



Illustrative Report on item 2 on the Agenda of the Ordinary Shareholders' Meeting

Remuneration Policy, prepared in accordance with Article 123-ter of Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented, and Article 84-quater of the Issuer's Regulation adopted with Consob Resolution No. 11971 of May 14, 1999, as subsequently amended and supplemented. Resolutions thereon.

Dear Shareholders,

The Shareholders' Meeting called for July 28, 2022, is called to discuss and consider this proposal to supplement Section I of the Report on remuneration policy (the "**Remuneration Report**") prepared in accordance with Article 123-ter of Legislative Decree No. 58 of February 24, 1998 (the "**CFA**") and Article 84-quater of the Regulation adopted with Consob Resolution No. 11971 of May 14, 1999, as amended and supplemented (the "**Issuers' Regulation**").

At its meeting of June 21, 2022, the Board of Directors of Zignago Vetro S.p.A. (the "**Company**") approved a number of changes to Section I of the Remuneration Report, on the proposal of the Appointments and Remuneration Committee.

As previously noted in Section I of the Remuneration Report, in the version approved on April 29, 2022, the Board of Directors of the Company approved the introduction of a new incentive plan for the Company's Chief Executive Officer and Senior Executives. Further details on this plan can be found in the related Illustrative Report. The supplemented version of the Remuneration Report will be made available to the public at the Company's registered office, on its website www.zignagovetro.com (in the *Investors/Governance/Shareholders' Meetings* section) and on the authorised storage mechanism "eMarket STORAGE" in accordance with law.

Updates were also made to (i) the remuneration of members of the corporate bodies, following the most recent renewal of these bodies at the Shareholders' Meeting of April 29, 2022 and (ii) the provisions on the waiver of the remuneration policy, as per applicable regulations, in order to clarify and explain the waiver scenarios and related procedures.

While the Company's Shareholders' Meeting approved the Remuneration Report on April 29, 2022, and it therefore need not be approved again in its entirety, the Shareholders are called to approve the amendments to Section I, which contains the Company's remuneration policy for members of the Board of Directors, the General Manager, the Senior Executives and the members of the Board of Statutory Auditors for 2022, in addition to the procedures utilised for the adoption and enactment of the policy.

This section, as per the combined provisions of paragraphs 3-bis and 3-ter of Article 123-ter of the CFA, is subject to the **binding vote** of the Shareholders' Meeting; and

Therefore, with reference to this item on the Agenda, the Shareholders' Meeting will proceed with a single vote in the form set out below.

Resolution proposed to the Ordinary Shareholders' Meeting

Section I - 2022 Remuneration Policy (binding resolution)

You the Shareholders, as regards Section I of the Remuneration Report containing the remuneration policy, are invited to approve the following resolution, should you agree with it:

"The Ordinary Shareholders' Meeting of Zignago Vetro S.p.A.,

- *having examined the Remuneration Report prepared by the Board of Directors pursuant to Article 123-ter of the CFA and 84-quater of the Issuers' Regulation;*
- *having examined and discussed, in particular, "Section I" of the Remuneration Report prepared pursuant to Article 123-ter, paragraph 3 of the CFA regarding (i) the Company's remuneration policy for members of the Board of Directors, the Board of Statutory Auditors, the General Manager and the Senior Executives for 2022; and (ii) the procedures utilised for the adoption and enactment of the policy; and*
- *considering that, pursuant to Article 123-ter, paragraph 3-ter of the CFA, the Shareholders' Meeting is called to express a binding vote on "Section I" of the Remuneration Report,*

RESOLVES

1. *to approve “Section I” of the Remuneration Report, as amended by the Company’s Board of Directors, prepared pursuant to Article 123-ter, paragraph 3 of the CFA;*
2. *to grant the Chairperson of the Board of Directors and the Chief Executive Officer, severally and with the faculty to sub-delegate, the widest powers necessary or useful to execute the above resolution, including, merely by means of non-exhaustive example, the power to enact the remuneration policy as per the aforementioned “Section I”.*

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Fossalta di Portogruaro, June 21, 2022

for the Board of Directors
the Chairperson
Dott. Nicolò Marzotto