

LU-VE S.p.A.

Via Vittorio Veneto 11 – 21100 Varese

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ANNUAL REPORT
ON THE REMUNERATION POLICY AND THE
REMUNERATION PAID
MARCH 2025

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LETTER FROM THE CHAIRMAN OF THE COMMITTEE

Dear Shareholders,

I am pleased to present LU-VE's Annual Report on the 2025 Remuneration Policy and on the remuneration paid in 2024, which will be submitted to the Shareholders' Meeting scheduled for 18 April 2025. The Report - approved by the Board of Directors on 13 March 2025, on the proposal of the Remuneration and Appointments Committee I chair - was prepared in compliance with the applicable regulatory provisions of art. 123-ter of Italian Legislative Decree 58/1998 and art. 84-*quater* of Consob Issuers' Regulation and of the relative disclosure schedules, as amended and supplemented, in December 2020, in accordance with Directive (EU) 2017/828 (SHRD II), in compliance with the principles and renewed recommendations dictated by the Corporate Governance Code to which LU-VE S.p.A. adheres.

LU-VE's Remuneration Policy proposed by the Board of Directors for the year 2025, though in strategic continuity with the one submitted to the vote of the Shareholders' Meeting of 29 April 2024, introduces corrective measures aimed at further incentivising and motivating Executive Directors and Key Management Personnel to pursue increasingly challenging economic-financial and environmental, social and governance sustainability objectives for LU-VE.

This is consistent with the new corporate organisation completed during 2024 also following the appointment of a General Manager in March 2023.

The proposed Remuneration Policy is therefore consistent with the new organisational chart as regards the scope of application and the assignment of responsibilities. It also further strengthens the objective of pursuing sustainable success, in line with the positive results achieved in 2024.

In order to increase the incentive scope of the variable remuneration, an even more significant variable component was also envisaged for Executive Directors than the previous one and more stringent in the entry levels following the targets. As a matter of fact, in the event of overperformance being achieved, taking into account both the short-term (MBO) and the medium/long-term (LTI) portions, the variable component provided for the Executive Directors exceeds by no means marginally 50% in the related paymix.

The performance targets linked to ESG factors such as, in particular, emissions in relation to operating margins and, with a view to an ever-present focus on the working conditions of LU-VE's employees and their safety, the accident rate, both on aggregate level and for individual geographical areas, are confirmed.

I believe it is appropriate, in the context of this necessary summary, to draw attention to some aspects of the 2025 Remuneration Policy set out in Section I of the Report.

In particular, the 2025 Remuneration Policy:

- takes into account the principles and new recommendations of the Corporate Governance Code and was developed using benchmarks in order to be analytically in line with the LU-VE comparables identified;
- remains well below the quantitative mandate resolved by the Shareholders' Meeting on 28 April 2023 for the remuneration of the Board of Directors in office appointed for the three-year period 2023-2025, both with reference to the fixed component, unchanged with respect to 2024, and

to the variable portion (MBO and LTI, including overperformances), which may be higher than the previous year's only in the event of a significant overrun of the target values and in any case well below the mandate received from the Shareholders' Meeting;

- provides for maximum disbursement limits if the targets are exceeded. The ceiling of overperformances was raised for all parameters used for the short-term variable component of the remuneration (MBO) of Executive Directors, from 20 to 25% for EBITDA and from 10 to 25% for all other parameters;
- envisages a higher entry level for Executive Directors, so that the variable component for each factor can only be proportionally disbursed starting from 95% of the target and no longer from 90%;
- confirms the targets of the medium/long-term monetary incentive plan entitled "2023-2025 LTI Plan" ("LTI Plan"), which will be completed this year;
- confirms the allocation to the Chairman (who is also the Chief Executive Officer), the Vice Chairman (who qualifies as an Executive Director for the proxies he is due in the capacity of Chairman of the subsidiary of strategic relevance SEST-LUVE-Polska s.p.zo.o.) and the Honorary Chairman (appointed by the new Board of Directors, pursuant to the provision of the Articles of Association introduced by the Shareholders' Meeting of 28 April 2023, in the person of Prof. Marco Claudio Vitale, who is not a member of the new Board of Directors), of fixed remuneration, specific to the office, on the values of the previous year and additional to the one provided for all the Directors and the one possibly attributed to them as Executive Directors;
- also envisages for 2025 that the economic and financial parameters considered for the allocation of the short and medium/long-term variable component are designed with the aim of incentivising LU-VE's sustainable growth by ensuring both the necessary investments and continuously improving financial leverage, in order to seize external growth opportunities;
- envisages, on a par with last year (in which, however, recourse was not made), in order to reward individual or collective results that are particularly significant for the for LU-VE, the possibility for the General Manager and Key Management Personnel to receive one-off monetary bonuses up to a maximum of 25% of the Gross Annual Remuneration for the period to which they relate, including amounts awarded for non-compete clauses. In compliance with the recommendations formulated for 2025 by the Italian Committee for Corporate Governance, these one-off bonuses may be established by the Board, on the proposal of the Chief Executive Officer (formulated, for Key Management Personnel, in agreement with the General Manager) and subject to the favourable opinion of the Remuneration and Appointments Committee.

Recognising the growing importance of attracting new talent and enhancing the aptitudes of all personnel and their retention, LU-VE's 2025 Remuneration Policy aims to express a relationship between powers, autonomy and responsibility for all. In addition, and no less important, the Policy is aimed at emphasising the special attention LU-VE pays to the general interest, to be understood as the balanced management of the demands of the different stakeholders, in particular with reference to the wellbeing of employees and respect for the environment for the promotion of sustainable growth.

I am confident that the very detailed information included in the Report can allow investors to appreciate the consistency of the short, medium and long-term objectives and the adaptability of the motivational choices made in the evolutionary context of LU-VE, both with a continual

improvement process and in response to the changing environmental, cultural and macroeconomic conditions that characterise the complex period we are experiencing.

I hope that in reading the Report you can appreciate the work that has been done, which continually draws on the activity of engagement and constant relations with investors.

I would like to thank you also on behalf of the other members of the Committee appointed by the Board of Directors for your appreciation of LU-VE's 2025 Remuneration Policy as described in Section I of the Report, as well as for the disclosure of the remuneration paid in application of the 2024 Remuneration Policy set forth in detail in Section II of the Report.

Stefano Paleari

Chairman of the Remuneration and Appointments Committee

DEFINITIONS

The main definitions used in this document, in addition to those indicated in the text, are indicated below.

Chief Executive Officer/CEO	The Chief Executive Officer of LU-VE S.p.A. At the date of this Report, the role of CEO is held by Matteo Liberali, who also holds the position of Chairman of the Board of Directors.
Executive Directors	The Directors of LU-VE S.p.A. vested with particular roles, to whom specific powers can also be delegated. At the date of this Report, Matteo Liberali (Chairman and Chief Executive Officer), Pier Luigi Faggioli (Vice Chairman with operational proxies in the subsidiary with strategic importance Sest-LUVE-Polska Sp.zo.o) and Michele Faggioli (Director with Proxy, as Chief Strategic Development Officer – CSDO) are Executive Directors of the Company.
Non-Executive Directors	The Directors of LU-VE S.p.A not vested with particular roles. As at date of this Report, the Company’s Non-Executive Directors are: Raffaella Cagliano, Anna Gervasoni, Fabio Liberali, Laura Oliva, Stefano Paleari, Carlo Paris and Roberta Pierantoni.
Directors	The Executive Directors and Non-Executive Directors of LU-VE S.p.A..
Shareholders’ Meeting	The Shareholders’ Meeting of LU-VE S.p.A.
Shares	The shares of LU-VE S.p.A., listed on the Euronext STAR Milan market organised and managed by Borsa Italiana S.p.A.
Exceptional Circumstances	Situations in which an exemption to the Remuneration Policy is required in order to pursue the long-term interests and the sustainability of the Company and of the Group, to ensure its ability to stay in the market.
Corporate Governance Code	The Corporate Governance Code of listed companies approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria, which the Company subscribed to from 1 January 2021.
Board of Statutory Auditors	The “Board of Statutory Auditors” of LU-VE S.p.A..
Control and Risk Committee	The “Control and Risk Committee with responsibility for Related Party transactions” of LU-VE S.p.A..
Remuneration and Appointments Committee or RAC	The “Remuneration and Appointments Committee” of LU-VE S.p.A..
Directors with Proxy	The Directors of LU-VE S.p.A vested with particular offices within the Company. At the date of this Report, Matteo Liberali (Chairman and Chief Executive Officer) and Michele Faggioli (CSDO) are the Directors with Proxy.

Board of Directors or BoD	The “Board of Directors” of LU-VE S.p.A.
Consob	Commissione Nazionale per le Società e la Borsa, the Italian financial markets regulator, with registered office in Rome, via G.B. Martini, no. 3.
CSDO	The Chief Strategic Development Officer of LU-VE S.p.A. At the date of this Report, this office is held by Michele Faggioli.
Addressees of the Policy	The members of the Board of Directors and of the Board of Statutory Auditors, the General Manager, Key Management Personnel, the Financial Reporting Manager and the Manager of the Internal Audit Function.
General Manager	The general manager of the LU-VE Group appointed by the Board of Directors. At the date of this Report, this office is held by Riccardo Quattrini.
Financial Reporting Manager	“Financial Reporting Manager” pursuant to Article 154 <i>bis</i> of the Consolidated Law on Finance, appointed by the Board of Directors pursuant to art. 21 of the Articles of Association of LU-VE S.p.A.
Key Management Personnel or KMP	The Group executives (other than the General Manager) identified by the Board of Directors who - in compliance with the provisions of legislation in force - have the power and responsibility, directly or indirectly, for planning, managing and controlling activities of the LU-VE Group. At the date of this report, the following were identified as Key Management Personnel, other than the General Manager: the Chief Financial & Legal Officer, the Chief Procurement Officer, the Chief Commercial Officer Components, the Chief Commercial Officer Cooling Systems, the Chief Technical & Innovation Officer, the Innovation and Applied Research Director, the Cluster Nordic Managing Director and the Cluster Central-East EU Managing Director ¹ .
LTI	Variable medium/long-term component of remuneration, attributed in relation to the office of Executive Director or the employment relationship in place with the Company or the Group, payable on attainment of predefined company objectives.
LU-VE S.p.A. or LU-VE or Company	LU-VE S.p.A., with registered office in Varese, via Vittorio Veneto no. 11, and administrative office in Uboldo (VA), Via Caduti della Liberazione no. 53, Tax Code and VAT no. 01570130128.

¹ It is pointed out that the Chief Technical & Innovation Officer, the Cluster Nordic Managing Director and the Cluster Central-East EU Managing Director were identified as Key Management Personnel on 21 February 2024.

LU-VE Group or Group	The group of companies included in the scope of consolidation of LU-VE S.p.A.
LU-VE Italia Group	The LU-VE Group Italian companies
MBO	Variable annual component of remuneration, attributed in relation to the office of Executive Director or the employment relationship in place with the Company or the Group, payable on attainment of predefined company objectives.
Sustainability Plan	The Group's sustainability plan, approved by the Board of Directors on 23 February 2023, which identifies the strategic areas of intervention for the Group in terms of sustainability, identifies commitments and objectives and defines an efficient data collection system to measure the progress made by the company and monitor the progress made by sustainability strategies over time.
2023-2025 LTI Plan or Plan	The medium/long-term monetary incentive plan called "2023-2025 LTI Plan" aimed at the CEO, the CSDO, the General Manager, other Key management personnel and possibly at selected Group managers, approved by the Board of Directors on 12 May 2023.
Remuneration Policy or Policy	The annual remuneration policy of the members of the Board of Directors and of the Board of Statutory Auditors, as well as the General Manager, Key Management Personnel (including the Financial Reporting Manager) and the Manager of the Internal Audit Function of LU-VE S.p.A., approved for the 2025 year by the Board of Directors of LU-VE, proposed by the Remuneration and Appointments Committee and with the approval of the Board of Statutory Auditors, which will be submitted to the approval of the Shareholders' Meeting planned for 18 April 2025.
RPT Procedure	The " <i>Related Party Transactions Procedure</i> ", prepared in accordance with Consob Regulation no. 17221 of 12 March 2010, approved by the LU-VE Board of Directors in the version last approved on 29 June 2021.
Chairman or Chairman of the BoD	The Chairman of the Board of Directors of LU-VE S.p.A. At the date of this Report, the aforementioned office is held by Matteo Liberali, who also holds the role of CEO.
Honorary Chairman	Individual of high standing and/or who has contributed significantly to the affirmation and/or the development and/or reputation of the Company, possibly appointed by the Board of Directors, also identifying him/her outside its members. As of the date of this Report, the office is held by Prof. Marco Claudio Vitale, appointed by the Board of Directors on 28 April 2023 for the entire duration of the Board currently in office (and, therefore, until the date of the Shareholders' Meeting called to approve the Company's financial statements as of 31 December 2025).

Regulation of the 2023-2025 LTI Plan	The regulation describing the terms and conditions of the 2023-2025 LTI Plan approved by the Board of Directors on 12 May 2023 and subsequently amended, on the proposal of the RAC and subject to the favourable opinion of the Board of Statutory Auditors, on 28 November 2023 and on 13 March 2024.
Issuers' Regulation	The regulation implementing Italian Legislative Decree no. 58 of 24 February 1998, concerning the regulation of issuers, adopted by Consob through resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented.
RPT Regulation	The regulation adopted by Consob by means of resolution no. 17221 of 12 March 2010, concerning the regulation of related party transactions, as subsequently amended and supplemented.
Report or Remuneration Report	This <i>"Annual report on remuneration policy and the remuneration paid"</i> of LU-VE S.p.A.
Gross Annual Remuneration	Fixed annual component of remuneration for those with an employment relationship in place with the Company or the Group.
Sustainable Success	The objective that guides the action of the Board of Directors and which is embodied in the creation of long-term value for the benefit of shareholders, taking into account the interests of other stakeholders relevant to the Company.
Consolidated Law on Finance	Italian Legislative Decree 58 of 24 February 1998 (Consolidated Law on financial intermediation), as subsequently amended and supplemented.

INTRODUCTION

This Report was approved by the Board of Directors, upon the proposal of the Remuneration and Appointments Committee, and after hearing the Control and Risk Committee, on 13 March 2025, in compliance with current legal and regulatory obligations and, in particular, with art. 123-ter of the Consolidated Law on Finance, as well as art. 84-quater of the Issuers' Regulation and the related disclosure schedules, as amended and supplemented in implementation of EU Directive 2017/828 (so-called SHRD II), as well as the principles and recommendations dictated by the Corporate Governance Code with which the Company complies.

The Report outlines:

- in **Section I**, the policy adopted by LU-VE for 2025 for the remuneration of members of the Board of Directors and Board of Statutory Auditors, the Honorary Chairman, the General Manager, as well as the Key Management Personnel (including the Financial Reporting Manager) and the Manager of the Internal Audit Function, and the procedures used for the adoption and implementation of the policy itself;
- in **Section II**, (organised in two parts): in Part One, an illustration of the fees paid with regard to each of the items that comprise remuneration for 2024 to the members of the Board of Directors and Board of Statutory Auditors, the Honorary Chairman, the General Manager and Key Management Personnel, also providing comparative information for 2020, 2021, 2022, 2023 and 2024 with reference to the total annual change in remuneration of the members of the corporate bodies, the results of the Company, as well as the average annual gross remuneration of the employees of the Italian companies of the LU-VE Group; in Part Two (i) a breakdown of the fees paid or accrued in 2024 by said parties, under any title and in any form, by the Company and by subsidiary or associated companies, using the tables attached to this Report, which are an integral part of the same; as well as *(ii)* the information on the equity investments held in the Company and in the other Group companies by said parties, as well as by their non-legally separated spouses or by their dependant children, directly or via subsidiaries, or trust companies or third parties.

This Report:

- a) is made available to the public at the administrative offices and on the web site of the Company at www.luvegroup.com, in the section "Investor" - "Corporate governance and shareholders" - "For shareholders" - "Shareholders' Meeting" - "Shareholders' Meeting of 18 April 2025", as well as on the authorized storage device eMarket Storage www.emarketstorage.com;
- b) is presented to the Shareholders' Meeting, pursuant to and in accordance with the aforementioned articles 123-ter of the Consolidated Law on Finance and art.84-quater of the Issuers' Regulation, as well as pursuant to and in accordance with art. 13, paragraph 3, letter b) of the RPT Regulation and the relative provision contained in the RPT Procedure.

SECTION I

2025 REMUNERATION POLICY

1. PURPOSES AND PRINCIPLES OF THE REMUNERATION POLICY

1.1. Purposes

The Remuneration Policy - defined, on an annual basis, in line with the governance model adopted by the Company and according to the indications contained in the Corporate Governance Code - constitutes a fundamental tool for implementing the corporate strategy and pursuing the long-term interests of the Company and the Group.

With the adoption of this Policy and its tangible implementation with regard to the managerial figures, through the short-term and medium/long-term variable incentive plans, the Group provides itself with a tool:

- a) which makes it possible to incentivise Addressees of the Policy to achieve the development objectives defined by the Board of Directors relating both to economic growth and to the creation of value also over the long term for shareholders and other significant stakeholders, enhancing the individual contributions of the managers;
- b) capable of aligning the interests of management with those of shareholders and stakeholders, directing management's actions towards the development and growth of the Group and the creation of value over the medium/long term, thanks also to a system that assigns increasing importance to remuneration linked to the achievement of business objectives defined according to balanced, yet challenging criteria, which highlight the Group's growing focus on sustainability issues and the pursuit of Sustainable Success;
- c) which makes it possible to attract, motivate and retain people with the professional skills and personal qualities needed to pursue the Group's strategies and objectives, including on sustainability issues.

1.2 General principles

The Remuneration Policy aims to create a remuneration system based on the principles of fairness, quality and proactiveness, a sense of belonging and the recognition of merit.

In defining said Policy, LU-VE adheres to the following principles set out in the Corporate Governance Code:

- 1) the non-executive members of the Board of Directors and the Honorary Chairman receive a fixed annual remuneration, proportional to their professionalism and expertise, as well as the commitment required of them; directors members of Board committees are assigned not only a basic remuneration, but *ad hoc* remuneration for the function performed in said committees;
- 2) for the Executive Directors, for the General Manager and for Key Management Personnel:
 - (i) remuneration represents an incentive and is formed by a balance of fixed and variable components, in line with the strategic objectives and the risk management policy of the Company, also taking the characteristics of the Group and its past history, even recent, into account. Said remuneration is comprised by: (a) a fixed component, commensurate with the role, powers and responsibilities attributed, and sufficient to remunerate the performance of the Executive Director, the General Manager or the member of the Key Management Personnel in the event in which the variable component was not disbursed as a result of the non-achievement of the performance targets established; (b) a short-term variable component (for the CEO, CSDO, General Manager, the Key Management

Personnel and other selected managers hired by the Company or by another Group company) and medium/long term, linked to the achievement of specific targets, consistent with the development plan and the strategic objectives defined by the Board of Directors, some of which relate to sustainability topics;

- (ii) the targets connected with the variable remuneration are predetermined, measurable and defined in such a way as to ensure, through diversified parameters, the remuneration of performance in both the short- and medium/long-term and based on the results achieved; these targets are set in accordance with the Group's strategic objectives and seek to promote Sustainable Success, by also including non-financial parameters;
 - (iii) variable remuneration envisages maximum payment limits in the event that the set performance target is achieved;
 - (iv) the part of medium/long-term variable remuneration envisages a time deferral for its payment, in accordance with the Group's characteristics and the nature of the targets set;
 - (v) provision is made for the periodic review of salary packages on the basis of the overall company and personal performance, the potential future development of the individual, working conditions and the competitiveness and attractiveness of salaries with respect to market values;
 - (vi) the fixed and variable short-term components are adjusted in relation to the characteristics of the role covered at the company and the responsibilities attributed, in order to ensure, in any event, the sustainability of company results and the creation of value for shareholders in the medium/long-term;
 - (vii) ex post correction mechanisms ("claw back" and "malus") are applied to the amounts accrued of the variable component;
 - (viii) benefits are recognised in line with the practices in the reference salary markets, in order to complete and enhance the total salary package, by taking account of the roles and/or responsibilities attributed;
 - (ix) provision is made for incentive mechanisms consistent with the tasks assigned for both the Manager of the Internal Audit Function and the Financial Reporting Manager (who is also a Key Manager);
- 3) members of the Board of Statutory Auditors are attributed a fixed remuneration by the Shareholders' Meeting at the time of their appointment. In order to contribute to ensuring that the fees of the members of the Board of Statutory Auditors are appropriate to their expertise, professionalism and commitment required by the importance of the position held and the Company's size and sector, as well as its situation, the information provided by the Board of Statutory Auditors is disclosed to shareholders at the time of its renewal, regarding the activities performed during its mandate.

1.3 Scope of application and duration

The Remuneration Policy establishes the principles and guidelines which the Company adheres to and applies to Directors, the Honorary Chairman, Statutory Auditors, the General Manager, Key

Management Personnel (including the Financial Reporting Manager) and the Manager of the Internal Audit Function of LU-VE S.p.A.

The Board of Directors of the Company, at the meeting on 20 February 2025, confirmed as Key Management Personnel: the Chief Financial & Legal Officer (who also holds the position of Financial Reporting Manager), the Chief Procurement Officer, the Chief Commercial Officer Components, the Chief Commercial Officer Cooling Systems, the Chief Technical & Innovation Officer, the Innovation and Applied Research Director, the Nordic Cluster Managing Director and the Central-East EU Managing Cluster Director.

The Policy was drawn up in line with the requirements of art. 123-*ter* of the Consolidated Law on Finance, as well as art. 84-*quater* of the Issuers' Regulation and the relative Annex 3A (schedule 7-*bis*, Section I), and of the recommendations set out in the Corporate Governance Code with regard to remuneration; when drawing up the Policy, also for the 2025 year, the recommendations with regard to remuneration made on the topic by the Corporate Governance Committee promoted by Borsa Italiana S.p.A. in the letter of 17 December 2024, which the chairman of said committee sent to the Company's Chairman as well as the results of the "XII Report on the Application of the Corporate Governance Code" published by the Corporate Governance Committee on 17 December 2024, were also taken into account.

The Remuneration Policy refers to 2025, and therefore has a duration of one year.

1.4 Changes with respect to the previous financial year

The Remuneration Policy proposed by the Board of Directors for 2025 is essentially in line with that submitted to the vote of the Shareholders' Meeting of 29 April 2024, which approved it with a favourable vote of 82.81% of the Votes represented in the Shareholders' Meeting (corresponding to 67.38% of the total voting rights), thus expressing the approval of the majority of Shareholders.

With a view to furthering the Executive Directors' commitment to reaching and exceeding the set business objectives, an amendment of the following the thresholds was envisaged: *(i)* the so-called "entry point" (i.e. the minimum percentage to be reached with respect to the target for the recognition of the variable component linked to the specific objective) was raised from 90% to 95% for all MBO objectives; and *(ii)* the so-called "overperformance" (i.e. the maximum percentage to be reached with respect to the target, beyond which no remuneration is paid in excess of the maximum amount defined), was raised to 125% for all MBO objectives (see point 3.5.1.1 of this Section I). This change led to a redefinition of the paymix for the beneficiaries (see Section I, point 3.1.3).

Furthermore, in order to further incentivise the achievement of Sustainable Success, the inclusion of targets linked to sustainability indices is envisaged for KMP as well.

2. CORPORATE BODIES AND INDIVIDUALS INVOLVED

The bodies and individuals involved in the definition, adoption, implementation and possible review of the Remuneration Policy, consistent with the applicable legislative and provisions and those of the Articles of Association, and taking account of the recommendations of the Corporate Governance Code are: the Shareholders' Meeting, the Board of Directors, the Remuneration and Appointments Committee, the Chief Executive Officer (CEO) and the Board of Statutory Auditors.

2.1 Shareholders' Meeting

The Shareholders' Meeting:

- (i) decides, when the Board is appointed:
 - the total maximum annual amount of fixed remuneration to be attributed to each director for the performance of the mandate, to the members of internal board committees for the activities performed within said committees, as well as to the Executive Directors on the basis of the specific duties attributed to them;
 - the total maximum annual amount of variable remuneration to be attributed to the Executive Directors on the basis of the specific duties attributed to them;
- (ii) determines the fees due to each member of the Board of Statutory Auditors, at the time of their appointment and for the entire duration of their mandate;
- (iii) resolves, with a binding vote, with regard to the Remuneration Policy, pursuant to art. 123-ter, paragraph 3-bis and 3-ter of the Consolidated Law on Finance, with the frequency required by said Policy, and in any event, at least every three years or whenever said Policy is amended;
- (iv) receives adequate disclosure on the implementation of the Remuneration Policy;
- (v) resolves, with an advisory vote, on the second section of the remuneration report, pursuant to art. 123-ter, paragraph 6 of the Consolidated Law on Finance;
- (vi) resolves, where proposed by the Board of Directors, on the remuneration plans based on financial instruments intended for directors, employees and associates, including therein Key Management Personnel, pursuant to art. 114-bis of the Consolidated Law on Finance.

2.2 Board of Directors

The Board of Directors:

- (i) determines, in observance of the resolutions of the Shareholders' Meeting, on the proposal of the Remuneration and Appointments Committee and after consultation with the Board of Statutory Auditors:
 - the fixed remuneration attributed for the office to each member of the Board of Directors (including that of the Chairman, as well as the Vice Chairman and the Honorary Chairman if appointed);
 - the fees assigned to members of board committees, based on the respective commitment;
 - the fixed and variable fees attributed to the Executive Directors on the basis of the specific positions;

- fixed and variable remuneration attributed to the General Manager;
- (ii) with the support of the Remuneration and Appointments Committee: (a) draws up, in compliance with the law and regulations in force at the time, as well as with the principles and recommendations of the Corporate Governance Code, the Remuneration Policy for directors, Honorary Chairman, General Manager, statutory auditors and KMP, applying a transparent procedure and ensuring that the same is directed towards pursuing Sustainable Success and takes into account the need to possess, retain and motivate people with the expertise and the professionalism required for the position held in the Company; (b) ensures that the remuneration paid and accrued is consistent with the principles and the criteria defined in the Policy, in light of the results achieved and of other circumstances relevant to its implementation;
- (iii) on the proposal of the Remuneration and Appointments Committee, approves the Remuneration Report to be submitted to the Shareholders' Meeting, pursuant to art. 123-ter of the Consolidated Law on Finance;
- (iv) where deemed appropriate and in line with the Remuneration Policy, prepares, with the assistance of the Remuneration and Appointments Committee:
 - the medium/long-term monetary incentive plans and oversees their implementation with the assistance of the Remuneration and Appointments Committee; and/or
 - the remuneration plans based on shares or other financial instruments, and presents them to the Shareholders' Meeting for approval, pursuant to art. 114-bis of the Consolidated Law on Finance and, based on an authorisation of the Shareholders' Meeting, handles its implementation by availing itself of the Remuneration and Appointments Committee;
- (v) consistently with the Remuneration Policy and on the proposal of the Remuneration and Appointments Committee, defines the objectives and approves the company results and the performance plans to which the determination of the variable remuneration of directors holding special roles is related, where applicable;
- (vi) consistently with the Remuneration Policy and on the proposal of the CEO, based on the prior favourable opinion of the Control and Risk Committee, as well as having consulted the Board of Statutory Auditors, defines the remuneration of the Company's Manager of the Internal Audit Function, in consideration of the salary policies of the same company.
- (vii) on the occasion of the termination of office and/or the dissolution of the relationship with an Executive Director or the General Manager, discloses through a press release, circulated to the market after the result of internal processes leading to the assignment or recognition of any indemnities and/or other benefits, the information required by the Corporate Governance Code.

For the purposes of proper functioning and effective organisation, the Board establishes the Remuneration and Appointments Committee internally, in compliance with the principles and recommendations of the Corporate Governance Code, defining its rules as well as any procedures that may be appropriate for the functioning of the Committee itself, in particular in order to ensure an effective management of the information to be provided before its meetings.

2.3 Remuneration and Appointments Committee

The Remuneration and Appointments Committee:

- (i) assists the Board in drawing up the remuneration policy for members of the Board of Directors, the General Manager, and top management, as well as, based also on the provisions of article 2402 of the Italian civil code, of the members of the Board of Statutory Auditors;
- (ii) submits the report on the remuneration policy and the remuneration paid, pursuant to article 123-ter of the Consolidated Law on Finance to the approval of the Board, and, in particular the Remuneration Policy, for its submission to the Shareholders' Meeting called to approve the separate financial statements for the year, in the terms envisaged by law;
- (iii) formulates proposals or expresses opinions on the remuneration of the Company's Executive Directors, other directors who fulfil particular roles and the General Manager as well as on the establishment of performance targets relating to the variable component of said remuneration;
- (iv) formulates proposals or expresses opinions on the remuneration of the members of the Committees established by the Board of Directors within itself;
- (v) formulates proposals or expresses an opinion on any remuneration of the Honorary Chairman;
- (vi) monitors the correct application of the Remuneration Policy and checks, in particular, that the performance targets linked to the variable remuneration of the Executive Directors have actually been achieved;
- (vii) periodically assesses the adequacy and overall conformity of the Remuneration Policy of directors and top management, making use of the information provided by the Chief Executive Officers through the Human Resources Unit;
- (viii) supports the Board of Directors in the preparation and implementation of: (a) remuneration plans based on shares or other financial instruments and (b) medium/long-term incentive plans;
- (ix) carries out the tasks that have been assigned to it pursuant to the RPT Procedure applicable at the time, limited to the "Transactions of Lesser Importance" regarding the remuneration of the Directors and of the other Key Management Personnel;
- (x) carries out the additional tasks that have been attributed to it by the Board of Directors.

For further information on the Remuneration and Appointments Committee, please refer to Section 8.2 of the Company's "Report on corporate governance and ownership structure" relating to the 2024 financial year, made available to the public at the registered office and on the Company's website at address www.luvegroup.com in the section "Investor" - "Corporate governance & shareholders" - "For shareholders" - "Shareholders' Meeting" - "Shareholders' Meeting of 18 April 2025", as well as on the authorised storage mechanism *eMarket Storage*, which can be consulted at address www.emarketstorage.com.

2.4 Chief Executive Officer

The CEO:

- (i) presents the Remuneration and Appointments Committee with proposed medium/long-term incentive plans for KMP, including any plans based on financial instruments or, if applicable, supports the Committee in the drafting of said plans;

- (ii) prepares and implements, also with the collaboration of the General Manager and the Group's Human Resources Function: (a) salary policy initiatives for the individual manager, based on the manager's position in the company organisation, professional skills, performance, growth potential, on the market, all in accordance of the amounts allocated in the budget; (b) the incentive systems to which to link the accrual of the annual MBOs of the Key Management Personnel and other managers;
- (iii) provides the Remuneration and Appointments Committee with all information useful in order to allow the assessment of the adequacy, overall compliance and practical application of the Remuneration Policy.

2.5 Board of Statutory Auditors

The Board of Statutory Auditors performs an advisory role in relation to which:

- (i) it formulates the opinions required by law and the Corporate Governance Code; in particular, it expresses its opinion with reference to the proposed remuneration of the Directors vested with special roles, pursuant to art. 2389, paragraph 3, of the Italian Civil Code, and of the General Manager, as well as the opinion relating to the remuneration of the Manager of the Internal Audit Function; in expressing the opinions, it verifies the consistency of the proposals formulated by the Remuneration and Appointments Committee to the Board of Directors with the Remuneration Policy approved by the Company's General Shareholders' Meeting;
- (ii) at the invitation of the Remuneration and Appointments Committee, through its Chairman or another statutory auditor designated by the latter, participates in the meetings of the Committee itself, which all statutory auditors may in any case attend.

2.6 Independent experts

No independent experts contributed to the preparation of the Remuneration Policy.

2.7 Process for the definition and approval of the Remuneration Policy

The Remuneration Policy is presented to the Board of Directors for approval annually, on the proposal of the Remuneration and Appointments Committee. In drafting the policy, the Remuneration and Appointments Committee avails itself of the collaboration of the Group's Human Resources Function, in order to collect the data in terms of best practices, policies and market salary benchmarks - relating to companies deemed comparable by business sector, number of employees and turnover - to be used for a better definition of the Policy in question. For the purposes of defining this Policy, taking into account the internal analyses carried out for the definition of the 2024 Remuneration Policy, the benchmark data relating to the Chairman/CEO and the CSDO were taken from the analysis of remuneration positioning (market assessment) carried out on December 2024 by OD&M Consulting, a company specialised in remuneration analysis, on a sample of 50 Italian companies listed on the Italian Stock Exchange, belonging to the industrial sector and homogeneous with regard to size and complexity both in terms of turnover and number of employees.

The Board of Directors, having examined and approved the Policy, submits it to the Shareholders' Meeting for a binding vote, pursuant to art. 123-ter of the Consolidated Law on Finance, making it available to the public at least 21 days before the date of the Shareholders' Meeting on its website and with the other means envisaged by current legislation.

For the purposes of preparing this Policy, the Remuneration and Appointments Committee, in the exercise of its duties, met to define its structure and contents on 5 and 21 February 2025 and 4 March 2025.

The Policy was then submitted to the Board of Directors for approval on 13 March 2025, together with the other parts of this Report.

3. POLICY DESCRIPTION

3.1 Remuneration of members of the Board of Directors

Pursuant to art. 2389, paragraph 3 of the Italian Civil Code, and Article 15.6 of LU-VE's Articles of Association in force, the Shareholders' Meeting of 28 April 2023 established, for the three-year period 2023-2025: (i) the total maximum amount of fixed remuneration to be attributed for each calendar year of the three-year mandate to all Directors as Euro 2,000,000.00, including the fixed remuneration to be attributed to those vested with special roles, as well as the remuneration to be attributed to the members of the committees constituted by the Board of Directors within it, and (ii) the total maximum amount of variable remuneration as Euro 2,000,000.00, to be attributed to the Directors vested with special roles for each calendar year of the three-year mandate, giving a mandate to the Board of Directors to divide it between the Directors based on the activities performed for the Company.

At the meeting on 12 May 2023, the Board of Directors resolved to then attribute, for the entire three-year period in office, to each member of the Board an annual fixed remuneration to be paid *pro rata temporis* (see below, Section II, Part One, point 1.1 of this Report).

3.1.1 Remuneration of Non-Executive Directors

In observance of the principles and recommendations of the Corporate Governance Code, the Remuneration Policy envisages a fixed remuneration for the office of Director and an additional fixed remuneration, supplemented, if necessary, by an additional remuneration as an attendance bonus for meetings, for participation in the committees set up within the Board of Directors, defined in proportion to the commitment such entailed.

The remuneration for participation in each of the internal board Committees was established, for the entire three-year period 2023-2025, by the Board, on the proposal of the Remuneration and Appointments Committee, at the meeting on 12 May 2023, the payment of an annual fixed amount for each member of the committees, determined so that the maximum total amount resolved by the Shareholders' Meeting for the fixed remuneration of all Directors was respected (see below, Section II, Part One, point 1.1.1 of this Report).

No variable remuneration was allocated to the Non-Executive Directors.

3.1.2 Remuneration of the Chairman and Vice Chairman

The Remuneration Policy envisages the allocation to the Chairman and the Vice Chairman of a fixed remuneration, specific for the office, in addition to the one envisaged for all the Directors in general and any remuneration attributed to them in their capacity as Executive Directors.

The remuneration for both of these roles was established by the Board of Directors, on the proposal of the Remuneration and Appointments Committee, at the meeting of 12 May 2023 (see below, Section II, Part One, point 1.1.1 of this Report).

3.1.3 Remuneration of Executive Directors

The Remuneration Policy envisages a fee for the Executive Directors, based on the commitment required of them.

This remuneration, established by the Board of Directors on the proposal of the Remuneration and Appointments Committee, after hearing the opinion the Board of Statutory Auditors, is set in

accordance with the amounts established by the Shareholders' Meeting, and with the principles of this Policy, for both the fixed and variable components. The remuneration proposal was formulated by the Remuneration and Appointments Committee, also taking into account the principles and recommendations of the Corporate Governance Code as well as that which emerged from the analyses conducted with regard to the benchmarks examined (see above, paragraph 2.7 of this Section I); the reason for this is to assign a remuneration package that is in line with market values for similar positions.

The structure of the remuneration to be attributed to the Executive Directors consists of:

- (i) a fixed component ensuring adequate and certain basic remuneration for the work performed;
- (ii) a short-term variable component ("MBO") linked to the attainment of pre-defined performance targets fixed in quantitative terms (for more details, refer to the content of paragraph 3.5.1.1 of this Section I);
- (iii) a medium/long-term variable component ("LTI") is only applicable to Directors with Proxy (CEO and CSDO), also linked to the attainment of preset performance targets, fixed in quantitative terms (for more details, refer to the content of paragraph 3.5.2 of this Section I).

More specifically:

- (i) the fixed component of the remuneration remunerates the position held in terms of the scope of the responsibilities and the business impact, reflecting the experience, skills and expertise required for each position, as well as the overall quality of the contribution to the business results.
- (ii) the variable component of the remuneration establishes a link between remuneration and performance and is designed to pay Executive Directors additional remuneration linked to the Group's results.

The following paragraphs illustrate, for the Executive Directors, the paymix range, or the percentage weight of the different components with respect to total remuneration. In this regard, it should be clarified that the percentages of the short-term variable component (MBO) and of the medium/long-term variable component (LTI) have been calculated at their minimum value, assuming failure to reach the entry points, for both MBO and LTI and, at their maximum value, assuming results including the over-performances set for MBO and LTI.

PAYMIX OF EXECUTIVE DIRECTORS				
OFFICE	Scenario	Fixed	Short-term variable component (MBO)	Medium/long-term variable component (LTI)
Chief Executive Officer (CEO)	Minimum	100%	0%	0%
	Target	51%	36%	14%
	Max	45%	40%	15%
Chief Strategic Development Officer (CSDO)	Minimum	100%	0%	0%
	Target	51%	36%	14%
	Max	45%	40%	15%
Other Executive Directors other than the CSDO	Minimum	100%	0%	–
	Target	51%	49%	–
	Max	45%	55%	–

In accordance with the provisions of the Corporate Governance Code, the application of a “claw-back” clause is envisaged for the variable component of the Remuneration of Executive Directors (which envisages the return of all or part of the amounts paid), as well as a “malus” clause (which envisages the non-payment of remuneration accrued but not yet paid), when said amounts paid or accrued have been determined on the basis of data which, in the subsequent three years, has proven to be materially incorrect, or the result of manipulation or illegal conduct.

3.2 Remuneration of the Honorary Chairman

The Remuneration Policy provides for the assignment to the Honorary Chairman of fixed remuneration for the role to be established by the Board of Directors, on the proposal of the Remuneration and Appointments Committee.

The remuneration for the Honorary Chairman currently in office was established by the Board itself at the meeting on 12 May 2023 (see below, Section II, Part One, point 1.2 of this Report).

3.3 Remuneration of the General Manager

The remuneration of the General Manager consists of the following elements:

- (i) an annual fixed component (“Gross Annual Remuneration”), defined according to the chosen positioning in relation to the target market, which guarantees an adequate and certain basic remuneration for the activity performed, established in consideration of the role and of the activity performed for the Company as well as of the responsibilities attributed, the professional level and expertise.

This salary component may be adjusted over time, in keeping with the evolution of the market, by evaluating the abilities and professional skills acquired and the results achieved and potential developed.

Considering the importance of the position held, the fixed component includes amounts awarded for non-compete clauses, the amount of which is proportional to the duration and the constraints envisaged in said clause;

- (ii) a short-term annual variable component (“MBO”), which can be achieved when predefined company objectives are met, fixed in quantitative terms (for more details, please refer to the paragraph 3.5.1.2 below), to be disbursed without deferment of the sums accrued;
- (iii) a medium/long-term annual variable component (“LTI”), which can be achieved when predefined company objectives are met, fixed in quantitative terms (for more details, please refer to the paragraph 3.5.2 of this Section I).

Also for the General Manager, the fixed component of remuneration rewards the role held in terms of scope of responsibilities and impact on the business, while the variable component of remuneration is aimed at recognising the results achieved, establishing a link between remuneration and performance.

Non-monetary benefits, as well as one-off monetary bonuses, may also be envisaged for the General Manager (see paragraphs 3.6 and 3.7 of this Section I).

The General Manager is not granted any additional remuneration for any positions held on the boards of directors of the Group’s subsidiaries, subject to compliance with local regulations for non-Italian companies.

The following paragraphs illustrate the paymix range for the General Manager, or the percentage weight of the different components with respect to total remuneration. In this regard, it should be clarified that the percentages of the short-term variable component (MBO) and of the medium/long-term variable component (LTI) have been calculated: (i) at their minimum value, assuming failure to reach the entry points, for both MBO and LTI and, (ii) at their maximum value, assuming results including the over-performances set for MBO and LTI.

PAYMIX GENERAL MANAGER			
Scenario	Fixed	Short-term variable component (MBO)	Medium/long-term variable component (LTI)
Minimum	100%	0%	0%
Target	69%	20%	11%
Max	66%	22%	12%

In the paymix described above, any additional amounts attributed as a one-off bonus were not considered.

In accordance with the provisions of the Corporate Governance Code, the application of a “claw-back” clause is envisaged for the variable component of the Remuneration of the General Manager (which envisages the return of all or part of the amounts paid), as well as a “malus” clause (which envisages the non-payment of remuneration accrued but not yet paid), when said amounts paid or accrued have been determined on the basis of data which, in the subsequent three years, has proven to be materially incorrect, or the result of manipulation or illegal conduct.

3.4 Remuneration of Key Management Personnel

The Remuneration of Key Management Personnel of the Company is composed of the following elements:

- (i) an annual fixed component (“Gross Annual Remuneration”) which is defined on the basis of the chosen positioning with respect to the reference market, the levels of responsibility and complexity managed, as well as the professional skills, experience and growth potential of the individual.

This salary component is adjusted over time, in keeping with the evolution of the market, by evaluating the abilities and the professional skills acquired and the results achieved and potential developed.

In view of the importance of the role covered, employment contracts with KMP, usually, envisage non-compete clauses, in compliance with the Italian reference legislation, under which: (i) the fixed component may include amounts awarded for non-compete clauses, the amount of which is commensurate with the duration and constraints of the clauses; or (ii) specific pre-determined amounts may be paid upon termination of employment with the Group, commensurate with the duration and constraints of the clauses;

- (ii) a short-term annual variable component (“MBO”), which can be achieved when predefined company objectives are met, fixed in quantitative terms with reference to the role covered in the company (for more details, please refer to the paragraph 3.5.1.3 of this Section I), to be disbursed without deferment of the sums accrued;
- (iii) a medium/long-term annual variable component (“LTI”), which can be achieved when predefined company objectives are met, fixed in quantitative terms (for more details, please refer to the paragraph 3.5.2 of this Section I).

Also for Key Management Personnel, the fixed component of the remuneration remunerates the role covered in terms of the scope of the responsibilities and the business impact, reflecting the experience, skills and expertise required for each position, as well as the overall quality of the contribution to the business results.

The variable component of the remuneration is targeted at recognising the results achieved by management, establishing a link between fees and performance.

Non-monetary benefits, as well as one-off monetary bonuses, may also be envisaged for the Key Management Personnel (see paragraphs 3.6 and 3.7 of this Section I). Key Management Personnel may be assigned, directly by the Group’s subsidiaries, remuneration for any senior management positions and/or positions on the boards of directors of those companies.

The following paragraphs illustrate, for all Key Management Personnel, the cumulative paymix range or the percentage weight of the different components with respect to total remuneration. In this regard, it should be clarified that the percentages of average values of the short-term variable component (MBO) and of the medium/long-term variable component (LTI) have been calculated, at their minimum value, assuming failure to reach the entry points, for both MBO and LTI, at their maximum value, assuming results including the over-performances set for MBO and LTI.

PAYMIX OF KEY MANAGEMENT PERSONNEL			
Scenario	Fixed	Short-term variable component (MBO)	Medium/long-term variable component (LTI)
Minimum	100%	0%	0%
Target	75%	15%	10%
Max	70%	19%	11%

The paymix described above does not include any additional amounts assigned as a one-off bonus, nor any remuneration assigned for any senior management positions and/or positions on the boards of directors of subsidiaries.

In accordance with the provisions of the Corporate Governance Code, the application of a “claw-back” clause is envisaged for the variable component of the Remuneration of Key Management Personnel (which envisages the return of all or part of the amounts paid), as well as a “malus” clause (which envisages the non-payment of remuneration accrued but not yet paid), when said amounts paid or accrued have been determined on the basis of data which, in the subsequent three years, has proven to be materially incorrect, or the result of manipulation or illegal conduct.

3.4.1 Remuneration of the Manager responsible for preparing the company’s financial reports (Financial Reporting Manager)

The remuneration of the Financial Reporting Manager is determined, in observance of the aforementioned guidelines laid down for the remuneration of Key Management Personnel, consistently with the duties assigned to him, and is based on the approach to the attribution and determination of remuneration applied for Key management personnel.

3.5 Variable remuneration

In line with market practice and in compliance with the recommendations of the Corporate Governance Code, Executive Directors, the General Manager and Key Management Personnel are recipients of variable remuneration, which links remuneration to performance.

The general purpose of variable remuneration is to:

- (i) direct management action towards objectives related to the strategic priorities defined by the Board of Directors;
- (ii) encourage everyone’s contribution on financial and also sustainability indicators;
- (iii) motivate both the achievement of targets - awarding a part of the remuneration even if the assigned target is not fully achieved, but an “entry point” is passed - and exceeding them - awarding an additional amount in the event of overperformance.

The Remuneration Policy envisages, for Executive Directors, the General Manager and Key Management Personnel, that all objectives are linked to a performance scale, with a minimum objective, below which the Company does not pay any variable remuneration component, and with a maximum objective, above which the Company will always pay the maximum amount established.

With a view to furthering, also through the Remuneration Policy, the achievement of sustainable value also over the long term, objectives are identified that are able not only to orient the conduct of recipients of variable remuneration towards results that are more linked to performances that

are carried out annually, but also towards elements that are able to form the basis for sustainable and balanced future growth.

In this perspective:

- within the sphere of the proposed MBOs for the Executive Directors and the General Manager, the presence of both parameters linked to accident indices, used in the allocation of the short-term variable component for some time now, and a parameter linked to the reduction of Scope 1 and Scope 2 emissions on a like-for-like basis in terms of consolidated EBITDA was confirmed, which can be traced back to ESG policies and actions identified in the Sustainability Plan;
- the 2023-2025 LTI Plan envisages, in addition to turnover, performance targets with medium-term effects in the following spheres: (a) from an economic standpoint, in terms of profitability (EBITDA) and debt in relation to that profitability (NFP/EBITDA); (b) with regard to strategic development (with the inclusion among the LTI objectives, of the profitability (EBITDA) of the American subsidiary LU-VE US; (c) for the well-being of the people who work in the Group, due to the inclusion of parameters linked to the accident rate, with a view to heightening awareness of the working conditions of Group employees and their safety; and finally (d) with regard to commitment to the environment, with the introduction among the targets of parameters related to the reduction of direct emissions (Scope 1 and Scope 2) given the same consolidated EBITDA.

For the purpose of verifying the achievement of the performance objectives, reference shall be made, for the years 2024 and 2025, to the data of the respective LU-VE Group Integrated Annual Reports; for the year 2023, reference shall be made to the data of the Annual Financial Report and the Non-Financial Statement and the related preparatory documentation. The data will be adjusted for any extraordinary items and any variable remuneration accrued by Executive Directors, as approved by the competent corporate bodies. As for turnover, the data that will be considered is that relating to product turnover.

With reference to the aggregate value of the variable remuneration (MBO and LTI) of the Directors with Proxy, the General Manager and Key Management Personnel, for each single year of the vesting period of the LTI, the total weight of the variable remuneration shall not be higher:

- for Directors with Proxy, than a maximum of 55% of the total remuneration;
- for the General Manager, than a maximum of 34% of the total remuneration;
- for Key Management Personnel beneficiaries of the LTI, than a maximum of 30% of the total remuneration.

The above percentages were calculated at the maximum value, assuming that all the results including the set overperformances are achieved.

In the calculation of the overall remuneration of the General Manager and the Key Management Personnel, reference is made to the Gross Annual Remuneration inclusive only of the fixed remuneration items and any amounts awarded for non-compete clauses; therefore, any variable amounts paid to the beneficiary (such as, but not limited to, MBO, any indemnities, extra bonuses, etc.) will not be taken into account in the calculation basis.

The overall incentive percentage is increasing in relation to the role held and, therefore, this determination takes into account the strategic relevance of the position of each Beneficiary within the organisational structure of the Company and/or the other Group companies and the impact on

the business of the individual beneficiary's role, on the pursuit of company results and the achievement of performance objectives.

3.5.1 Short-term incentives: the annual variable component (MBO)

The MBO incentive represents the annual variable component of the remuneration of the Executive Directors, General Manager and Key Management Personnel (also including the Financial Reporting Manager), which can be achieved on attainment of pre-set annual objectives defined on the basis of the Business Plan and the Sustainability Plan also in light of the specificities of the role covered.

3.5.1.1 Annual variable component for Executive Directors

Taking into account the tasks and responsibilities assigned to each beneficiary, the financial MBO objectives established for Executive Directors are represented by:

- consolidated EBITDA (50%);
- consolidated TURNOVER (10%);
- NET FINANCIAL POSITION/EBITDA RATIO (25% and, for the CSDO only, 15%).

The remaining 15% and, for the CSDO only, 25% of the short-term variable component is linked to the achievement of sustainability objectives, represented by:

- ACCIDENT RATE (10%, and for the CSDO only, 15%) to be recorded during 2025, considered from three different points of view (at overall Group level, in the Italian facilities and in European ones), to be evaluated on the basis of the trend in the accident ratios, such as rate, frequency and severity;
- REDUCTION OF Scope 1 and Scope 2 EMISSIONS in relation to the consolidated EBITDA (5% and, for the CSDO only, 10%).

With regard to the aforementioned performance objectives, it should be noted that:

- for the "Net Financial Position (NFP)/EBITDA ratio", the performance scale should be read in opposite terms (meaning the target is lower indebtedness);
- for the "Reduction of emissions", incentives are given to increase the ratio between consolidated EBITDA and total Scope 1 and Scope 2 emissions, i.e. profitability per unit of issue with respect to a reference base value.

The weight of the MBO (expressed in percentage terms) linked to the short-term results with respect to the total remuneration approved by the Board of Directors, on the proposal of the Remuneration and Appointments Committee, and having consulted the Board of Statutory Auditors, cannot exceed a maximum of 40% for the CEO and the CSDO and 55% for any other Executive Directors.

The amount of the MBO to be paid to Executive Directors will be calculated on the basis of the assessment criteria shown in the following tables:

2025 MBO targets CEO and other Executive Directors other than the CSDO	weight	entry point	target level	max. level	max. weight
Consolidated EBITDA	50.00%	95.00%	100.00%	125.00%	62.50%
Consolidated turnover	10.00%	95.00%	100.00%	125.00%	12.50%
Net Financial Position/EBITDA Ratio (consolidated data)	25.00%	95.00%	100.00%	125.00%	31.25%
Reduction of Scope 1 and Scope 2 emissions in relation to consolidated EBITDA	5.00%	95.00%	100.00%	125.00%	6.25%
Group accident rate	5.00%	95.00%	100.00%	125.00%	6.25%
Italy accident rate	2.50%	95.00%	100.00%	125.00%	3.13%
Europe accident rate	2.50%	95.00%	100.00%	125.00%	3.13%
Total	100.00%	95.00%	100.00%	125.00%	125.00%

For interim results, the calculation is linear.

2025 MBO targets CSDO	weight	entry point	target level	max. level	max. weight
Consolidated EBITDA	50.00%	95.00%	100.00%	125.00%	62.50%
Consolidated turnover	10.00%	95.00%	100.00%	125.00%	12.50%
Net Financial Position/EBITDA Ratio (consolidated data)	15.00%	95.00%	100.00%	125.00%	18.75%
Reduction of Scope 1 and Scope 2 emissions in relation to consolidated EBITDA	10.00%	95.00%	100.00%	125.00%	12.50%
Group accident rate	10.00%	95.00%	100.00%	125.00%	12.50%
Italy accident rate	2.50%	95.00%	100.00%	125.00%	3.13%
Europe accident rate	2.50%	95.00%	100.00%	125.00%	3.13%
Total	100.00%	95.00%	100.00%	125.00%	125.00%

For interim results, the calculation is linear.

To check whether the performance targets have been reached, reference will be made to the data of the Integrated Annual Report of the LU-VE Group relating to the year of reference, net of any non-recurring components and any variable emoluments accrued by Executive Directors, as approved by the competent corporate bodies. As for turnover, the data that will be considered is that relating to product turnover.

3.5.1.2 Annual variable component for the General Manager

Taking into account the tasks and responsibilities assigned to the General Manager, the financial MBO objectives of the General Manager are represented by:

- consolidated EBITDA (50%);
- consolidated TURNOVER (10%);
- NET FINANCIAL POSITION/EBITDA RATIO (25%).

Also for the General Manager, the remaining 15% of the short-term variable component is linked to the achievement of sustainability objectives, represented by:

- ACCIDENT RATE (10%) to be recorded during 2025, considered from three different points of view (at overall Group level, in the Italian facilities and in European ones), to be evaluated on the basis of the trend in the accident ratios, such as rate, frequency and severity;
- REDUCTION OF Scope 1 AND Scope 2 EMISSIONS given the same consolidated EBITDA (5%).

With regard to the aforementioned performance objectives, it should be noted that:

- for the “Net Financial Position (NFP)/EBITDA ratio”, the performance scale should be read in opposite terms (meaning the target is lower indebtedness);
- for the “Reduction of emissions”, incentives are given to increase the ratio between consolidated EBITDA and total Scope 1 and Scope 2 emissions, i.e. profitability per unit of issue with respect to a reference base value.

The amount of the MBO to be paid to the General Manager will be calculated on the basis of the assessment criteria shown in the following table:

2025 MBO targets (GENERAL MANAGER)	weight	entry point	target level	max. level	max. weight
Consolidated EBITDA	50,00%	90,00%	100,00%	120,00%	60,00%
Consolidated TURNOVER	10,00%	90,00%	100,00%	110,00%	11,00%
Net Financial Position/EBITDA Ratio (consolidated data)	25,00%	90,00%	100,00%	110,00%	27,50%
Reduction of Scope 1 and Scope 2 emissions in relation to consolidated EBITDA	5,00%	90,00%	100,00%	110,00%	5,50%
Group accident rate	5,00%	90,00%	100,00%	110,00%	5,50%
Italy accident rate	2,50%	90,00%	100,00%	110,00%	2,75%
Europe accident rate	2,50%	90,00%	100,00%	110,00%	2,75%
Total	100,00%	90,00%	100,00%	115,00%	115,00%

* For interim results, the calculation is linear.

To check whether the performance targets have been reached, reference will be made to the data of the Integrated Annual Report of the LU-VE Group relating to the year of reference, net of any non-recurring components and any variable emoluments accrued by Executive Directors, as approved by the competent corporate bodies. As for turnover, the data that will be considered is that relating to product turnover.

3.5.1.3 Annual variable component for Key management personnel

The amount of the MBO to be paid to Key Management Personnel will be calculated on the basis of the assessment criteria shown in the following table:

Performance Targets			% Achievement of Performance Targets	% MBO to be disbursed**
• Company target	35%	EBITDA	>=110%	130%
			100%	100%
			90%	50%
			<90%	0%
• Individual target	60%	Numerical* and/or project based	>=110%	140%
			100%	100%
			90%	50%
			<90%	0%
• Behavioural / sustainability objectives	5%		>=110%	130%
			100%	100%
			90%	50%
			<90%	0%
* For interim results, the calculation is linear.				
** The total amount of MBO disbursable may not exceed 130%				

To check whether the performance targets have been reached, reference will be made to the data of the Integrated Annual Report of the LU-VE Group relating to the year of reference, net of any non-recurring components and any variable emoluments accrued by Executive Directors, as approved by the competent corporate bodies. As for turnover, the data that will be considered is that relating to product turnover.

3.5.2 Medium/long-term incentives

At its meeting on 14 March 2023, the Board, having consulted with the Board of Statutory Auditors, positively considered the 2023-2025 LTI Plan Guidelines formulated by the RAC in agreement with the CEO and CSDO for the part falling within their competence, for a medium/long-term monetary incentive plan entitled 2023-2025 LTI Plan, so as to align the interests of the possible beneficiaries of said Plan (see below) with the creation of value for the Group over the medium/long-term.

Following the favourable vote cast by the Shareholders' Meeting of 28 April 2023 on the remuneration policy proposed for the 2023 year, on the proposal of the Remuneration and Appointments Committee and with the favourable opinion of the Board of Statutory Auditors, the Board of Directors, in its meeting of 12 May 2023, approved the Regulation of the 2023-2025 LTI Plan, defining the targets for each of the performance objectives envisaged by the Plan itself and also identifying the beneficiaries, the list of which was then supplemented, on the proposal of the CEO and favourable opinion of the RAC, on 28 November 2023 and 13 March 2024; at the meeting held on 13 March 2024, the Board of Directors, on the proposal of the RAC shared for the part falling under its competence with the CEO, and having consulted the Board of Statutory Auditors as regards the Directors with Proxy, also updated the targets initially set for some of the performance objectives envisaged by the Plan (see below).

In line with the founding principles of the Remuneration Policy, the specific purpose of the 2023-2025 LTI Plan is:

- to enable a correlation between management remuneration and value creation for shareholders in the medium/long-term, combining growth with sustainability;
- to focus management on achieving the Group's three-year objectives;

- to ensure the motivation and retention of the General Manager and Key management personnel as well as of other Group managers, by linking the economic incentive of the Plan to the continuation of employment with the Group.

The 2023-2025 LTI Plan:

- is addressed to the Directors with Proxy (CEO and CSDO), General Manager, Key management personnel, and, where applicable, a limited number of Group Managers identified by the Board of Directors on the proposal of the CEO, following consultation with the Remuneration and Appointments Committee;
- awards a cash bonus based on the achievement of the Group's performance objectives in the three-year period of 2023-2025 (three-year vesting period), the payment of which is conditional: *(i)* for the Directors with Proxy, upon remaining in office as at 31 December 2025, and *(ii)* for the General Manager and Key management personnel as well as other manager beneficiaries, upon keeping their employment for the entire three-year period of 2023-2025.

The performance objectives that must be achieved for the payment of the cash bonus have been identified by the Board of Directors on the proposal of the Remuneration and Appointments Committee, after consulting the Board of Statutory Auditors as the following parameters and weights:

- consolidated EBITDA (cumulative three-year value) – 50%;
- consolidated TURNOVER (cumulative three-year value) – 20%;
- NET FINANCIAL POSITION/EBITDA RATIO (average value for the three-year period and value for 2025) – 15%;
- EBITDA of the subsidiary LU-VE US (formerly named Zyklus) (three-year cumulative value) – 5%;
- REDUCTION OF Scope 1 AND Scope 2 EMISSIONS given the same consolidated EBITDA – 10%.

The Regulation of the 2023-2025 LTI Plan includes the possibility for the targets set to be adjusted in case of significant changes to the Group (e.g. significant acquisitions and disposals) or other extraordinary events, upon resolution of the Board of Directors taken on the proposal of the RAC and after hearing the opinion of the Board of Statutory Auditors to the extent of its competence.

At the end of the three-year period, the Board of Directors will verify the achievement of the targets, on the proposal of the Remuneration and Appointments Committee, following consultation with the Board of Statutory Auditors for the Directors with Proxy, and on the proposal of the CEO, having heard the opinion of the Remuneration and Appointments Committee, for the other beneficiaries.

The target of each of the above-mentioned performance objectives was established by the Board of Directors initially at the meeting on 12 May 2023, on the proposal of the Remuneration and Appointments Committee, following consultation with the Board of Statutory Auditors for the Directors with Proxy, and on the proposal of the CEO, having heard the opinion of the Remuneration and Appointments Committee, for the other beneficiaries. In particular, said targets were identified: *(i)* in relation to the reduction of Scope 1 and Scope 2 emissions, given the same EBITDA, based on the Sustainability Plan; *(ii)* in relation to the EBITDA of LU-VE US (formerly named Zyklus), based on the data of the 2023-2028 business plan of LU-VE US (formerly named Zyklus), approved by the

Board of Directors on 23 February 2023, as well as (iii) in relation to all other objectives, on the basis of the data of the 2023-2026 business plan of the Group approved by the Board of Directors on 23 February 2023.

Subsequently, the Board of Directors, upon the proposal of the RAC and having heard the opinion of the Board of Statutory Auditors as to the Directors with Proxy, in its meeting of 13 March 2024, updated the performance targets for Consolidated EBITDA, Consolidated Turnover and EBITDA of LU-VE US (formerly known as *Zyklus*), to take into account the changes in the data relating to the same indicators contained in the Group's 2024-2027 Business Plan and LU-VE US 2024-2030 Business Plan, approved by the Board of Directors on 21 February 2024. This amendment was appropriate to continue to pursue the incentivising function of the 2023-2025 LTI Plan.

The Board of Directors, on the proposal of the CEO and favourable opinion of the RAC, supplemented the list of beneficiaries at the meeting of 28 November 2023, to take into account the identification of the CCO Cooling System as KMP, and subsequently again at the meeting of 13 March 2024, to take into account the appointment as KMP of the Chief Technical & Innovation Officer and the Managing Directors of the Nordic and Central-East EU Clusters, as well as identifying another Group executive as the beneficiary. More specifically, the amount of the cash bonus to be paid to each beneficiary will be calculated on the basis of the assessment criteria shown in the following table, taking into account the conditions contained in the Regulation of the 2023-2025 LTI Plan:

PERFORMANCE TARGETS	WEIGHT	ENTRY POINT	TARGET LEVEL	MAX. LEVEL	MAX. WEIGHT
2023-2025 Cumulative EBITDA compared to Cumulative Target EBITDA	50.00%	90.00%	100.00%	120.00%	60.00%
Cumulative Turnover 2023-2025 compared to Cumulative Target Turnover	20.00%	90.00%	100.00%	110.00%	22.00%
2025 NFP/EBITDA ratio compared to the average of the 2023-2025 Target NFP/target EBITDA ratio	15.00%	90.00%	100.00%	110.00%	16.50%
2023-2025 cumulative ZYKLUS EBITDA compared to Cumulative Target ZYKLUS EBITDA	5.00%	90.00%	100.00%	120.00%	6.00%
Reduction of scope 1 and 2 emissions given the same consolidated EBITDA	10.00%	90.00%	100.00%	110.00%	11.00%
total	100.00%	90.00%	100.00%	115.50%	115.50%

* For interim results, the calculation is linear.

The cash bonus for each of the performance objectives indicated above will be paid only if:

(i) the EBITDA for each of the financial years 2023, 2024 and 2025 ("Annual EBITDA") has reached at least 90% of the target EBITDA ("Target EBITDA") for at least two of the financial years 2023, 2024 and 2025 and Cumulative EBITDA for the three years ("Cumulative EBITDA") has reached at least 90% of the 2023, 2024 and 2025 cumulative EBITDA target ("Cumulative Target EBITDA");

(ii) the turnover for each of the financial years 2023, 2024 and 2025 ("Annual Turnover") has reached at least 90% of the target turnover ("Target Turnover") for at least two of the financial years 2023, 2024 and 2025 and the cumulative turnover of the three years ("Cumulative Turnover") has reached at least 90% of the 2023, 2024 and 2025 cumulative target turnover ("Cumulative Target Turnover");

(iii) in the financial years 2023, 2024 and 2025, the average of the ratio between the net financial position for each of the financial years 2023, 2024 and 2025 (“Annual NFP”) and the Annual EBITDA does not exceed 110% of 1.41 (average) of the objectives of the 2023-2025 Business Plan) and the ratio between Annual NFP and Annual EBITDA in 2025 (last year of the Plan), is not higher than 110% of the average value of 1.41;

(iv) the EBITDA of LU-VE US (formerly known as Zyklus) relating to each of the financial years 2023, 2024 and 2025 (“LUVE US Annual EBITDA”) has reached at least 90% of the LU-VE US (formerly called Zyklus) target EBITDA (“LU-VE US Target EBITDA”) for at least two of the financial years 2023, 2024 and 2025 and the LU-VE US (formerly Zyklus) cumulative EBITDA for the three years (“LU-VE US cumulative EBITDA”) has reached at least 90% of the LU-VE US (formerly Zyklus) cumulative target EBITDA 2023, 2024 and 2025 (“LU-VE US Cumulative Target EBITDA”);

(v) the average value of the ratio between the annual Scope 1 and Scope 2 emissions and the Annual EBITDA in the three-year period was no higher than 110% of 273 (average of the targets for the reduction of the aforementioned emissions for the performance period compared to the base year 2022) and the ratio between Scope 1 and Scope 2 emissions in 2025 and Annual EBITDA in 2025 did not exceed 110% of the average value of 273.

No additional portion will be paid with respect to the cash bonus already accrued if (i) the Cumulative EBITDA exceeds 120% of the Cumulative Target EBITDA; and/or (ii) the Cumulative Turnover exceeds 110% of the Cumulative Target Turnover; and/or (iii) the ratio between the 2025 Annual NFP and the 2025 Annual EBITDA is 10% lower than the average value of 1.41; (iv) and/or the LU-VE US Cumulative EBITDA exceeds 120% of the LU-VE US Cumulative EBITDA; (v) the ratio between Scope 1 and Scope 2 emissions in 2025 and Annual EBITDA in 2025 is more than 10% lower than the average value of 273.

The Regulation of the 2023-2025 LTI Plan also envisages, subject to the justified proposal of the Remuneration and Appointments Committee, after hearing the opinion of the Board of Statutory Auditors with regard to the Directors with Proxy, and based on the motivated proposal of the CEO, consulting the Remuneration and Appointments Committee for the other beneficiaries, grant the Board of Directors the power to allow the payment of the cash bonus, even if the performance targets are partially achieved or not achieved, to an extent that the Board of Directors shall define.

The Regulation of the 2023-2025 LTI Plan defines for the General Manager and Key Management Personnel who are beneficiaries of the LTI, the total monetary bonus (base 100) will correspond to 15% of the Gross Annual Remuneration received by each of the aforementioned beneficiaries, for each year of the three-year period. In case all the results including the overperformance are achieved in the maximum value set, the weight of the LTI will be equal to 18% of the RAL received by each of the aforementioned beneficiaries, for each year of the three-year period.

At the end of the three-year vesting period, the Plan envisages the award, by the end of May 2026, of 60% of the bonus accrued and the deferral of the remaining portion of 40% at the end of December 2026 (namely 12 months after the end of the financial year in which performance was measured).

3.6 Non-monetary benefits

With the objective of ensuring an overall remuneration offer which is as competitive and aligned to best practices as possible, the salary package of the Directors with Proxy, the General Manager and of the Key management personnel is completed with non-monetary benefits (e.g. company car,

even for personal use), with the goal of supplementing the salary package components in kind consistent with the status of the beneficiary, as well as forms of supplementary insurance with the aim, broadly speaking, of protecting the beneficiary's well-being.

In addition to life insurance coverage, insurance for permanent disability from illness and accidents, including non-professional, and on travel risks, the company offers subscription to a fund for the reimbursement of supplementary healthcare costs (which also covers the household), which augments that envisaged by FASI (Supplementary Healthcare Assistance Fund for managers of companies that produce goods and services and their families).

In line with the best practice, a policy was also stipulated to cover the third-party civil liability of company bodies (including the Board of Statutory Auditors), the General Manager, the Key management personnel, executives and senior managers (so-called D&O - Directors&Officers Liability). This is in order to indemnify the persons referred to above from the expenses for compensation of damages deriving from the performance of their respective functions (excluding cases of wilful misconduct and gross negligence).

For the General Manager and for certain Key Management Personnel and executives, in specific cases, other benefits may be envisaged, such as, for example, the payment of expenses for home services and/or school expenses for their children.

3.7 One-off monetary bonuses

For the General Manager and Key Management Personnel, the one-off monetary bonuses may be further envisaged: (i) on the occasion of recruitment (so-called "entry bonus"); (ii) upon resolution of the Board of Directors, subject to the favourable opinion of the RAC, on the proposal of the CEO (in the event of KMP, formulated in agreement with the General Manager, up to a maximum of 25% of the Gross Annual Remuneration relating to the reference period, including the amounts awarded for non-compete clauses, to reward individual or collective results that are particularly significant for the Company and for the Group (such as, but not limited to, the finalisation of M&A transactions or significant and/or extraordinary transactions or projects during the year) that are of significant importance for the development of the Group or one of its divisions).

3.8 Indemnity in the event of termination of office or termination of the employment relationship.

3.8.1 Indemnity

As at the date of this Report, no provision is made for any indemnity in case of termination of office of Executive Directors, or in the event of termination of the employment relationship with the General Manager and Key Management Personnel.

With regard to the General Manager and the Key Management Personnel, the Company makes a quarterly payment (20 January; 20 April; 20 July; 20 October) to the supplementary pension fund chosen by the executive in accordance with the national collective bargaining agreement applied (National Collective Bargaining Agreement for industry executives), equal to the percentage of the severance benefit accrued and the additional contribution envisaged contractually.

Furthermore, based on the applicable collective bargaining agreements, if the employer terminates the employment relationship, the executive has the right to a notice period (which increases with years of service), or, if the notice period is not respected, to the payment of the indemnity corresponding to the notice period not granted. If the termination of the employment relationship

is declared as unjustified, the executive has the right to an additional indemnity, which also increases with years of service, based on regulatory provisions. If the member of the Key Management Personnel challenges the termination communicated by the employer, the Company may initiate negotiations aimed at an out-of-court settlement of the challenge, in order to avoid the emergence of potentially lengthy and costly legal disputes, always having as its primary objective to guarantee the Company's interest.

For the General Manager and for KMP, in the event the Company terminates the employment relationship for reasons not inherent to just cause, the individual agreements may envisage, in addition to the direct and indirect amounts accrued and the contractual notice period, the payment of an additional amount equal to maximum number of fifteen months of the Gross Annual Remuneration.

3.8.2 Effects on rights assigned as regards monetary incentive plans

● Short-term incentives (MBO)

The right to the annual variable component of remuneration (MBO) and to the relative cash payment is usually forfeited in the event of termination of employment during the reference year, both on the initiative of the beneficiary and on the initiative of the company. For the General Manager and the Key Management Personnel, the accrual and the payment of the variable MBO component is conditional on still being in employment on 31 January of the year following the reference year.

There may be more restrictive clauses envisaged in individual contracts, and equally more favourable conditions may be agreed at the time of the termination of termination of the employment relationship.

● Medium/long-term incentives (2023-2025 LTI)

The Regulation of the 2023-2025 LTI Plan envisages:

- that the right to receive the bonus, even on a pro-rata basis, is forfeited, if at the end of the vesting period the beneficiary is no longer in employment with the Company or with a company belonging to the Group for whatsoever reason, or is in a notice period, that is worked or otherwise, or in similar circumstances that may be applicable by law or by contract;
- the power of the Board of Directors - on the proposal of the Remuneration and Appointments Committee, after consulting the Board of Statutory Auditors for the Directors with Proxy, and on the proposal of the CEO, after consulting the Remuneration and Appointments Committee for the other beneficiaries - to assess, at its discretion, whether the bonus should be fully or partly paid, in the event in which the relevant employment relationship is terminated due to:
 - (i) expiry of the mandate as Company director;
 - (ii) consensual termination by mutual consent;
 - (iii) access by the beneficiary to a pension fund, contribution for years of service or for invalidity on condition that this leads to a termination of employment; as well as in cases of:
 - (iv) dismissal justified by objective reasons (for the category of executives included in the notion of justification);
 - (v) resignation for just cause;
 - (vi) dismissal due to exceeding the compulsory period;
- the payment of the bonus to the beneficiary (or to his/her legitimate heirs or to those entitled) in the event of the termination of the relevant employment relationship due to death or a

debilitating event, such that the beneficiary can no longer continue working, for the period between the start date of participation in the plan and the date on which employment ended.

3.9 Remuneration of members of the Board of Statutory Auditors

In compliance with the provisions of the Articles of Association, the remuneration of the standing members of the Board of Statutory Auditors is determined by the Shareholders' Meeting.

The Shareholders' Meeting of 28 April 2023 established, for the 2023-2025 three-year period, the remuneration of the Chairman of the Board of Statutory Auditors at Euro 45,000.00 per annum, and the remuneration for each Standing Auditor at Euro 30,000.00 per annum, also considering the content of the report drawn up by the departing Board of Statutory Auditors pursuant to the "Rules of conduct of the Board of Statutory Auditors of listed companies" (edition of 26 April 2018), issued by the Board of Professional Accountants and Auditors, referring in particular to Rule Q.1.6., "Remuneration" (see below, Section II, Part One, point 1.3 of this Report).

3.10 Remuneration of the Manager of the Internal Audit Function

The remuneration of the Manager of the Internal Audit Function is made up of a fixed component and a short-term variable component (MBO), consistent with the functions assigned by the Board of Directors, allocated on the proposal of the CEO, with the approval of the Control and Risk Committee, after consulting the Board of Statutory Auditors.

The procedures for attributing and determining the short-term variable component are identified in observance of the general principles set out in the Remuneration Policy.

3.11 Permitted exemptions to this policy

In the event of Exceptional Circumstances (meaning, by way of example but not limited to such): (i) the need to replace or enter an Executive Director the General Manager or a member of the Key Management Personnel, due to unforeseen events and/or based on the development of the Group, and to have to rapidly negotiate a remuneration package, where the restrictions imposed by the approved Policy could limit the Company's opportunity to attract managers with the appropriate expertise to manage the business; (ii) significant changes in the scope of the business activity during the validity of the Remuneration Policy, such as the sale of a business/division on which the performance targets of the Remuneration Policy were based, or the acquisition of a significant business not contemplated in the preparation of said Policy; (iii) the occurrence, at national or international level, of extraordinary and unforeseeable events, regarding the Company and/or the sectors and/or the markets it operates in, which have a significant impact on the Company's results, the Board of Directors may exempt the following elements of this Policy, in order to pursue the long-term interests and sustainability of the Company as a whole or to ensure its ability to stay in the market:

- performance targets and/or respective weights, relating to the annual variable components (MBO) and to the medium/long-term monetary incentives (LTI).

These exemptions may be resolved by the Board of Directors, on the proposal of, or in any event, after consulting, the RAC and the Board of Statutory Auditors, applying the "Related Party Transactions Procedure" in force at the Company, even if the exemptions provided for therein should apply.

SECTION II

FEES PAID IN 2024 AND OTHER INFORMATION

1. PART ONE

Information on the fees paid in the 2024 financial year to Directors, Statutory Auditors, Honorary Chairman, General Manager and Key management personnel is provided below. An illustration of some items and further information is also available in Section I of this Report.

In this regard, the compliance of the remuneration policy defined for the 2024 year (“2024 Policy”) was verified by the Remuneration and Appointments Committee at the time of the periodic assessment conducted by the same Committee at the meeting held on 21 February 2025. Following the assessment, the Remuneration and Appointments Committee and the Control and Risk Committee (through two of its members, including the Chairman, who are also members of the Remuneration and Appointments Committee) confirmed the consistency and compliance of the remuneration paid to Directors, Statutory Auditors, Honorary Chairman, the General Manager and Key Management Personnel during 2024 with the 2024 Policy.

1.1 Description of the remuneration paid to members of the Board of Directors in the 2024 financial year

The Board of Directors in office during the 2024 year was appointed by the Shareholders’ Meeting on 28 April 2023, which confirmed the number of its members as 10 (ten), appointing:

- the Executive Directors, Matteo Liberali (Chairman and CEO), Pier Luigi Faggioli (Vice Chairman), Michele Faggioli (CSDO); as well as
- the Non-Executive Directors, Raffaella Cagliano (independent), Anna Gervasoni (independent), Fabio Liberali, Laura Oliva, Stefano Paleari (independent), Carlo Paris (independent), Roberta Pierantoni.

Again the Shareholders’ Meeting of 28 April 2023 established, pursuant to art. 2389, paragraph 3 of the Italian Civil Code: (i) the total maximum annual amount of fixed remuneration, for the entire term in office, of all Directors, including those who are attributed special offices, as well as the remuneration attributed as member for the participation of the Internal Board Committees, at Euro 2,000,000.00; and (ii) the total maximum annual amount of variable remuneration, for the entire term in office, at Euro 2,000,000.00, linked to performance targets, to be attributed to the Directors vested with special roles, bestowing a mandate to the Board of Directors to divide it between the Directors based on the activities performed for the Company.

The Shareholders’ Meeting of 28 April 2023 also resolved the introduction of the figure of the Honorary Chairman in the Articles of Association, and on the same date the Board of Directors assigned this office to Marco Claudio Vitale, external member of the Board.

At the same meeting on 28 April 2023, the Board of Directors also appointed the members of the three committees set up within the Board of Directors, identified, in particular:

- for the Control and Risk Committee, the directors Stefano Paleari (independent and acting as Chairman), Anna Gervasoni (independent) and Laura Oliva (non-executive);
- for the Remuneration and Appointments Committee, the directors Stefano Paleari (independent and acting as Chairman), Anna Gervasoni (independent) and Roberta Pierantoni (non-executive).

- for the Independent Committee, the independent directors, Stefano Paleari (acting as Chairman), Raffaella Cagliano and Carlo Paris.

1.1.1 Fixed remuneration of Executive Directors and non-Executive Directors

In accordance with the 2023 Remuneration Policy approved by the Shareholders' Meeting on 28 April 2023, on 12 May 2023 the Board of Directors - on the proposal of the Remuneration and Appointments Committee and with the favourable opinion of the Board of Statutory Auditors, taking into account the maximum total annual amount resolved by the Shareholders' Meeting for the fixed remuneration of all Directors - assigned the following remuneration:

- to each member of the Board of Directors an annual fixed remuneration of Euro 25,000.00 *pro rata temporis* for the entire duration of the 2023-2025 three-year mandate;
- to the Chairman of the Board of Directors and CEO, Matteo Liberali:
 - (i) an annual fixed remuneration of Euro 175,000.00, for the office of Chairman of the Board of Directors, in addition to the fixed basic remuneration of Euro 25,000.00 *pro rata temporis* for the office of director;
 - (ii) an annual fixed remuneration of Euro 525,000.00, for the position of CEO, for the proxies assigned pursuant to art. 2389, paragraph 3 of the Italian civil code;
- to the Vice Chairman of the Board of Directors, Pier Luigi Faggioli:
 - (i) an annual fixed remuneration of Euro 25,000.00, for the office of Vice Chairman of the Board of Directors, in addition to the fixed basic remuneration of Euro 25,000.00 *pro rata temporis* for the office of director, as well as
 - (ii) an annual fixed remuneration of Euro 235,000.00 for the proxies assigned in the subsidiaries of strategic relevance SEST S.p.A (as from 31 December 2024 incorporated by merger in LU-VE) and SEST-LUVE-Polska s.p.zo.o.;
- to the Director with Proxies, CSDO, Michele Faggioli:
 - (i) an annual fixed remuneration of Euro 525,000.00, in addition to the fixed basic remuneration of Euro 25,000.00 for the office of director, for the proxies assigned pursuant to art. 2389, paragraph 3 of the Italian civil code;
- to the Chairman of the Remuneration and Appointments Committee and of the Control and Risk Committee an annual fixed remuneration for each office of Euro 11,000.00 *pro rata temporis* for the entire duration of the 2023-2025 three-year mandate;
- to each of the other two members of the Remuneration and Appointments Committee and of the Control and Risk Committee an annual fixed remuneration of Euro 8,000.00 *pro rata temporis* for the entire duration of the 2023-2025 three-year mandate;
- to the Chairman of the Independent Committee an annual remuneration of Euro 5,500.00 *pro rata temporis* for the entire duration of the 2023-2025 three-year mandate;
- to each of the other two members of the Independent Committee an annual fixed remuneration of Euro 4,000.00 *pro rata temporis* for the entire duration of the 2023-2025 three-year mandate.

Thus, for the whole 2024 year:

- Matteo Liberali (Chairman/CEO) has accrued in total, as the annual fixed component, the following amounts:
 - Euro 25,000.00, for the office of member of the Board of Directors;
 - Euro 175,000.00 as additional remuneration for the office of Chairman of the Board of Directors;
 - Euro 525,000.00, as additional remuneration for the office of CEO.
- Pier Luigi Faggioli (Vice Chairman) has accrued in total, as the annual fixed component, the following amounts:
 - Euro 25,000.00, for the office of member of the Board of Directors;
 - Euro 25,000.00 as additional remuneration for the office of Vice Chairman of the Board of Directors;
 - Euro 235,000.00 as additional remuneration for the proxies that were assigned to him in the subsidiaries of strategic relevance SEST S.p.A and SEST-LUVE-Polska s.p.zo.o.;
- Michele Faggioli (CSDO) has accrued in total, as the annual fixed component, the following amounts:
 - Euro 25,000.00, for the office of member of the Board of Directors;
 - Euro 525,000.00, as additional remuneration for the office of CSDO;
- Stefano Paleari has accrued the following amounts:
 - Euro 25,000.00, for the office of member of the Board of Directors;
 - Euro 27,500.00 for the office of Chairman of the Remuneration and Appointments Committee, the Control and Risk Committee and the Independent Committee;
- Anna Gervasoni has accrued the following amounts:
 - Euro 25,000.00, for the office of member of the Board of Directors;
 - Euro 16,000.00 for the office of member of the Remuneration and Appointments Committee and the Control and Risk Committee;
- Laura Oliva has accrued the following amounts:
 - Euro 25,000.00, for the office of member of the Board of Directors;
 - Euro 8,000.00 for the position of member of the Control and Risk Committee;
- Roberta Pierantoni has accrued the following amounts:
 - Euro 25,000.00, for the office of member of the Board of Directors;
 - Euro 8,000.00 for the office of member of the Remuneration and Appointments Committee;
- Raffaella Cagliano and Carlo Paris have each accrued the following amounts:
 - Euro 25,000.00, for the office of member of the Board of Directors;

- Euro 4,000.00 for the office of member of the Remuneration and Appointments Committee;
- Fabio Liberali has accrued the following amounts:
 - Euro 25,000.00, for the office of member of the Board of Directors.

1.1.2 Variable remuneration of the Executive Directors

In accordance with the 2024 Policy, with regard to 2024 - on the proposal of the Remuneration and Appointments Committee and with the favourable opinion of the Board of Statutory Auditors, and taking into account the maximum total annual amount resolved by the Shareholders' Meeting on 28 April 2023 for the variable remuneration, linked to performance indicators, to be assigned to the Directors vested with particular offices - the Board of Directors, in the meeting of 13 March 2024, resolved to assign:

- to the Chairman of the Board of Directors and CEO, Matteo Liberali:
 - (i) an MBO (for a potential maximum value of Euro 450,000.00), linked to the achievement of the following quantitative targets:
 - Consolidated EBITDA (weight of 50%);
 - Consolidated TURNOVER (weight of 10%);
 - NET FINANCIAL POSITION/EBITDA RATIO (consolidated data, weight of 25%);
 - Reduction of Scope 1 and Scope 2 emissions in relation to consolidated EBITDA (weight of 5%);
 - GROUP ACCIDENT RATE (weight of 5%);
 - ITALY ACCIDENT RATE (weight of 2.5%);
 - EUROPE ACCIDENT RATE (weight of 2.5%);
 - (ii) an LTI for the 2023-2025 three-year period (for a potential maximum value of Euro 170,000.00), linked to the achievement of the following targets:
 - consolidated EBITDA (cumulative three-year value, weight of 50%);
 - consolidated TURNOVER (cumulative three-year value, weight of 20%);
 - NET FINANCIAL POSITION - NFP/EBITDA RATIO (average value for the three-year period and value for 2025, weight of 15%);
 - 2023-2025 cumulative ZYKLUS EBITDA compared to Cumulative Target ZYKLUS EBITDA (weight of 5%);
 - Reduction of Scope 1 and Scope 2 emissions given the same consolidated EBITDA (weight of 10%).
- to the Vice Chairman of the Board of Directors, Pier Luigi Faggioli:
 - (i) an MBO (for a potential maximum value of Euro 290,000.00), linked to the achievement of the following targets:
 - Consolidated EBITDA (weight of 50%);
 - Consolidated TURNOVER (weight of 10%);
 - NET FINANCIAL POSITION/EBITDA RATIO (consolidated data, weight of 25%);

- Reduction of Scope 1 and Scope 2 emissions given the same consolidated EBITDA (weight of 5%)
 - GROUP ACCIDENT RATE (weight of 5%);
 - ITALY ACCIDENT RATE (weight of 2.5%);
 - EUROPE ACCIDENT RATE (weight of 2.5%).
- to the Director with Proxies, CSDO, Michele Faggioli:
- (i) an MBO (for a potential maximum value of Euro 450,000.00), linked to the achievement of the following targets:
- Consolidated EBITDA (weight of 50%);
 - Consolidated TURNOVER (weight of 10%);
 - NET FINANCIAL POSITION/EBITDA RATIO (consolidated data, weight of 15%);
 - Reduction of Scope 1 and Scope 2 emissions in relation to consolidated EBITDA (weight of 10%);
 - GROUP ACCIDENT RATE (weight of 10%);
 - ITALY ACCIDENT RATE (weight of 2.5%);
 - EUROPE ACCIDENT RATE (weight of 2.5%).
- (ii) an LTI for the 2023-2025 three-year period (for a potential maximum value of Euro 170,000.00), linked to the achievement of the following targets:
- consolidated EBITDA (cumulative three-year value, weight of 50%);
 - consolidated TURNOVER (cumulative three-year value, weight of 20%);
 - NET FINANCIAL POSITION/EBITDA RATIO (average value for the three-year period and value for 2025, weight of 15%);
 - 2023-2025 cumulative ZYKLUS EBITDA compared to Cumulative Target ZYKLUS EBITDA (weight of 5%);
 - Reduction of Scope 1 and Scope 2 emissions given the same consolidated EBITDA (weight of 10%).

Based on the performances, for the whole 2024 year:

- Matteo Liberali (Chairman/CEO) has accrued in total,
 - (i) as the annual variable component (MBO), the following remuneration:
 - Euro 398,102.23;
 - (ii) as the medium/long-term variable component (2023-2025 LTI), the following remuneration:
 - Euro 143,355.73;
- Pier Luigi Faggioli (Vice Chairman) has accrued in total:
 - (i) as the annual variable component (MBO), the following remuneration:
 - Euro 256,555.09;
- Michele Faggioli (CSDO) has accrued in total,

(i) as the annual variable component (MBO), the following remuneration:

- Euro 397,945.71;

(ii) as the medium/long-term variable component (2023-2025 LTI), the following remuneration:

- Euro 143,355.73.

The final value of the MBO was assigned by the Board of Directors on 13 March 2025, on the proposal of the Remuneration and Appointments Committee and with the favourable opinion of the Board of Statutory Auditors, with regard to the Chairman/CEO and the Vice Chairman, with an average percentage value of 101.74 % of the target value, and with regard to the CSDO, with an average percentage value of 101.70% of the target value.

With regard to the 2023-2025 LTI Plan, the performance targets envisaged for the second year of the Plan were reached both for the Chairman/CEO and the CSDO, with a percentage value of 97.40%; therefore, the related amount was allocated to provisions in the financial statements.

Non-monetary benefits were also paid: to Matteo Liberali for a value equivalent to Euro 6,212.30; to Pier Luigi Faggioli for a value equivalent to Euro 6,433.56; to Michele Faggioli for a value equivalent to Euro 11,703.55.

Based on the above elements, the total fixed remuneration paid:

- to the Chairman/CEO for 2024 corresponded to 1.34 times the variable remuneration (made up of the MBO and LTI) accrued in the same year.

In particular, with reference only to the fixed remuneration paid to the CEO for 2024, this corresponded to 0.97 times the variable remuneration (made up of the MBO and LTI) accrued in the same year;

- to the Vice Chairman, also for the proxies assigned for 2024 corresponded to 1.1 times the variable remuneration (made up of the MBO) accrued in the same year;

In particular, with reference only to the fixed remuneration paid for the proxies attributed for 2024, this corresponded to 0.92 times the variable remuneration (made up of the MBO) accrued in the same year;

- to the CSDO for 2024 corresponded to 1.02 times the variable remuneration (made up of the MBO and LTI) accrued in the same year.

In particular, with reference only to the fixed remuneration paid for proxies granted for the fiscal year 2024, this corresponded to 0.97 times the variable remuneration (made up of the MBO and LTI) accrued in the same year.

With regard to the variable components of remuneration accrued by the Executive Directors in the 2024 financial year, note that, in order to protect the confidentiality of commercially sensitive information and of unpublished forecasts, the Company does not provide information on the performance targets value achieved with respect to those envisaged. This decision was necessary in consideration of the fact that LU-VE S.p.A. is the only European company in its sector with shares

traded on a regulated market of the European Union; as it is also the only company in its sector subject to the disclosure obligations envisaged by the SHRD II Directive, as transposed into our legal system, and as instead the disclosure of this information to the public is not required of its competitors, this would enable the latter to gain a competitive advantage that could damage the Company's business.

With reference to the MBOs, the financial performance target of the Turnover for all Executive Directors exceeded the entry point, but did not reach the target, while EBITDA exceeded the target, but did not reach the overperformance and the NFP/EBITDA ratio reached the target overperformance. As for the non-financial indicator of the accident rate, the target achieved the overperformance with reference to the accident rate of the European plants, it exceeded the target, but did not achieve the overperformance at Group level, while it did not achieve the entry point with reference to the Italian plants. Finally, the non-financial indicator of the reduction of Scope 1 and Scope 2 emissions in relation to consolidated EBITDA exceeded the target, but did not reach the overperformance.

With reference to the LTI, the financial performance indicator of the Turnover exceeded the entry point, but did not reach the target, while EBITDA exceeded the target, but did not reach the overperformance and the NFP/EBITDA ratio reached the overperformance. The financial indicator of EBITDA of the subsidiary LU-VE US did not reach the entry point. Finally, the non-financial indicator of the reduction of Scope 1 and Scope 2 emissions in relation to consolidated EBITDA exceeded the target, but did not reach the overperformance.

Based on the overall proposal of the RAC, on 13 March 2025, the Board of Directors resolved the vesting of the bonuses relating to the 2024 MBO and the 2024 LTI based on calculations relating to the overperformance achieved.

With regard to the fees paid in the 2024 year to the Executive Directors and to the Non-Executive Directors illustrated in this Part One, Section II of the Report, note that:

- (i) the fixed remuneration of all directors (including the Honorary Chairman) amounts to Euro 1,827,500.00 (in addition to Euro 24,349.41 assigned to the Executive Directors by way of non-monetary benefits), against a ceiling approved by the Shareholders' Meeting of Euro 2,000,000.00;
- (ii) the variable remuneration accrued by the Executive Directors (MBO, as well as, just for the CEO and CSDO, 2024 LTI) amount to a total of Euro 1,339,314.48 (of which Euro 1,052,603.02 for the MBO and Euro 286,711.46 for the 2024 LTI portion), against a maximum amount resolved by the Shareholders' Meeting of Euro 2,000,000.00.

1.2 Remuneration of the Honorary Chairman in 2024

In accordance with the fixed annual remuneration assigned by the Board of Directors on 12 May 2023, in the 2024 year the Honorary Chairman was paid fixed annual remuneration of Euro 25,000.00.

1.3 Remuneration of members of the Board of Statutory Auditors in 2024

The Board of Statutory Auditors in office during 2024 was appointed by the Shareholders' Meeting held on 28 April 2023 which appointed the following as member of that Board: Mara Palacino (Chairman), Paola Mignani and Domenico Angelo Magno Fava awarding the same, *pro rata temporis*, an annual remuneration of Euro 45,000.00 for the Chairman and Euro 30,000.00 gross for

each of the two standing auditors, also considering the recommendations provided by the departing Board of Statutory Auditors in its report drawn up pursuant to the “Rules of conduct of the Board of Statutory Auditors of listed companies” (edition of 26 April 2018), issued by the Board of Professional Accountants and Auditors, referring in particular to Rule Q.1.6., “Remuneration”; in said report, the departing Board of Statutory Auditors had detailed the activities performed, the time employed to prepare its work, as well as for its meetings and for the participation in the meetings of the Board of Directors, of the Internal Board Committees and of the Shareholders’ Meeting, to provide recommendation for the definition of the fees of the incoming Board of Statutory Auditors.

As resolved by the Shareholders’ Meeting, the following gross amounts were paid to the members of the Board of Statutory Auditors in 2024:

- Mara Palacino (Chairman) Euro 45,000.00;
- Paola Mignani and Domenico Angelo Magno Fava Euro 30,000.00 each.

1.4 Remuneration of the General Manager in 2024

In accordance with the 2024 Policy, the General Manager accrued in 2024:

- (i) as an annual fixed component, a total remuneration of Euro 390,000.00;
- (ii) as an annual variable component (MBO), a remuneration of Euro 116,997.93, linked to the achievement of the following quantitative objectives:
 - Consolidated EBITDA (weight of 50%);
 - Consolidated TURNOVER (weight of 10%);
 - NET FINANCIAL POSITION/EBITDA RATIO (consolidated data, weight of 25%);
 - Reduction of Scope 1 and Scope 2 emissions in relation to consolidated EBITDA (weight of 5%);
 - GROUP ACCIDENT RATE (weight of 5%);
 - ITALY ACCIDENT RATE (weight of 2.5%);
 - ACCIDENT RATE EUROPE (weight of 2.5%);
- (iii) as a medium/long- term variable component (LTI), a remuneration of Euro 56,977.57 linked to the achievement of the following quantitative objectives:
 - consolidated EBITDA (cumulative three-year value, weight of 50%);
 - consolidated TURNOVER (cumulative three-year value, weight of 20%);
 - NET FINANCIAL POSITION/EBITDA RATIO (average value for the three-year period and value for 2025, weight of 15%);
 - 2023-2025 cumulative ZYKLUS EBITDA compared to Cumulative Target ZYKLUS EBITDA (weight of 5%);
 - Reduction of Scope 1 and Scope 2 emissions given the same consolidated EBITDA (weight of 10%).

The final value of the MBO was assigned by the Board of Directors on 13 March 2025, on the proposal of the Remuneration and Appointments Committee and with the favourable opinion of the Board of Statutory Auditors, with an average percentage value of 101.74 % of the target value,

following the achievement of the overperformance set for the objectives of the NFP/EBITDA ratio and the accident rate of European facilities; with regard to the accident rate, the objective by contrast exceeded the target, but did not achieve the overperformance at Group level, while it did not achieve the entry point with reference to the Italian facilities. With regard to the Turnover objective, the entry point was exceeded, but the target was not reached, while with regard to EBITDA, the target was exceeded, but the overperformance was not reached. Finally, the objective of reducing Scope 1 and Scope 2 emissions in relation to consolidated EBITDA exceeded the target, but did not reach the overperformance.

With regard to the 2023-2025 LTI Plan, the performance targets envisaged for the second year of the Plan were reached with an average value of 97.40% and, therefore, the relative amount was allocated to provisions in the financial statements.

The General Manager was also awarded non-monetary benefits corresponding to a value of Euro 9,201.06.

Based on the above elements, the fixed remuneration paid to the General Manager for 2024 corresponded to 2.24 times the variable remuneration (made up of the MBO and LTI) accrued in the same year.

1.5 Remuneration of Key management personnel in 2024

In accordance with the 2024 Policy, in the 2024 year, the 8 (eight) executives who have been identified as Key Management Personnel² have accrued cumulatively:

- (i) as the annual fixed component, a total remuneration of Euro 1,112,670.26 (in addition to Euro 64,727.13 attributed as non-monetary benefits), in relation to their contracts of employment as executives of the Company or of other Group companies;
- (ii) as the annual variable component (MBO), a total remuneration of Euro 287,245.43, in relation to their contracts of employment as executives of the Company (against a potential target for 2024 for the 8 (eight) members of Key Management Personnel of Euro 279,692.69 up to a maximum for overperformance of Euro 363,600.50);
- (iii) as the medium/long-term variable component (2023-2025 LTI), a total remuneration of Euro 165,910.00.

The final value of the MBO was awarded following the achievement of the performance targets set, with an average percentage of 102.70% of the target value.

With regard to the 2023-2025 LTI Plan, the performance targets envisaged for the second year of the Plan were reached with an average value of 97.40% and, therefore, the relative amount was allocated to provisions in the financial statements.

Key Management Personnel also received remuneration totalling Euro 161,000.00 as members of management bodies or senior management of subsidiaries and affiliates.

²It should be noted that the remuneration reported in this section has been calculated taking into account the full annual amount of the remuneration paid for 2024 to the KMP who qualified as such during the 2024 year (please refer to note 1 of Section I of this Report).

Based on the above items, the fixed remuneration paid overall to Key Management Personnel for 2024 corresponded to 2.81 times the variable remuneration (made up of the MBO and LTI) accrued in the year. The calculation of the fixed remuneration also included the remuneration accrued by Key Management Personnel as members of the management bodies or senior management of subsidiary or affiliates; net of said remuneration, the fixed remuneration paid overall to Key Management Personnel for 2024 corresponded to 2.46 times the variable remuneration (made up of the MBO and LTI) accrued in the year.

For more information on the remuneration paid to the Company's Key management personnel in 2024, with respect to that envisaged in the 2024 Policy, please refer to the content of the tables in Part Two of this Section II of the Report, which shows the breakdown of the individual items it is comprised of.

1.6 Information on the application of *ex post* correction mechanisms for the variable remuneration component

In the 2024 year, the "claw-back" and "malus" clauses envisaged by the 2024 Policy, which respectively provide for the possible return or non-payment in whole or in part of the sum paid as a variable component of remuneration, were not applied by the Company.

1.7 Indemnity for termination of office or termination of the employment relationship.

In the 2024 year, no indemnities were approved and/or paid for the termination of office or for the termination of the employment relationship in favour of the Company's Directors, General Manager and Key management personnel.

1.8 Waivers to the 2024 Remuneration Policy

For the 2024 year, no exceptions were made to the 2024 Policy, approved by the Shareholders' Meeting on 29 April 2024.

1.9 Comparative information

This paragraph provides information for financial years 2020, 2021, 2022, 2023 and 2024, comparing the annual change: (i) in the total remuneration of Directors and Statutory Auditors, (ii) in the results of the Company and (iii) in the annual average gross remuneration of the employees of the Italian companies of LU-VE Group.

1.9.1 Annual changes in the remuneration of Directors and Statutory Auditors

Directors' and Statutory Auditors' remuneration (including any benefits for Executive Directors)	2020 (Euro)	2021 (Euro)	% change 2021 vs 2020	2022 (Euro)	% change 2022 vs 2021	2023 (Euro)	% change 2023 vs 2022	2024 (Euro)	% change 2024 vs 2023
Number of members of the BoD	12	12		12		10		10	
Iginio Liberali / Matteo Liberali (Chairman) ****	450.870	538.719	19,48%	568.125	5,46%	198.397	-65,08%	200.000	0,81%
Matteo Liberali (CEO)	757.405	903.768	19,32%	954.387	5,60%	1.060.603	11,13%	1.072.670	1,14%
Pierluigi Faggioli (Vice Chairman) *****	418.268	499.357	19,39%	529.435	6,02%	543.402	2,64%	547.989	0,84%
Michele Faggioli (CSDO)	745.976	873.835	17,14%	927.495	6,14%	1.087.831	17,29%	1.103.005	1,39%
Non-executive director remuneration*	19.344	20.000	3,39%	20.000	0,00%	23.397	16,99%	25.000	6,85%
CRC/RAC Chairman remuneration*	7.672	8.000	4,28%	8.000	0,00%	10.038	25,48%	11.000	9,58%
CRC/RAC member remuneration*	5.672	6.000	5,78%	6.000	0,00%	7.359	22,65%	8.000	8,71%
INDEPENDENT COMMITTEE Chairman remuneration**	-	-	NA	3.000	NA	4.699	56,62%	5.500	17,06%
INDEPENDENT COMMITTEE member remuneration**	-	-	NA	1.500	NA	3.359	123,93%	4.000	19,09%
Chairman of the Board of Statutory Auditors***	45.000	45.000	0,00%	45.000	0,00%	45.000	0,00%	45.000	0,00%
Standing Auditor	30.000	30.000	0,00%	30.000	0,00%	30.000	0,00%	30.000	0,00%

* During the 2020 and 2023 years, the corporate bodies were renewed: the remuneration amounts shown for 2020 and 2023 refer to the assumption of continuity of office for the entire year.

** It should be noted that the remuneration of the Chairman and of the members of the Independent Committee has not been considered for 2021 as this committee was established by the Board of Directors on 29 June 2021. This remuneration was considered starting from FY 2022.

*** Following the renewal of the corporate bodies on 2020 and 2023, the annual remuneration of the Chairman of the Board of Statutory Auditors did not change, even though the person that holds this position did change.

**** It should be noted that the office of Chairman of the Board of Directors until 2022 refers to Mr. Iginio Liberali, and from 2023 to Mr. Matteo Liberali; in this regard, it should be noted that as from the 2023 vs 2022 change, the assignment of the office of Chairman to the CEO already in office must be taken into account, with a consequent change in remuneration.

***** It should be noted that as from the 2023 vs 2022 change, account must be taken of the allocation of a new remuneration of Euro 25,000.00 for the specific office of Vice Chairman.

1.9.2 Annual changes in Group results

Results of the LU-VE Group	2020	2021	% change 2020-2021	2022	% change 2021-2022	2023	% change 2022-2023	2024	% change 2023-2024
Consolidated turnover (in Euro/mln)	401,5	492	22,54%	618,6	25,73%	617,3	-0,21%	589,1	-4,57%
Products Turnover (in Euro/mln)	392,5	483,1	23,08%	605	25,23%	606,8	0,30%	581	-4,25%
Reported EBITDA (in Euro/mln)	45,2	60,8	34,51%	75,1	23,52%	78,8	4,93%	82,5	4,70%
Adjusted EBITDA (in Euro/mln)	45,5	60,8	33,63%	78,8	29,61%	80,1	1,65%	82,5	3,00%
NFP (in Euro/mln)	-106,8	-121,9	14,14%	-142,3	16,74%	-126,3	-11,24%	-97,5	-22,80%
Reported NFP/EBITDA Ratio	2,36	2	-	1,89	-	1,6	-	1,18	-
Adjusted NFP/EBITDA ratio	2,35	2	-	1,81	-	1,58	-	1,18	-

Source: Annual Financial Report for the financial years up to 2023; Integrated Annual Report for the 2024 financial year.

1.9.3 Annual change in the annual average gross remuneration of the employees of LU-VE Italia Group

LU-VE Italia Group (inclusive of any benefits)	2020 (Euro)	2021 (Euro)	% change 2020-2021	2022 (Euro)	% change 2021-2022	2023 (Euro)	% change 2022-2023	2024 (Euro)	% change 2023-2024
Average total remuneration of employees	38.179,19	38.350,80	0,45%	38.558,52	0,54%	41.172,54	6,78%	44.190,71	7,33%
Number of Employees	974	1022	4,93%	1180	15,46%	1183	0,25%	1135	-4,06%

1.9.4 Trend of relationships between the remuneration of the Executive Directors and the Gross Annual Remuneration of Employees

The following table shows the trend, in the years 2020, 2021, 2022, 2023 and 2024, of the relationships between (i) the remuneration of the Executive Directors (indicated separately for the Chairman, the Vice Chairman, the Chief Executive Officer and the Chief Strategic Development Officer), of the Non-Executive Directors (considered cumulatively) and of the members of the Board of Statutory Auditors (indicated separately for the Chairman of the Board of Statutory Auditors and each Standing Auditor) and (ii) the average gross annual remuneration of employees of LU-VE Italia Group.

Remuneration ratio	2020	2021***	2022	2023 **	2024
Chairman/average Gross Annual Remuneration	11,81	14,05	14,73	4.82*	98,81
Vice Chairman/average Gross Annual Remuneration	10,96	13,02	13,73	13,20	270,75
CEO /average Gross Annual Remuneration	19,84	23,57	24,75	25,76	529,98
CSDO/average Gross Annual Remuneration	19,54	22,79	24,05	26,42	544,96
Non-Executive Directors/average Gross Annual Remuneration	0,51	0,52	0,52	0,57	12,35
Chairman of the Board of Statutory Auditors/average Gross Annual Remuneration	1,18	1,17	1,17	1,09	22,23
Standing Auditor/average Gross Annual Remuneration	0,79	0,78	0,78	0,73	14,82

* The figure takes into account the change in the governance of the Company during the 2023 financial year, which saw the concentration in the CEO also of the role of Chairman; in particular, the figure indicated refers exclusively to the remuneration for the sole role of Chairman and does not include any remuneration for the proxies attributed to him in relation to his office as CEO.

** It should be noted that, following the changes made to the governance of the Company further to the renewal of the new Board of Directors resolved by the Shareholders' Meeting of 28 April 2023 (represented, in particular, by the merging of the role of Chairman with that of the CEO and the decrease in the number of directors from twelve to ten), the total amount of remuneration attributed to all directors in the 2023 year remained in line with that of the previous year.

*** It should be noted that the increase in the ratio in relation to the 2021 financial year compared to the 2020 financial year is mainly attributable to the significant growth in size of the Group during 2021 which led to a significant increase in the number of employees quantifiable as 201 at Group level and 48 with reference to the LU-VE Italia Group.

1.10 Disclosure regarding the vote made by the shareholders' meeting on Section II of last year's report

As shown in the table below, the Shareholders' Meeting on 29 April 2024 - in which a total of 112 shareholders took part representing 17,874,500 ordinary shares equal to 80.391311% of the ordinary capital and 20,759,771 votes, equal to 81.369260% of the total amount of voting rights attributed to the share capital - with 98.89% of the voting rights represented at the Shareholders' Meeting (equal to 80.47% of the total voting rights), expressed a positive opinion with regard to Section II of the 2024 Report.

3.2 advisory vote on the “Fees paid in FY 2023” contained in Section II, pursuant to art. 123-ter, paragraph 6 of Italian Legislative Decree No. 58/98.

	No. of SHAREHOLDERS (BY PROXY)	No. of VOTES	% OF VOTES REPRESENTED	% OF TOTAL VOTING RIGHTS
In favour	101	20,531,195	98.898947	80.47334
Contrary	9	207,276	0.998450	0.81243
Abstaining	2	21,300	0.102602	0.08348
Non-voters	0	0	0.000000	0.00000
Total	112	20,759,771	100.000000	81.36926

With a view to further improving the disclosure of information on the remuneration of its management, also considering the legislative obligations introduced by Consob to transpose the SHRD II, this Section II of the Report has been prepared, focusing in particular on providing a detailed, clear and comprehensible illustration of each of the items that comprises the remuneration paid during 2024 to the Directors, Statutory Auditors, General Manager and other Key Management Personnel.

TABLE 1 – ANNEX 3A, TABLE 7-BIS ISSUERS’ REGULATION
FEES PAID TO MEMBERS OF THE ADMINISTRATION AND CONTROL BODIES, TO GENERAL MANAGERS
AND OTHER KEY MANAGEMENT PERSONNEL

2. PART TWO

1. Fees paid in the 2024 financial year

The following Table indicates the fees paid in the year ended as at 31 December 2024 to Directors, Statutory Auditors, General Manager and other Key Management Personnel.

(A) Name and surname	(B) Office	(C) Period for which the office was held	(D) Expiry of office*	(1) Fixed remuneration	(2) Remuneration for participation in committees	(3) Variable non-equity remuneration		(4) Non-monetary benefits	(5) Other remuneration	(6) Total	(7) Fair value of equity remuneration	(8) Severance pay or termination of employment indemnity
						Bonuses and other incentives	Profit sharing					
Matteo Liberali	Chairman of the Board of Directors and CEO	01/01/2024-31/12/2024	Approval of 2025 Financial Statements									
(I) Remuneration in the company that prepares Financial Statements				725.000,00 ⁽¹⁾⁽⁹⁾	0,00	541.457,96 ⁽⁶⁾		6.212,30		1.272.670,26		
(II) Fees from subsidiaries and associates												
(III) Total				725.000,00		541.457,96		6.212,30		1.272.670,26		
Pier Luigi Faggioli	Vice Chairman	01/01/2024-31/12/2024	Approval of 2025 Financial Statements									
(I) Remuneration in the company that prepares Financial Statements				285.000,00 ⁽¹⁾⁽⁹⁾	0,00	256.555,09		6.433,56		547.988,65		
(II) Fees from subsidiaries and associates												
(III) Total				285.000,00		256.555,09		6.433,56		547.988,65		
Michele Faggioli	CSDO	01/01/2024-31/12/2024	Approval of 2025 Financial Statements									
(I) Remuneration in the company that prepares Financial Statements				550.000,00 ⁽¹⁾⁽⁹⁾	0,00	541.301,44 ⁽⁶⁾		11.703,55		1.103.004,99		
(II) Fees from subsidiaries and associates												
(III) Total				550.000,00		541.301,44		11.703,55		1.103.004,99		
Raffaella Cagliano	Director	01/01/2024-31/12/2024	Approval of 2025 Financial Statements									
(I) Remuneration in the company that prepares Financial Statements				25.000,00 ⁽¹⁾⁽⁷⁾	4.000,00 ⁽⁶⁾					29.000,00		
(II) Fees from subsidiaries and associates												
(III) Total				25.000,00	4.000,00					29.000,00		
Anna Gervasoni	Director	01/01/2024-31/12/2024	Approval of 2025 Financial Statements									
(I) Remuneration in the company that prepares Financial Statements				25.000,00 ⁽¹⁾⁽⁷⁾	16.000,00 ⁽⁶⁾⁽⁹⁾					41.000,00		
(II) Fees from subsidiaries and associates												
(III) Total				25.000,00	16.000,00					41.000,00		
Fabio Liberali	Director	01/01/2024-31/12/2024	Approval of 2025 Financial Statements									
(I) Remuneration in the company that prepares Financial Statements				25.000,00 ⁽¹⁾⁽⁷⁾	0,00			7.362,40	100.000,00 ⁽⁶⁾	132.362,40		
(II) Fees from subsidiaries and associates												
(III) Total				25.000,00				7.362,40	100.000,00	132.362,40		
Laura Oliva	Director	01/01/2024-31/12/2024	Approval of 2025 Financial Statements									
(I) Remuneration in the company that prepares Financial Statements				25.000,00 ⁽¹⁾⁽⁷⁾	8.000,00 ⁽⁶⁾					33.000,00		
(II) Fees from subsidiaries and associates												
(III) Total				25.000,00	8.000,00					33.000,00		

TABLE 1 – ANNEX 3A, TABLE 7-BIS ISSUERS’ REGULATION
FEES PAID TO MEMBERS OF THE ADMINISTRATION AND CONTROL BODIES, TO GENERAL MANAGERS
AND OTHER KEY MANAGEMENT PERSONNEL

Key Management Personnel ⁽¹⁸⁾	8	01/01/2024-31/12/2024	Approval of 2025 Financial Statements						
(I) Remuneration in the company that prepares Financial Statements		887.506,85		397.661,40 ⁽⁶⁾		36.317,69		1.321.485,94	
(II) Fees from subsidiaries and associates		225.163,41		86.996,21		28.409,44	161.000,00 ⁽⁷⁾	501.569,06	
(III) Total		1.112.670,26		484.657,61		64.727,13	161.000,00	1.823.055,00	

(*) The expiry date refers to the Shareholders' Meeting that will approve the Financial Statements for the year indicated

(1) following its renewal resolved by the Shareholders' Meeting on 28 April 2023 the Board of Directors resolved to assign each member of the Board an annual gross remuneration of € 25,000.00 pro rata temporis.

(2) of which € 25,000.00 as Director, € 175,000.00 for the office of Chairman of the Board of Directors and € 525,000.00 for the office of Chief Executive Officer CEO,

(3) of which € 143,355.73 as variable medium/long term Component (2023 -2025 LTI plan) accrued for 2024.

(4) of which € 25,000.00 as Director, € 25,000.00 for the office of Vice Chairman of the Board of Directors, and € 235,000.00 for special powers granted;

(5) of which € 25,000.00 as Director and € 525,000.00 for the office of Director with proxy (CSDO).

(6) Following its renewal resolved by the Shareholders' Meeting on 28 April 2023, the Board of Directors resolved to assign each member of the Remuneration and Appointments Committee and of the Control and Risk Committee a fixed annual fee of € 8,000.00 pro rata temporis.

(7) following its renewal resolved by the Shareholders' Meeting on 28 April 2023, the Board of Directors resolved to grant each of the members of the Independent Committee other than the committee Chairman a fixed annual remuneration of € 4,000.00 gross pro rata temporis.

(8) of which € 8,000.00 as a member of the Remuneration and Appointments Committee, and € 8,000.00 as a member of the Control and Risk Committee;

(9) as annual gross remuneration accrued in relation to the employment with LU-VE SpA.

(10) following its renewal resolved by the Shareholders' Meeting on 28 April 2023, the Board of Directors resolved to assign the Chairmen of the Remuneration and Appointments Committee and of the Control and Risk Committee a fixed annual fee of € 11,000.00 pro rata temporis.

(11) Following its renewal resolved by the Shareholders' Meeting on 28 April 2023, the Board of Directors has resolved to grant the Chairman of the Independent Committee a fixed annual remuneration of € 5,500.00 gross pro rata temporis.

(12) of which € 11,000 as Chairman of the Remuneration and Appointments Committee, € 11,000 as Chairman of the Control and Risk Committee, and € 5,500 as Chairman of the Independent Committee;

(13) The Shareholders' Meeting of 28 April 2023 has introduced the position of Honorary Chairman and, on the same date, the Board of Directors appointed Prof. Vitale to this office. At the Board meeting of 12 May 2023, the Board of Directors awarded the Honorary Chairman appointed for the three-year period 2023-2025 a fixed annual remuneration of €

(14) the mandate of the Board of Statutory Auditors was renewed by the Shareholders' Meeting of 28 April 2023 which confirmed, pro rata temporis, an annual remuneration of € 45,000.00 for the Chairman and of € 30,000 for each of the two standing auditors.

(15) of which € 56,977.57 accrued as variable medium/long term Component (2023-2025 LTI) for 2024;

(16) of which € 134,408.62 accrued as variable medium/long term Component (2023-2025 LTI) for 2024;

(17) By way of remuneration accrued in relation to the director and/or senior management offices in subsidiary companies.

(18) The remuneration disclosed in this section has been calculated by taking into account the full annual amount of the remuneration paid for 2024 to the KMP who qualified as such during 2024 year.

TABLE 3B – ANNEX 3A, TABLE 7-BIS ISSUERS' REGULATION
CASH INCENTIVE PLANS IN FAVOUR OF MEMBERS OF THE MANAGEMENT BODY, GENERAL MANAGER AND OTHER KEY MANAGEMENT PERSONNEL

2. Cash incentive plans in favour of members of the management body, general manager and other key management personnel

The Table below shows the cash incentive plans recognised in the year ended as at 31 December 2024 in relation to members of the management body, the General Manager and other Key Management Personnel.

	A Surname and name	B Office	(1) Plan	(2) Bonus for the year			(3) Bonuses from previous years			(4) Other bonuses
				(A) Disbursable/Disbursed	(B) Deferred	(C) Deferment period	(A) No longer disbursable	(B) Disbursable/Disbursed	(C) Still Deferred	
1	Matteo Liberali	Chairman of the Board of Directors and CEO	2024 MBO	398.102,23						
			2023-2025 LTI		143.355,73	2026			136.574,03	
			(I) Remuneration in the company that prepares Financial Statements							
			(II) Fees from subsidiaries and associates							
			(III) Total	398.102,23	143.355,73		0,00	0,00	136.574,03	
2	Pier Luigi Faggioli	Vice Chairman of the Board of Directors	2024 MBO	256.555,09						
			(I) Remuneration in the company that prepares Financial Statements							
			(II) Fees from subsidiaries and associates							
			(III) Total	256.555,09						
3	Michele Faggioli	CSDO	2024 MBO	397.945,71						
			2023-2025 LTI		143.355,73	2026			136.574,03	
			(I) Remuneration in the company that prepares Financial Statements							
			(II) Fees from subsidiaries and associates							
			(III) Total	397.945,71	143.355,73		0,00	0,00	136.574,03	
	Riccardo Quattrini	General Manager	2024 MBO	116.997,93						
			2023-2025 LTI		56.977,57	2026			41.514,60	
			(I) Remuneration in the company that prepares Financial Statements							
			(II) Fees from subsidiaries and associates							
			(III) Total	116.997,93	56.977,57		0,00	0,00	41.514,60	
5	Key management Personnel	No. 8	2024 MBO	231.751,00						
			2023-2025 LTI		134.408,62	2026			103.478,74	
			(I) Remuneration in the company that prepares Financial Statements							
			(II) Fees from subsidiaries and associates							
			(III) Total	287.245,43	165.910,40		-	-	103.478,74	

TABLES 1 AND 2 – ANNEX 3A, TABLE 7-TER ISSUERS’ REGULATION
SHAREHOLDINGS OF MEMBERS OF THE ADMINISTRATION AND CONTROL BODIES, OF GENERAL MANAGERS AND KEY MANAGEMENT PERSONNEL

3. Equity shareholdings held as at 31 December 2024

The Table below indicates the equity investments held in the period 31 December 2023 - 31 December 2024 in LU-VE S.p.A. and in its subsidiaries as at 31 December 2024, by Directors, Statutory Auditors, the General Manager and other Key Management Personnel of the Company, as well as by their non-legally separated spouses, and dependant children, directly or via subsidiaries, trust companies or third parties, reported in the shareholders’ register, the communications received and other information acquired.

Surname and Name	Office	Investee company	Number of shares held at the end of the previous year (31/12/2023)		Number of shares acquired in FY 2024	Number of shares sold in FY 2024	Number of shares held at the end of the current year (31/12/2024)
Matteo Liberali	Chairman of the Board of Directors and CEO	LU-VE S.p.A.	10.187.999	(pi)	-	-	10.187.999
Pier Luigi Faggioli	Vice-Chairman of the Board of Directors	LU-VE S.p.A.	10.000	(pd)	-	-	10.000
Michele Faggioli	CSDO	LU-VE S.p.A.	3.558.272	(pi)	-	-	3.558.272
Laura Oliva	Director	LU-VE S.p.A.	2.100	(pd)	-	-	2.100
Key Management Personnel (No. 8)		LU-VE S.p.A.	80	(pd)	30	-	110

Notes:

(di) direct equity investment

(ii) indirect equity investment