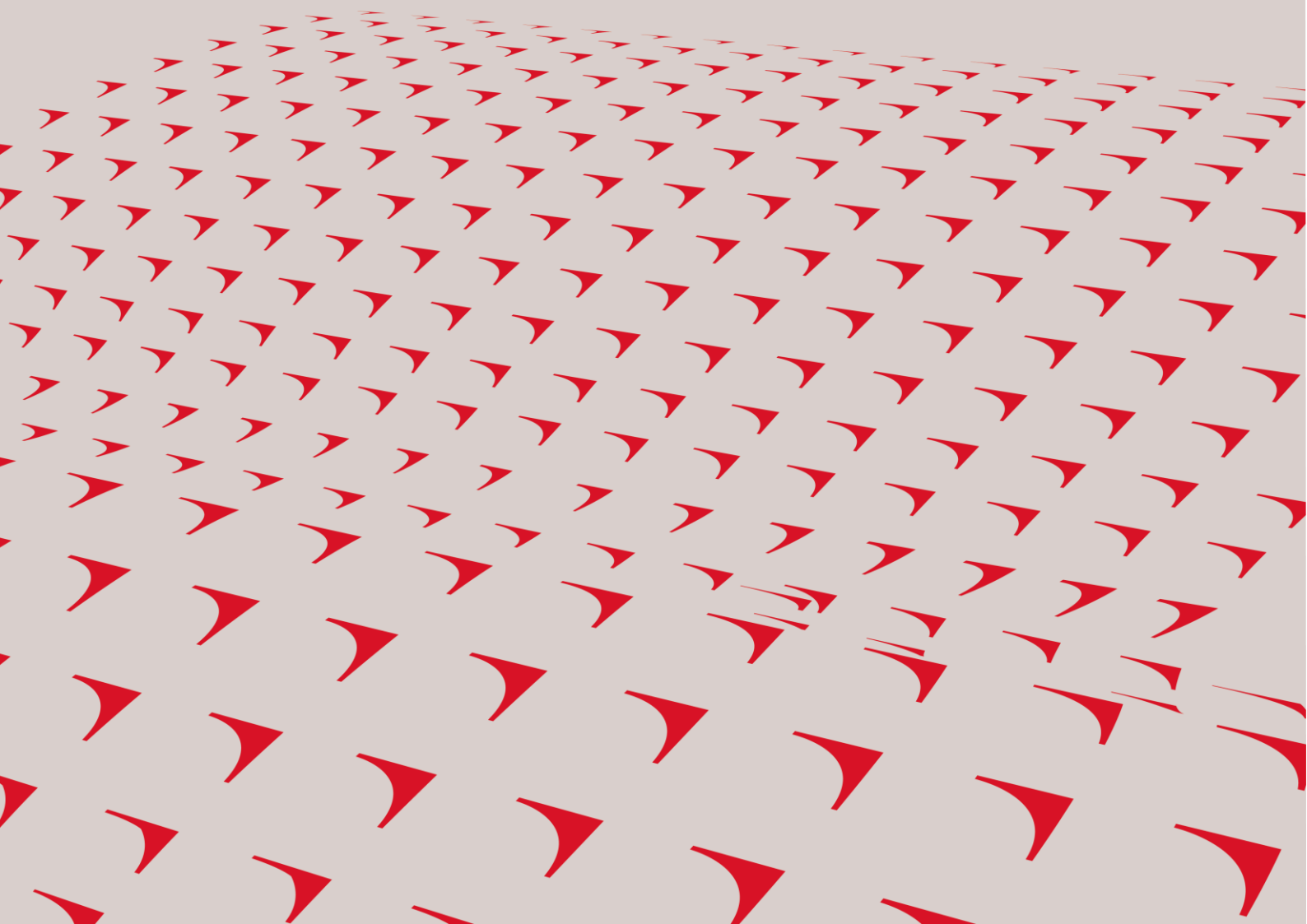




Stock Grant Plan 2021





PROPOSAL TO APPROVE STOCK GRANT PLAN 2021

Dear Shareholders,

In order to align the interests of management with the objectives of creating value for the Group and its Shareholders in the medium-long term, of stimulating commitment to achieving common objectives at Group level and encouraging those who hold “key” positions to remain with the Group, we propose that you approve Stock Grant Plan 2021 (the “Plan”), aimed at executives and/or directors of the Company and its subsidiaries, to be identified from time to time by the Company bodies responsible or delegated to do so and to whom a total maximum of 5,000,000 Units may be assigned.

The Stock Grant involves the assignment free of charge of conditional rights (the “Units”) not transferable to third parties or other beneficiaries, each of which gives the right to be assigned free of charge one ordinary CIR share, at certain pre-determined times subject to compliance with the conditions set out in the Plan.

The shares assigned in execution of the Plan will be made available exclusively from the own shares held by the Company.

The Plan that we are submitting to your approval is described in the Information Document prepared by the Board of Directors of the Company, which sets out the terms, conditions and procedures for implementation of the Plan (the “Information Document”) and has been made available to you in accordance with current Consob regulations.

We therefore submit the following resolution to you for your approval:

“The Ordinary session of the Annual General Meeting of the Shareholders of CIR S.p.A. - COMPAGNIE INDUSTRIALI RIUNITE, duly acknowledging the proposal of the Board of Directors

RESOLVES

- 1) To approve Stock Grant Plan 2021, aimed at executives and/or directors of the Company and its subsidiaries, through the assignment of a maximum of 5,000,000 Units, each of which giving the right to be assigned free of charge 1 share of the Company, all as illustrated in the Information Document prepared as per the terms of D.Lgs. no. 58/98;
- 2) To give the Board of Directors full powers to execute the Plan and, more specifically, by way of an example but not limited to the following:
 - a) To identify the beneficiaries and define the number of Units to be assigned to each of them with regard to the maximum number approved by the Shareholders; ;
 - b) To draw up and approve the Regulations of the Plan and carry out any obligation, formality, notification (including those required by the rules applicable at any one time to the Plan) that may be necessary or appropriate to manage and/or implement the Plan, in accordance with the terms and conditions described in the Information Document;

All of the above with the right to delegate, in full or in part, the above-mentioned powers to the Chairman and/or the Chief Executive Officer.”