

**ITALMOBILIARE**  
INVESTMENT HOLDING

# Remuneration Report

REPORT ON THE  
REMUNERATION POLICY  
IN 2024  
AND COMPENSATION PAID  
IN 2023

# 2023

Translation from the Italian version which remains the definitive one.

# LETTER OF THE CHAIRMAN OF THE REMUNERATION AND NOMINATIONS COMMITTEE

Shareholders,

as Chairman of the Remuneration and Nominations Committee, I am pleased to submit for your review – also on behalf of my colleagues Valentina Casella and Marco Cipelletti – the “Report on the Remuneration Policy in 2024 and Compensation Paid in 2023”, prepared in compliance with current legislation and approved by the Board of Directors on March 7, 2024, which aims to provide a concrete and tangible testimony of Italmobiliare's commitment, demonstrating that this is more than just a routine compliance exercise; it is a significant moment of open and transparent communication versus shareholders and other stakeholders about the Group's remuneration system.

The Policy we are presenting to you – which is set once again this year in a macroeconomic context of strong uncertainty and in a very unstable geopolitical framework – aims to allow Italmobiliare to express its demonstrated resilience in recent years.

The Remuneration Policy is closely related to our medium to long-term strategic vision and to the Company's growing commitment to make a positive contribution in the Environmental, Social and Governance area. To this end, the sustainability objectives in both short and medium-to-long-term variable incentive systems have been confirmed, given the effectiveness of the existing structure. This is also considering the pronounced correlation between the performance objectives of short and medium-to-long-term variable components and the strategic objectives outlined in the strategic plan and the Sustainability Plan.

In preparing this policy, we continued listening to and analysing the suggestions and indications received from all stakeholders, identifying any areas for improvement suggested by the main proxy advisors.

The Remuneration Policy that we are submitting for your approval confirms, as distinctive elements, the pursuit of a suitable pay-mix in the management's compensation package, the link of the variable component to clear, predetermined and measurable performance objectives, also with a view to sustainability, and the alignment of the remuneration tools adopted with the best market practices.

I trust that the Committee's commitment, in collaboration with management, and the decisions reflected in the Remuneration Policy approved at the last Shareholders' Meeting can once again be understood and appreciated, with the support that will be given to the proposed 2024 Remuneration Policy.

**Chiara Palmieri**  
***Chairman of the Remuneration and***  
***Nominations Committee***

# INTRODUCTION

This Report on the Remuneration Policy and the Compensation Paid was approved by the Board of Directors of Italmobiliare on March 7, 2024, on the proposal of the Remuneration and Nominations Committee, and will be put to a binding vote on Section I and an advisory vote on Section II at the Shareholders' Meeting on April 23, 2024.

The Report is composed of two sections:

- 1. Section I – Report on the Remuneration Policy** – which explains Italmobiliare's Remuneration Policy for 2024 with reference to the members of the Board of Directors, the Chief Executive Officer/Chief Operating Officer, the Key Management Personnel and the members of the Board of Statutory Auditors, indicating, in particular, the objectives pursued, guiding principles and any amendments with respect to the previous year, bodies involved and the procedures used to adopt and implement the Policy;
- 2. Section II – Report on Compensation Paid** – which explains the compensation paid during the year ended December 31, 2023 by Italmobiliare S.p.A., its subsidiaries and associate companies, to the Directors, Key Management Personnel and members of the Board of Statutory Auditors; it provides an analytical report on the compensation paid to them during the year in implementation of the current Remuneration Policy (as approved by the Shareholders' Meeting on April 27, 2023).

The text of the Report is made available to the public at the registered office, on the authorised storage platform ([www.emarketstorage.com](http://www.emarketstorage.com)) and on the Company's website, no later than the twenty-first day prior to the date of the Shareholders' Meeting called to approve the 2023 financial statements and requested to vote on a binding resolution on Section I and a non-binding resolution on Section II of this Report, in accordance with governing regulations pursuant to art. 123-ter, paragraph 3-ter and 6 of the Consolidated Law on Finance.

## SUMMARY

### Purpose and principles of the Remuneration Policy and how it is linked to strategy

Italmobiliare's 2024 Remuneration Policy, defined in accordance with the Company's governance model and the recommendations made by the Corporate Governance Code to which the Company adheres, has the aim of ensuring the alignment of management's interests with the interests of shareholders and all its stakeholders. In this sense, it constitutes one of the fundamental tools for pursuing the sustainable success of the Italmobiliare Group, through the creation of long-term shared value, thereby contributing to the global challenges and, at the same time, protecting and strengthening its financial performance for the benefit of the shareholders and of all other stakeholders.

In fact, the Italmobiliare Group is inspired by and promotes values in its own sphere of activity and in that of the other Group companies that are consistent with the most advanced international governance practices. Among these, there is the United Nations Global Compact, the most important strategic initiative of corporate responsibility. The Italmobiliare Group adheres to it through a formal and substantial declaration of commitment to promote a healthy, inclusive and sustainable global economy, respectful of labour and human rights, able to safeguard the environment and actively involved in promoting integrity in every aspect of the business. To this end, Italmobiliare shares, supports and applies the Ten Fundamental Principles of the Global Compact in its sphere of influence and actively contributes to achieving the United Nations Sustainable Development Goals.

By establishing a direct relationship between pay and performance, the Remuneration Policy aims to attract, retain and motivate people with the professional qualities required to manage the Company in line with its Mission to play *"an active and continuous role in the process of portfolio growth and enhancement by combining development, internationalisation and innovation with an effective governance and risk management model, and full ESG integration at all stages of investing"*.

The following table summarises the purposes and characteristics of the various components of remuneration envisaged by Italmobiliare's Policy.

	Goals	Characteristics	Amounts relating to 2023-2025 mandate
<b>Fixed Remuneration</b>	<p>To value and acknowledge the managerial and professional skills, experience and contribution required by the role assigned.</p> <p>It is sufficient to remunerate beneficiaries' performance in the event of a significant reduction in the variable component.</p>	<p>It is determined based on assigned role and responsibilities.</p> <p>It is defined according to the market remuneration levels of comparable positions.</p>	<p><b>Chairman:</b> € 440,000 (including the fixed annual salary of € 40,000 set by the Shareholders' Meeting for the office of Director).</p> <p><b>Chief Executive Officer/Chief Operating Officer:</b> € 1,140,000 (including the fixed annual salary of € 40,000 set by the Shareholders' Meeting for the office of Director).</p> <p><b>Key Management Personnel:</b> remuneration consistent with the role held and relevant responsibilities.</p>
<b>Short-term incentives (MBO)</b>	<p>To promote a performance-based culture and encourage management to pursue the expected goals, creating a solid link between remuneration and performance achieved during the year.</p>	<p>Assignment of performance objectives to be achieved during the reference financial year and which are directly linked to the Company's strategic plan.</p> <p>The plan considers three types of objectives:</p> <ol style="list-style-type: none"> <li>1. Economic and financial results of the Group</li> <li>2. Operating indicators/management's running of the Holding Company</li> <li>3. ESG</li> </ol> <p>The value of the incentive accrued is directly proportional to the result achieved.</p> <p>For each goal assigned, a threshold, target and maximum performance level is envisaged. Failure to reach at least the threshold level will mean that the incentive linked to the goal is not accrued.</p>	<p><b>Chief Executive Officer/Chief Operating Officer:</b> 66% of the fixed remuneration (target level).</p> <p><b>Key Management Personnel:</b> on average between 34% and 80% of the fixed remuneration (target level).</p>
<b>Value Creation Sharing Incentive</b>	<p>To promote a performance culture and recognise management's contribution to the creation of value in relation to investment management.</p>	<p>It is linked to the achievement of multi-year, quantitative, objectively measurable performance targets, consistent with the objectives of creating value for shareholders.</p> <p>It is designed to contract or increase more than proportionally to the degree of performance generated by extraordinary transactions, taking into account the performance of the entire investment portfolio.</p> <p>A threshold level is established (IRR Threshold set at a hurdle rate of 10%) that acts as a trigger for bonus recognition. Beyond this threshold level, the bonus value is determined by the funding level of a Bonus Pool, expressed as a percentage of the Extra Performance.</p>	<p><b>Chief Executive Officer/Chief Operating Officer:</b> beneficiary of the Plan. The value cannot be defined ex-ante.</p> <p><b>Key Management Personnel:</b> beneficiaries of the Plan. The value cannot be defined ex-ante.</p>

<p><b>Long-term incentives (LTI)</b></p>	<p>To foster a medium/long-term sustainability performance, strengthening the connection between management's remuneration and the creation of value for the shareholders, also through constant monitoring and control of the risks involved in the investment portfolio.</p>	<p>Assignment of a specific number of rights to receive "Phantom Stocks" linked to a predefined level of Net Asset Value per share and specific objectives related to the ESG performance at the end of a three-year vesting period.</p> <p>The plan envisages a threshold, target and maximum performance level in relation to the underlying goal. Failure to reach at least the threshold level will mean that the right to receive the bonus is lost.</p>	<p><b>Chief Executive Officer/Chief Operating Officer:</b> 136% of the fixed remuneration (target level).</p> <p><b>Key Management Personnel:</b> on average between 60% and 90% of the fixed remuneration (target level).</p>
<p><b>Benefits</b></p>	<p>Benefits consist of forms of welfare, assistance and use of corporate instruments, taking a comprehensive remuneration approach that is consistent with the market.</p>	<p>Benefits are defined in line with reference remuneration market practices and consistent with governing regulations; all managers are assigned benefits, which are essential elements of the compensation package, taking into consideration roles and/or responsibilities, favouring pension and social security components.</p>	





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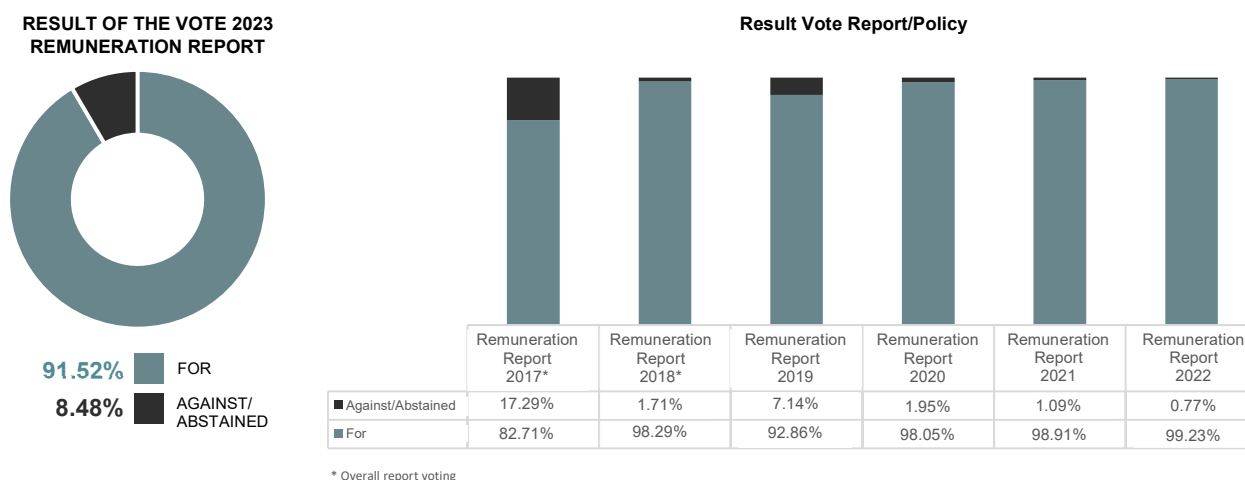
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## SECTION I – REPORT ON THE REMUNERATION POLICY IN 2024

Italmobiliare's 2024 Remuneration Policy is substantially unchanged from the previous year. It is worth mentioning the consolidated link between incentive systems, strategic guidelines and Sustainability Plan with the inclusion of ESG indicators, already envisaged in the MBO System, also in the long-term incentive plan;

## SHAREHOLDERS ENGAGEMENT RESULT OF THE 2023 VOTE ON SECTION I – REPORT ON THE REMUNERATION POLICY

Italmobiliare recognizes the great importance of constant dialogue and continuous interaction with the main recipients of the Remuneration Policy, aimed at guaranteeing continuous improvement and adoption of market best practices and the implementation of the main areas of improvement indicated by the Shareholders and the Proxy Advisors.



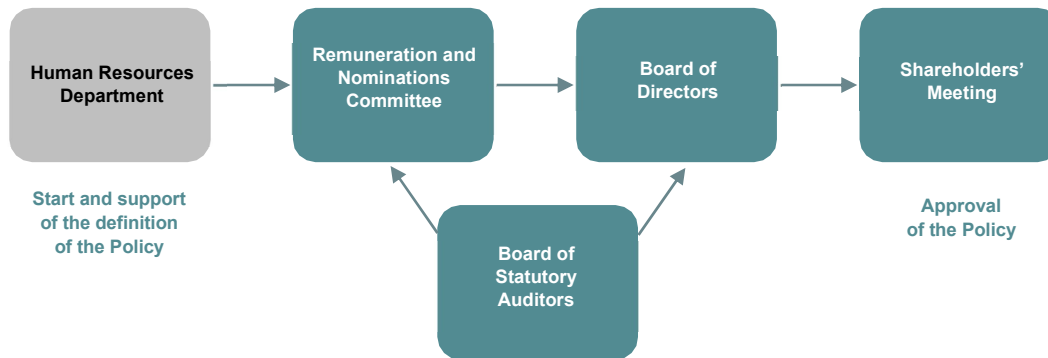
For this reason, Italmobiliare devoted its attention during the year to understand and further elaborate the indications received at the last Shareholders' Meeting, together with the recommendations of the Chairman of the Corporate Governance Committee and took them into account in adopting the improvements included in this report. In particular, retaining a great level of transparency in relation to disclosure.

## GOVERNANCE AND PARTIES INVOLVED

The definition of the Remuneration Policy involves multiple parties and corporate bodies, as envisaged by the By-laws, current regulations and the governance model adopted by the Company. In particular, this involves the Remuneration and Nominations Committee, the Board of Directors and the Shareholders' Meeting. The Company's Human Resources Department actively supports the parties involved in the Policy definition.

### THE PROCESS OF DEFINITION AND APPROVAL OF THE REMUNERATION POLICY

#### Proposal and definition of the Policy



The Remuneration and Nominations Committee, the Chief Executive Officer/Chief Operating Officer and the Board of Directors are in charge of implementing the Policy.

The Board of Statutory Auditors monitors application of the Remuneration Policy over time.

## 1. Shareholders' Meeting

In relation to remuneration, the Shareholders' Meeting:

- At the time of appointment and for the term of office, determines the compensation of the members of the Board of Directors and the Board of Statutory Auditors;
- Resolves on financial instrument-based remuneration plans, on the proposal of the Board of Directors;
- On approval of the annual financial statements, will vote for or against Section I of the Remuneration Report in a binding vote and on Section II of the Remuneration Report in an advisory vote, pursuant to article 123-ter of the Consolidated Law on Finance.

## 2. Board of Directors

Italmobiliare's Board of Directors currently in office (2023-2025 mandate) is made up of 12 Directors. Their mandate expires on approval of the financial statements at December 31, 2025.

The composition of the Board currently in office for the 2023-2025 mandate is as follows:

Laura Zanetti <sup>(1)</sup>	Chairman
Livio Strazzera <sup>(1)</sup>	Deputy Chairman
Carlo Pesenti	Chief Executive Officer Chief Operating Officer
Giorgio Bonomi	
Mirja Cartia d'Asero <sup>(2)</sup>	Independent director
Valentina Casella <sup>(2)</sup>	Independent director
Marco Cipelletti <sup>(2)</sup>	Independent director
Elsa Fornero <sup>(2)</sup>	Independent director
Luca Minoli	
Chiara Palmieri <sup>(2)</sup>	Independent director
Roberto Pesenti	
Pietro Ruffini <sup>(2)</sup>	Independent director

(1) Independent director (pursuant to Legislative Decree 58, February 24, 1998).

(2) Independent director (pursuant to Legislative Decree 58, February 24, 1998 and the Corporate Governance Code).

With regard to remuneration, the Board of Directors:

- defines and approves the Policy, based on the proposal made by the Remuneration and Nominations Committee;
- on the recommendation of the Remuneration and Nominations Committee, and after consulting with the Board of Statutory Auditors, determines the remuneration of Directors holding particular offices;
- with the support of the Control and Risk Committee, appoints and dismisses the Head of the Internal Audit function, defining his/her remuneration in line with Company policies;
- on the recommendation of the Remuneration and Nominations Committee, establishes the performance objectives linked to the variable component of the remuneration of Directors holding particular offices and Key Management Personnel;
- checks, also making use of information received from the Remuneration and Nominations Committee and the relevant company departments, achievement of the performance objectives to which the incentive plans and short-term variable remuneration are linked;
- in accordance with the Policy, decides on any incentive plans, including those based on financial instruments, to submit to the Shareholders' Meeting for approval.

## FORECAST OF EXCEPTIONS TO THE ELEMENTS OF THE 2024 REMUNERATION POLICY

On the proposal of the Remuneration and Nominations Committee and in compliance with the Related Party Transactions Procedure, the Board of Directors may, in exceptional circumstances, that could compromise pursuit of the Company's long-term interests or its ability to remain on the market, as provided for by article 123-ter, paragraph 3-bis of the CLF, and by art. 84-quater of the Issuers' Regulation, temporarily waive the remuneration policy if the requested waiver is consistent with the pursuit of the long-term interests and sustainability of the Company as a whole or to ensure its ability to remain on the market.

The elements of the remuneration policy to which exceptions may apply are the following:

- Fixed remuneration;
- Short-term variable remuneration;
- Long-term variable remuneration;
- Value Creation Sharing Incentive;
- Severance indemnity policy.

The Board resolution also specifies the duration of such waiver and identifies the specific elements of the Policy subject to the waiver, in accordance with the above requirements.

### 3. Remuneration and Nominations Committee

The Remuneration and Nominations Committee comprises only Directors classed as independent according to the requirements laid down by the Consolidated Law on Finance and the Corporate Governance Code, with suitable knowledge and experience in matters of finance or remuneration policies.

The Remuneration and Nominations Committee has the following composition at the date of this Report:

#### Remuneration and Nominations Committee

Chairman	Chiara Palmieri
Member	Valentina Casella
Member	Marco Cipelletti

The Board of Statutory Auditors and Human Resources Director are also regularly invited to attend the Committee meetings. No Director is present at the part of meetings when their remuneration is discussed. Minutes are taken of the meetings and the Chairman informs the Board of the meetings held at the first opportunity.

The Remuneration and Nominations Committee has the aim of **guaranteeing that the remuneration policies established for Directors**, including those who have been delegated powers or appointed to particular positions, **and for Key Management Personnel are formulated by a body that does not have any interest in them**, in compliance with recommendation 26 of the Corporate Governance Code, to which the Company adheres. The Committee only plays an advisory role; the power to determine the remuneration of Executive Directors and Directors holding particular offices lies with the Board of Directors, which consults with the Board of Statutory Auditors in accordance with art. 2389, third subsection of the Italian Civil Code.

### Tasks of the Remuneration and Nominations Committee (in the remuneration area)

- It makes proposals to the Board on the definition of the remuneration policy; it periodically assesses the overall adequacy and consistency of the remuneration policy, monitoring its application in practice.
- It assesses proposals to introduce short- and long-term incentive systems, cash- and share-based, to be submitted for the approval of the Board of Directors.
- It submits proposals to the Board of Directors, or expresses opinions, on the remuneration of Executive Directors and other Directors holding particular offices, as well as on setting performance objectives.
- It proposes performance objectives to the Board related to the variable component of the remuneration of Executive Directors, Directors holding particular offices and Key Management Personnel.
- It checks, also making use of information received from the relevant company departments, achievement of the performance objectives to which the long-term incentive plans and variable remuneration are linked.
- It expresses opinions on the indemnities to be paid to key management personnel in the event of their early termination; it evaluates the possible effects of termination on the rights assigned as part of incentive plans based on financial instruments.
- It proposes to the Board temporary exceptions to the Remuneration Policy in the presence of exceptional circumstances and in compliance with the Related Party Transactions Procedure.

In going about its duties, the Committee can use corporate departments and resources as necessary each time to ensure the best possible fulfilment of its tasks, or independent third-party experts. The duties of the Committee and how it is meant to function are governed by the Regulation of the Board of Directors adopted in 2021, which can be found in the “Governance/Documents and Procedures” section of the Company’s website.

The Committee met four times during 2023 with the participation of all of its members and those of the Board of Statutory Auditors; meetings lasted approximately more than an hour on average. In three out of four meetings it performed the functions of both the Nominations Committee and the Remuneration Committee; in one it only performed the functions of the Remuneration Committee.

The Committee was assisted by Willis Towers Watson, an independent consultancy, in preparing the remuneration policy for 2023 and 2024 and in the definition of the new long-term incentive plan for the period 2023-2025 submitted to the Shareholders' Meeting, as well as in the introduction of a new medium-long term incentive system, the Value Creation Sharing Incentive, aimed at sharing the value created by extraordinary transactions.

In 2023, the Committee carried out the following activities concerning remuneration:

- it examined the Company's report on the remuneration policy in 2023 and compensation paid in 2022 to be submitted to the Board of Directors and subsequently to the Shareholders' Meeting;
- it verified the achievement of the performance objectives for the purpose of determining the short-term variable remuneration to be paid to the Chief Executive Officer/Chief Operating Officer and to key management personnel (MBO 2022), as well as the achievement of performance objectives for the disbursement of the long-term incentive plan (Italmobiliare 2020-2022 Phantom Stock Grant Plan);
- it made a proposal to the Board of Directors for the variable remuneration of the Chief Executive Officer/Chief Operating Officer and key management personnel for 2023 (MBO 2023);
- it examined a benchmark analysis, subsequently submitted to the Board of Directors, on the remuneration of directors and statutory auditors, to be used in preparing a proposal for the Shareholders' Meeting;

- it assisted the Board of Directors in defining the new long-term incentive plan (Italmobiliare 2023-2025 Phantom Stock Grant Plan), subsequently approved by the Shareholders' Meeting, and the new medium-long term incentive system, the "Value Creation Sharing Incentive", aimed at sharing the value created by extraordinary transactions;
- it established the regulations and performance objectives of the Italmobiliare 2023-2025 Phantom Stock Grant Plan, as well as the related assignment proposals, subsequently approved by the Board of Directors; formulated the remuneration proposals for special offices, later submitted to the Board of Directors; defined the regulations of the Value Creation Sharing Incentive;
- regarding the liquidity event arising from the divestment of an equity investment in Italmobiliare's portfolio, it assessed the conditions for triggering the Value Creation Sharing Incentive and submitted a proposal to the Board of Directors for the disbursement of the incentive to the beneficiaries.

As regards its functions as the Nominations Committee, in 2023 the Committee examined the results of the 2022 self-assessment process, which were then submitted to the Board of Directors; reviewed the questionnaire to be used for the 2023 self-assessment process, after agreeing not to use an independent consultant; carried out the preparatory preliminary investigations for the formulation of the opinion on the quantitative and qualitative composition of the Board of Directors, in view of the renewal of the corporate bodies, approved by the Shareholders' Meeting of April 27, 2023.

In 2024, up to the date of approval of the Report, the Committee has met twice, performing the functions of both the Nominations Committee and the Remuneration Committee at one meeting. Among its activities involving remuneration:

- it examined the Company's report on the remuneration policy for 2024 and on the compensation paid in 2023 to be submitted to the Board of Directors and subsequently to the Shareholders' Meeting;
- it checked whether the performance objectives had been achieved in order to determine the short-term variable remuneration to be assigned to the Chief Executive Officer/Chief Operating Officer and key management personnel (MBO 2023);
- it examined the objectives of the MBO 2024 for the Chief Executive Officer/Chief Operating Officer and key management personnel, later approved by the Board of Directors.

Furthermore, in its capacity as Nominations Committee, it examined the results of the 2023 self-assessment process, which were then submitted to the Board of Directors.

Italmobiliare's 2024 Remuneration Policy was approved by the Board of Directors upon proposal by the Remuneration and Nominations Committee, in the meeting held on March 7, 2024, concurrently with its approval of this Report.

## 4. Board of Statutory Auditors

With regard to remuneration, the Board of Statutory Auditors expresses opinions required by governing regulations in reference to, in particular, the remuneration of Directors holding particular offices, pursuant to Art. 2389 of the Italian Civil Code, verifying their consistency with the Company's Remuneration Policy. The Board of Statutory Auditors regularly attends the meetings of the Remuneration and Nominations Committee.

## PURPOSE AND PRINCIPLES OF THE REMUNERATION POLICY AND HOW IT IS LINKED TO ITALMOBILIARE'S STRATEGY

Italmobiliare's 2024 Remuneration Policy, explained in this Report, is defined in accordance with the Company's governance model and the recommendations made by the Corporate Governance Code, to which the Company adheres, and has the aim of **ensuring the alignment of management's interests with the interests of shareholders and all its stakeholders**.

By establishing a direct relationship between pay and performance, the Remuneration Policy aims to attract, retain and motivate people with the professional qualities required to manage the Company in line with its Mission to play "an active and continuous role in the process of portfolio growth and enhancement by combining development, internationalisation and innovation with an effective governance and risk management model, and full ESG integration at all stages of investing."

The Remuneration Policy is also defined taking into account the best market practices adopted by listed companies and a continuous monitoring and control of risk. To this end, each of the components of the remuneration offered to the Company's management team responds to a precise purpose in pursuit of this strategic vision and, thanks to a **suitable balance of fixed and variable components**, helps structure a compensation package that guarantees effective alignment between management's remuneration and shareholders' interests, expressed first and foremost by the proportional nature of the variable components accrued and the results achieved in the short and long term.

In its long history as a holding company of diversified interests in the industrial and financial sector, Italmobiliare was **one of the first in Italy to adopt a modern approach to sustainability**. Already in the 1990s it had launched ambitious sustainability programmes at its main industrial subsidiaries, fully integrated into the strategic development priorities and coordinated by dedicated functions. Thanks to this experience, the Company has developed a full-time commitment to best practices, from principles to policies, from processes to products, from local and global initiatives to reporting tools.

Today, through the flow of investments and disposals and the management over time of the investments held in its portfolio, Italmobiliare Investment Holding wants to achieve sustainable success for the entire Group, assigning priorities and mobilizing financial resources in a targeted and selective manner. The aim is to contribute to global challenges and, at the same time, protect and strengthen financial performance for the benefit of the shareholders and all other stakeholders. The sustainability of the portfolio companies' development is the metric for evaluating the creation of shared value over time.

Confirming its commitment, in 2020 the Italmobiliare Group joined the **United Nations Global Compact**, with a view to integrating ESGs even more deeply into the holding company's business strategy with increasingly effective supervision of subsidiaries and associates:

1. assessment of the ESG profile of the companies subject to potential investment, applying the principles and criteria defined by the Responsible Investment Policy;
2. active ownership during the management of portfolio companies, through active dialogue and continuous support towards the integration of environmental, social and governance success levers into the business strategy;
3. transparency and reporting of ESG performance in all management phases up to disposal, also with a view to ensuring that the path undertaken will continue.

In June 2021, taking inspiration from the highest global points of reference, Italmobiliare's Board of Directors approved a profound review of the Group's own points of reference in terms of identity and governance: a **Code of Ethics, Sustainability Policies** and a **Responsible Investment Policy**, three interdependent and coordinated documents that trace the path consistently and effectively from a commitment to certain values to day-to-day operations.



Together, they apply in all of the Group's activities, in relations with all of its companies or counterparties and in the active involvement of all stakeholders in its sphere of influence, supporting Italmobiliare in best expressing the ultimate role of the investor: transformative capacity, expertise, management skills and capital for a healthy, inclusive and sustainable global economy, respectful of labour and human rights, able to safeguard the environment and actively involved in promoting integrity in all aspects of the business.

For this reason, specific objectives have been adopted within the short-term incentive plan scorecard, aimed particularly at creating, refining and rationalising the essential elements to consolidate the path to integrate ESGs with the Group's internal processes. Similarly, the 2023-25 long-term incentive plan provides for the introduction of ESG metrics.

Components of remuneration	Characteristics and Purpose
<p><b>FIXED REMUNERATION</b></p>	<ul style="list-style-type: none"> <li>Includes all fixed annual remuneration (i.e. gross annual pay from employment, directors' fees, compensation for specific offices, ...);</li> <li>It is defined in such a way as to adequately remunerate the role, i.e. the nature of the activity carried out and the responsibilities assigned to it, even in the event of a reduction or absence of variable components.</li> </ul>
<p><b>MBO</b> <i>(Short-term variable incentives)</i></p>	<ul style="list-style-type: none"> <li>This is commensurate with the role held, i.e. the nature of the impact on the Company's overall performance in the medium/long term;</li> <li>It is connected with the achievement of annual quantitative and/or qualitative performance objectives, which can be objectively measured and are consistent with the goals set out in the Company's strategic plan and sustainability policy;</li> <li>It is designed to contract or increase proportionally to the degree of achievement of the objectives assigned and the value creation generated.</li> </ul>
<p><b>LTI</b> <i>(Long-term variable incentives)</i></p>	<ul style="list-style-type: none"> <li>This is commensurate with the role held, i.e. the nature of the impact on the Company's overall performance in the short term;</li> <li>It is connected with the achievement of multi-year quantitative and/or qualitative performance objectives, which can be objectively measured and are consistent with the goals set out in the strategic plan and in the sustainability policy with the primary goal of creating value for shareholders;</li> <li>It is designed to contract or increase proportionally to the degree of performance generated with respect to the objectives assigned.</li> </ul>
<p><b>Value Creation Sharing Incentive</b> <i>(Non-recurring medium/long term variable incentive)</i></p>	<ul style="list-style-type: none"> <li>It is connected with the achievement of multi-year quantitative performance objectives, which can be objectively measured and are consistent with the goals of creating value for shareholders;</li> <li>It is designed to contract or increase more than proportionally to the degree of performance generated by extraordinary transactions.</li> </ul>

The Italmobiliare Remuneration Policy, with reference to the type of components of remuneration to be paid to the various categories of policy beneficiaries, is defined in such a way as to be consistent with the indications given in the Corporate Governance Code and the guidelines issued by the main proxy advisors, as well as with market practice. Specifically:

- The remuneration of Non-Executive Directors consists only of fixed compensation, so it is not linked to the Company's results;
- The remuneration of the Chief Executive Officer/Chief Operating Officer and Key Management Personnel consists of a fixed part and a variable part, with the latter in turn consisting of a short-term and a medium/long-term component and representing significant part of total remuneration; starting from 2023, an additional variable medium/long-term component was introduced, linked to the creation of value in extraordinary transactions (Value Creation Sharing Incentive).
- The remuneration of the Financial Reporting Officer and the Head of Internal Audit consists of a fixed part which is predominant with respect to the variable part. The short-term variable component is primarily linked to goals relating to the role and responsibilities.

#### FOCUS ON VARIABLE REMUNERATION LINKED TO RESULTS

<b>MBO</b>	<p><b>Type of Incentive:</b> Cash</p> <p><b>KPIs Chief Executive Officer/Chief Operating Officer:</b></p> <ul style="list-style-type: none"> <li>■ Annual growth in NAV per share compared with expected target growth in 2023</li> <li>■ Growth in adjusted EBITDA of subsidiaries/associate companies compared with expected target growth in 2023</li> <li>■ Specific ESG objectives</li> </ul> <p><b>KPIs Key Management Personnel:</b></p> <ul style="list-style-type: none"> <li>■ Annual growth in NAV per share compared with expected target growth in 2023</li> <li>■ EBIT/EBITDA of specific controlled companies</li> <li>■ Individual objectives consistent with the role held and project milestones</li> <li>■ Specific ESG objectives</li> </ul> <p><b>CAP:</b> YES</p> <p><b>Clawback and/or Malus:</b> YES</p>	<ul style="list-style-type: none"> <li>✓ Suitable balance of fixed / variable</li> <li>✓ Limit to variable remuneration (CAP)</li> <li>✓ Predetermined, measurable objectives</li> <li>✓ Clawback/Malus</li> <li>✓ Specific incentive to Internal Audit and Financial Reporting Officer</li> <li>✓ Link to ESG factors</li> </ul>
<b>LTI</b>	<p><b>Type of plan:</b> Phantom Stock</p> <p><b>Vesting:</b> 3 years</p> <p><b>KPIs:</b></p> <ul style="list-style-type: none"> <li>■ Net Asset Value per share - condition for the accrual of the bonus</li> <li>■ Performance ESG</li> </ul> <p><b>CAP:</b> YES</p> <p><b>Clawback and/or Malus:</b> YES</p>	<ul style="list-style-type: none"> <li>✓ Suitable balance of fixed / variable</li> <li>✓ Vesting of 3 years</li> <li>✓ Part of the remuneration in financial instruments / phantom equity</li> <li>✓ Limit to variable remuneration (CAP)</li> <li>✓ Predetermined, measurable objectives linked to the creation of value</li> </ul>
<b>Value Creation Sharing Incentive</b>	<p><b>Type of Incentive:</b> Cash</p> <p><b>Performance measurement period:</b> linked to the time horizon of the investment</p> <p><b>KPIs:</b></p> <ul style="list-style-type: none"> <li>■ Internal Rate of Return (IRR) of the investment - condition for the accrual of the bonus</li> <li>■ Capital gains generated by single operations</li> <li>■ Overall portfolio performance – condition for the accrual of the bonus</li> </ul> <p><b>CAP:</b> YES</p> <p><b>Clawback and/or Malus:</b> YES</p>	<ul style="list-style-type: none"> <li>✓ Suitable balance of fixed / variable</li> <li>✓ Performance measurement period consistent with the investment time horizon</li> <li>✓ Limit to variable remuneration (CAP)</li> <li>✓ Predetermined, measurable objectives linked to the creation of value</li> </ul>

## EMPLOYEES' REMUNERATION AND WORKING CONDITIONS

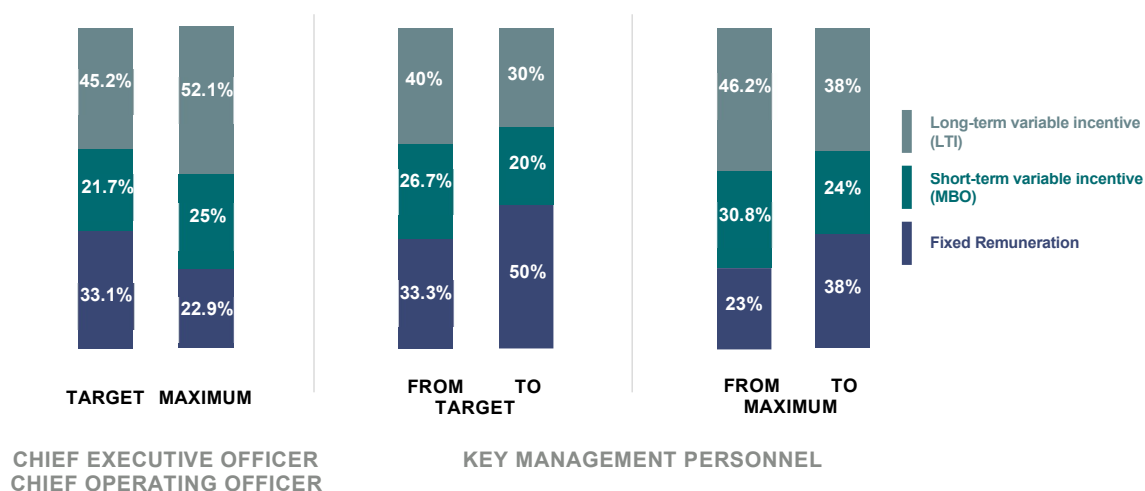
The Company monitors working conditions and remuneration on an annual basis in order to promote a consistent remuneration policy for all employees, at the level of both the Parent Company and the Subsidiaries, in line with the Code of Ethics and the Sustainability Policies. The greatest efforts in the Human Resources area include initiatives in the following areas:

- Health & Safety, focused on the creation of a managerial culture
- Extensive training for all levels
- Engagement
- Diversity, Equity & Inclusion, with specific focus on reducing the Gender Gap in terms of representation, remuneration, and growth opportunities.
- Benefits and Welfare initiatives.

### 1. Pay Mix

The Remuneration Policy is defined in such a way as to **guarantee a suitable balance of fixed and variable components** and, of the latter, between short-term (annual) and medium/long-term (multi-year) variable components. The method by which the adequacy of said balance has been defined is connected with the nature of the role, its impact on the pursuit of corporate objectives and market practice for similar roles.

The current pay mix referring, for the Chief Executive Officer/Chief Operating Officer, to the 2023-2025 term of office is shown below:



The “Target” pay mix refers to the potential full achievement of the performance objectives linked to the annual variable component (MBO) and the long-term variable component (LTI) (100% achievement of objectives). Similarly, the “Maximum” pay mix refers to the scenario whereby there is an overperformance of all objectives linked to the annual variable component (MBO) and the long-term variable component (LTI) (maximum score of objective achievement). The presentation does not take into consideration the component connected to the “Value Creation Sharing Incentive”: this element, albeit stable, envisages a time horizon for measuring performance and paying bonuses directly linked to investment transactions which cannot be defined ex-ante.

Monetary disbursements may also be envisaged that from time to time, through bonuses and one-off discretionary payments, reward specific results or performance that are predetermined on each occasion and are not already included in the short and medium/long-term variable components of remuneration. The disbursement of one-off cash bonuses to particularly strategic management figures, who have stood out by making exceptional individual contributions, is an important mechanism by which to differentiate and ensure meritocratic selection and, therefore, to retain excellent resources. These forms of remuneration are assigned by the Board of Directors on the recommendation of the Remuneration and Nominations Committee, after hearing the opinion of the Board of Statutory Auditors pursuant to art. 2389 of the Italian Civil Code, if appropriate.

## MARKET PRACTICE

The Company regularly monitors the main national and international market practices, also by carrying out specific benchmarking remuneration analyses, carried out by the independent international consultancy firm Willis Towers Watson, in order to verify the competitiveness of its remuneration offer.

For the purposes of the market analyses carried out for the positions of Chief Executive Officer/Chief Operating Officer, Chairman of the Board of Directors, Non-Executive Directors and members of the Board of Statutory Auditors, the following peer groups consisting of companies were identified. They are considered comparable based on their size in financial terms and type of business:

ROLE	CRITERIA	PEER GROUP
<b>Chief Executive Officer / Chief Operating Officer</b>	Listed Italian and international holding companies, comparable by type of business and economic-financial size	CIR, IMMSI, Intek, Tamburi Investment Partners, Corp Financiera Alba, Eurazeo, Exor, ICG Group, Indus Holding, KKR & Co., Melrose Industries, Sofina, Wendel
<b>Chairman of the Board of Directors</b>	Listed Italian companies belonging to the FTSE Mib and FTSE Mid Cap index	Aeroporto di Bologna, Amplifon, Anima Holding, Italgas, Prysmian, Safilo Group, Webuild
<b>Non-Executive Directors Board of Statutory Auditors</b>	Italian listed companies belonging to the FTSE Mid Cap index	Anima Holding, Autogrill, Carel Industries, Cementir Holding, CIR, Danieli & Co, Datalogic, De Longhi, Dea Capital, Interpump Group, Maire Tecnimont, OVS, Tamburi Investment Partners, Webuild, Zignago Vetro

## REMUNERATION OF THE BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS

At the date of this Report, Italmobiliare's Board of Directors consists of an Executive Director, i.e. the Chief Executive Officer/Chief Operating Officer, and Non-Executive Directors. The remuneration of the Chief Executive Officer/Chief Operating Officer is described in the next section. The other Directors who hold particular offices (Chairman, Deputy Chairman) receive an additional remuneration approved by the Board of Directors, following the April 2023 Shareholders' Meeting that appointed it, on the proposal of the Remuneration and Nominations Committee, having heard the opinion of the Board of Statutory Auditors, pursuant to art. 2389 paragraph 3 of the Italian Civil Code. Non-Executive Directors only receive a fixed remuneration linked to the office and an attendance fee to be paid on the basis of participation at meetings of the Board Committees, in accordance with the resolutions of the Shareholders' Meeting. Non-Executive Directors do not receive variable components of remuneration. The composition of this remuneration is based on the complexity of the positions held and the time commitment required, in line with market benchmarks.

The Directors are also entitled to reimbursement of the expenses incurred for their office and a D&O (Directors & Officers) liability insurance policy, which covers third-party liability of the corporate bodies in going about their duties. The Chairman may also be assigned specific illness and injury policies.

### COMPENSATION OF THE BOARD OF DIRECTORS IN OFFICE UP TO THE DATE OF APPROVAL OF THE FINANCIAL STATEMENTS AT DECEMBER 31, 2025

Chairman	440,000 € *
Deputy Chairman	60,000 € *
Chief Executive Officer/Chief Operating Officer	1,140,000 € *
Non-Executive Directors	40,000 €
Attendance fee for the meetings of the Board Committees	3,000 € /meeting

\* Including the director's compensation of € 40,000.

The Board of Statutory Auditors' compensation is established by the Shareholders' Meeting at the time of their appointment.

The compensation of the Board of Statutory Auditors decided by the Shareholders' Meeting in April 2023 is adequate to the competence, professionalism and commitment required, and consistent with market standards, as shown by the benchmark analysis carried out in early 2023 with the help of Willis Towers Watson as advisor.

### COMPENSATION OF THE BOARD OF STATUTORY AUDITORS IN OFFICE UP TO THE DATE OF APPROVAL OF THE FINANCIAL STATEMENTS AT DECEMBER 31, 2025

Chairman	75,000 €
Auditors	60,000 €

## REMUNERATION OF THE CHIEF EXECUTIVE OFFICER/CHIEF OPERATING OFFICER

Remuneration of the Chief Executive Officer/Chief Operating Officer is defined in line with the powers conferred and the principles and purpose of the Company's Remuneration Policy, as well as in line with market benchmarks for similar positions in comparable companies.

The compensation package of the Chief Executive Officer/Chief Operating Officer is structured into its various components in such a way as to guarantee:

- Consistency between the results achieved and the variable remuneration schemes implemented by establishing performance objectives that involve a reasonable amount of challenge for the person concerned;
- Alignment with the best market practices in terms of remuneration pay mix (fixed and variable components of remuneration);
- A link between the short- and long-term Company results, in terms of creating value;
- The correct remuneration according to role, powers and responsibilities;
- Long-term loyalty and retention.

The remuneration of the Chief Executive Officer/Chief Operating Officer is defined according to criteria that assure a suitable balance of fixed and variable components of remuneration and, with regard to the latter component, of short- and long-term variable components also taking into consideration the introduction of the "Value Creation Sharing Incentive" in 2023. This structure promotes a solid alignment between the remuneration disbursed and/or accrued and the creation of value in the long-term.

The policy for the remuneration of the Chief Executive Officer/Chief Operating Officer is made up as follows:



## 1. Fixed Remuneration

For the 2023-2025 term of office, the fixed remuneration component of the Chief Executive Officer/Chief Operating Officer established by the Board of Directors on the proposal of the Remuneration and Nominations Committee has been commensurate to the powers and responsibilities conferred. It has been set at € 1,100,000 annually, including € 100,000 for the office of Chief Executive Officer and € 1,000,000 for the office of Chief Operating Officer. In addition to this amount, there is an additional fee for serving as a member of the Board of Directors, amounting to € 40,000 annually.

In total, the fixed component is determined in such a way as to ensure an adequate and sustainable remuneration, even if the variable component should decline. This is in accordance with the objectives of this policy. The Remuneration and Nominations Committee conducts regular analyses of the external competitiveness of the fixed remuneration, so as to assess the consistency of the remuneration of the Chief Executive Officer/Chief Operating Officer with respect to the same roles held in comparable companies. This analysis was carried out in early 2023, with the help of Willis Towers Watson as advisor.

The compensation for the roles held in subsidiary companies and/or associates are repaid in full to Italmobiliare.

## 2. Short-term variable remuneration (MBO)

The Chief Executive Officer/Chief Operating Officer, as well as other Key Managers of the Company, are recipients of an annual incentive scheme (the MBO plan), which entitles them to receive a cash bonus when specific performance objectives are achieved, measured over a time frame of one year and consistent with the Company's strategic objectives, set annually.

The MBO plan envisages the assignment of objectives that are challenging, feasible, measurable, able to be influenced by the persons to whom they are assigned and which are consistent with their responsibilities. The objectives are a combination of Group economic-financial metrics, strategic and operational objectives that are under the influence of each manager and specific objectives related to ESG factors.

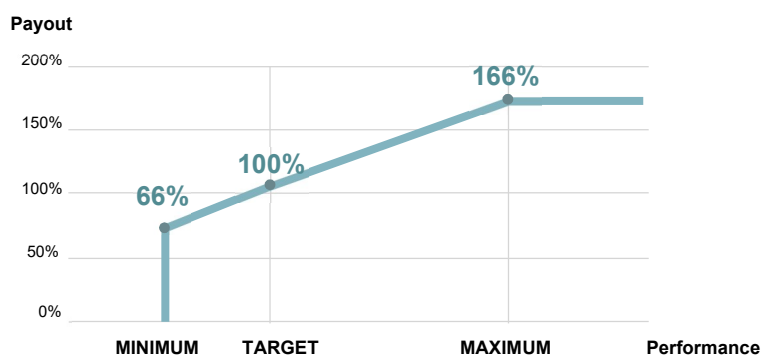
As a rule, the MBO plan's annual performance scorecard includes between two and five objectives. For each objective, a minimum level is defined, below which it is considered that the objective has not been attained, a target level at which the objective is deemed to have been achieved 100% and a maximum level, set as a for the maximum achievement. The target performance level, achievement of which gives entitlement to receive 100% of the incentive assigned, is normally defined in line with the Company's budget.

The level of achievement of the MBO card as a whole is defined as the weighted sum of the level of achievement of each objective for the weight assigned.

If objectives are achieved at target level, i.e. 100% of performance, the Chief Executive Officer/Chief Operating Officer accrues the right to receive a monetary bonus equal to 100% of the MBO target; this bonus has a value equal to 66% of the fixed remuneration.

The MBO plan envisages payment of a bonus in the event that the minimum level of results is achieved, at which point the bonus accrued is 66% of the MBO target. Achievement of the maximum level of results entails the accrual of a bonus equal to 166% of the MBO target.

## PERFORMANCE CURVE / PAYOUT



Below are the objectives that make up the scorecard of the MBO plan, **attributable to profitability, value creation and sustainability requirements**, and which favour the orientation of the main corporate priorities in the short term. These objectives were considered in line with the strategic management priorities in terms of both development and cost control, as well as being in line with best practices as emerged from the analyses carried out with the support of external consultants.

## MBO SCORECARD FOR THE CHIEF EXECUTIVE OFFICER/CHIEF OPERATING OFFICER

Type	Objectives	Weight
<b>Economic and financial objectives</b> 80%	Annual growth in NAV per share compared with the expected growth in the target per year	40%
	Growth in adjusted EBITDA of subsidiaries/associate companies compared with expected target growth per year	40%
<b>Sustainability goals</b> 20%	Specific ESG objectives	20%

The Company reserves the right not to disclose the value of the targets underlying the indicators, as it considers such information to be sensitive.



### 3. Long-term variable remuneration

A significant component of the Italmobiliare Remuneration Policy is focused on a medium/long-term time frame, so as to **strengthen the link with the shareholders' interest in creating value**. The Chief Executive Officer/Chief Operating Officer, Key Management Personnel and some key managers of the Company selected by the Chief Executive Officer are recipients of the "2023-2025 Phantom Stock Grant Plan" (LTI Plan), whose main characteristics are described below. For more details, please refer to the Disclosure Document available on the Company's website in the section on Governance/ Shareholders' Meeting.

The LTI plan's main aim is to link a significant portion of the remuneration of the Chief Executive Officer/Chief Operating Officer, as well as of the other beneficiary managers, to the achievement of economic-financial performance that can be sustained over time and is consistent with the primary goal of creating value for shareholders. The LTI plan also strengthens management retention and commitment towards achieving strategic company objectives.

The LTI plan aims to remunerate long-term performance measured by achieving two targets: **the first one is the Net Asset Value (NAV) per share**; this objective, in addition to being in line with best practices as emerged from the analyses carried out with the support of external consultants, was considered in line with the business priorities in terms of both development and cost control, as well as being in line with the short-term goals. **The second objective is the ESG Performance**, assessed by the main specialist rating agencies (CDP, Sustainalytics, S&P), considering both the number of ratings that have improved and any improvement in terms of assessment. The chosen indicator synthetically reflects all aspects of sustainability (E, S, G) considering the entire investment portfolio. The three ratings chosen are defined in "rate the raters" studies as those most appreciated by investors and ESG experts.

The Plan provides for the assignment of a specific number of Rights to receive **Phantom Stocks linked to the value of the Company's shares** at the end of the Performance Period, **in relation to the achievement of the objectives described above** in the three-year period of reference.

Thanks to the structure that creates a direct link between the remuneration to be paid, the performance of Italmobiliare's share price and the Company's results, this type of Plan aims to ensure a correlation between the creation of value for the shareholders and for the managers who perform key functions in the achievement of strategically important results.

#### OBJECTIVES OF THE "2023-2025 PHANTOM STOCK GRANT PLAN"

Type	Objectives	Weight
Economic-financial objective	Growth in NAV per share compared with the target growth expected in the 3-year reference period	80%
Performance ESG	ESG rating (CDP, Sustainalytics, S&P)	20%

The final bonus therefore depends on:

- the number of Phantom Stocks accrued (based on Group performance);
- the value of the Shares, based on stock market performance.

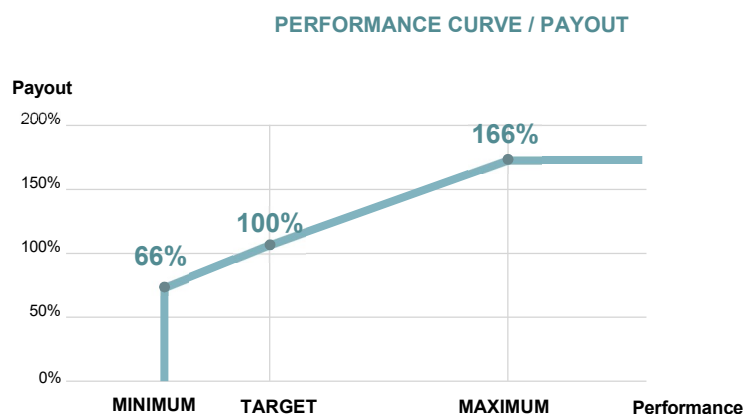
Performance objectives linked to the target NAV per share and relating to the ESG performance are set by the Board of Directors in accordance with the Company's strategic objectives.

Each objective contributes independently to the determination of the Plan.

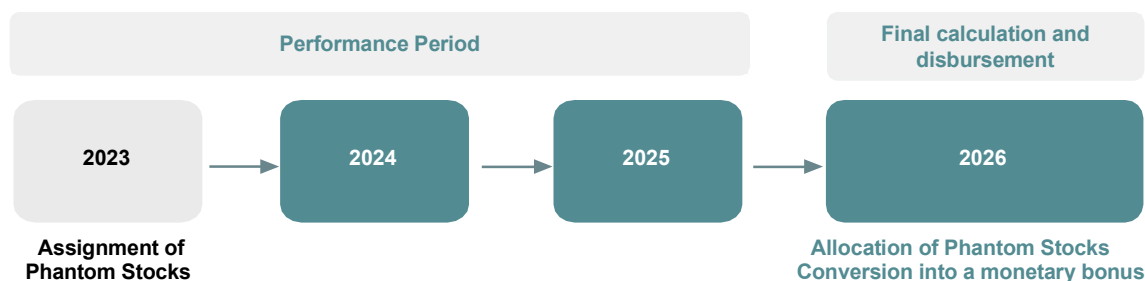
If objectives are achieved at target level, i.e. 100% of performance, the Chief Executive Officer/Chief Operating Officer accrues the right to receive a monetary bonus equal to 100% of the LTI target. This bonus has a value upon assignment equal to 136% of the fixed remuneration per year.

A threshold level is envisaged, below which the right to receive the incentive is not accrued, and a maximum level, upon achievement of which the maximum incentive is accrued.

The number of Phantom Stock attributable will be defined according to the following incentive curve:



- on reaching a minimum level of performance, a number of Phantom Stocks equal to 66% of the rights to receive the assigned Phantom Stocks will be attributed. No Phantom Stock will be attributed below this minimum level;
- on reaching the target performance level (100%), a number of Phantom Stocks equivalent to the number of rights to receive the assigned Phantom Stocks (100%) will be attributed;
- on reaching a maximum level of performance, a number of Phantom Stocks equal to 166% of the rights to receive the assigned Phantom Stocks will be attributed. No additional Phantom Stock will be attributed on reaching a performance level above this cap;
- for intermediate performances between the minimum level and the target, and between the target and the maximum, a calculation by linear interpolation will be applied, with reference to the share of the incentive linked to NAV. With reference to ESG performance, the bonuses are calculated on the basis of a scalar curve.



Given the direct connection between the bonus and the value of the share, the impact of any distribution of dividends during the 3-year vesting period has to be taken into account. So, in order to maintain the plan's incentive effect unchanged, at the end of the vesting period a number of additional Phantom Stocks equal to the value of any dividends paid out during the performance period will be assigned.

## 4. Value Creation Sharing Incentive

Consistent with the purpose of **strengthening the link between variable remuneration and the creation of shareholder value**, the 2023 Remuneration Policy provided for the introduction of a medium-long term incentive plan called the **Value Creation Sharing Incentive**.

The purpose of the Value Creation Sharing Incentive is to reward management's contribution to value creation in relation to investment management: the plan recognizes a monetary bonus directly correlated to the capital gains generated by exit operations. The incentive promotes retention and has been defined taking into consideration the remuneration models applied by European companies, often unlisted, with a business model close to that of Italmobiliare, but in such a way as to guarantee bonuses that are not excessive in value and, in any case, defined in accordance with the overall economic performance of the Company.

For each transaction, the incentive provides for the definition of a bonus pool at the exit equal to a percentage (inversely proportional to the amount invested and between 3% and 5%) of the financial performance of the transaction above the target threshold in terms of Internal Rate of Return (IRR). The bonus pool determined in this way is paid to the managers involved in managing the investment according to distribution criteria defined ex-ante and consistent with the critical nature and responsibilities of the individual recipient's role. There is a cap on the value of the incentive paid at an individual level, equal three times the total annual remuneration (face value). The recipients of the Value Creation Sharing Incentive are the Chief Executive Officer/Chief Operating Officer, the Key Management Personnel and the managers recipients of the LTI Plan. In order to serve as a complementary component of the portfolio's performance, the payout is expected to only occur if the overall value of the investment portfolio is above the carrying amount.

In the context of the Value Creation Sharing Incentive, the measurement of performance considers a medium-long term period, consistent with the time horizon of the investment. For each investment, the incentive provides for possible payment of bonuses after the exit.

## 5. Benefits

Non-monetary benefits may be granted, such as company car for both personal and business use. There are also supplementary pension plans, health insurance and life insurance policies to integrate those provided for by the National Collective Labour Agreement for Managers of companies producing goods and services, in line with market practices.

As with other Directors, the Chief Executive Officer/Chief Operating Officer benefits from a third-party liability insurance policy, in line with existing practices, that has been taken out for events related to the exercise of his functions, in compliance with the provisions set forth with regard to his offices, except in cases of wilful misconduct and fraud.

Italmobiliare has in place welfare plans extended to the entire company population.

## REMUNERATION POLICY FOR KEY MANAGEMENT PERSONNEL

Italmobiliare promotes a remuneration policy for Key Management Personnel that is consistent with that described in the previous section for the Chief Executive Officer/Chief Operating Officer. This policy takes into account:

- recognition of the role and responsibilities in terms of their strategic nature;
- competitiveness with market remunerations;
- internal fairness for figures of similar or comparable level;
- retention and loyalty.

The remuneration policy applicable to Key Management Personnel is structured as follows:

<b>Fixed Remuneration</b>	Gross annual pay as managers
<b>Variable remuneration</b>	MBO plan (Short-term variable) LTI plan (Long-term variable) Value Creation Sharing Incentive (Medium/long term variable)
<b>Other components</b>	Benefits envisaged by the National Collective Labour Agreement and company practice

The compensation package is structured in such a way as to assure a suitable balance of fixed and variable components of remuneration and, with regard to the latter component, of short- and long- term variable components. This structure promotes a solid alignment between the remuneration disbursed, the results achieved during the year and the creation of value in the long term.

Italmobiliare has currently chosen the Head of Investment Management, the Administrative Director/Financial Reporting Officer and two managers from the Investment & Development Department, as Key Management Personnel.

### 1. Fixed Remuneration

The fixed component of the remuneration of Key Management Personnel is the remuneration from employment as Company managers. Fixed remuneration is determined in such a way as to remunerate the role even if the variable remuneration should decline. The Company regularly monitors the consistency of the fixed remuneration with market rates in respect of similar roles in companies comparable with Italmobiliare.



Any compensation received by Key Management Personnel for roles held in subsidiary companies and/or associates are repaid in full to Italmobiliare.

## 2. Short-term variable remuneration (MBO)

The Key Management Personnel benefit from an annual incentive system (the MBO Plan), which entitles them to receive a cash bonus where specific performance objectives are achieved, measured over a time frame of one year.

The MBO Plan envisages the assignment of objectives that are challenging, feasible, measurable, able to be influenced by the person to whom they are assigned and which are consistent with their responsibilities. The objectives are a combination of economic-financial metrics and strategic and operational objectives coming under the influence and purview of each manager.

The scorecard of MBO plan objectives for 2024 is structured as follows:

MBO SCORECARD KEY MANAGEMENT PERSONNEL*		
Type	Objectives	Weight
<b>Economic and financial objectives</b> 	Annual growth in NAV per share compared with the expected growth in the target per year	30%
	EBIT/EBITDA of specific “controlled companies” Specific function objectives Project milestones	50%
<b>Sustainability objectives</b> 	Specific ESG objectives	20%

(\*) excluding the Financial Reporting Officer and the Head of Internal Audit for whom a significant portion of the goals (70% or more) are objectives relating to the adoption of the best governance and control standards and monitoring of regulatory and legal compliance for the Financial Reporting Officer and objectives linked to the activities of the internal control department for the Head of Internal Audit. It is specified that the definition and assessment of objectives for the Head of Internal Audit is carried out by the Control and Risk Committee, in order to guarantee complete independence and avoid onset of potential conflicts of interests.

Consistently with the provisions for the Chief Executive Officer/Chief Operating Officer, the objectives that make up the MBO scorecard are linked to profitability, value creation and sustainability requirements.

As a rule, the annual MBO scorecard comprises between two and five objectives. For each objective, a minimum level is defined, below which it is considered that the objective has not been attained, a target level at which the objective is deemed to have been achieved 100% and a maximum level, set as a cap for the maximum achievement. The target performance level, achievement of which gives entitlement to receive 100% of the incentive assigned, is, as a rule, defined in line with the Company’s budget.

The level of achievement of the MBO card as a whole is defined as the weighted sum of the level of achievement of each objective for the weight assigned.

The incentive for Key Management Personnel if they achieve the target performance level averages out at between 34% and 80% of fixed remuneration.

The target incentive is lower for the Financial Reporting Officer and the Head of Internal Audit and stands at about 16% of fixed remuneration.

### 3. Long-term variable remuneration

Similarly to that envisaged for the Chief Executive Officer/Chief Operating Officer, a significant portion of the variable remuneration of the Italmobiliare Key Management Personnel is focused on a medium/long-term time frame, so as to **strengthen the link with the shareholders' interest in creating value**. The Key Management Personnel are recipients of the **"2023-2025 Phantom Stock Grant Plan"** (LTI Plan), the main characteristics of which are described in the section on the Remuneration Policy for the Chief Executive Officer/Chief Operating Officer.

### 4. Value Creation Sharing Incentive

In line with the provisions for the Chief Executive Officer/Chief Operating Officer, in order to **strengthen the link between variable remuneration and the interests of creating value for the shareholders**, the Key Management Personnel are recipients of the **Value Creation Sharing Incentive**, the main features of which are described in the section on the Remuneration Policy for the Chief Executive Officer/Chief Operating Officer.

### 5. Benefits

Non-monetary benefits may be granted (such as a company car for both personal and business use) as well as other supplementary benefits, over and above those on the National Collective Labour Agreement, such as pension plans, health insurance and life insurance policies, in line with market practice for similar managerial positions.

Italmobiliare already has Welfare Plans in place for Company employees which can also be extended to managers.

## CLAWBACK

The Company has **adopted claw back clauses** in connection with any bonuses accrued and paid out under the MBO plan, the Phantom Stock plans and the Value Creation Sharing Incentive. In accordance with the provisions of the Corporate Governance Code, the adoption of such clauses gives the Company the right to request the return of all or part of the variable components of remuneration paid in connection with the plans described above if any of the following circumstances should arise: *(i)* the economic-financial data and information on which basis the performance objectives were assessed prove to be clearly incorrect or falsified, and/or *(ii)* the beneficiary is liable for misconduct or negligence that was key to the disbursement of the bonus. The obligation to return the money remains effective for up to 36 months from payment of the bonus.

## SEVERANCE INDEMNITY POLICY

The Company does not envisage any ex-ante indemnity in the event of resignation, dismissal or termination of employment and/or mandate of Directors and Key Management Personnel. The Company may agree specific treatment in connection with the termination of an office or employment, which may even be better than the provisions of the National Collective Labour Agreement, for parties with a contract of employment in place. Such agreements are defined in compliance with the benchmarks and within the limits defined by case-law and standard practice. In particular, in addition to what is provided by way of notice, the indemnity is equal to a maximum of 2 times the total annual remuneration including the fixed remuneration, the value of the benefits received in the 12 months prior to the date of termination, the average variable remuneration received in the last three calendar years of service prior to the aforementioned date, the amount of any compensation received in relation to the corporate offices held in the last 12 months (with the exception of compensation that is paid over to the Company).

The effects of the termination of the contract of employment and/or mandate on the rights deriving from the LTI Plan are regulated by the specific company regulation with the aim of avoiding any penalisation of beneficiaries terminating their employment as “good leavers”. In the event of termination of the Relationship before payment of the bonus for reasons other than:

- disciplinary dismissal;
- resignation not for just cause;
- revocation of a director for just cause;
- resignation of a director not for just cause;

the right (for the beneficiary or for their heirs or assignees) to receive a portion of the bonus will be maintained by applying the “pro-rata temporis” criterion and proportionally with the degree of performance achieved, method and timing established.

In the event of:

- transfer of the work relationship, collaboration or mandate by the Company to another Group company;
- termination with simultaneous establishment of a new work relationship, collaboration or mandate within the Group;

the beneficiary will retain ownership of the Rights at the same terms and conditions.

The effects of terminating an employment contract and/or mandate on the Value Creation Sharing Plan are defined consistently with the LTI plan.

There is no provision for the assignment or maintenance of non-monetary benefits in favour of individuals or for the stipulation of consultancy contracts for a period subsequent to termination of the relationship.

The Company does not have any non-competition agreements in place for Directors and Key Management Personnel. However, the remuneration policy does include the possibility of stipulating agreements with certain managers, including Executive Directors and/or Key Management Personnel who hold particularly critical professional roles, insofar as they are subject to greater risks of attraction on the market. Any such agreements in the favour of Executive Directors and/or Key Management Personnel will be introduced with the approval of the Board of Directors and on the recommendation of the Remuneration and Nominations Committee.

In addition, the Company does not provide for the assignment or maintenance of non-monetary benefits in favour of Directors and Key Management Personnel or the stipulation of consultancy contracts for a period subsequent to termination of the relationship.

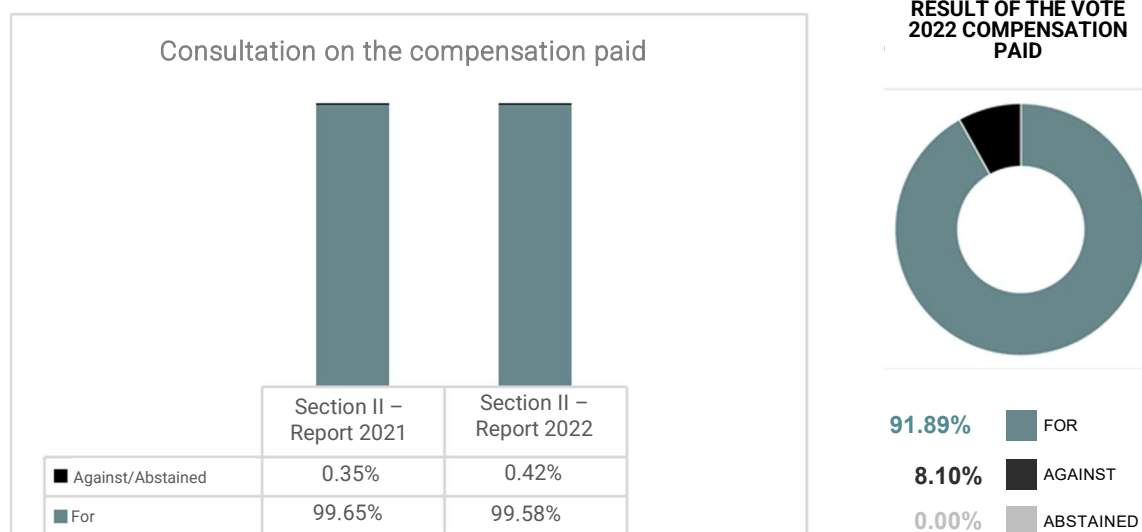
## SECTION II - REPORT ON COMPENSATION PAID IN 2023

### PART I

## Result of the 2023 vote on Section II – Report on the Compensation Paid

Recognizing the importance of constant dialogue and continuous interaction with its main stakeholders, Italmobiliare has dedicated its attention to the information received at the last Shareholders' Meeting regarding Section II of the Report on the Remuneration Policy and Compensation Paid.

With a view to assessing and implementing the main areas for improvement indicated by the Shareholders and Proxy Advisors in particular, **clear and transparent presentation of the information** was sought in relation to the components of variable remuneration and the performances achieved, in line with current regulations.



## Business results for 2023

After a 2022 characterised by the effects of the war in Ukraine and the combined effect of inflationary trends and high interest rates with inevitable repercussions on the economic cycle, the macro context of 2023 was also conditioned by factors of extraordinary geopolitical instability: in addition to the tensions that already exist with Russia and - albeit to a more latent extent - with China, strong instability has been added in the Middle East, with the conflict in Israel and the chaotic naval clashes at the mouth of the Red Sea which have severely damaged international cargo transport. In this complex situation, the economy has held up well globally, except for showing clear signs of a slowdown in the second half of the year, particularly in Europe.

Italmobiliare's portfolio once again confirmed the characteristics of resilience that it had shown previously, thanks to proactive risk management, the complete integration of sustainability into its development strategies and the management reactivity on the part of the Holding and Portfolio Companies. Even though results differed



among the various Portfolio Companies, some of which were heavily penalised by adverse market trends, overall at an aggregate level, they showed slightly better results in terms of both turnover and EBITDA.

The good results at an operational level were reflected in the decidedly positive performance of the NAV per share, which grew from 48 to 52.1 euro, after the distribution of 0.70 euro per share, i.e. with a return of approximately 10% compared with December 31, 2022, as explained in the financial report to which reference should be made for a description of the factors that contributed most to the result.

## Description of the compensation paid to Directors, Statutory Auditors and Key Management Personnel

The following is a description of the items comprising the remuneration paid in 2023 to the Chairman, Deputy Chairman, Chief Executive Officer/Chief Operating Officer, Non-Executive Directors, and Key Management Personnel.

During 2023, 4 managers of Italmobiliare were considered Key Management Personnel.

The compensation paid in 2023 is in line with the Remuneration Policy approved by the Shareholders' Meeting on April 27, 2023.

### CHAIRMAN

<b>Remuneration for office</b>	<p>The gross annual remuneration of the Chairman of the Board of Directors is € 400,000 in addition to the gross ordinary remuneration of € 40,000 for the office of Director for the 2023-2025 period.</p> <p>Moreover, any charges, expenses, or costs incurred that are directly connected to the exercise of the mandate are also reimbursed.</p> <p>The Chairman does not receive variable remuneration linked to performance objectives.</p> <p>Given the nature of the office, there are no agreements on end-of-service benefits and indemnities.</p> <p>The Chairman also receives compensation of € 30,000 (gross) for the position of director held in the subsidiary Officina Profumo-Farmaceutica di Santa Maria Novella S.p.A.</p>
<b>Benefits</b>	<p>Non-monetary benefits of a social security and welfare nature are envisaged, as well as further benefits such as a company car.</p>

### DEPUTY CHAIRMAN

<b>Remuneration for office</b>	<p>The gross annual remuneration of the Deputy Chairman of the Board of Directors is € 20,000, in addition to gross ordinary remuneration of € 40,000 for the office of Director for the 2023-2025 period. Moreover, any charges, expenses, or costs incurred that are directly connected to the exercise of the mandate are also reimbursed.</p> <p>The Deputy Chairman does not receive variable remuneration. Given the nature of the office, there are no agreements on end-of-service benefits and indemnities.</p>
<b>Benefits</b>	<p>None</p>

## CHIEF EXECUTIVE OFFICER / CHIEF OPERATING OFFICER

<b>Proportion of fixed and variable remuneration</b>	<p>The proportion between fixed and variable short- and long-term remuneration within the 2023 total remuneration is calculated considering the fixed remuneration, i.e. the remuneration paid for the offices of Chief Executive Officer/Chief Operating Officer and Director, attendance fees and non-monetary benefits, in addition to the short- and long-term variable remuneration for 2023:</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;"> <div style="background-color: #4a7c59; color: white; border-radius: 15px; padding: 10px; width: 150px; margin: 5px;">31.01%</div> <p><b>Fixed Remuneration</b></p> </div> <div style="text-align: center;"> <div style="background-color: #2c4e64; color: white; border-radius: 15px; padding: 10px; width: 150px; margin: 5px;">30.09%</div> <p><b>Short-term variable incentive (MBO)</b></p> </div> <div style="text-align: center;"> <div style="background-color: #5da9c4; color: white; border-radius: 15px; padding: 10px; width: 150px; margin: 5px;">38.90%</div> <p><b>Long-term variable incentive (LTI)</b></p> </div> </div>																														
<b>Fixed Remuneration</b>	<p>The remuneration of the Chief Executive Officer/Chief Operating Officer for the 2023-2025 term of office was approved by the Board of Directors on May 10, 2023, on the proposal of the Remuneration and Nominations Committee of May 8, 2023, after obtaining the favourable opinion of the Board of Statutory Auditors.</p> <p>The Remuneration and Nominations Committee has decided to propose to the Board of Directors a gross annual remuneration for the office of Chief Executive Officer of € 100,000 and a gross annual remuneration for the office of Chief Operating Officer of € 1,000,000.</p> <p>The Chief Executive Officer also received the ordinary compensation of € 40,000 (gross) for the office of Director, for the three years 2023-2025.</p> <p>As with other Directors, the Chief Executive Officer/Chief Operating Officer benefits from a third-party liability insurance policy, in line with existing practices, that has been taken out for events related to the exercise of his functions, in compliance with the provisions set forth with regard to his offices, except in cases of wilful misconduct and fraud.</p> <p>The compensation for the offices held in Clessidra Private Equity SGR S.p.A. (until April 13, 2023, when he left office) amounts to € 100,000 (accrual € 27,945.21), in Clessidra Holding S.p.A. (from April 19, 2023, date of appointment) to € 5,000 (accrual € 3,520.55), in Caffè Borbone S.r.l. to € 10,000 (gross per year), in Tecnica Group S.p.A. to € 15,000 (gross per year), in Officina Profumo-Farmaceutica di Santa Maria Novella S.p.A. (from April 12, 2023, date of appointment) to € 30,000 (accrual € 21,583.33), all of which are reversed to Italmobiliare.</p>																														
<b>Short-term variable incentive</b>	<p>With regard to the 2023 MBO targets assigned to the Chief Executive Officer/Chief Operating Officer, 80% of the incentive is linked to targets focused on the Company's economic and financial performance (Annual NAV growth per share compared with the target growth expected per year and Adjusted EBITDA growth of subsidiaries/associates with respect to the target growth expected for 2023) with the target performance level aligned with the budget figure. The other 20% is linked to sustainability goals, the assessment of which is left to the Board of Directors, on the reasoned opinion of the Committee for Sustainability and Social Responsibility.</p> <p>The bonus accrued in relation to the 2023 MBO Plan is equal to € 1,160,160 on achievement of a result equal to 161% of the target value.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2"></th> <th colspan="3" style="text-align: center;">2023 Goal achievement level</th> </tr> <tr> <th style="text-align: left;">Goal</th> <th style="text-align: left;">Weight</th> <th style="text-align: center;">Minimum</th> <th style="text-align: center;">Target</th> <th style="text-align: center;">Maximum</th> </tr> </thead> <tbody> <tr> <td>Annual growth in NAV per share compared with the target growth expected per year</td> <td style="text-align: center;">40%</td> <td style="text-align: center;">0%</td> <td style="text-align: center;">100%</td> <td style="text-align: center;">161%</td> </tr> <tr> <td>Growth in adjusted EBITDA of subsidiaries/associates compared with target growth expected in 2023</td> <td style="text-align: center;">40%</td> <td style="text-align: center;">0%</td> <td style="text-align: center;">100%</td> <td style="text-align: center;">161%</td> </tr> <tr> <td>Specific ESG objectives</td> <td style="text-align: center;">20%</td> <td style="text-align: center;">0%</td> <td style="text-align: center;">100%</td> <td style="text-align: center;">161%</td> </tr> <tr> <td><b>Total performance</b></td> <td style="text-align: center;"><b>100%</b></td> <td style="text-align: center;"><b>0%</b></td> <td style="text-align: center;"><b>100%</b></td> <td style="text-align: center;"><b>161%</b></td> </tr> </tbody> </table> <p>The Company reserves the right not to disclose the value of the targets underlying the indicators, as it considers such information to be sensitive.</p>			2023 Goal achievement level			Goal	Weight	Minimum	Target	Maximum	Annual growth in NAV per share compared with the target growth expected per year	40%	0%	100%	161%	Growth in adjusted EBITDA of subsidiaries/associates compared with target growth expected in 2023	40%	0%	100%	161%	Specific ESG objectives	20%	0%	100%	161%	<b>Total performance</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>	<b>161%</b>
		2023 Goal achievement level																													
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Specific ESG objectives	20%	0%	100%	161%																											
<b>Total performance</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>	<b>161%</b>																											
<b>Long-term variable incentive</b>	<p>The Chief Executive Officer/Chief Operating Officer is the beneficiary of the 2023-2025 Phantom Stock Grant Plan.</p>																														

<b>Value Creation Sharing Incentive</b>	<p>Monetary Plan</p> <p>Performance Measurement Period: linked to the time horizon of the investment</p> <p>KPIs: Internal Rate of Return (IRR) of the investment - condition for the accrual of the bonus</p> <p>Capital gains generated by single transactions</p> <p>The variable component linked to the Value Creation Sharing Incentive amounted to a total of € 498,524.</p>
<b>Termination benefits and indemnities</b>	None
<b>Benefits</b>	Non-monetary benefits of a social security and welfare nature are envisaged, as well as other benefits such as a company car, in line with market practice.
<b>Non-competition agreements</b>	None

## DIRECTORS

<b>Fixed Remuneration</b>	<p>The Ordinary Shareholders' Meeting of April 27, 2023 resolved to grant annual remuneration of € 40,000 to the members of the Board of Directors.</p> <p>In compliance with current best practice for Directors not holding particular positions, no variable component of remuneration is provided, but Directors are reimbursed for expenses incurred in carrying out their duties.</p> <p>The remuneration of Executive Directors or Directors holding particular offices is established directly at the time of appointment, or at a subsequent meeting, by the Board of Directors, acting upon the recommendation of the Remuneration and Nominations Committee and based on the opinion of the Board of Statutory Auditors.</p> <p>In addition to his compensation as an Administrator, Roberto Pesenti also receives variable remuneration as a Manager of Investment &amp; Development within the Company.</p> <p>The Company does not have specific policies for Independent Directors. Given the nature of the office, there are no agreements on end-of-service benefits and indemnities.</p>
<b>Benefits</b>	None
<b>Remuneration for participation in Committees</b>	Directors who are members of the Board Committees are granted an additional fixed amount of € 3,000 for each meeting they attend.

## STATUTORY AUDITORS

<b>Fixed Remuneration</b>	<p>The ordinary Shareholders' Meeting of April 27, 2023 resolved to assign the Chairman of the Board of Statutory Auditors annual compensation of € 75,000 and each of the Statutory Auditors annual compensation of € 60,000.</p> <p>Reimbursement of expenses incurred in connection with the mandate is envisaged.</p>
<b>Benefits</b>	None

## KEY MANAGEMENT PERSONNEL

In 2023, four managers held Key Management Personnel roles.

<p><b>Proportion of fixed and variable remuneration</b></p>	<p>The proportion between short and long-term fixed and variable remuneration within the 2023 total remuneration is calculated considering overall fixed remuneration and non-monetary benefits, in addition to short and long-term variable remuneration and other bonuses for 2023:</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;"> <p>40.48%</p> <p><b>Fixed Remuneration</b></p> </div> <div style="text-align: center;"> <p>29.13%</p> <p><b>Short-term variable incentive (MBO)</b></p> </div> <div style="text-align: center;"> <p>30.40%</p> <p><b>Long-term variable incentive (LTI)</b></p> </div> </div>
<p><b>Remuneration</b></p>	<p>The remuneration components for other Key Management Personnel in 2023 were as follows:</p> <ol style="list-style-type: none"> <li>1. an annual fixed component of total € 1,166,924.</li> <li>2. an annual variable component linked to the achievement of specific company and individual targets (MBO plan) in 2023 of total € 853,766 reflecting a level of performance equal to 144% of the target.</li> <li>3. a variable component linked to the Value Creation Sharing Incentive totalling € 664,035.</li> </ol> <p>No agreements are envisaged for severance indemnity and benefits. The compensation for roles held in subsidiaries and associates is reversed to Italmobiliare.</p>
<p><b>Benefits</b></p>	<p>Non-monetary benefits may be granted (for example, company car also for both personal and business use) as well as further benefits in line with market practices.</p>
<p><b>Non-competition agreements</b></p>	<p>None</p>

## Annual change in compensation and performance

In line with the regulatory requirement introduced by Consob with resolution 21623 of December 10, 2020, in light of the remuneration levels just highlighted, the following table compares the annual variation, between 2019 and 2023, of:

- Company results (expressed in terms of NAV per share);
- Total remuneration, calculated as the sum of the fixed, variable short and long-term remuneration, other compensation and benefits, of the Chief Executive Officer/Chief Operating Officer and the Chairman of the Board of Directors;
- Average gross annual remuneration, calculated as the sum of fixed, variable, short and long-term remuneration, other remuneration and benefits, based on the full-time employees of Italmobiliare S.p.A. (headcount), with the exception of the Chief Executive Officer/Chief Operating Officer.

### ANNUAL CHANGE IN COMPENSATION AND PERFORMANCE

Board of Directors		2023*** vs 2022**	2022** vs 2021	2021 vs 2020	2020 vs 2019*	2019* vs 2018
Carlo Pesenti	Chief Executive Officer/ Chief Operating Officer	-69.9%	307.3%	0.9%	-71.6%	308.5%
Laura Zanetti	Chairman of the Board of Directors	10.7%	8.5%	10.7%	-27.0%	80.2%
<b>Group results</b>						
NAV per share		10%	-2.5%	13.1%	5.0%	22.4%
<b>Average remuneration of employees</b>						
Employees of the Parent Company		-34.6	89.2%	-1.7%	-42.4%	99.5%

\* The figures considered for 2019 are strongly impacted by the disbursement of the 2017-2019 LTI plan, as explained below.

\*\*The figures for 2022 are heavily affected by bonus payments under the 2020-2022 LTI plan, as explained below.

\*\*\* The figures considered for 2023 include payments under the VCSI plan.

In 2023 no changes were made to the Remuneration Policy with regard to the members of the Board of Directors. For the sake of completeness of analysis, observing the entire period 2018-2022, an increase in their remuneration was approved on the renewal of the Board of Directors by the Shareholders' Meeting called to approve the 2019 financial statements. On this occasion, the meeting approved an increase in the remuneration for 2020 compared with the previous year of 50% for the Chairman of the Board, of 7% for the Deputy Chairman, of 11% for each Director, eliminating the Executive Committee and consequently the fee for attending meetings.

No significant changes were made to the remuneration policy of members of the Board of Statutory Auditors during the period.

With regard to the more significant changes that took place during the period, in addition to the changes made to the remuneration for members of the Board of Directors described above, the following matters are worth mentioning:

- The amount paid for the 2020-2022 LTI Plan was all accounted for in 2022;
- The amount paid for the 2017-2019 LTI Plan was all accounted for in 2019;
- As regards the position of Chairman of the Board of Directors, a one-off bonus was paid in 2019, in order to recognize her immense professional commitment and the role played by the Chairman during the previous three-year term of office. Her fixed remuneration was also revised to bring it into line with market benchmarks.

For the sake of completeness, the following shows the evolution of the ratio between the total remuneration of the Chief Executive Officer/Chief Operating Office and the average gross annual remuneration of the other employees of the Parent Company, calculated as explained above:

2023	2022	2021	2020	2019
16	35	16	16	33

## PART II – DETAILED TABLES

### Compensation paid to members of the management and control bodies, general managers and other key management personnel

Name and surname	Position	Period of office	Expiry of term of office	Fixed compensation	Compensation for participation in Committees	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
<b>Laura Zanetti</b>	Chairman Committee for Sustainability and Social Responsibility	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			411,111	9,000			3,677		423,788		
	(II) Compensation from subsidiaries and associates			30,000						30,000		
	<b>Total</b>			<b>441,111</b>	<b>9,000</b>			<b>3,677</b>		<b>453,788</b>		
<b>Livio Strazzera</b>	Deputy Chairman	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			60,000						60,000		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>60,000</b>						<b>60,000</b>		
<b>Carlo Pesenti</b>	Chief Executive Officer Chief Operating Officer Committee for Sustainability and Social Responsibility	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			1,107,778	9,000	1,658,684		78,766		2,854,228	1,500,000	
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>1,107,778</b>	<b>9,000</b>	<b>1,658,684</b>		<b>78,766</b>		<b>2,854,228</b>	<b>1,500,000</b>	
<b>Vittorio Bertazzoni</b>	Director Remuneration and Nominations Committee Committee for Sustainability and Social Responsibility	01.01 – 27.04 2023	approval of 2022 financial statements									
	(I) Compensation in the company drawing up the financial statements			13,333	9,000					22,333		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>13,333</b>	<b>9,000</b>					<b>22,333</b>		
<b>Giorgio Bonomi</b>	Director Control and Risk Committee	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			40,000	18,000					58,000		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>40,000</b>	<b>18,000</b>					<b>58,000</b>		
<b>Mirja Cartia d'Asero</b>	Director Control and Risk Committee Committee for Transactions with Related Parties Committee for Sustainability and Social Responsibility	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			40,000	24,000					64,000		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>40,000</b>	<b>24,000</b>					<b>64,000</b>		

Name and surname	Position	Period of office	Expiry of term of office	Fixed compensation	Compensation for participation in Committees	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
<b>Valentina Casella</b>	Director Remuneration and Nominations Committee Committee for Transactions with Related Parties	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			40,000	12,000					52,000		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>40,000</b>	<b>12,000</b>					<b>52,000</b>		
<b>Marco Cipelletti</b>	Director Remuneration and Nominations Committee	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			40,000	6,000					46,000		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>40,000</b>	<b>6,000</b>					<b>46,000</b>		
<b>Elsa Fornero</b>	Director Committee for Transactions with Related Parties Committee for Sustainability and Social Responsibility	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			40,000	9,000					49,000		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>40,000</b>	<b>9,000</b>					<b>49,000</b>		
<b>Sebastiano Mazzoleni</b>	Director	01.01 – 27.04 2023	approval of 2022 financial statements									
	(I) Compensation in the company drawing up the financial statements			13,333						13,333		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>13,333</b>						<b>13,333</b>		
<b>Luca Minoli</b>	Director	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			40,000				3,358		43,358		
	(II) Compensation from subsidiaries and associates							3,193		3,193		
	<b>Total</b>			<b>40,000</b>				<b>6,551</b>		<b>46,551</b>		
<b>Chiara Palmieri</b>	Director Remuneration and Nominations Committee Control and Risk Committee	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			40,000	30,000					70,000		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>40,000</b>	<b>30,000</b>					<b>70,000</b>		
<b>Roberto Pesenti</b>	Director	27.04 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			113,591		92,765		6,830		213,186	48,000	
	(II) Compensation from subsidiaries and associates			30,000						30,000		
	<b>Total</b>			<b>143,591</b>		<b>92,765</b>		<b>6,830</b>		<b>243,186</b>	<b>48,000</b>	
<b>Pietro Ruffini</b>	Director Committee for Sustainability and Social Responsibility	27.04 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			26,667	3,000					29,667		
	(II) Compensation from subsidiaries and associates											
	<b>Total</b>			<b>26,667</b>	<b>3,000</b>					<b>29,667</b>		



## SECTION II – REPORT ON COMPENSATION PAID IN 20

Name and surname	Position	Period of office		Fixed compensation	Compensation for participation in Committees	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total	Fair value of equity compensation	Compensation for loss of office or termination of employment
						Bonuses and other incentives	Profit sharing					
<b>Pierluigi De Biasi</b>	Chairman of the Board of Statutory Auditors	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			75,000						75,000		
	(II) Compensation from subsidiaries and associates											
				<b>75,000</b>						<b>75,000</b>		
<b>Antonia Di Bella</b>	Standing Auditor Supervisory Body	27.04 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			40,000	15,000 (*)					55,000		
	(II) Compensation from subsidiaries and associates											
				<b>40,000</b>	<b>15,000 (*)</b>					<b>55,000</b>		
<b>Gabriele Villa</b>	Standing Auditor	01.01 – 31.12 2023	approval of 2025 financial statements									
	(I) Compensation in the company drawing up the financial statements			56,667						56,667		
	(II) Compensation from subsidiaries and associates											
				<b>56,667</b>						<b>56,667</b>		
<b>Luciana Ravicini</b>	Standing Auditor Supervisory Body	01.01 – 27.04 2023	approval of 2022 financial statements									
	(I) Compensation in the company drawing up the financial statements			16,666	7,500 (*)					24,166		
	(II) Compensation from subsidiaries and associates			50,000						50,000		
				<b>66,666</b>	<b>7,500 (*)</b>					<b>74,166</b>		
<b>Key Management Personnel (4)</b>		01.01 – 31.12 2023										
	(I) Compensation in the company drawing up the financial statements			1,166,924	1,517,801			19,537		2,704,262	891,000	
	(II) Compensation from subsidiaries and associates											
				<b>1,166,924</b>	<b>1,517,801</b>			<b>19,537</b>		<b>2,704,262</b>	<b>891,000</b>	

\* Remuneration for participation in the Supervisory Body.

Below are the items of compensation, split by individual appointment, for the cases where the figures were given in aggregate form in the table.

#### FIXED COMPENSATION

<b>Laura Zanetti</b>	Compensation as a Director	40,000
	Compensation for the office of Chairman	371,111
<b>Livio Strazzera</b>	Compensation as a Director	40,000
	Compensation for the office of Deputy Chairman	20,000
<b>Carlo Pesenti</b>	Compensation as a Director	40,000
	Compensation for the office of Chief Executive Officer	67,778
	Compensation for the office of Chief Operating Officer	1,000,000
<b>Roberto Pesenti</b>	Compensation as a Director	26,667
	Remuneration as an employee	86,924

#### COMPENSATION FOR PARTICIPATION IN COMMITTEES

<b>Vittorio Bertazzoni</b>	Compensation as a member of the Remuneration and Nominations Committee	6,000
	Compensation as a member of the Committee for Sustainability and Social Responsibility	3,000
<b>Mirja Cartia d'Asero</b>	Compensation as a member of the Control and Risk Committee	18,000
	Compensation as a member of the Committee for Sustainability and Social Responsibility	6,000
<b>Chiara Palmieri</b>	Compensation as a member of the Control and Risk Committee	18,000
	Compensation as a member of the Remuneration and Nominations Committee	12,000

## Incentive plans based on financial instruments, other than stock options, for members of the management body, general managers and other key management personnel

A	B	(1)	Financial instruments assigned in previous financial years not vested during the year		Financial instruments assigned during the year					Financial instruments vested during the year and not assigned	Financial instruments vested during the year and able to be assigned		Financial instruments for the year
			(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Name and surname	Position	Plan	Number and type of financial instruments	Vesting Period	Number and type of financial instruments	Fair value at grant date	Vesting Period	Grant date	Market price of shares underlying the grant	Number and type of financial instruments	Number and type of financial instruments	Value at maturity	Fair value
<b>Carlo Pesenti</b>	Chief Executive Officer / Chief Operating Officer	2023-2025 Phantom Stock Grant Plan (Board resolution of May 10, 2023)			290,810	4,500,000	01.01.2023 31.12.2025	10.05.2023	25.80				1,500,000
<b>Roberto Pesenti</b>	Director	2023-2025 Phantom Stock Grant Plan (Board resolution of May 10, 2023)			9,306	144,000	01.01.2023 31.12.2025	10.05.2023	25.80				48,000
<b>Key Management Personnel (4)</b>		2023-2025 Phantom Stock Grant Plan (Board resolution of May 10, 2023)			172,741	2,673,000	01.01.2023 31.12.2025	10.05.2023	25.80				891,000

## Monetary incentive plans for members of the management body, general managers and other key management personnel

Name and surname	Position	Plan	Bonus for the year			Bonuses paid in previous years			Other bonuses
			Payable/Paid	Deferred	Deferral period	No longer payable	Payable/Paid	Still deferred	
<b>Carlo Pesenti</b>	Chief Executive Officer / Chief Operating Officer	Annual MBO	1,160,160						498,524 (*)
<b>Roberto Pesenti</b>	Director	Annual MBO	26,960						65,805 (*)
<b>Key Management Personnel (4)</b>		Annual MBO	853,766						664,035 (*)

\* Value Creation Sharing Incentive

## Shareholdings owned by the Board Directors, Statutory Auditors and Key Management Personnel

Name and surname	Position	Investee company	Number of shares held at December 31, 2022	Number of shares bought	Number of shares sold	Number of shares held at December 31, 2023
<b>Carlo Pesenti</b>	Chief Executive Officer Chief Operating Officer	ITALMOBILIARE	250,363	187,896(*)	-	438,259
<b>Giorgio Bonomi</b>	Director	ITALMOBILIARE	50,467(**)	-	-	50,467 (**)
<b>Livio Strazzera</b>	Director	ITALMOBILIARE	200	-	-	200
<b>Laura Zanetti</b>	Director	ITALMOBILIARE	1,800	-	-	1,800
<b>Key Management Personnel (4)</b>		ITALMOBILIARE	13,500	4,500	-	18,000

\* of which 3,926 shares acquired by inheritance.

\*\* shares owned by the spouse Giulia Pesenti.

## INFORMATION IN ACCORDANCE WITH ARTICLE 84-BIS OF CONSOB REGULATION 11971/1999

The table at the foot of the page contains the information requested by art. 84 bis of the Issuers' Regulation, in relation to the assignment of the Italmobiliare 2023-2025 Phantom Stock Grant Plan approved by the Shareholders' Meeting of April 27, 2023.

The Plan provides for the assignment of a specific number of Rights to receive Phantom Stocks linked to the value of ITALMOBILIARE's shares at the end of the 2023-2025 Performance Period, providing the Performance Objective to which the plan is linked is achieved.

The final bonus depends on:

- the number of accrued Phantom Stocks (based on Group performance);
- the value of the Shares, based on the stockmarket's performance.

Overall, in 2023, 565,973 rights were assigned to 19 beneficiaries.

For details of the Plan, please refer to the Information Document published on the website [www.italmobiliare.it](http://www.italmobiliare.it) in the "Governance/Shareholders' Meetings Archive/2023" section.

### NEWLY GRANTED COMPENSATION ACCORDING TO THE DECISION MADE BY THE COMPETENT BODY FOR IMPLEMENTATION OF THE SHAREHOLDERS' RESOLUTION

FRAMEWORK 1								
Financial instruments other than stock options								
SECTION 2								
Newly granted instruments in accordance with the decision of the competent body for implementation of the shareholders' resolution								
Name and surname or category	Position (to be indicated only for subjects named)	Date of the related shareholders' resolution	Type of financial instruments	Number of financial instruments granted by the Board	Grant date	Purchase price, if applicable, of the instruments	Market price on the date of the grant Euro	Vesting period
Carlo Pesenti	Chief Executive Officer of the Company	Apr 27, 2023	Phantom stock	290,810	May 10, 2023	N.A.	25.80	January 1, 2023 – December 31, 2025
Roberto Pesenti	Director of the Company	Apr 27, 2023	Phantom stock	9,306	May 10, 2023	N.A.	25.80	January 1, 2023 – December 31, 2025
Other employees (17) of which 9 directors of subsidiaries		Apr 27, 2023	Phantom stock	265,857	May 10, 2023	N.A.	25.80	January 1, 2023 – December 31, 2025

**ITALMOBILIARE**  
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