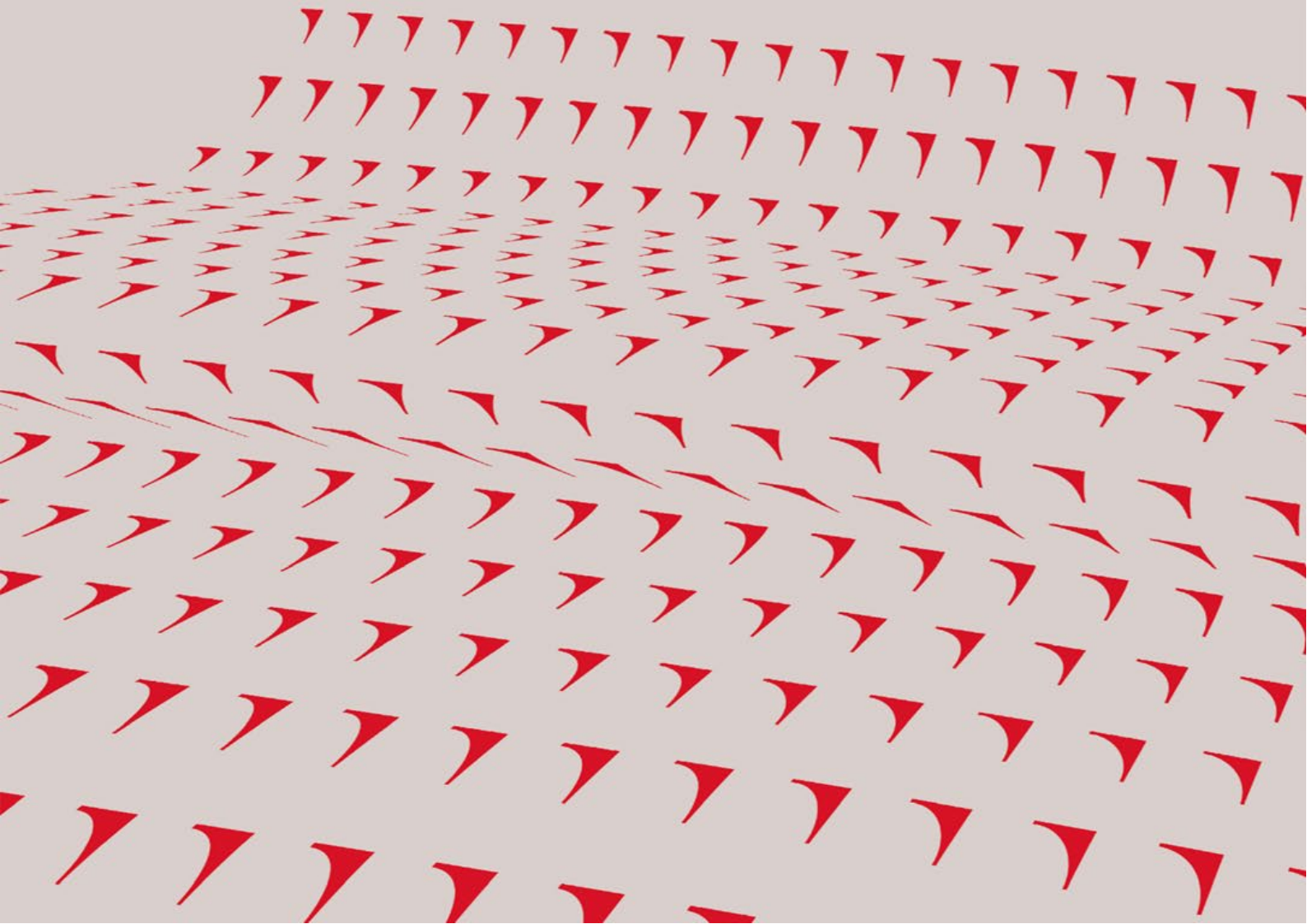




REPORT ON REMUNERATION POLICY AND COMPENSATION PAID - 2023

*As per the terms of Art. 123-ter of the Finance Consolidation Law (TUF),
in compliance with Art. 84-quater of the Rules for Issuers and with
Art. 5 of the Corporate Governance Code*





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GLOSSARY

Term	Definition
“Chief Executive Officer”	Means the Chief Executive Officer of CIR
“Executive Directors”	Means the Chairman of the Board of Directors and the Chief Executive Officer of CIR
“Shareholders’ Meeting”	Means the General Meeting of the Shareholders of the Company
“Shares”	Means the shares of CIR
“Beneficiaries”	Means the persons identified as beneficiaries of the Plan
“ARC” (or “Appointments and Remuneration Committee” or “Committee”)	Means the Appointments and Remuneration Committee of CIR
“CIR Code”	Means the CIR Corporate Governance Code last amended on 29 January 2021
“Borsa Italiana Code”	Means the Code of Corporate Governance for listed companies produced by the Corporate Governance Committee and promoted by Business Associations, Borsa Italiana S.p.A. and Assogestioni
“Board of Statutory Auditors”	Means the Board of Statutory Auditors of CIR
“Board of Directors” (or “Board”)	Means the Board of Directors of CIR
“Grant Date”	Means the date on which the Units were assigned to the Beneficiaries
“Executives with strategic responsibilities”	Means the persons so defined in Annex 1 of Consob Regulation no. 17221 of 12 March 2010 and subsequent amendments, giving rules on the subject of related-party transactions and identified in Art. 2.2.3 of the RPT Procedure
“Executive Responsible”	Means the Executive responsible for the preparation of CIR’s financial statements and corporate governance documents
“Group”	Means CIR and all the companies controlled directly or indirectly by CIR
“Minimum Holding”	Means the limit on the availability of the Shares for the Beneficiaries
“Plan”	Means Stock Grant Plan 2023 submitted to the approval of the Shareholders’ Meeting called to approve the Financial Statements as of 31 December 2022
“Remuneration Policy” (or “Policy 2023”)	Means Section I, entitled “Policy on the subject of Remuneration for the year 2023” of this Report
“Chairman of the Board of Directors”	Means the Chairman of the Board of Directors of CIR
“RPT Procedure”	Means CIR’s “ <i>Rules for Related-Party Transactions</i> ” dated 28 June 2021
“Regulations of the Plan”	Means the regulations defining the criteria, terms and conditions for implementing the Plan
“Rules for Issuers”	Means the Rules adopted by Consob with resolution no. 11971 of May 14 1999

“Consob’s Market Regulations”	Means the regulations adopted with resolution no. 20249 of 28 December 2017
“Remuneration Report” (or “Report”)	Means this report on remuneration policy and compensation paid
“Report on Compensation 2022” (or “Compensation Report”)	Means Section II, entitled “Report on Compensation paid in the year 2022” of this Report
“Schedule”	Means Schedule no. 7-bis “ <i>Report on the subject of remuneration policy and compensation paid</i> ” included in Annex 3A of the Rules for Issuers
“Company” (or “Issuer” or “CIR”)	Means CIR S.p.A.
“Top Management”	Means the Chief Executive Officer, the General Manager and the Executives with strategic responsibilities
“TUF”	Means Legislative Decree no. 58 of 24 February 1998
“Vesting”	Means the period in which the Units vest
“Units”	Means the conditional rights that are the subject of the Plan. They are assigned free of charge and are not transferable between living persons, and each unit gives the Beneficiaries the right to receive 1 Share free of charge in accordance with the terms and conditions set out in the Regulations of the Plan



FOREWORD

This Report on the subject of Remuneration and on compensation paid (the “**Remuneration Report**” or the “**Report**”) was prepared in conformity with what is set out in Art. 84-quater of Consob Regulation no. 11971/99 (the “**Rules for Issuers**”) and in Annex 3 schedule 7bis of the same (as recently amended by Consob Resolution no. 21623/20) - in implementation of Art. 123-ter of D. Lgs. no. 58/98 (“**TUF**”), as recently revised in D.Lgs. 49/2019- and was approved, at the proposal of the Appointments and Remuneration Committee, by the Board of Directors of CIR S.p.A. – Compagnie Industriali Riunite (hereinafter also the “**Company**” or the “**Issuer**” or “**CIR**”) on 13 March 2023.

La Report, in accordance with what is currently prescribed by the rules, is structured in two sections:

- > Section I, entitled “Policy on the subject of Remuneration for the year 2023” (hereinafter also the “**Remuneration Policy**” or the “**Policy 2023**”);
- > Section II, entitled “Report on compensation paid in the year 2022” (hereinafter also the “**Report on Compensation 2022**” or the “**Compensation Report**”).

For the purposes of the Report, we took into account the recommendations of the Borsa Italiana Code, which the Company adheres to, as well as the most recent recommendations of the Corporate Governance Committee.

The Report was also prepared in accordance with the effects of Art. 4.1.1 of the Company’s **Rules for Related-Party Transactions**.

The Report will be available to the public at the Company headquarters, on the authorized storage mechanism (www.emarketstorage.com) and on the Company website by the close of the twenty-first day before the date of the Shareholders’ Meeting called to approve the Financial Statements for the year ended 31 December 2022.

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As of the date of this Report, the Board of Directors consists of 11 members: Rodolfo De Benedetti (Chairman), Monica Mondardini (Chief Executive Officer), Philippe Bertherat, Maristella Botticini, Edoardo De Benedetti, Franco Debenedetti, Marco De Benedetti, Paola Dubini, Silvia Giannini, Francesca Pasinelli and Maria Serena Porcari.

The Company’s governance provides for two executive directors, the Chairman and the Chief Executive Officer. The Board of Directors set up three Committees –the Appointments and Remuneration Committee, the Control, Risk and Sustainability Committee and the Committee for Related-Party Transactions - made up entirely of non-executive independent directors.

On 8 June 2023 the Board of Directors appointed Rodolfo De Benedetti as Chairman (“*Presidente*”) and Monica Mondardini as “*Amministratore Delegato*”, identifying the latter as Chief Executive Officer, i.e. the principal person responsible for the management of the business. The Chief Executive Officer is also the General Manager of the Issuer.

As for the Executives with Strategic Responsibilities, in accordance with the definition contained in the Rules for Issuers, these are understood as being individuals other than the directors and statutory auditors who have power and both direct and indirect responsibility for planning, managing and controlling the Company’s activities.

The Company has identified the Chief Financial Officer and Executive responsible for the preparation of the Company’s financial statements, Michele Cavigioli, as an Executive with strategic responsibilities.



The mandate of the Board of Directors will come to an end when the Financial Statements for the year ended 31 December 2022 are approved by the Annual General Meeting of the Shareholders, currently scheduled to take place on 28 April 2023.

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Policy 2023, being submitted to a binding vote at the Shareholders' Meeting called to approve the Financial Statements for the year ended December 31 2022, as per the terms of Art. 123-ter, paragraph 3-ter, of the TUF, sets the remuneration of the members of the Board of Directors, the Board of Statutory Auditors, the General Manager and the Executive with strategic responsibilities for the year 2023, describing the bodies involved and the procedures used for its adoption and implementation, the objectives that it pursues and the contribution that the same Policy can make to the Company's strategy.

Schedule no.7-*bis*, as per Annex 3 of the Rules for Issuers in force as of the date of the approval of Policy 2023, specifies the information that must be included in the Report, Section I. The chart below shows the required information and the part of the Report in which the same information is given:

INFORMATION REQUIRED BY SCHEDULE 7-BIS	PARAGRAPHS OF THE POLICY IN WHICH THE REQUIRED INFORMATION IS GIVEN
a) bodies or persons involved in the preparation and approval of the Remuneration Policy, specifying their respective roles together with the bodies or persons responsible for the correct implementation of the Policy.	1. Persons involved in the process of preparation, adoption and implementation of the remuneration policy.
b) any intervention by a Remuneration Committee or other committee with competence on the subject, describing the composition of the said committee (specifying which members are non-executive or independent), its competences and the way in which it functions;	1. Persons involved in the process of preparation, adoption and implementation of the remuneration policy
c) the name of any independent experts who may have taken part in the preparation of the Remuneration Policy;	1. Persons involved in the process of preparation, adoption and implementation of the remuneration policy
d) the aims pursued with the Remuneration Policy, the principles that inspire it and any changes in remuneration policy compared to the previous financial year;	2. Aims and principles of the Remuneration Policy 2022
e) a description of policies regarding fixed and variable parts of remuneration with particular reference to the relative weighting of the same in the overall compensation and distinguishing between short-term and medium-long term variable components;	3. Remuneration of the Directors 4. Remuneration of the members of the Board of Statutory Auditors 5. Remuneration of the Executive with strategic responsibilities 6. Characteristics of the variable components of remuneration
f) the policy followed with regard to non-monetary benefits;	3. Remuneration of the Directors 4. Remuneration of the members of the Board of Statutory Auditors 5 Remuneration of the Executive with strategic responsibilities
g) with reference to the variable items of remuneration, a description of the performance objectives on the basis of which they are assigned, distinguishing between short-term and medium-long term variable elements and information on the link between variance in results and a change in remuneration;	3. Remuneration of the Directors 5. Remuneration of the Executive with strategic responsibilities 6. Characteristics of the variable parts of remuneration
h) the criteria used to evaluate performance objectives on which the grant of shares, options, other financial instruments or other variable parts of remuneration is based;	6. Characteristics of the variable parts of remuneration
i) information aimed at showing that the Remuneration Policy is consistent with the pursuit of the company's long-term interests and with risk management policy, where this has been formalized;	2. Aims and principles of the Remuneration Policy 2022 6. Characteristics of the variable parts of remuneration
j) the vesting period of the rights, any deferred payment systems with an indication of the deferral periods and the criteria used for establishing such periods and, if applicable, any retroactive corrective mechanisms;	6. Characteristics of the variable parts of remuneration
k) information on the possible inclusion of clauses for keeping financial instruments in the portfolio after they have been acquired, with an indication of the periods they can be kept for and the criteria used for establishing such periods;	6. Characteristics of the variable parts of remuneration
l) the policy regarding indemnity in the event of termination of a directorship or of the employment, specifying which circumstances	3. Remuneration of the Directors 4. Remuneration of the members of the Board of Statutory Auditors 5. Remuneration of the Executive with strategic responsibilities



give rise to the right to such indemnity and any link between such indemnity and the performance of the company;	6. Characteristics of the variable parts of remuneration
m) information as to the presence of any insurance cover, welfare or pension rights other than those that are obligatory;	3. Remuneration of the Directors 4. Remuneration of the members of the Board of Statutory Auditors 5. Remuneration of the Executive with strategic responsibilities
n) any remuneration policy followed with regard to: (i) independent directors, (ii) being a member of committees and (iii) the holding of special positions (chairman, deputy chairman etc.);	3. Remuneration of the Directors 4. Remuneration of the members of the Board of Statutory Auditors
o) whether the compensation policy was set using the compensation policies of other companies as benchmarks, and if so the criteria used to select such companies.	1. Persons involved in the process of preparation, adoption and implementation of the remuneration policy

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The Remuneration Report 2022, which is put to a consultative, non-binding vote by the Shareholders' Meeting as per the terms of Art. 123-ter, paragraph 6, of the TUF, gives detailed information on each of the items making up remuneration 2022 of the Members of the Board of Directors, the Board of Statutory Auditors, the General Manager and the Executive with strategic responsibilities of the Company.

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The result of the vote on Policy 2023 and Remuneration Report 2022 will be made available to the public on the Company's website within 5 days of the date of the Shareholders' Meeting.



SECTION I – REMUNERATION POLICY FOR THE YEAR 2022

1. PERSONS INVOLVED IN THE PREPARATION, ADOPTION AND IMPLEMENTATION OF THE REMUNERATION POLICY PROCESS

1.1. Persons involved in the process

In order to guarantee transparency and adequate control of remuneration, any amendments of the same and its implementation, the Company adopted a governance model that involves a number of individuals and corporate bodies in line with what is set out in the Company Bylaws, the Borsa Italiana Code, the internal rules for implementing the said Code (principally the regulations of the Appointments and Remuneration Committee) and, more in general, any rules and regulations applicable.

More specifically, the remuneration policy **(i)** is set each year by the Board of Directors at the proposal of the Appointments and Remuneration Committee after hearing the opinion of the Board of Statutory Auditors, and **(ii)** is then submitted by the Board of Directors to a binding vote at the Shareholders' Meeting.

No independent experts were involved in the preparation of Policy 2023.

Policy 2023 was drawn up without any reference to the policies of other companies and is in any case in line with the market practice of listed companies.

Below is a description of the individual persons or bodies involved in the process and of their respective roles.

1.2. Shareholders' Meeting

The Shareholders' Meeting:

- > Establishes the fee for the members of the Board of Directors when they are appointed and for the whole duration of their mandate, excluding remuneration for special positions and/or for being on one or more committees, decisions on which are taken by the Board of Directors;
- > Establishes the fee for the members of the Board of Statutory Auditors when they are appointed and for the whole duration of their mandate;
- > Approves the first section of the Remuneration Report, i.e. the Policy;
- > Expresses a consultative vote on the second section of the Remuneration Report, i.e. the Compensation Report;
- > Votes on share-based compensation plans, fixing the main principles of the same and delegating the Board of Directors to draw up the regulations and decide on the beneficiaries and the number of rights to assign to each of them, taking into account what was approved by the Shareholders' Meeting.

1.3. Board of Directors

The Board of Directors, at the proposal of or having heard the opinion of the Appointments and Remuneration Committee, establishes:

- > The fees for the directors who sit on one or more committees, after hearing the opinion of the Board of Statutory Auditors;
- > The fees for the directors who hold special positions as per the terms of Art. 2389, paragraph 3, of the Civil Code;
- > The salary of the General Manager;



- > At the proposal of the Chief Executive Officer, the salary of the Executive with strategic responsibilities;
- > The regulations of the share-based remuneration plans, as well as the beneficiaries and the number of rights to assign to each of them, taking into account of what has been approved by the Shareholders' Meeting and after having heard the Chief Executive Officer for the beneficiaries other than the same CEO.

1.4. Appointments and Remuneration Committee

The Appointments and Remuneration Committee was set up by the Board of Directors from among its members in accordance with what is set out in Art. 3 of the Company's Corporate Governance Code.

The Committee consists of a minimum of three non-executive directors, all of whom are independent, and is appointed by the Board of Directors, who ensures that its members have competence and/or experience in finance and/or compensation policy.

The Appointments and Remuneration Committee currently has the following members:

	FIRST NAME AND LAST NAME	POSITION
	Francesca Pasinelli	Chairman of the Committee – non-executive independent Director
	Philippe Bertherat	Member of the Committee – non-executive independent director
	Silvia Giannini	Member of the Committee – non-executive independent director
	Maria Serena Porcari	Member of the Committee – non-executive independent director

As can be seen from the *curricula vitae* of the members (available on the Company website in the section Governance/Board of Directors), the Committee has sufficient competence in finance and/or compensation policies.

With specific reference to the subject of “remuneration”, as set out in the regulations approved by the Board of Directors and published on October 26 2021 on the Company's website, the Appointments and Remuneration Committee has the following competences:



- > It assists the Board of Directors in drawing up the remuneration policy and monitors that it is being applied correctly;
- > It makes proposals or expresses opinions relating to **(i)** the additional remuneration for directors holding particular positions, **(ii)** the remuneration of the General Manager and the Executives with strategic responsibilities including the criteria and objectives for calculating the variable part of the remuneration, as appropriate, and **(iii)** the regulations of share-based long-term incentive plans (LTI), when these are envisaged, with particular regard to the terms and conditions for the vesting of the rights, the beneficiaries and the number of rights to be granted;
- > It checks that the objectives established for the variable part of remuneration to mature and for the rights included in the plans to vest have actually been reached, and then makes the relevant proposal to the Board of Directors;
- > It periodically evaluates the adequacy, consistency and practical application of the remuneration policy for the directors and top management.

Regarding the functioning of the Appointments and Remuneration Committee, again in accordance with the regulations, the following list summarizes the Committee's main activities:

- > The Committee meets when convened by its Chairman when the latter deems it opportune, or at the request of the Chairman of the Board of Directors;
- > The Board of Statutory Auditors attends the meeting (in the person of its Chairman but all the members may attend);
- > The Chairman coordinates the proceedings of the meetings;
- > Whenever the Chairman deems it necessary, he or she can invite executive and non-executive directors to the meetings, and after first informing the Chief Executive Officer, the managers of the Company who have competence on the topics to be dealt with at the meeting;
- > In order to avoid or manage conflict of interest (and also in compliance with the Corporate Governance Code), no director or executive attends committee meetings during which proposals for the Board of Directors regarding his or her own remuneration are to be drawn up;
- > Minutes are taken of the committee meetings by a secretary who, in this specific case, is the Secretary to the Board of Directors;
- > The Committee has the right to access information and the company departments necessary for it to carry out its duties;
- > The Company provides the committee with the financial resources that it needs to carry out its duties;
- > The Chairman of the Committee informs the Board of Directors of any action taken at the first available Board meeting.

1.5. Committee for Related-Party Transactions

The Committee for Related-Party Transactions is involved whenever the Board of Directors considers taking decisions in waiver of the Policy, as described in point 7 below, with the aim of carrying out any evaluations required by the Rules for Related-Party Transactions.

As far as the functioning of the Committee for Related-Party Transactions is concerned, see the Report on Corporate Governance and the Ownership Structure.



2. AIMS AND PRINCIPLES OF POLICY 2023

2.1. Aims of Policy 2023

Policy 2023 aims to:

- > Guarantee that the Company is competitive in the labour market, enabling it to attract, motivate and retain people able to contribute to the creation of value for the Company and to the sustainable success of the Company and of the Group in the medium and long term;
- > Align the interests of management with those of the Company and the Group, its shareholders and all its stakeholders in a short, medium and long term perspective;
- > Incentivize the pursuit of sustainable success and thus of the objectives defined in the business and ESG plans approved by the Board of Directors.
- > Reward performance and merit.

2.2. Principles of Policy 2023

The remuneration of the Directors, the members of the Board of Statutory Auditors and Top Management is determined according to the competence, professionalism and the commitment required by the tasks assigned and responsibilities attributed to them.

For Top Management, the Policy is based on the following further principles, which are in line with the recommendations of the Borsa Italiana Code and with the aims of the Policy:

- > Awarding a variable remuneration that is a significant part of the total remuneration, linked to the sustainable success of the business in a short, medium and long term perspective;
- > Setting objectives, on which the vesting and payment of the variable part depends, which are consistent with the strategic objectives of the Company and the Group and that can be predetermined and measured;
- > Establishing maximum limits to the amounts that can be paid out.

2.3. Outcome of the voting and feedback from investors

The Company takes into account, for the purposes of defining the Policy, the results of the AGM vote and any feedback received from the Shareholders regarding remuneration 2022 and the Report on Compensation paid in the year 2021.

The result of the binding vote expressed by the Shareholders' Meeting on 29 April 2022 on Remuneration Policy 2022 and the non-binding vote on the Report on compensation paid in the year 2021 saw 89.8% votes in favour versus 10.2% against and 95.7% in favour versus 4.3% against, respectively.

This Policy 2023 follows on from that of the previous year, even taking into account the votes in favour expressed by the Shareholders' Meeting.

3. REMUNERATION OF THE DIRECTORS

3.1. General

All the directors receive a fixed annual fee, established by the Shareholders' Meeting when they are appointed and for the whole duration of their mandate.



The members of the committees receive an additional annual fee for each committee of which they are a member and this is established by the Board of Directors when they are appointed for the whole duration of their mandate.

In line with best practice, the committee members are covered by a *Directors & Officers Liability* (“**D&O**”) insurance policy against third party risk.

The directors are also entitled to the reimbursement of any expenses they incur for company reasons.

3.2. Chairman of the Board of Directors

The gross annual fee assigned by the Board of Directors to the Chairman for his position (as per Art. 2389, paragraph 3, of the Civil Code): **(i)** is established as a fixed amount, **(ii)** does not include any variable parts, **(iii)** is commensurate with the commitment required and the responsibilities assumed, **(iv)** does not include any other fees or any equity-based remuneration.

For the Chairman there is also an end-of-mandate indemnity (TFM), paid in the form of an annual insurance premium for a fixed amount paid by the Company for a policy of which the Chairman is the beneficiary (“*collective capitalization contract with revaluation of the capital and with a single premium to accrue an end of mandate indemnity (TCM)*”), and the pay-out of which can be claimed only when the mandate terminates.

The Chairman also has the following non-monetary benefits: **(i)** life insurance cover, invalidity, accident and illness cover (including extra-professional); **(ii)** health insurance; **(iii)** exclusive use of two vehicles for work and leisure use.

3.3. Chief Executive Officer

The annual remuneration assigned by the Board of Directors to the Chief Executive Officer for her position (as per Art. 2389, paragraph 3, Civil Code), consists of the following elements: **(i)** an emolument, set annually by the Board of Directors as a fixed amount; **(ii)** a variable annual emolument linked to achieving specific strategic, economic, financial and ESG objectives, defined by the Board of Directors in such a way that achievement of the same can be evaluated in objective terms.

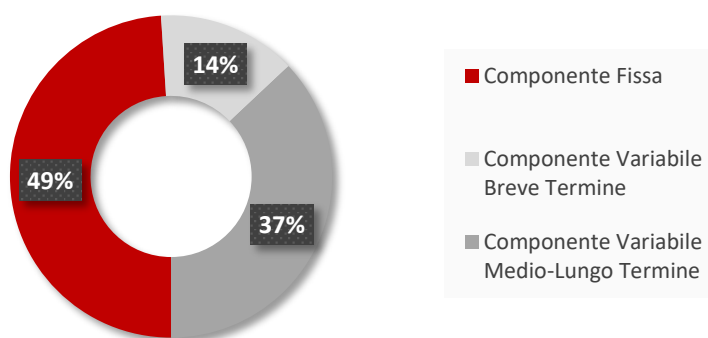
The Chief Executive of the Company is also the General Manager of CIR; under the terms of her employment contract, the General Manager: **(i)** receives a fixed annual salary; **(ii)** is the beneficiary of share-based incentive plans (LTI), more specifically stock grant plans.

The General Manager also benefits (as do the other executives of the Company) from: **(i)** compensation paid out by the company in the event of death, invalidity, accident (even extra-professional) and illness, under the collective contract (CCNL) for managers in the industry sector and CIR’s regulations for its managerial staff; **(ii)** healthcare cover according to the terms of CIR’s regulations for its managerial staff (paid out through an insurance fund to which the Company and the executive beneficiaries contribute); **(iii)** supplementary social security cover (to which both the Company and the General Manager contribute), in line with what is stipulated in the CCNL for managers in the industry sector.

The diagram below shows the pay mix of the total compensation accrued for the year 2022 by the Chief Executive Officer and General Manager – including the fees for positions held in the subsidiaries – details of which are shown in Section II, 1.4 below, considering for the long-term variable part (stock grant plan) the notional value for the year 2022 (for details of this see below point 6)⁽¹⁾.

⁽¹⁾ For the year 2023, to which this Policy refers, the new Plan 2023 is being submitted to a vote at the next Shareholders’ Meeting, regarding which the Board of Directors, at the proposal of the Appointments and Remuneration Committee, at its own discretion and in compliance with the information document of the same Plan 2023, will decide upon the number of rights to assign to the Chief Executive Officer and General Manager. It is not therefore possible at this time to give the precise percentage that the long-term variable part will represent in the pay mix of the Chief Executive Officer and General Manager for the year 2022.

**Fig. 1: Pay Mix Chief Executive Officer and General Manager
Financial year 2022**



Lastly, it should be noted that in line with the recommendations contained in the Corporate Governance Code for listed companies, the Company decided to establish rules for the termination of the position and/or the employment of the Chief Executive Officer and General Manager.

In this regard, this list below shows the specific rights of the General Manager in the event of termination of employment with the Company, according to which, in the event of:

- > Withdrawal by the company from the managerial employment contract, with the sole exclusion of dismissal for a just cause;
- > Withdrawal by the manager in the event of: i) revocation of her mandate without a just cause, failure to reappoint or assign the powers and duties that were agreed upon or when the same have been reduced, in her role as Chief Executive Officer of CIR; ii) termination for any reason other than renunciation and/or revocation for a just cause, of the position of director and/or Chief Executive Officer of CIR; iii) a just cause for resignation from the managerial employment contract with CIR and/or a just cause for renouncing the position of director and/or Chief Executive Officer of CIR; iv) a change of control from that existing at the time when the contract was signed; v) failure to respect the financial obligations set out in the contract;

it is stipulated that she will be entitled to: **(i)** payment of a one-off gross indemnity equal to twice her overall remuneration (i.e. the sum of her gross fixed employee salary as of the date of termination, of the fixed emoluments received in her role as director as of the date of termination and the last three year average of what was paid to her as a variable annual emolument) and **(ii)** keep the Units assigned by the plans which have not yet vested, as per the right of waiver given in the regulations of the stock grant plans, in order that the plans remain fully effective as an instrument of incentivization.

4. REMUNERATION OF THE MEMBERS OF THE BOARD OF STATUTORY AUDITORS

The remuneration of the members of the control body is determined by the Shareholders' Meeting for the whole duration of their mandate as a fixed fee based on the competence, professionalism and commitment required by the duties and responsibilities assigned to them.

In addition to the fee, the members of the Board of Statutory Auditors are entitled to reimbursement of the expenses they incur for their work.

Moreover, in line with best practice, the members of this board have a Directors & Officers Liability ("D&O") insurance policy to cover any liability towards third parties.



5. REMUNERATION OF THE EXECUTIVE WITH STRATEGIC RESPONSIBILITIES

The compensation of the Executive with strategic responsibilities consists of the following elements: **(i)** a fixed salary; **(ii)** annual variable pay (MBO), linked to reaching specific objectives in terms of economic and financial performance, and specific individual objectives, set by the Board of Directors at the proposal of the Chief Executive Officer in a way that achievement of the same can be evaluated objectively and **(iii)** participation in medium-long term share-based incentive plans (LTI), more specifically stock grant plans.

He also has the benefit (in line with the other executives of the Company) of: **(i)** compensation paid by the Company in the event of death, invalidity, accident (even extra-professional) and illness, healthcare cover (provided through a dedicated healthcare fund, to which both the Company and the executive beneficiary contributes); **(ii)** additional pension cover (accrued from contributions by both the Company and the Executive), in both cases in line with what is set out in the CCNL for managers in the industry sector; **(iii)** a car for professional and personal use and **(iv)** a Company welfare programme.

There are no agreements governing the termination of the employment.

6. CHARACTERISTICS OF THE VARIABLE PARTS OF REMUNERATION

6.1. Foreword

The Policy contains due distinct types of variable remuneration, i.e.:

- > The variable component determined on an annual basis (“MBO”);
- > The variable component in the medium-long term (“LTI”).

6.2. Variable part determined on an annual basis (“MBO”)

The Board of Directors, assisted by the Appointments and Remuneration Committee, **(i)** determines the values of the MBO (the minimum, the maximum and the target value); **(ii)** defines every year the criteria and the performance objectives for obtaining the variable parts of remuneration in the light of the business and ESG plans approved by the same Board, thus guaranteeing that they are consistent with the Group’s objectives in the medium-long term; **(iii)** checks whether the defined objectives have been reached and any compensation has matured.

The annual variable component (MBO) accrues as a function of reaching **(i)** specific objectives in terms of economic and financial performance based on the Group’s budget (e.g. EBITDA, EBIT, Free Cash Flow), necessary to achieve the objectives of the Company’s medium-long term plans, **(ii)** specific ESG objectives, based on the ESG plan approved by the Board of Directors, **(iii)** other objectives of a non-financial nature, the achievement of which can be evaluated objectively.

100% of the variable component is paid when the defined objectives are 100% achieved; the amount can vary from a minimum of 0% to a maximum of 150% according to the degree to which the assigned objectives have been achieved, based on the pre-defined criteria.

The MBO remuneration becomes due on the date of approval by the Shareholders’ Meeting of the financial statements for the year to which they refer, provided the employment or the directorship (for the Chief Executive Officer) still exists as of that date.

There is no further deferral of payment because the Board of Directors is of the opinion that the medium-long term variable component (see below), which is per se deferred, has a sufficient weighting to incentivize a management policy directed towards the medium and long term.



The Board of Directors ensures that the objectives set, and especially the method of evaluating the results obtained, are such as to avoid their being reached through short-term management action, which could potentially undermine sustainability and/or the ability to generate profit in the long term.

There are however ways of correcting the short-term variable component ex-post (claw-back mechanisms) that allow the Company to request return of all or part of the variable remuneration paid out when it was based on accounting figures that proved to be incorrect.

The Board of Directors in any case reserves the right to grant one-off bonuses to the Chief Executive Officer and/or to the Executive with strategic responsibilities in the event of transactions or performance that it deems worthy of extra compensation.

6.3. Variable part in the medium-long term (“LTI”)

The instrument chosen for the medium-long term variable component (LTI) is in the form of stock grant plans and, with particular reference to Policy 2023, to Stock Grant Plan 2022, which is being submitted to the approval of the Shareholders’ Meeting.

The Board of Directors is of the opinion that incentive plans based on the conditional vesting of rights to be assigned Shares free of charge in the medium-long term of the type that Plan 2023 belongs to are the most effective instruments that best meet the interests of the Company and the Group, for the following reasons:

- > First and foremost, they constitute a way of incentivizing that involves a pay-out deferred over an appropriate time horizon, bearing in mind that Plan 2023 contains a period of time (from the Grant Date) of 2 years before the Units can start to vest, a subsequent period of almost three years during which the Units gradually vest (twelve tranches equal to one twelfth of the total number vesting every three months, provided the other conditions are fulfilled, see below) and, lastly, a Minimum Holding period of 6 years (from the Grant Date), for part of the Shares assigned. The combination of the vesting period (which takes place over a total of five years) and the Minimum Holding period makes this instrument an incentive that is clearly aimed at fostering the pursuit of medium and long-term objectives;
- > Furthermore, the vesting of the rights over the time horizon indicated, is subject to the Beneficiaries remaining with the Group, thus strengthening management’s relationship with the Company and fostering the consolidation of professional people with experience, which is one of the Company’s main strengths;
- > Lastly, the benefit will depend on the creation of value over a medium long-term time horizon as: *(i)* Shares of the Company are assigned and thus the amount of the same will depend on the value of the shares at the moment of assignation and *(ii)* the vesting of the rights is subject to a great extent not only to the passage of time, but also to the achievement of objectives in terms of creation of value, measured by the value of the Share;

Stock Grant Plan 2023, being submitted to the approval of the Shareholders’ Meeting, stipulates that:

- > Units are assigned free of charge and are non-transferable between living persons; each Unit can give the right to be assigned one Share free of charge in the presence of certain circumstances. The Units are divided into two categories:
 - Time-based Units, the vesting of which is subject to the beneficiary continuing his or her employment throughout the said period;
 - Performance Units, which will be at least 50% of the total number of Units assigned, the vesting of which is subject not only to reaching time limits but also to achieving objectives in terms of performance of the Share in the stock market vis-à-vis the FTSE Italia Mid Cap index;



- > The Units that have vested must in any case be exercised by the final maturity of 10 years from the Grant Date;
- > Without prejudice to what has been stated for the Chief Executive Officer and General Manager, in the event of termination of the employment relationship for whatever reason, the beneficiary shall keep entitlement to the Units that have already vested but shall lose entitlement to those that have not yet vested when the relationship ends, the sole exception being the death of the beneficiary, which involves the transfer to his or her heirs of all the Units, both those that have vested and those that have not yet vested. Without prejudice to the above, the Board of Directors has the right, at its own discretion and indisputable decision, to allow one or more beneficiaries to keep the rights under the Plan even in a situation in which the same rights would lose their validity, and more specifically to keep part or all of the Units that have not yet vested as of the date of termination;
- > The Beneficiary undertakes to keep at least 10% of the Shares assigned to him or her continuously for 6 years from the Grant Date (*Minimum Holding*). During this period, the Shares will thus be subject to this inalienability restriction, unless the Board of Directors should authorize a waiver of the same.

7. EXCEPTIONAL CIRCUMSTANCES THAT ALLOW A WAIVER OF THE POLICY

The Board of Directors can, without prejudice to the terms of Regulation no. 17221 of March 12 2010, waive the terms of this Policy 2023 temporarily and in the presence of exceptional circumstances, meaning, as per the terms of Art. 123-ter, paragraph 3-bis of the TUF, situations in which waiving the compensation policy is necessary to pursue the long-term interests and sustainability of the Company as a whole and to ensure that it is able to remain in the market.

Waivers of the Policy are evaluated by the Board of Directors in the light of the opinion of the Appointments and Remuneration Committee and the Committee for Related-Party Transactions in compliance with the Company's Rules for Related-Party Transactions in force at the time.



SECTION II – REPORT ON THE COMPENSATION PAID IN THE YEAR 2022

This section describes each of the items that make up remuneration and the compensation actually paid in the year 2022 to the Members of the Board of Directors (including the Chief Executive Officer and General Manager), the Board of Statutory Auditors and the Executives with strategic responsibilities in the Company.

1. DESCRIPTION OF THE ITEMS OF REMUNERATION

1.1. Members of the Board of Directors

In the year 2022, all the directors received the gross annual fixed fee of € 20,000 established by the Shareholders' Meeting on 8 June 2020 for the entire duration of the mandate.

The members of the Board of Directors (with the exclusion of the Chief Executive Officer) do not receive any variable compensation.

1.2. Members of the Committees

For the year 2022, the directors who are also members of the Appointments and Remuneration Committee or the Control, Risk and Sustainability Committee were paid an annual fixed fee of € 10,000 for being on each of these committees and (and this also applies to the members of the Committee for Related-Party Transactions) a gross fixed fee of € 1,000 for attending each meeting of the above committees.

1.3. Chairman of the Board of Directors


The Chairman of the Board of Directors, Mr Rodolfo De Benedetti, received the following items of compensation:

- > Fixed fees totalling € 1,700,000, consisting of the following: **(i)** the aforesaid gross fixed fee of € 20,000 for his position of Director of the Company, **(ii)** a gross fixed fee of € 1,660,000 for the position of Chairman of the Company, and **(iii)** a gross fixed fee of € 20,000 for the position of Director of the subsidiary Sogefi S.p.A.;
- > Compensation of € 165,000 as end-of-mandate indemnity in the form of an insurance premium paid by the Company into a policy ("*collective capitalization contract with revaluation of the capital and with a single premium to accrue an end of mandate indemnity*") of which the Chairman is the beneficiary with the pay-out only taking place when his position terminates.
- > Non-monetary benefits of € 40,029, in the form of life insurance policies and policies covering the risk of invalidity, accident and illness, private healthcare and two cars for professional and leisure use.

1.4. Chief Executive Officer and General Manager

The Chief Executive Officer and General Manager, Ms Monica Mondardini, received/matured the following items of compensation:

- > Fixed compensation totalling € 1,420,965, consisting of the following: **(i)** the aforesaid gross fixed fee of € 20,000 for the position of Director of the Company; **(ii)** a gross annual salary for the position of General Manager and Executive of the Company of € 700,965; **(iii)** an amount of € 400,000 as the fixed part of the fee for the position of Chief Executive Officer of the company **(iv)** a gross fixed fee of € 300,000 for the position of Chairman of the subsidiary Sogefi S.p.A.;
- > An amount of € 519,817 as the variable part of her emolument for the position of Chief Executive Officer of the Company (MBO), in view of her having reached the financial and non-financial



(qualitative) performance objectives, to be confirmed subject to the approval of the proposed Financial Statements and the consequent confirmation of the Consolidated Accounts.

The Chief Executive Officer and General Manager is also one of the beneficiaries of compensation plans based on medium-long term financial instruments (i.e. the various stock grant plans adopted over the years); see Table 3A) for the rights assigned to and matured by the Chief Executive Officer and General Manager.

She also has insurance and healthcare plans in line with the terms of the applicable National Labour Contract for Managers in the industry sector.

For the pay mix of the Chief Executive Officer and General Manager see Section I, point 3.3.

1.5. Board of Statutory Auditors

The Chairman of the Board of Statutory Auditors was paid a fixed fee of € 75,000.

The auditors in office received a fixed fee of € 50,000.

1.6. Executives with strategic responsibilities

The Executive with strategic responsibilities, Mr Michele Cavigioli, Chief Financial Officer and Executive responsible for the preparation of the Company's financial statements received/matured the following items of compensation:

- > A gross annual salary of € 251,240;
- > An amount of € 47,944 as the variable part of his compensation package (MBO), given that he reached the financial performance objectives relating to the internal organization of the Company, to be confirmed subject to the approval by the Shareholders' Meeting of the proposed Financial Statements and the consequent confirmation of the Consolidated Accounts.
- > Non-monetary benefits of € 5,000 in the form of a car for business and leisure use and the Company welfare programme.

The Executive with strategic responsibilities is also one of the beneficiaries of the share-based compensation plans (i.e. the various stock grant plans adopted over the years); see Table 3A) for the rights assigned to and matured by the Executive with strategic responsibilities.

He also has insurance and healthcare plans in line with the terms of the applicable National Labour Contract for Managers in the industry sector.

1.7. Assignment of compensation for early termination of the employment or directorship

During 2022, in relation to the directors, the General Manager and the Executives with strategic responsibilities: **(i)** no new agreements were signed involving compensation in the event of termination of the directorship or the employment; **(ii)** no compensation and/or other benefits were paid for the termination of a position or of an employment contract; **(iii)** no agreements were signed involving the granting or maintaining of non-monetary benefits in favour of persons whose position or consultancy contract had been terminated for a period following the termination of the relationship; **(iv)** no agreements were signed involving compensation for non-compete undertakings.

2. OTHER INFORMATION

2.1. Waivers of the Remuneration Policy during the year

During 2022 there were no waivers of the Remuneration Policy.

2.2. Application of malus or claw-back mechanisms



During 2022 there were no circumstances that could have led to application of the claw-back mechanism.

2.3. Remuneration, results and average remuneration of employees

The Company's status as a holding company and its profile mean that such comparisons are of little significance.

Indeed, the results of the Company and the consolidated results of the Group are highly dependent not only on the performance of the two main subsidiaries but also on any extraordinary transactions effected.

As regards the analysis of the evolution of the remuneration of persons affected by the Policy in relation to the evolution of the average remuneration of the Company's employees, it should be noted that the remuneration of the members of the Board of Directors remained stable as did that of the Company's employees in the same period.

However, it is thought that an analysis of the average compensation carried out at Group level rather than just for the Company, is not a valid indicator for comparison given that the companies of the Group have a significant part of their labour force in countries where levels of pay are totally out of alignment with Italian levels.

2.4. Information on how the vote expressed by the AGM on the second section of the Policy of the previous year was taken into account

See Section I above, point 2.3.

1. TABLES: COMPENSATION PAID TO THE MEMBERS OF THE BOARD OF DIRECTORS (INCLUDING THE CHIEF EXECUTIVE OFFICER AND GENERAL MANAGER), THE CONTROL BODY AND THE EXECUTIVE WITH STRATEGIC RESPONSIBILITY

Table 1: Compensation paid to (or matured by) the members of the administrative and control bodies, general managers and other executives with strategic responsibilities

(in euro)

Last name and first name	Position in CIR S.p.A.	Period in which the position was held 2022	End of mandate	Company that prepares the financial statements, subsidiaries & associates	Fixed fees (including committee membership)	Fees for attending committee meetings	Variable remuneration (non-equity)		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration (2)	End of mandate or leaving indemnity	Notes																					
							Bonuses & other incentives	Profit sharing																											
DE BENEDETTI RODOLFO	Chairman	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	1,680,000				40,029	165,000	1,885,029			1°, 1b, 3																					
				Subsidiaries	20,000					20,000			4																						
				Total	1,700,000			40,029	165,000	1,905,029																									
MONDARDINI MONICA	CEO and General Manager	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	1,120,965		519,817				1,640,782	1,057,144		1°, 1b, 1c, 1d,																					
				Subsidiaries	300,000					300,000			5																						
				Total	1,420,965		519,817			1,940,782	1,057,144																								
BERTHERAT PHILIPPE	Director	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	30,000	5,000								35,000			1°, 1f																		
BOTTICINI MARISTELLA	Director	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	30,000	8,000												38,000			1°, 1e														
DE BENEDETTI EDOARDO	Director	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	20,000																20,000			1°											
DEBENEDETTI FRANCO	Director	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	20,000																			20,000			1°								
DE BENEDETTI MARCO	Director	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	20,000																						20,000			1°					
DUBINI PAOLA	Director	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	30,000	7,000																								37,000			1°, 1e		
GIANNINI SILVIA	Director	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	40,000	14,000																										54,000			1°, 1e, 1f

Last name and first name	Position in CIR S.p.A.	Period in which the position was held 2022	End of mandate	Company that prepares the financial statements, subsidiaries & associates	Fixed fees (including committee membership)	Fees for attending committee meetings	Variable remuneration (non-equity)		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration (2)	End of mandate or leaving indemnity	Notes
							Bonuses & other incentives	Profit sharing						
PASINELLI FRANCESCA	Director	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	40,000	10,000					50,000			1°, 1e, 1f
PORCARI MARIA SERENA	Director	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	40,000	12,000					52,000			1°, 1e, 1f
MANTEGAZZA FRANCESCO	Chairman of Board of Statutory Auditors	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	75,000						75,000			
GNUDI MARIA-MADDALENA	Auditor in office	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	50,000						50,000			
REBECCHINI GAETANO	Auditor in office	1.1-31.12	Approval Fin.Stat. 2022	CIR S.p.A.	50,000						50,000			
CAVIGIOLI MICHELE	Executive with strategic responsibilities			CIR S.p.A.	251,240		47,944			5,000	304,184	178,87		1c, 7, 8, 9

NOTES

- (1) Fixed fees and Fees for attending committee meetings in the company preparing the financial statements:
- Fees *pro-rata temporis* for the position of Director of € 20,000 approved by the Shareholders' Meeting
 - Special position as per Art. 2389 paragraph 3 approved by the Board of Directors in favour of De Benedetti Rodolfo and Mondardini Monica
 - Employee salary
 - Bonus as variable compensation linked to reaching objectives in terms of result
 - Fees *pro-rata temporis* for sitting on and attending the meetings of the Control, Risk and Sustainability Committee and the Committee for Related-Party Transactions
 - Fees *pro-rata temporis* for sitting on and attending the meetings of the Appointments and Remuneration Committee
- (2) Fair value of equity compensation: this is the notional cost for the Company recognized to the income statement in personnel costs, with offset in the appropriate equity reserve; IAS carrying values not recognized and for the moment just potential.
- (3) Remuneration in the form of non-monetary benefits in favour of the Chairman: insurance policies covering accident, illness and life (€ 26,144) and the value of Company cars for business and leisure use (€ 13,885).
- (4) Fixed fees for the position of Director in Sogefi S.p.A.
- (5) This does not include the amounts for the position of Director of Sogefi S.p.A. (€ 20,000) and of KOS S.p.A. (€10,000), as these are paid to CIR S.p.A.
- (6) Other compensation: end-of-mandate indemnity in the form of an insurance premium.
- (7) Non-monetary benefits: valuation of Company car for business and leisure use.
- (8) Other compensation: Company welfare programme.
- (9) This does not include the amounts for the position of Director with executive powers in CIR Investimenti S.p.A. (€120,000) and of Director of KOS S.p.A. (€10,000), as these are paid to CIR S.p.A.

Table 2: Stock options assigned to members of the Board of Directors, General Managers and other Executives with strategic responsibilities

N/A

Table 3A: Share-based incentive plans, other than stock options, in favour of the members of the Board of Directors, General Managers and other Executives with strategic responsibilities

			Financial instruments granted in previous periods that did not vest during the year		Financial instruments granted in the year					Financial instruments that vested during the year but were not assigned	Financial instruments that vested during the year and are assignable		Financial instruments that refer to the year
		(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Last name & first name	Position held	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value as of grant date (theoretical value: see note) (amounts in thousands of euro)	Vesting period	Grant date	Market price at grant date	Number and type of financial instruments	Number and type of financial instruments	Value at vesting date	Fair value (theoretical value: see Note) (amounts in thousands of euro)
MONDARDINI MONICA	CEO/GM	2016	stock grant 2,038,057	from 29/04/2016 to 31/01/2020							1,033,057		--
MONDARDINI MONICA	CEO/GM	2017	stock grant 1,790,897	from 28/04/2017 to 31/01/2021							897,538		--
MONDARDINI MONICA	CEO/GM	2018	stock grant 2,540,136	from 27/04/2018 to 31/01/2022						(1,111,309)	1,428,827		3
CAVIGIOLI MICHELE	CEO/GM	2018	stock grant 393,976	from 27/04/2018 to 31/01/2022						(172,365)	24,624		1
MONDARDINI MONICA	CEO/GM	2019	stock grant 2,502,316	from 29/04/2019 to 31/01/2023							1,094,763		117
CAVIGIOLI MICHELE	ESR	2019	stock grant 388,110	from 29/04/2019 to 31/01/2023							97,028		18
MONDARDINI MONICA	CEO/GM	2020	stock grant 2,900,407	from 08/06/2020 to 31/01/2024							543,827		334
CAVIGIOLI MICHELE	ESR	2020	stock grant 449,856	from 08/06/2020 to 31/01/2024							84,348		52
MONDARDINI MONICA	CEO/GM	2021	stock grant 2,785,284	from 30/04/2021 to 31/01/2026							--		356
CAVIGIOLI MICHELE	ESR	2021	stock grant 500,000	from 30/04/2021 to 31/01/2026							--		64
MONDARDINI MONICA	CEO/GM	2022			stock grant 3,284,799	1,153	from 29/04/2022 to 31/01/2027	29/04/2022	0.41		--		247
CAVIGIOLI MICHELE	ESR	2022			stock grant 589,670	207	from 29/04/2022 to 31/01/2027	29/04/2022	0.41		--		44

ESR: Executive with Strategic Responsibilities

(5) Notional cost for the Company of the whole plan assigned, determined at the grant date

(9) Units cancelled because the performance condition was not fulfilled within the maximum time limit

(10) Total Units vested and assignable at the end of the year

(12) Notional cost for the Company for the period (recognized to the income statement in personnel costs with an offset in the appropriate equity reserve)

Table 3B: Monetary incentive plans in favour of the members of the Board of Directors, General Managers and other Executives with Strategic Responsibility

(in euro)

A Last name and first name	B Position	Company preparing financial statements	(1) Plan	(2)			(3)			(4) Other bonuses	Notes
				Bonus for the year			Bonuses of previous years				
				Payable / Paid	Deferred	Period of deferral	No longer payable	Payable / Paid	Still deferred		
MONDARDINI MONICA	Chief Executive Officer and General Manager	CIR S.p.A.	30 April 2021	471,591	-	-	-	-	--	-	-
CAVIGIOLI MICHELE	Executive with Strategic Responsibilities	CIR S.p.A.	30 April 2021	50,000	-	-	-	-	-	-	-



SHAREHOLDINGS

In accordance with the fourth paragraph of Art. 84-quater of the Rules for Issuers, the table at the end of this Report shows the number of shares in the Company or in its subsidiaries held by Directors, Statutory Auditors and Executives with strategic responsibilities, as well as by their spouses, provided they are not legally separated, and by their dependent children (minors). The shares may be held directly, through a controlled or fiduciary company or through a third party and are the names as recorded in the shareholder book, the names communicated or they may be from other information acquired from the same Directors, Statutory Auditors or Executives with strategic responsibilities (Tables 1 and 2 of Schedule no. 7-ter of the Rules for Issuers).

Last name and first name	Position	Period in which the position was held	Investee company	Number of shares owned at 31 December 2021	Number of shares purchased in the year 2022	Number of shares sold in the year 2022	Number of shares owned at 31 December 2022	Notes
DE BENEDETTI Rodolfo	Chairman	1.1-31.12	CIR S.p.A.	16,497,569	--	--	16,497,569	(1)
MONDARDINI Monica	Chief Executive Officer and General Manager	1.1-31.12	CIR S.p.A.	--	--	--	--	
BERTHERAT Philippe	Director	1.1-31.12	CIR S.p.A.	--	--	--	--	
BOTTICINI Maristella	Director	1.1-31.12	CIR S.p.A.	--	--	--	--	
DEBENEDETTI Franco	Director	1.1-31.12	CIR S.p.A.	753,570	--	--	753,570	
DUBINI Paola	Director	1.1-31.12	CIR S.p.A.	--	--	--	--	
DE BENEDETTI Edoardo	Director	1.1-31.12	CIR S.p.A.	--	--	--	--	
DE BENEDETTI Marco	Director	1.1-31.12	CIR S.p.A.	--	--	--	--	
GIANNINI Silvia	Director	1.1-31.12	CIR S.p.A.	--	--	--	--	
PASINELLI Francesca	Director	1.1-31.12	CIR S.p.A.	--	--	--	--	
PORCARI Maria Serena	Director	1.1-31.12	CIR S.p.A.	--	--	--	--	
MANTEGAZZA Francesco	Chairman of the Board of Statutory Auditors	1.1-31.12	CIR S.p.A.	--	--	--	--	
GNUDI Maria Maddalena	Auditor in office	1.1-31.12	CIR S.p.A.	--	--	--	--	
REBECCHINI Gaetano	Auditor in office	1.1-31.12	CIR S.p.A.	--	--	--	--	
EXECUTIVE WITH STRATEGIC RESPONSIBILITIES			CIR S.p.A.	40,832			40,832	

NOTES

(1) The shares owned at December 31 2022 were all held with title of ownership of which: 2,025,569 shares directly and indirectly, 10,452,000 shares through Rodolfo De Benedetti Società Semplice and 4,020,000 shares through Rodolfo De Benedetti S.r.l.



PROPOSED RESOLUTION

PROPOSED RESOLUTIONS on the Report on Remuneration Policy and Compensation Paid as per Art. 123-ter of the TUF

Dear Shareholders,

As per the terms of Art. 123-ter of the TUF – as amended by D.Lgs. 49 of 10 May 2019 - you are being called upon to adopt a resolution on the Report on Remuneration Policy and Compensation Paid (hereinafter also referred to as the “Report”) prepared in accordance with the terms of Art. 84-quater of Consob’s Rules for Issuers, in conformity with Annex 3A, Schedule 7-bis of the above-mentioned Rules.

After the amendments introduced by the above-mentioned D.Lgs. no. 49 of 10 May 2019 you are being called upon to express your vote as follows:

- **with a binding resolution** in compliance with Art. 123-ter paragraph 3-ter of the TUF on Section I of the Report on the Company’s policy in relation to the remuneration of the members of the Board of Directors, the Board of Statutory Auditors, the General Manager and the Executives with strategic responsibilities and the procedures used to adopt and implement the said policy;
- **with a non-binding resolution** in compliance with Art. 123-ter paragraph 6 of the TUF on Section II of the Report on the compensation paid in 2021 to the individuals specified in Art. 123-ter paragraph 4 of the TUF.

The Board of Directors therefore submits to you the following proposed resolutions:

ON SECTION I

“The Ordinary Annual General Meeting of the Shareholders of CIR S.p.A.,

- having seen the terms of current regulations,
- having acknowledged the Report on Remuneration Policy and Compensation Paid,
- given that the Report on Remuneration Policy and Compensation Paid was filed and made available within the time limits laid down by law,

RESOLVES

To approve the Company’s Policy on Remuneration as per Section I of the Report on Remuneration Policy and Compensation Paid.”

ON SECTION II

“The Ordinary Annual General Meeting of the Shareholders of CIR S.p.A.,

Having seen the terms of current regulations,

- having acknowledged the Report on Remuneration Policy and Compensation Paid,
- having acknowledged that the Report on Remuneration Policy and Compensation Paid was filed and made available within the time limits aid down by law
- acknowledging that the preparation of Section II of the same Report was verified by the Firm of Auditors KPMG S.p.A. in compliance with Art. 123-ter paragraph 8-bis of the TUF,

RESOLVES



To express a favourable opinion on Section II of the Report on Remuneration Policy and on Compensation Paid approved by the Board of Directors at the meeting held on 13 March 2023.”