020-2022 Incentive Plan, the Maximum Incentive, the Targets and their incidence on the Maximum Incentive, the amount of the cash component and the share component of the Maximum Incentive.

In the meeting of 9 March 2021, the Committee also monitored and verified the actual achievement of the performance targets of the 2020-2022 Plan, as set by the Board of Directors, in relation to the variable remuneration of directors and managers with strategic responsibilities, and analysed the contents of the Report on the Remuneration Policy, also taking note of the contents of the letter from the chairperson of the Corporate Governance Committee dated 22 December 2020, which was sent to all issuers, with particular reference to the recommendations on remuneration.

## **1.2. Aims of the 2021 Remuneration Policy, underlying principles and changes in the Remuneration Policy compared to the previous FY**

SICIT's Remuneration Policy is defined, also in accordance with the recommendations of the Corporate Governance Code, in order to:

- attract, keep, motivate and retain people with a high degree of the individual, professional and managerial qualities necessary to pursue the company's business development targets;
- align the interests of the company and management with those of the Shareholders;
- promote the creation of value for Shareholders in the medium/long term, by implementing a strong link between remuneration on the one hand and individual and Group performance on the other.

In line with the recommendations of the Code, the Remuneration Policy of Executive Directors and Managers with Strategic Responsibilities is therefore based on the following criteria:

- a) the fixed component and the variable component of the remuneration are adequately balanced according to SICIT's strategic targets and the risk management policy, also taking into account the business sector in which it operates and the features of the business activity actually carried out;
- b) the fixed component is sufficient to remunerate the performance of the Executive Directors and Managers with Strategic Responsibilities in the event that the variable component is not paid due to failure to achieve the performance targets indicated by the Board;
- c) the performance targets - i.e. the economic results and any other specific targets, which the payment of the variable components is linked to (including the targets defined for the share-based remuneration plans) - as further specified below, are predetermined, measurable and linked to the purpose of creating value for the Shareholders in the medium/long term;
- d) the variable component of remuneration consists of a portion linked to short-term criteria and a portion linked to medium/long-term criteria. The latter is deferred by an adequate time frame as



it is linked to the achievement of medium/long-term targets. The duration of the deferral is consistent with the characteristics of the business activity performed and with the related risk profiles;

e) the variable components of the remuneration have a predetermined maximum value.

This Remuneration Policy for the year 2021 is in line with the policy of the previous year.

#### Exceptions to the Remuneration Policy

As required by Art. 123-ter, paragraph 3-bis of the Consolidated Finance Law, updated by Legislative Decree no. 49/2019, if exceptional circumstances occur, the Company reserves the right to temporarily provide for exceptions to its remuneration policies, should the exceptions be necessary to pursue the long-term interests and sustainability of the Company as a whole or to ensure its ability to stay on the market.

Such exceptional circumstances could arise, for example, in relation to events at a national or international level that could significantly affect the Company's results or in relation to the need to attract high-level managerial figures on the market.

If these circumstances occur, the Board of Directors, having heard the opinion of the Remuneration and Appointment Committee and the specific Committee acting as Related-Party Committee - in line with SICIT's Procedure for dealings with Related Parties - may provide for exceptions concerning the remuneration policy, such as fixed remuneration and short- and long-term variable components.

The Board shall approve the transaction subject to the motivated and favourable opinion of the Related-Party Committee on the Company's interest in completing the transaction, as well as on the convenience and substantial adequacy of the relevant conditions.

### **1.3. Directors' remuneration policy, in particular with regard to fixed and variable components of remuneration**

#### NON-EXECUTIVE DIRECTORS' REMUNERATION.

The remuneration of non-executive and independent directors is defined by the Shareholders' Meeting.

No variable component is included in the remuneration of non-executive directors and, specifically, no forms of remuneration linked to the achievement of economic targets by the company are provided, nor are they the recipients of remuneration plans based on financial instruments.

The annual compensation resolved upon by the Board of Directors held on 20 April, for implementing the shareholders' resolution, is equal to € 20,000 for each year of office, with the exception of the first year of office (until the approval of the financial statements as at 31.12.2020), for which no compensation other than the reimbursement of expenses incurred for the performance of the assignment is provided, taking into account the donation resolved upon by the Company for the health emergency.

#### Remuneration for attendance at Committees

For non-executive Directors, an additional annual remuneration is envisaged for attendance at board committees, specifically € 10,000 per year for the Chairpersons of the Audit, Risk and Related-Party Committee and of the Remuneration and Appointment Committee and € 5,000 per year for the members of the Committees.

#### EXECUTIVE DIRECTORS' REMUNERATION.

The remuneration of Executive Directors is the sum of a fixed component and a variable component:

##### a) Fixed remuneration divided in:

- the remuneration for the office, as determined by the Shareholders' Meeting and the Board of Directors pursuant to Art. 2389, paragraph 3 of the Italian Civil Code;
- possible salary as an employee

The fixed remuneration component repays the content, breadth and strategic nature of the role held, the distinctive subjective features and skills.

Its measure is sufficient to remunerate the performance of executive Directors even when they fail to achieve the performance targets affecting the payment of variable remuneration, and this - inter alia - also in order to discourage any behaviour inconsistent with the company's risk inclination.

##### b) Medium/long-term variable component as detailed below:

The variable component of executive Directors' remuneration is of medium/long term period (the Plan is prepared over the 2020-2022 timeframe).

#### **Fixed remuneration**

The Issuer's Board of Directors, with the favourable opinion of the Board of Statutory Auditors, resolved:

- taking into account the maximum compensation determined by the Meeting, equal to € 620,000 per year, to distribute the lower overall amount of € 264,000 for the first year of office and € 484,000 for the subsequent years of office;

In particular, the Managing Director Massimo Neresini was awarded an annual gross remuneration of € 224,000 for the first year of office (2020) and an annual gross remuneration of € 244,000 for each subsequent year of office (2021 and 2022).

The amount of the remuneration actually paid for 2020 takes into account the salary as employee of the subsidiary Sicit Chemitec for the first part of the year, for which reference must be made to Section II and Table 1.

#### **Medium/long-term variable remuneration**

The Issuer has adopted a long-term Incentive Plan for the executive directors and strategic managers of the group (called "**2020-2022 Incentive Plan**") ("**Plan**"), together with the relevant

regulation ("**Regulation**"), for the benefit of: i) executive directors of the Company or of a Subsidiary and (ii) subjects holding an employment relationship (or in any case a comparable relationship pursuant to the laws applicable from time to time) with the Company or a Subsidiary, who are managers with strategic responsibilities for the Company, important managerial figures or technical and/or business executives of the Company and/or of a Subsidiary (the "**Beneficiaries**"), to be identified, within the Plan timeframe, by the Board of Directors of the Company or by the body and/or the subjects entrusted by it, upon proposal (as the case may be) of the Remuneration and Appointment Committee or the person in charge of running the Company, or its Subsidiary, within which the Beneficiary works.

In light of the above, and considering that the Plan was approved by the Shareholders' Meeting of 20 April 2020, on proposal of the Board of Directors of 26 March 2020 and subject to the favourable opinion of the Remuneration Committee in office (also in the capacity of related-party committee pursuant to and by effect of the OPC AIM Procedure in force at that date), the remuneration policies adopted by the Company based on the type of beneficiary are summarized here below.

At the date of this Report, the maximum total amount of the incentive remuneration to be awarded, free of charge, to the beneficiaries for the execution of the Plan was estimated to be approximately € 740,000 for the portion in cash and a maximum of no. 120,000 for the portion in Ordinary Shares, assuming an annual increase of approximately 20% of the portion in cash and 50% for the share portion and taking into account the potential beneficiaries who, at the date of this Report, have been estimated in 6 to 12 subjects with reference to the entire period of the Plan.

The maximum amount of the incentive remuneration for the Executive Director, over the 2020-2022 Plan period, was estimated to be approximately € 172,800 for the portion in cash and maximum of 40,320 shares for the portion in Ordinary Shares.

In execution of the aforementioned shareholders' resolution, on 20 May 2020 the Board of Directors of the Company adopted, with the favourable opinion of the Remuneration and Appointment Committee as far as it was concerned, some resolutions for executing the Plan, including the approval of the relevant regulations (the "**Regulations**"), the identification of the beneficiaries and the determination of the relevant bonus, under the terms and conditions of the Plan (the "**Maximum Incentive**") and the targets and criteria for accrual and disbursement of the Maximum Incentive in cash and shares.

The Incentive Plan provides for a reference timeframe of 3 years ("**Performance Period**"), corresponding to the reference period of the Company's Business Plan approved by the Board of Directors (i.e. 2020-2022).

The period component of the executive Directors' remuneration is achievable upon achievement of predefined annual performance targets set by the budget approved by the Board of Directors, which can only be modified in compliance with the criteria identified in the Plan Regulations.

The Plan provides for the recognition to its beneficiaries of a variable remuneration component, partly in cash and partly in ordinary shares of the Company, to be paid partially upfront and partially in a deferred way, subject to the achievement of predetermined corporate, individual and share performance targets, and as long as an administrative or working relationship with the group headed by the Company is maintained.

The annual variable remuneration ("**Maximum Incentive**") is determined in a range between 10% (floor) and 80% (cap) of the fixed remuneration (gross annual remuneration or fixed annual Remuneration). This percentage will be established by the Board of Directors, or by the body

and/or the subjects entrusted by it, upon proposal (as they case may be) of the Remuneration and Appointment Committee or of the person in charge of running the Company, or its Subsidiary, in the area in which the Beneficiary operates, who is requested to make the proposals envisaged by the Plan (Responsible Party) based upon the importance of the duties performed and the seniority level of each Beneficiary.

For the 2021, in line with the 2020, the Maximum Incentive was set at 80% of the gross annual remuneration or fixed annual remuneration for the Executive Director and Managers with strategic responsibilities.

The Plan provides that i) part of the Incentive is recognized and paid in cash, and such a part is partially composed of an "up-front" part and of a "deferred" part; and ii) the remaining part of the Incentive of each Beneficiary is recognized and paid in shares of the Company, subject to retention constraints of different duration.

the Plan, also based on the Company's financial instruments, provides for the identification, for each of its Beneficiaries, of a plurality of Targets (as defined below) related to company performance, individual performance, as well as to performance of the Company's shares on the Stock Exchange; a certain number of Performance Units - for a total of 100 Performance Units - is assigned to each of these Targets, in order to weigh their relative importance.

The partial or total level of achievement of these Targets will determine the inclusion (in turn, partial or total) of the Performance Units originally assigned to the reference Target in measuring the overall performance actually achieved by each Beneficiary. For each financial year of the Performance Period, the ratio between the number of Performance Units actually achieved by each Beneficiary compared to the maximum number achievable in that FY, equal to 100 Performance Units, will determine the percentage of Maximum Incentive actually achieved by that Beneficiary, which will be recognized and paid, partly in cash and partly through a Share allocation without consideration; the whole in compliance with the terms and conditions established in the Plan and referred below.

For each year of the Performance Period, the achievement of the Maximum Incentive of each Beneficiary (determined as mentioned above) shall be subject to the full achievement of a plurality of predetermined targets broken down into the following categories (jointly the "Targets"):

- (i) Group business performance targets, in terms of "Revenue" (Group or business unit revenue based on the role of the beneficiary), "Adjusted Proforma Ebitda", "Adjusted Net Profit" and "Operating Cash Flow" (as indicated in the consolidated financial statements of the Company, subject to statutory audit, for the reference year of the Performance Period from time to time);
- (ii) Individual targets; and
- (iii) Stock Exchange performance targets of the Company's Ordinary Shares, in terms of "Share Value" (i.e. the maximum value reached by the monthly average of the daily "Reference Prices" of the Company's ordinary share recorded on the Stock Exchange in each of the 12 calendar months of the financial year of reference from time to time).

Within each category, each Target will be associated with a number of Performance Units which will determine its relative weight with respect to all the other Targets.

For the purposes of the final calculation of the percentage of the Maximum Incentive achieved by each Beneficiary, the actual achievement of the Performance Units will therefore be subject to the achievement of this plurality of Targets.

The percentage weight of each of the above Target categories compared to the others (and, therefore, the total number of Performance Units assigned to the Targets of that category) will be determined - by the Board, or by the body and/or the subjects entrusted by it, upon proposal (as the case may be) of the Committee or the Responsible Party - in a range between 10% and 50% of the total, by 30 days of the approval by the Board of the budget for the reference FY (it being understood that the overall Performance Units assigned with regard to all the Targets will be equal to 100).

For the 2021, in line with the 2020, the Maximum Incentive was set at 80% of the gross annual remuneration or fixed annual remuneration for the Executive Director and Managers with strategic responsibilities.

With reference to the 2021, in line with the 2020, the Performance Units have been assigned as follows:

- 40% to corporate performance Targets;
- 30% to individual Targets;
- 30% to stock performance Targets.

At the end of the reference financial year, following the approval by the Shareholders' Meeting of the related financial statements, the competent subject verifies the level of achievement of each of these Targets, consequently determining the amount of the incentive the Beneficiary is entitled to. In this regard, the Plan and the Regulations provide that, for the purposes of accruing the Performance Units, the achievement of the Targets which they are associated to is relevant; specifically, for corporate performance Targets, (i) with a view of Plan continuity, the minimum level of achievement of a specific Target relevant to the achievement of the minimum number of Performance Units associated therewith (underperformance) must be at least equal to the corresponding value actually recorded by the Group in the FY prior to the reference financial year, as resulting from the related consolidated financial statements approved by the Company (gate); and (ii) the maximum level of achievement of a relevant Target for the purposes of achieving the associated Performance Units (overperformance), cannot exceed 105% of the established target; in any case, the number of overall Performance Units actually achievable in relation to the relative Target category cannot exceed the maximum number established for that same category.

In the FYs of the Performance Period subsequent to the first year - (a) with reference to the Beneficiaries identified for the first FY of the Performance Period (i.e. 2020), the Board of Directors, upon proposal of the Committee as far as it is concerned, shall have the right to increase (but not decrease) the share portion to the detriment of the monetary portion; and (b) with reference to any new Beneficiaries identified for the subsequent FYs of the Performance Period (i.e. 2021 and 2022), who were not already Beneficiaries for the year 2020, the share portion shall represent at least 20% of the Incentive, and it may, as a rule, increase following the increase of the criticality of the function performed, of the age and of the seniority of the Beneficiary.

For the 2021, in line with the 2020, the Maximum Incentive was set at 80% of the gross annual remuneration or fixed annual remuneration for the Executive Director and Managers with strategic responsibilities.

With reference to the 2021, in line with the 2020, the Performance Units have been assigned as follows:

- 40% to corporate performance Targets;
- 30% to individual Targets;
- 30% to stock performance Targets.

For the 2021, in line with the 2020, the share portion was at 70% for the Managing Director and at 50% for Managers with strategic responsibilities.

The **portion in cash of the Incentive** will be paid:

a) for 75% ("up-front" component, therefore representing the short-term incentive remuneration), by 30 days of the date of approval of the financial statements relating to the reference financial year of the Performance Period by the Shareholders' Meeting of the Company; and

(b) for the remaining 25%, deferred, by 30 days of the date of approval by the Shareholders' Meeting of the Company of the financial statements relating to the financial year subsequent to the financial year the Incentive refers to, in both cases provided that, at the time of disbursement of the portion in cash of the Incentive, the Relationship between the Beneficiary and the Group is still existing (without prejudice to the provisions applicable to the "good leaver" hypothesis).

For retention purposes, the **share portion of the Incentive** will be paid, and therefore the Shares will be assigned, in 3 equal instalments (without prejudice of rounding), respectively:

- at 31 December of the calendar year when the financial statements for the reference Performance Period were approved and at 31 December of the two subsequent calendar years, provided that, at the relevant reference date, the Relationship between the Beneficiary and the Group is still existing.
- Nevertheless, as an exception to the aforementioned principle, with regard to a Beneficiary who is an executive Director of the Company, the Plan provides that the share portion of his/her Incentive is assigned, in full, only on 31 December of the third FY following the FY of the Performance Period the Incentive refers to from time to time.

Should the relationship cease to exist before the accrued incentive is fully paid:

- in the event of a good leaver (as defined in line with practice), the Beneficiary (or his/her heirs) will have the right to receive, on the due dates, all in cash and share components of the incentive already accrued - by virtue of the Performance Units actually achieved, but not yet disbursed - which will therefore be paid to the beneficiaries even before the end of the time by time relevant deferral and retention period (it being understood that, should the relationship cease to exist during a FY of the performance period, the Beneficiary will not be granted any incentives relating to that FY);
- in the event of a bad leaver (as defined in line with practice), the Beneficiary (or his/her heirs) will lose any right to in cash and share incentives, even if already accrued but not yet fully disbursed.

Furthermore, if an "acceleration event" occurs, that is: (i) change of control in the Company, (ii) takeover bid on the Company's Ordinary Shares, and (iii) resolutions on corporate transactions which may result in the revocation of the listing of the Company's Ordinary Shares, the Beneficiaries will accrue the right to receive in full and in advance the Maximum Incentive for

the current FY, as well as any advance payment of the incentives already accrued, but not yet disbursed, relating to previous FYs (and therefore also in advance compared to the deferral and retention period).

Furthermore, for the entire duration of the Plan, the number of ordinary Shares to be assigned to each Beneficiary will be equal to the value of the share component of the Incentive, time by time accrued, divided by the notional value of a Share, already conventionally determined in € 10.

Lastly, the Board of Directors, upon proposal of the Remuneration Committee as far as it is concerned, will have the faculty to increase the deferred share component of the Incentive, also by extending the retention period (and this also in consideration and in compliance with law and self-regulatory provisions in force from time to time).

It is also specified that the share component of the Incentive will be paid by the Company by using the Company's ordinary shares.

According to the Plan and the Regulations, the Board of Directors, subject to the opinion of the Remuneration and Appointment Committee as far as it is concerned, has the following faculties/powers: (i) in the event of corporate transactions exceeding 2% of the consolidated turnover of the Group, not envisaged in the Company's business plan, do what is necessary to update the Targets so as to take into account the new perimeter and/or identify the achievement level of the Targets capable of neutralizing the effects of any acquisitions and/or disposals of business and/or branches of business and/or other similar transactions that may significantly influence the degree of achievement of the Targets themselves; (ii) adjust the Targets, as well as the methods and conditions for recognizing the incentive in case of transactions such as merger, absorption of the Company into another company and spin-off of the Company, capital reduction due to losses through the cancellation of shares or for other circumstances, independent of the will of the Beneficiaries, which make it necessary and (iii) in the case of capital operation as a result of which the Ordinary Shares are transformed into a different number (such as grouping or splitting), adjust the number of Shares due to the Beneficiaries under the Plan (not yet assigned) or the notional value of the Share considered for the purposes of the Plan (equal to € 10).

The Board of Directors, or the subjects entrusted by it (Chief Executive Officer and Chairperson of the Board of Directors), will be in charge of executing the Plan and the decisions envisaged by it, also pursuant to the Regulations, subject to the opinion/proposal of the Remuneration and Appointment Committee with regard to the directors and managers with strategic responsibilities of the Issuer or of the person in charge of running the Company, or the Subsidiary, within which the Beneficiary operates; it is understood that any decision relating and/or pertaining to a Beneficiary who is an executive director or manager with strategic responsibilities of the Company will remain the exclusive competence of the Board of Directors.

According to the Plan, with reference to the Beneficiaries who are executive Directors or managers with strategic responsibilities, the Company has the claw back right to request the return, in whole or in part, of the incentive paid, upon the occurrence of certain events and conditions (e.g. in the event that this Incentive seems to have been paid, in whole or in part, on the basis of data, which proved to be manifestly incorrect in a later stage).

There are no clauses according to which Ordinary Shares must be kept in the portfolio after their assignment.

\*\*\*\*\*

For the members of the Board of Directors in office, no supplementary remuneration shall be envisaged when offices are terminated before their natural expiration, whereas some non-monetary benefits may be provided (cars and/or insurance coverage additional to the third-party liability policy of the corporate bodies when performing their duties, or D&O). No agreements which may take effect, be amended or expire in the event of a change in control of the Company or a request for resignation following a takeover offer or a public exchange offer result to have been entered into.

No insurance or social security or pension benefits other than those provided for by law are envisaged.

There are no stock option plans in place.

#### **1.4. Remuneration policy for managers with strategic responsibilities**

At the date of this Report, the Company has adopted the same remuneration policy for managers with strategic responsibilities as the one adopted for executive Directors.

For an examination of the same, please refer to point 1.3 above.

#### **1.5. Remuneration policy for the Board of Statutory Auditors**

The remuneration of the members of the Board of Statutory Auditors was determined by the Shareholders' Meeting by resolution of 20 April 2020.

For the members of the Board of Statutory Auditors, the Shareholders' Meeting of 20 April 2020 approved an annual remuneration of € 15,000 for the Chairperson and € 10,000 for the other members.

Expense refunds are envisaged based on the costs incurred for the offices held.

Without prejudice to the foregoing, no agreements which may take effect, be amended or expire in the event of a change in control of the Company or a request for resignation following a takeover offer or a public exchange offer result to be entered into.



## **SECTION II**

### **INTRODUCTION**

This section, drawn up pursuant to Art. 123-ter of the Consolidated Law on Finance, illustrates the compensation paid to Executive and Non-Executive Directors and to the members of the Board of Statutory Auditors of the Company and its subsidiaries. This Section is subject to a non-binding vote by the Shareholders' Meeting as required by Art. 123-ter of Legislative Decree no. 58 of 24 February 1998 (the Consolidated Law on Finance or TUF).

The person in charge of carrying out the statutory audit of the financial statements shall check whether this Section was drawn up by Directors, as required by Art. 123-ter of the Consolidated Law on Finance.

The implementation of the policy during 2020, as verified by the Remuneration and Appointment Committee in the meeting of 12 March 2021 on the occasion of the assessment required by the Corporate Governance Code, was found to be consistent with the overall performance of the Company and with the provisions of the corporate resolutions on remuneration for FY 2020, as illustrated below.

#### **1.1. Remuneration breakdown**

##### *1.1.1 Board of Directors and Managers with Strategic Responsibilities*

The remuneration of the members of the Board of Directors and the Managers with Strategic Responsibilities for the year ended on 31 December 2020 consists of:

- i.* compensations for the office;
- ii.* compensations for committees;
- iii.* bonuses and other incentives, also in application of the Plan;
- iv.* salaries;
- v.* remuneration from subsidiaries.

##### *1.1.2 Board of Statutory Auditors*

The remuneration of the Statutory Auditors in office as of 31 December 2020 consists solely of the compensation for the office.

#### **1.2. Compensations paid or accrued**

The members of the Board of Directors and the Managers with Strategic Responsibilities for the financial year ended on 31 December 2020 received the compensation shown in table 1.

The Issuer's Board of Directors, with the favourable opinion of the Board of Statutory Auditors, resolved:

- taking into account the maximum compensation determined by the Shareholders' Meeting in an amount equal to € 620,000 per year, to distribute the lower overall amount of € 264,000 for the first year of office and € 484,000 for the subsequent years of office;

In particular, the Managing Director Massimo Neresini was awarded of an annual gross remuneration of € 224,000 for the first year of office (2020) and an annual gross remuneration of € 244,000 for each subsequent year of office (2021 and 2022).

### 1.2.1 Compensations paid to or accrued by Executive Directors

As far as the Managing Director, sole Executive Director, is concerned, the following remuneration for the position held was paid or accrued

- i) Fixed compensation for the office held:
  - € 216,667 for the office of Managing Director of SICIT GROUP SPA
  - € 48,000 from the subsidiary Sicit Chemitec
  
- ii) An extraordinary one-off monetary bonus of € 100,000 for the activities carried out in 2019 for the purposes of the business combination between SICIT 2000 Spa and SprintItaly SpA, as well as for the purposes of the company's listing, resolved upon by the Board of Directors with the favourable opinion of the Remuneration and Appointment Committee.
  
- iii) Medium/long-term variable remuneration

For the year 2020, the Maximum Incentive was set at 80% of the gross annual remuneration or fixed annual remuneration for the Executive Director.

Performance Units were assigned as follows:

- 40% to corporate performance Targets;
- 30% to individual Targets;
- 30% to stock performance Targets.

The shares component was set at 70% of the Maximum Incentive.

In the year 2020, the performance level linked to the recognition of the Maximum Incentive was equal to approximately 93% of the assigned targets, as summarized in the following table:

Maximum theoretical incentive	Target weight (maximum Performance Units)				Attributable incentive
	Group corporate performance targets	Individual targets	Stock performance Targets	% of targets reached	
	40%	30%	30%	93%	
192,000					178,560

		Up-front component (75%)	Deferred component (25%)	Component payable at 12.31.2023
Attributable incentive	178,560			
Monetary component 30%	53,568	40,176	13,392	
Share component 70%	124,992			12,499 Ordinary Shares of the Company

The portion in cash of the Incentive will be paid: a) for 75% (so called "up-front" component, which represents the short-term incentive remuneration) by 30 days of the date when the Shareholders' Meeting of the Company approves the financial statements for FY 2020; b) for the residual 25%, deferred, by 30 days of the date when the Shareholders' Meeting of the Company approves the financial statements for FY 2020.

The share component of the Incentive will be paid, and therefore the Shares will be assigned on 31 December 2023 (third FY following the exercise of the Performance Period the Incentive refers to from time to time), provided that the working relationship between the Managing Director and SICIT GROUP is still in force.

Considering the percentage of achievement of the assigned Performance Targets, the accrued variable remuneration for the tax year 2020 equals to 37% of the overall remuneration indicated in Table 1<sup>1</sup>.

### 1.2.2 Compensation paid to managers with strategic responsibilities

For the year 2020, the Maximum Incentive was set at 80% of the gross annual remuneration.

Performance Units were assigned as follows:

- 40% to corporate performance Targets;
- 30% to individual Targets;
- 30% to stock performance Targets.

The share component was set at 50%.

In the year 2020, the following compensations were disbursed or accrued:

<sup>1</sup> The variable remuneration considered for calculating the percentage does not include the long-term shares component, assigned but not attributed as detailed in Table 3.

- i) the following fixed compensations:
  - € 160,000 for the office.
- ii) medium/long-term variable remuneration

In the year 2020, the performance level linked to the recognition of the Maximum Incentive was equal to approximately 93% of the assigned targets, as summarized in the following table:

Maximum theoretical incentive	Target weight (maximum Performance Units)				Attributable incentive
	Group corporate performance targets	Individual targets	Stock performance Targets	% of targets reached	
	40%	30%	30%	93%	
128,000					119,040

		Up-front component (75%)	Deferred component (25%)	Deferred component in three instalments
Attributable incentive	119,040			
Monetary component 50%	59,520	44,640	14,880	
Share component 50%	59,520			5,952 Ordinary Shares of the Company

The portion in cash of the Incentive will be paid: a) for 75% (the so called "up-front" component, that represents the short-term incentive remuneration) by 30 days of the date when the Shareholders' Meeting of the Company approves the financial statements for FY 2020; b) for the residual 25%, deferred, by 30 days of the date when the Shareholders' Meeting of the Company approves the financial statements for FY 2020.

The share component of the Incentive will be paid, and therefore the Shares will be assigned, in 3 equal instalments (without prejudice of rounding), respectively: at 31 December 2021 (year when the 2020 financial statements will be approved, first period of Performance); at 31 December 2022 and at 31 December 2023 (the two calendar years following the year when the 2020 financial statements will be approved), provided that the relationship between the Beneficiary and the Group is still in force at the relevant reference date.

iii) Benefits

Non-monetary benefits reserved to Managers with strategic responsibilities total € 2,653.

### **1.2.3 Compensation paid to Statutory Auditors**

Until 31 December 2020, the Board of Statutory Auditors received the remuneration indicated in Table 1.

### **1.3. Stock Option Plans**

The Company resolved upon no stock option plans.

### **1.4. Ordinary Shares of the Company held by the Members of management and audit bodies, general managers and managers with strategic responsibilities**

As indicated in the tables 1 and 2 of Schedule 7-ter annexed hereto, directors and statutory auditors and their non-legally separated spouses and minor children hold no ordinary shares in the Company, either directly or through subsidiaries, trust companies or nominees, resulting from the shareholders' register, the communications or other disclosures received from the directors and auditors.

\* \* \*

COMPENSATION PAID IN FY 2020

**TABLE 1                      Compensations paid to Management Bodies, General Managers and other Managers with Strategic Responsibilities**

The following Table 1 indicates the remuneration of Directors, General Manager and Statutory Auditors by name. All persons holding the aforementioned offices during the year, or for a fraction of it, are included.

A separate indication is provided for the remuneration received by them in subsidiaries and/or associates companies.

Specifically:

- the column “**Fixed remuneration**” shows - on an accrual basis - fixed remuneration before social security and tax charges payable by the beneficiary; flat-rate expense refunds and attendance fees are excluded as they were not provided;
- the amounts relevant to the employment compensation (gross of the social security and tax obligations borne by the employee, excluding the collective social security obligations borne by the Company and the allowances for severance benefits) are reported in the “**Salaries**” column on an accrual basis; Flat-rate expense refunds and attendance fees are excluded as they were not provided;
- the “**Compensations for attendance at Committees**” column shows - on an accrual basis - the compensation due to Directors for attending the Committees set up by the Board;
- the “**Non-equity variable compensation**” column shows, under the item “Bonuses and other incentives”, the portions of remuneration of in cash incentive plans on an accrual basis, even if Financial Statements have not been approved yet, and also for the part of the incentive subject to deferral;
- no data are reported in the “**Profit sharing**” column as no forms of profit sharing are envisaged;
- the value of the fringe benefits is reported in the “**Non-monetary benefits**” column, according to accruals and taxation criteria;
- no data are reported in the “**Other remuneration**” column as there is no further remuneration deriving from other services provided;
- the sum of the amounts of the previous items is indicated in the “**Total**” column;
- the “**Fair value of equity compensation**” column indicates the fair value for the financial year relating to the existing stock grant plans, estimated according to international accounting standards which allocate the related cost over the vesting period;
- in the column “**Indemnity for termination of office or for termination of employment relationship**” no data are reported as no indemnity for termination of office has been paid.

**TABLE 1: Emoluments paid to the members of management and auditing bodies, general managers and other managers with strategic responsibilities.**

(A)	(B)	(C)	(D)	1	2	3		4	5	6	7	8
Name and surname	Office	Period in which office was held	Expiration of term	Fixed remuneration	Remuneration for attendance at committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Severance indemnity for termination of office/employment relationship
						Bonuses and other incentives	Profit sharing					
<b>VALTER PERETTI</b>	Chairperson	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements												
(II) Remuneration from subsidiaries and affiliates												
(III)Total												
<b>MASSIMO NERESINI</b>	Managing Director	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				216.667		153.568				370.235	35.903	
(II) Remuneration from subsidiaries and affiliates				48.000						48.000		
(III)Total				264.667		153.568				418.235	35.903	
<b>RINO MASTROTTO</b>	Director	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				* 6082						6.082		
(II) Remuneration from subsidiaries and affiliates												
(III)Total				6.082						6.082		
<b>PAOLO DANDA</b>	Director	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				* 6,082						6.082		
(II) Remuneration from subsidiaries and affiliates												
(III)Total				6.082						6.082		
<b>MARIO PERETTI</b>	COO Employer	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				* 1918						1.918		
(II) Remuneration from subsidiaries and affiliates												
(III)Total				1.918						1.918		
<b>RAYMOND TOTAH</b>	Director	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				* 6082	(4) 1520					7.602		
(II) Remuneration from subsidiaries and affiliates												
(III)Total				6.082	1.520					7.602		
<b>CARLA TREVISAN</b>	Director	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				* 6082	(1) 20000					26.082		
(II) Remuneration from subsidiaries and affiliates												
(III)Total				6.082	20.000					26.082		

(A)	(B)	(C)	(D)	1	2	3		4	5	6	7	8
Name and surname	Office	Period in which office was held	Expiration of term	Fixed remuneration	Remuneration for attendance at committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Severance indemnity for termination of office/employment relationship
						Bonuses and other incentives	Profit sharing					
<b>MATTEO CARLOTTI</b>	Director	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				* 6082	(2) 5000					11.082		
(II) Remuneration from subsidiaries and affiliates												
(III) Total				6.082	5.000					11.082		
<b>ADA VILLA</b>	Director	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				* 6082	(4) 3480					9.562		
(II) Remuneration from subsidiaries and affiliates												
(III) Total				6.082	3.480					9.562		
<b>ISABELLA CHIODI</b>	Director	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				* 6082	(3) 5000					11.082		
(II) Remuneration from subsidiaries and affiliates												
(III) Total				6.082	5.000					11.082		
<b>MARINA SALAMON</b>	Director	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				* 6082	(2) 5000					11.082		
(II) Remuneration from subsidiaries and affiliates												
(III) Total				6.082	5.000					11.082		
<b>1</b>	Manager with strategic responsibilities	2020										
(i) Remuneration in the Company preparing the financial statements				160.000		59.520		2.653		222.173	24.468	
(II) Remuneration from subsidiaries and affiliates												
(III) Total				160.000		59.520		2.653		222.173	24.468	
<b>ORESTE ODELLI</b>	Director	2020	Terminated									
(i) Remuneration in the Company preparing the financial statements						20.000				20.000		
(II) Remuneration from subsidiaries and affiliates												
(III) Total						20.000				20.000		



(A)	(B)	(C)	(D)	1	2	3		4	5	6	7	8
Name and surname	Office	Period in which office was held	Expiration of term	Fixed remuneration	Remuneration for attendance at committees	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Severance indemnity for termination of office/employment relationship
						Bonuses and other incentives	Profit sharing					
<b>PAOLO LUDOVICI</b>	Chairperson of the Board of Statutory Auditors	from 20 April 2020	31.12.2020									
(i) Remuneration in the Company preparing the financial statements				10.899						10.899		
(II) Remuneration from subsidiaries and affiliates												
(III) Total				10.899						10.899		
<b>MANFREDO TURCHETTI</b>	Statutory Auditor <sup>(5)</sup>	from 20 April 2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				7.274						7.274		
(II) Remuneration from subsidiaries and affiliates												
(III) Total				7.274						7.274		
<b>ELENA FORNARA</b>	Statutory Auditor	2020	Approval of 2022 Financial Statements									
(i) Remuneration in the Company preparing the financial statements				9.463						9.463		
(II) Remuneration from subsidiaries and affiliates				2.995						2.995		
(III) Total				12.458						12.458		
<b>GIUSEPPE PIROLA</b>	Former Chairperson of the Board of Statutory Auditors	from 01 January 2020	20.04.2020									
(i) Remuneration in the Company preparing the financial statements				3.154						3.154		
(II) Remuneration from subsidiaries and affiliates												
(III) Total				3.154						3.154		
<b>BENEDETTO TONATO</b>	Former Standing Auditor	from 01 January 2020	20.04.2020									
(i) Remuneration in the Company preparing the financial statements				2.080						2.080		
(II) Remuneration from subsidiaries and affiliates				1.997						1.997		
(III) Total				4.077						4.077		

<sup>(\*)</sup> For the year 2020 non-executive Directors resolved to waive the fixed remuneration (€ 20,000 for each Director) but the relevant remuneration was received until 20 April 2020

<sup>(1)</sup> As Chairperson of the Audit, Risk and Related-Party Committee and Chairperson of the Remuneration and Appointment Committee

<sup>(2)</sup> As member of the Remuneration and Appointment Committee

<sup>(3)</sup> As member of the Audit, Risk and Related-Party Committee

<sup>(4)</sup> Until 20.04.2020

<sup>(4)</sup> Chairperson of the Board of Statutory Auditors from 1.1.2021

**TABLE 3A Incentive plans based on financial instruments, other than stock options, in favour of the members of the management body, general managers and other managers with strategic responsibilities**

Table 3A below indicates the shares assigned to Directors and to the Manager with Strategic Responsibilities by name.

In particular, the free assignment rights on SICIT GROUP shares, which will be assigned in accordance with paragraph 1.2 of Section II, are indicated.

The table provides evidence, in the "financial instruments pertaining to the financial year" column, of the data reported in the "fair value of equity compensation" column of Table 1.

In column 4 - The number of ordinary shares assigned was calculated on the basis of the targets achieved in the plan's first year (2020) as provided by the regulation

In column 5 - The fair value at the assignment date was calculated using the Montecarlo method

In column 6 - The assignment date is the date of approval of the plan by the Company's Board of Directors

**TABLE 3A: Incentive plans based on financial instruments, other than stock options, in favour of the members of the management body, general managers and other managers with strategic responsibilities..**

A	B	1	Financial instruments assigned in previous FYs and not vested in current FY		Financial instruments assigned in current FY					Financial instruments vested in current FY and not attributed	Financial instruments vested in current FY and eligible for attribution	Financial instruments for the year	
			2	3	4	5	6	7	8	9	10	11	12
Name and surname	Office	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at assignment date	Vesting period	Assignment date	Market price at assignment	Number and type of financial instruments	Number and type of financial instruments	Value at maturity date	Fair value
<b>MASSIMO NERESINI</b>	Managing Director												
(i) Remuneration for the office in the Company drafting the financial statements	(2020-2022) Incentive Plan	-	-	12,499 Ordinary Shares of the Company	143.614 €	2020-2023	20-mag-20	9,30 €	-	-	-	-	35.903 €
(II) Remuneration from subsidiaries and affiliates		-	-	-	- €	-	-	-	-	-	-	-	- €
(III) Total					143.614 €							-	35.903 €
<b>1</b>	Manager with strategic responsibilities												
(i) Remuneration for the office in the Company drafting the financial statements	(2020-2022) Incentive Plan	-	-	5,952 Ordinary Shares of the Company	67.873 €	2020-2023	20-mag-20	9,30 €	-	-	-	-	24.468 €
(II) Remuneration from subsidiaries and affiliates		-	-	-	- €	-	-	-	-	-	-	-	- €
(III) Total					67.873 €							-	24.468 €

**TABLE 3B Monetary incentive plans in favour of the members of the management body, general managers and other managers with strategic responsibilities.**

Table 3B below indicates short and long-term variable monetary incentives, provided for in favour of the Managing Director and of the Manager with Strategic Responsibilities.

Specifically:

- the column "**Bonus for the year - payable/paid**" shows the short-term variable incentive payable on the basis of the final reports of the performance carried out by the competent corporate bodies in relation to the target defined for the financial year;
- the column "**Bonus for the year - deferred**" shows the short-term variable amount whose payment is deferred with respect to the time of accrual;
- in the column "**Bonuses from previous years - no longer payable**" there are no data due to the lack of bonuses deferred in previous years still to be paid at the beginning of the FY and no longer payable due to the non-fulfilment of the conditions they are subject to;
- in the column "**Bonuses from previous years - payable/dispensed**" there are no data due to the lack of bonuses deferred in previous years still to be paid at the beginning of the year;
- in the column "**Bonuses from previous years - still deferred**" there are no data due to the lack of bonuses deferred in previous years that are still deferred;
- the "**Other bonuses**" column shows the one-off extraordinary monetary bonus approved by the Board of Directors on 20 May 2020.

The sum of the amounts indicated in the "Bonus for the year - Payable/Paid" column and the "Bonuses from previous years - Payable/Paid" column matches with what is indicated in the "Bonuses and other incentives" column of Table 1.

**TABLE 3B: Monetary incentive plans in favour of the members of the management body, general managers and other managers with strategic responsibilities.**

A	B	1	2			3			4
Surname and first name	Office	Plan	Bonus for the year			Bonuses for previous years			Other bonuses
			A	B	C	A	B	C	
			Payable/Paid <sup>(1)</sup>	Deferred <sup>(2)</sup>	Deferral period	No longer payable	Payable/Paid	Still deferred	
<b>MASSIMO NERESINI</b>	Managing Director								
(i) Remuneration for the office in the Company drafting the financial statements		(2020-2022) Incentive Plan	40.176 €	13.392 €	2020	- €	- €	- €	100.000
(II) Remuneration from subsidiaries and affiliates			- €	- €	-	- €	- €	- €	- €
(III) Total			40.176 €	13.392 €		- €	- €	- €	100.000 €
<b>1</b>	Managers with strategic responsibilities								
(i) Remuneration for the office in the Company drafting the financial statements		(2020-2022) Incentive Plan	44.640 €	14.880 €	2020	- €	- €	- €	-
(II) Remuneration from subsidiaries and affiliates			- €	- €	-	- €	- €	- €	- €
(III) Total			44.640 €	14.880 €		- €	- €	- €	- €

**Note**

<sup>(1)</sup> The payable amount will be paid within 30 days from the date of approval by the Shareholders' Meeting of the Company of the 2020 financial statements, provided that, at the relevant reference date, the Relationship between the Beneficiary and the Group did not cease to exist

<sup>(2)</sup> The deferred amount will be paid within 30 days from the date of approval by the Shareholders' Meeting of the Company of the 2021 financial statements, provided that, at the relevant reference date, the Relationship between the Beneficiary and the Group did not cease to exist

## **PARTICIPATIONS OF THE MEMBERS OF THE MANAGEMENT AND AUDIT BODIES AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES**

The table below shows the participations held in the Company and in its subsidiaries at the beginning and at the end of the FY, together with sale and purchase transactions performed.

**TABLE 1: Equity investments of the members of the management and control bodies and of general managers**

LAST AND FIRST NAME	OFFICE	SUBSIDIARY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS FY	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE CURRENT FY
Valter Peretti	Chairman of the Board of Directors	SICIT GROUP SpA	-	-	-	-
Massimo Neresini	Managing Director	SICIT GROUP SpA	-	-	-	-
Rino Mastrotto	Director	SICIT GROUP SpA	-	-	-	-
Mario Peretti	COO	SICIT GROUP SpA	-	-	-	-
Paolo Danda	Director	SICIT GROUP SpA	-	-	-	-
Raymond Totah	Director	SICIT GROUP SpA	-	-	-	-
Carla Trevisan	Director	SICIT GROUP SpA	-	-	-	-
Matteo Carlotti	Director	SICIT GROUP SpA	-	-	-	-
Ada Villa	Director	SICIT GROUP SpA	-	-	-	-
Isabella Chiodi	Director	SICIT GROUP SpA	-	-	-	-
Marina Salamon	Director	SICIT GROUP SpA	-	-	-	-
Paolo Ludovici	Chairperson of the Board of Statutory Auditors	SICIT GROUP SpA	-	-	-	-
Manfredo Turchetti	Statutory Auditor	SICIT GROUP SpA	-	-	-	-
Elena Fornara	Statutory Auditor	SICIT GROUP SpA	-	-	-	-
Giuseppe Pirola	Former Chairperson of the Board of Statutory Auditors	SICIT GROUP SpA	-	-	-	- (*)
Benedetto Tonato	Former Standing Auditor	SICIT GROUP SpA	-	-	-	- (*)

**TABLE 2: Equity investments of the managers with strategic responsibilities**

NUMBER OF MANAGERS WITH STRATEGIC	SUBSIDIARY	NUMBER OF SHARES HELD AT THE END OF THE PREVIOUS FY	NUMBER OF SHARES PURCHASED	NUMBER OF SHARES SOLD	NUMBER OF SHARES HELD AT THE END OF THE CURRENT FY
1	SICIT GROUP SpA	-	-	-	-

(\*) at the date of termination of the office

