



Annual report on the remuneration policy and compensation paid

in accordance with Article 123-*ter* of the CFA and 84-*quater* of
the Issuers' Regulation

Issuer: **Zignago Vetro S.p.A.**

Website: www.gruppozignagovetro.com

Approval date of Report: 13/03/2020

Contents

Contents.....	2
GLOSSARY.....	3
SECTION I.....	4
2. Appointments and Remuneration Committee	6
3. Policies and objectives	7
4. Director Remuneration	11
5. Committee Remuneration.....	12
6. Remuneration policy for Independent Directors	12
7. Remuneration policy for Executive Directors.....	13
8. Remuneration policy for Senior Executives.....	13
9. Non-monetary benefits	14
10. Clause for the maintenance in portfolio of financial instruments.....	14
11. Remuneration for members of the Board of Statutory Auditors	14
12. Exceptional circumstances	14
SECTION II	16
FIRST PART	16
1. BOARD OF DIRECTORS' FEES	16
2. BOARD OF STATUTORY AUDITORS FEES.....	20
3. REMUNERATION OF SENIOR EXECUTIVES	21
SECOND PART.....	22
TABLE 1: Remuneration of the Board of Directors, Board of Statutory Auditors, General Managers and Senior Executives	22
SCHEME No. 7-ter: Information on Holdings of the Board of Directors and Statutory Auditors, General Managers and Senior Management with strategic responsibilities.....	E
rrorre. Il segnalibro non è definito.	
TABLE 2: Shareholdings of the Board of Directors, Board of Statutory Auditors and General Managers	23
TABLE 3: Shareholdings of other Senior Executives Company: Zignago Vetro SpA.....	24

GLOSSARY

Shareholders' Meeting refers to the Issuers' Shareholders' Meeting.

Borsa Italiana: Borsa Italiana S.p.A.

Self-Governance Code: The Self-Governance Code of listed companies approved in March 2006 (as subsequently amended) by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, ANIA, Assogestioni, Assonime and Confindustria and available at www.borsaitaliana.it/committee-corporate-governance.

Civil Code: the Italian Civil Code.

Board of Statutory Auditors: the Board of Statutory Auditors of the Issuer.

Appointments and Remuneration Committee: the committee for remuneration and appointments established within the Board of Directors.

Board or Board of Directors: the Board of Directors of the Issuer.

Issuer or the Company: Zignago Vetro S.p.A.

2019: The financial year ending December 31, 2019.

Issuers' Regulation: Consob Regulation no. 11971/99 and subsequent amendments and supplements.

Report: This remuneration policy and report, prepared in accordance with Article 123-ter of the CFA and 84-*quater* of the Issuers' Regulation.

By-Laws: The By-Laws of Zignago Vetro S.p.A..

CFA: Legislative Decree 58/1998 and subsequent amendments and supplements.

SECTION I

1. Introduction

The Company draws up and applies a general remuneration policy which attracts, motivates and retains individuals possessing the professional standards required to achieve Group objectives.

The policy was developed on the basis of a clear and transparent process and in which the Shareholders' Meeting, the Board of Directors, the Board of Statutory Auditors and the Appointments and Remuneration Committee all play a central role.

a) Shareholders' Meeting

On remuneration, and as per Article 17.9 of the By-Laws, upon the appointment of Directors the Shareholders' Meeting determines the compensation to be paid to those Directors for the period of their mandate, including by establishing a total amount determined in accordance with Article 2389, paragraph 3, of the Civil Code.

Pursuant to Article 123-ter, paragraph 3-bis of the CFA, the Shareholders' Meeting resolves on the first section of the Report, which describes remuneration policy for members of the Board of Directors, general managers, and other Senior Executives as defined by the Board of Directors (on the proposal of the Appointments and Remuneration Committee). It also expresses a non-binding advisory opinion on the second section of the Report, which provides an adequate illustration of each of the items making up remuneration and analytically describes the compensation paid in 2019.

Lastly, the Shareholders' Meeting resolves on any compensation plans based on shares or other financial instruments for members of the Board of Directors, employees and consultants, including Senior Executives, pursuant to Article 114-bis of the CFA.

b) Board of Directors

As regards remuneration, the Board of Directors:

- establishes internally an Appointments and Remuneration Committee;
- defines and re-evaluates, where necessary, and on the proposal of the Appointments and Remuneration Committee, the remuneration policy for Directors and Senior Executives;
- determines the remuneration of Senior Directors, after consulting the Board of Statutory Auditors and on the proposal of the Appointments and Remuneration Committee;
- approves the Report, which is prepared in accordance with Article 123-ter of the CFA;
- prepares, with the support of the Appointments and Remuneration Committee, any compensation plans based on shares, options or other financial instruments, and submits these for the approval of the Shareholders' Meeting in accordance with Article 114-bis of the CFA;
- implements any compensation plans based on shares or other financial instruments, with the assistance of the Appointments and Remuneration Committee by proxy of the Shareholders' Meeting.

c) Board of Statutory Auditors

As regards remuneration, the Board of Statutory Auditors plays a consultative role. It formulates its opinion where required by current legislation, and expresses its opinion on proposals for the remuneration of Directors holding special offices as per Article 2389, paragraph 3 of the Civil Code and Article 17.10 of the By-Laws.

d) Appointments and Remuneration Committee

The remuneration policies for Senior Directors, both concerning the fixed part and the variable part, are proposed annually by the Appointments and Remuneration Committee and submitted for the approval of the Board of Directors of the Company, following approval by the Board of Statutory Auditors. For further information on the role of the Appointments and Remuneration Committee, see the following paragraph.

2. Appointments and Remuneration Committee

Composition

The Remuneration Committee was appointed with Board motion of March 22, 2007.

The company, also in consideration of the results of the self-assessment process, decided not to set up an Appointments Committee, instead preferring to assign these functions to the Remuneration Committee, which therefore on March 15, 2018 changed its name to the “Appointments and Remuneration Committee”.

The Board of Directors’ meeting of May 2, 2019 re-elected the members of the Appointments and Remuneration Committee, whose mandate expired, in the persons of Mr. Franco Moschetti (Non-Executive and Independent Director), Ms. Daniela Manzoni (Non-Executive and Independent Director), and Mr. Stefano Marzotto (Non-Executive Director). The Board, at the time of the appointment, evaluated and considered adequate the financial and accounting qualifications of the members of the Appointments and Remuneration Committee.

Duties

As regards appointments, the Appointments and Remuneration Committee plays a consultative role in identifying Directors of appropriate professional standing and expertise, above all on appointment of the Board of Directors, in order to improve the efficiency and functioning of the Board. It also has an investigative and consultative role with regards to matters presenting an increased risk of conflicts of interest.

It also has the duty to:

- draw up proposals for the Board of Directors in relation to the remuneration of Executive Directors and Senior Executives, in addition to the fixing of the performance objectives related to the variable component of this remuneration;
- make proposals to the Board of Directors regarding the revision of the remuneration policy where, for example, the criteria adopted for the remuneration of Executive Directors are no longer current and sufficiently incentive-based;

- monitor the application of the decisions of the Board of Directors concerning the remuneration policy and actual achievement of performance objectives; and
- periodically evaluate the adequacy, the overall compliance and the application of the remuneration policy, including the criteria adopted, of Directors and Senior Executives, also using information provided by the Chief Executive Officers, and draw up for the Board of Directors general recommendations in this regard.

In the carrying out of its functions, the Appointments and Remuneration Committee has full access to the information and to the corporate functions necessary for the carrying out of its remit and does not require the use of external consultants, as availing of the support of internal structures.

In 2019 the Appointments and Remuneration Committee met on five occasions and the relative minutes were duly kept.

3. Policies and objectives

The Company's remuneration policy follows the criteria set out in the CFA and the Issuers' Regulation. In particular:

- i. contributes to the company's strategy, since a considerable part of the remuneration of relevant company figures, and in particular managers, is variable and linked to the achievement of specific annual objectives (MBO), both in terms of the Company's financial performance and personal performance. This type of compensation represents between 30% and 40% of total remuneration. For Senior Executives, this MBO system is linked to Group performance objectives, while for others it is based on the objectives of the company in which they work.

Economic-financial performance targets represent between 30% and 50% of the incentive pay for relevant Non-Executive figures (middle managers and office staff), and 80% for Executives, while, therefore, personal targets vary between 20% and 70%. This wide scale is justified by the need to more accurately align incentives with each role. This considers, above all, the ability of the role to directly affect the Company's financial-economic performance, prioritising this over other areas which, while important for corporate improvement, may not have an immediate effect on results.

These objectives are formally set at the beginning of each financial year and are regularly monitored and recorded at the end of the period, determining whether or not they have been achieved, and consequently their effect on variable remuneration.

Of the aforementioned objectives, those concerning the Company's economic-financial

performance are specifically linked to turnover, EBIT and ROI; those of a personal nature, on the other hand, are determined on a case-by-case basis in relation to the specific role and/or position held by the individual. To ensure the achievement of strategic objectives, therefore, personal objectives relate to the successful implementation of new plants, improvements in industrial performance, commercial development of new areas and customers, and streamlining organisational structure. They also include, in general, the continuous improvement in elements of company production, the successful implementation of specific company projects of a strategic nature, the optimisation of the financial structure, and the improvement of company performance on key sustainability issues.

Zignago Vetro regularly draws up its strategic plan: the latest version was approved at the meeting of the Board of Directors that approved the draft financial statements at December 31, 2019. The resulting remuneration policy for the aforementioned corporate figures is fully consistent with the objectives set out in the aforementioned document.

A review of the methods for calculating incentive pay is also currently being considered, in order to ensure greater rewards for all company figures whose remuneration is partially linked to the MBO system;

- ii. it contributes to the pursuit of long-term interests, since medium- to long-term strategic development plans play a role in determining subsequent annual budgets, which give rise to a significant portion of the company and personnel performance objectives set annually. For Senior Executives, moreover, a large portion of incentive remuneration is not paid annually, but is instead linked to the achievement of precise medium- to long-term objectives, specifically linked to growth in the Group's results and the value generated for shareholders. A first medium- to long-term incentive plan was implemented for the period 2016-18 and resulted in the set corporate objectives being exceeded. A second medium- to long-term incentive plan has been launched for the period 2019-21, through the establishment of a stock option plan based on growth in the market value of Zignago Vetro shares.

This part of the remuneration policy, therefore, has been specifically designed and set out to ensure maximum possible focus on achieving the medium- to long-term objectives set by the Board of Directors;

- iii. It contributes to the Company's sustainability, since part of the incentive pay for key company figures is linked to improvement in production and other sustainability issues. In addition to this, since 2020 a portion of the incentive compensation for all Group Executives has been linked to the achievement of specific sustainability objectives, and specifically by improvement in the sustainability rating formally assigned to the Company by a designated external institution;

- iv. it is determined taking into account the remuneration and working conditions of the Company's employees. Specifically, it takes appropriate account of the responsibilities involved, the complexity of the tasks carried out and the degree of professionalism required to adequately perform the role.
- v. it stipulates that all Directors are entitled to remuneration determined upon their appointment by the Shareholders' Meeting. This establishes the gross amount due to each individual Director for the duration of the term of office. This gross annual remuneration is not based on the achievement of financial objectives but on the commitment required of each Executive in their respective roles;
- vi. it stipulates that, in addition to the fixed compensation due to them as members of the Board of Directors and which is determined upon their appointment, Senior Executives are also entitled to further compensation comprising both fixed and variable components. These are appropriately balanced on the basis of the Company's strategic objectives and the risk management policy, and take into account the sector in which the Issuer operates.
 - The *fixed component* of this remuneration, whose quantification criteria are proposed by the Appointments and Remuneration Committee, should sufficiently remunerate the beneficiary in line with the level of their professional service where the variable component is not paid because the *performance* objectives indicated by the Board of Directors are not met.
 - The *variable component* is intended as an incentive, and consists of a payment based on the achievement of short-term and medium- to long-term financial and non-financial *performance* objectives. The former include both quantitative economic and financial indicators concerning the Group, including turnover, EBIT and ROI, and other parameters, including non-quantitative ones. For senior Directors, this variable component represents around 30% of total remuneration.
 - As regards short-term variable remuneration, the Appointments and Remuneration Committee proposed the formulas for the calculation of the variable portion of remuneration (MBO), to be allocated to the Executive Directors, setting out the respective allocation ratios and verifying the correct application of these remuneration ratios with regards to the results achieved in 2019.

- As regards long-term remuneration, an incentive plan called the “2019-2021 Stock Option Plan” (the “**Plan**”) is in place. This is also available to, among others, the Company’s Chairman or Chief Executive Officer as part of the Company’s internal Executive Committee, as approved by the Shareholders’ Meeting. The Appointments and Remuneration Committee underlines, however, that the Plan does not follow the recommendation of the Self-Governance Code set out in Criterion 6.C.2, letter c, taking account also of the long-term relationship between the company and the *Top Management* beneficiary of the plan. The Plan stipulates the free assignment to beneficiaries of options for the paid subscription and/or purchase of a maximum 1,320,000 ordinary shares of the Company, in the ratio of one share per option, according to the terms and conditions of the Plan. These options may be exercised by the Beneficiaries on condition that, in the period between October 1 and December 31, 2021, the average official closing price of the ordinary shares of the company is equal to or above Euro 9.70. The vesting period, during which the assigned options may not be exercised, is fixed between the allocation date and the maturation date of the options. The Plan duration is until 31 December 2024. As regards the effects from the conclusion of the administration and/or employee relationship of the beneficiaries of the 2019-2021 *Stock Option* Plan and for further information, reference should be made to the disclosure document prepared as per Article 84-bis and Scheme 7 of Annex 3A of the Issuers’ Regulation, available on the company website at www.gruppoziagnagovetro.com, *Corporate Governance* section.

vii. it stipulates that Senior Executives are entitled to compensation consisting of a fixed component and a variable component, as is the case for Senior Directors.

- The fixed component of this remuneration (whose quantification criteria are proposed by the appointments and Remuneration Committee) should sufficiently remunerate the beneficiary in line with the level of their professional service where the variable component is not paid because the *performance* objectives for Senior Executives indicated by the Chief Executive Officer are not met.

The *variable component* is intended as an incentive, and consists of a payment based on the achievement of short-term *performance* objectives (MBO) and medium- to long-term objectives (*Stock Option* Plan).

- As regards variable short-term remuneration, objectives are linked both to qualitative, economic-financial indicators concerning the Group - among which turnover, EBIT and ROI - and other, non-quantitative factors, such as improvements in industrial performance, commercial development of new areas and customers, streamlining organisational structure in general, successful implementation of new plants, continuous improvement in elements of company production, successful implementation of specific company projects of a strategic nature, and optimisation of the financial structure. For Senior Executives, the short-term, variable component of remuneration represents on average around 40% of total compensation. The Appointments and Remuneration Committee proposed the formulas for the calculation of the variable portion of remuneration (MBO), to be allocated to Senior Executives, setting out the respective allocation ratios and verifying the correct application of these remuneration ratios with regards to the results achieved in 2019.
- As regards long-term remuneration, the Plan currently extends not only to the Chairman and the Chief Executive Officer, but also to Senior Executives in the forms and according to the methods described above.

viii. Indemnity of Directors and Executives in the case of dismissal and termination of employment following a public purchase offer is not provided for.

On this basis the Appointments and Remuneration Committee drew up the proposal for the structure of the remuneration of Directors and Senior Executives of the Company for the years 2019-2021. On March 13, 2020 the Board of Directors confirmed the remuneration policy of the Directors of the Company in terms similar to those approved for the year 2019.

4. Director Remuneration

In accordance with Article 17.9 of the By-Laws and Article 2389 of the Civil Code, the remuneration of all members of the Board of Directors is established upon appointment: the Shareholders' Meeting establishes a gross amount due to each individual Director for the duration of the appointment.

On May 2, 2019, the Board of Directors established, among other issues, the division among the members of the Board of Directors of the total gross annual remuneration of Euro 260,000 approved by the Shareholders' Meeting of the same day. Specifically, at the same meeting the Board established a gross fixed annual remuneration of Euro 20,000 for each Director, in addition to Euro 2,500 as a fee for attendance at each Board meeting.

5. Committee Remuneration

Non-Executive Directors who are members of committees established within the Board of Directors receive, in addition to their remuneration as Directors, additional compensation for this office.

For Directors sitting on the Control and Risks Committee, on May 2, 2019 the Board of Directors allocated a *pro-rata* gross annual remuneration of Euro 20,000 for the position of Chairman and of Euro 15,000 for each of the other positions.

In relation to Directors sitting on the Appointments and Remuneration Committee, on May 2, 2019 the Board of Directors allocated a *pro-rata* gross annual remuneration of Euro 20,000 to the Chairman and a *pro-rata* gross annual remuneration of Euro 15,000 to the other two members.

In relation to Directors sitting on the Related Party Transactions Committee, on May 2, 2019 the Board of Directors allocated a *pro-rata* gross annual remuneration of Euro 20,000 to the Chairman and a *pro-rata* gross annual remuneration of Euro 15,000 to the other two members.

6. Remuneration policy for Independent Directors

The Lead Independent Director was assigned an additional *pro-rata* gross annual remuneration of Euro 10,000 in addition to a fee of Euro 2,500 for attendance at each meeting.

At the date of the present Report, the company has not adopted any other remuneration policy for Independent Directors.

7. Remuneration policy for Executive Directors

On May 2, 2019 the Board of Directors approved remuneration for Executive Directors for the years 2019-2021 equalling Euro 515,000 annually. This comprises *pro-rata* fixed gross compensation, in addition to an annual fixed gross amount of Euro 20,000 allocated to each Director, and a fee of Euro 2,500 for attendance at each meeting.

The Chairman and Chief Executive Officer were allocated an additional variable compensation, with a reference value of Euro 200,000.00 (two hundred thousand) based on the achievement of specific financial and non-financial *performance* objectives.

8. Remuneration policy for Senior Executives

The remuneration policy for Senior Executives consists of:

- a fixed component and
- a variable component.

The former (whose quantification criteria are proposed by the Appointments and Remuneration Committee) will sufficiently remunerate the beneficiary in line with the level of their professional service where the variable component is not paid because the *performance* objectives indicated by the Chief Executive Officer are not met.

The latter is incentive-based and represents on average around 40% of total compensation. Allocation of the variable component is linked to the achievement of short-term *performance* objectives (MBO). Specifically:

- around 80% of variable remuneration is linked to quantitative economic and financial indicators concerning the Group, including turnover, EBIT and ROI;
- around 20% is linked to other parameters, including non-financial and personal ones. These include, for example, improvements in industrial performance, commercial development of new areas and customers, streamlining the organisational structure in general, the successful installation of new plants, continuous improvement in elements of company production, the successful implementation of specific company projects of a strategic nature, and optimisation of the financial structure.

The Appointments and Remuneration Committee proposed the formulas for the calculation of the variable portion of remuneration (MBO), to be allocated to Senior Executives, setting out the respective allocation ratios and verifying the correct application of these remuneration ratios with regards to the results achieved in 2019.

On this basis the Appointments and Remuneration Committee also drew up the proposal for the

remuneration structure for Senior Executives for the years 2019-2021.

A medium- to long-term incentive component based on a *Stock Option* plan is also in place for Senior Executives. This aims to encourage the pursuit of the company's strategic development objectives in the medium to long term.

9. Non-monetary benefits

The remuneration policy of the Company also establishes the recognition of certain non-monetary benefits to the Chairman of the Board of Directors, the Chief Executive Officer and Executives. This concerns specifically the provision of a company car and obligatory health insurance coverage. The remuneration policy approved by the Company does not provide for other insurance coverage, social security or pension provisions in addition to those obligatorily required.

10. Clause for the maintenance in portfolio of financial instruments

At the date of the present report, the Company has not signed agreements which include clauses for the maintenance in portfolio of financial instruments after their acquisition.

11. Remuneration for members of the Board of Statutory Auditors

Pursuant to Article 20.1 of the By-Laws and Article 2402 of the Civil Code, the annual remuneration of all members of the Board of Statutory Auditors is determined by the Shareholders' Meeting upon their appointment, and for the entire duration of their appointment.

Specifically, for the period 2019-2021, the Shareholders' Meeting held on 2 May 2019 established a *pro-rata* gross annual remuneration of Euro 30,000 for the Chairman of the Board of Statutory Auditors and Euro 20,000 for the Statutory Auditors, respectively, for each of the financial years ending December 31, 2019, 2020 and 2021, in addition to the reimbursement of documented expenses incurred in the performance of their duties, as set out in the By-Laws. Remuneration is determined on the basis of criteria such as the professional skills and experience of the individual members as well as the time commitment required to perform the role.

12. Exceptional circumstances

The Board of Directors maintains that the remuneration policy detailed in this section may be waived, according to the terms set out below, in certain exceptional circumstances, i.e. situations in which it becomes necessary to waive said 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.

The aforementioned waiver is permitted only if, in the presence of one or more of the aforementioned exceptional circumstances, and on the basis of elements and evidence proving the exceptional circumstances that have had a negative impact on results, the Board of Directors formally decides, on the proposal of the Appointments and Remuneration Committee, for the sole purpose of determining the variable remuneration and the incentive remuneration policy, to adjust the economic and financial results in order to eliminate the effects deriving from exceptional circumstances, and to proceed with mutually-agreed termination of the variable remuneration to which the recipient is entitled.

This waiver applies to the variable component of remuneration for Executive Directors, Senior Executives, and any other recipient of variable remuneration (MBO).

The waiver also applies to medium- to long term incentive plans provided for Executive Directors, as well as for Senior Executives.

.

The reasons for and conditions under which the Board of Directors, on the justified proposal of the Appointments and Remuneration Committee, may apply the aforementioned waiver concern extraordinary events. These may include particularly significant changes in energy prices, changes in the Group's scope of consolidation, the occurrence of phenomena of an exogenous and unpredictable nature that may affect the general performance of reference markets, and thus also the Company's results. This means both the markets for goods and services and the financial markets, and refers in particular to war, financial shocks, acts of terrorism, coups d'état, pandemics, etc.

In any case, the Company may waive only the following elements of the remuneration policy: i) the short-term variable component allocated to Senior Directors, Senior Executives, and all other recipients of MBO programs; ii) the medium- to long-term variable component allocated to Senior Directors and Senior Executives.

SECTION II

FIRST PART

1. BOARD OF DIRECTORS' FEES

Paolo Giacobbo, Chairman & Chief Executive Officer

The Board of Directors on May 2, 2019, on the basis of indications from the Remuneration Committee, passed a motion to award Mr. Paolo Giacobbo a *pro-rata* gross fixed annual remuneration, for the years 2019-2021, of Euro 20,000 for the position of Director, in addition to a fee of Euro 2,500 for attendance at each Board meeting. With the motion, the Board of Directors also allocated, for each year in the same three-year period, a *pro-rata* annual gross fixed remuneration of Euro 245,000 for the office of Chairman and, for the office of Chief Executive Officer a *pro-rata* gross fixed annual remuneration of Euro 240,000, in addition to variable remuneration with a reference base of Euro 200,000, based on both economic-financial quantitative indicators concerning the Company, and on individual *performance* bonuses. This will be settled upon approval of the financial statements for each year.

Specifically, the performance objectives for the allocation of variable compensation as Chairman and Chief Executive Officer were achieved. These were set out in the Budget for the year and concerned turnover, EBIT and ROI. Variable compensation represents around 34% of total remuneration.

During 2019, the Chairman and Chief Executive Officer Mr. Paolo Giacobbo also received non-monetary benefits of Euro 4,591, concerning the use of a company car and insurance coverage.

Lastly, for his previous term of office, which ended with the approval of the 2018 financial statements, in 2019 the same Director received variable compensation of Euro 210,459 based on economic-financial and individual *performance* indicators, plus an additional variable compensation of Euro 1,371,431 as a long-term monetary incentive bonus.

Nicolò Marzotto, Vice Chairman of the Board of Directors

On May 2, 2019 the Board of Directors allocated to the Director Mr. Nicolò Marzotto a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

In addition, the Director received *pro-rata* gross annual remuneration of Euro 30,000 as the Vice Chairman of the Board of Directors.

Alessia Antonelli, Non-Executive and Independent Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Ms. Alessia Antonelli a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting. The Director also received *pro-rata* gross annual remuneration of Euro 20,000 as a Chairperson of the Control and Risks Committee.

Ferdinando Businaro, Non-Executive Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Mr. Ferdinando Businaro a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

The Director also received *pro-rata* gross annual remuneration of Euro 15,000 as a member of the Related Parties Transactions Committee.

Roberto Cardini, Non-Executive Director, Director in charge of the Internal Control and Risk Management System

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Mr. Roberto Cardini a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

The Director also received *pro-rata* gross annual remuneration of Euro 15,000 as the Director in charge of the Internal Control and Risk Management System.

Giorgina Gallo, Non-Executive and Independent Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Ms. Giorgina Gallo a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

The Director also received *pro-rata* gross annual remuneration of Euro 15,000 as a member of the Control and Risks Committee.

Daniela Manzoni, Non-Executive and Independent Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Ms. Daniela Manzoni a *pro-rata* gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

The Director also received *pro-rata* gross annual remuneration of Euro 15,000 as a member of the Appointments and Remuneration Committee.

Gaetano Marzotto, Non-Executive Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Mr. Gaetano Marzotto a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

Luca Marzotto, Non-Executive Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Mr. Luca Marzotto a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

The Director also received *pro-rata* gross annual remuneration of Euro 15,000 as a member of the Control and Risks Committee.

Stefano Marzotto, Non-Executive Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Mr. Stefano Marzotto a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

The Director also received *pro-rata* gross annual remuneration of Euro 15,000 as a member of the Appointments and Remuneration Committee.

Franco Moschetti, Non-Executive Director and Lead Independent Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Mr. Franco Moschetti a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

The Director also received *pro-rata* gross annual remuneration of Euro 20,000 as Chairman of the Appointments and Remuneration Committee and, as *Lead Independent Director*, a further *pro-rata* gross annual remuneration of Euro 10,000.

Barbara Ravera, Non-Executive and Independent Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Ms. Barbara Ravera a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

The Director also received *pro-rata* gross annual remuneration of Euro 15,000 as a member of the Related Party Transactions Committee.

Manuela Romei, Non-Executive and Independent Director

On May 2, 2019 the Board of Directors allocated to the Non-Executive Director Ms. Manuela Romei a gross fixed annual remuneration of Euro 20,000, in addition to a fee of Euro 2,500 for attendance at each Board meeting.

The Director also received *pro-rata* gross annual remuneration of Euro 20,000 as Chairperson of the Related Party Transactions Committee.

Franco Grisan, Non-Executive Director

With the approval of the 2018 Financial Statements, the mandate of the Director Mr. Franco Grisan came to an end. For the duties carried out until the natural conclusion of his mandate, in 2019 he received remuneration of Euro 6,685 as a Director, and a fee of Euro 7,500 for attendance at Board meetings.

2. BOARD OF STATUTORY AUDITORS FEES

Alberta Gervasio, Chairman of the Board of Statutory Auditors

The Shareholders' Meeting of May 2, 2019 allocated to the Chairman of the Board of Statutory Auditors Ms. Alberta Gervasio *pro-rata* gross annual remuneration of Euro 30,000, in addition to the reimbursement of expenses incurred for the discharge of office.

Manetti Andrea, Statutory Auditor

The Shareholders' Meeting of May 2, 2019 allocated to the Statutory Auditor Mr. Manetti Andrea *pro-rata* gross annual remuneration of Euro 20,000, in addition to the reimbursement of expenses incurred for the discharge of office.

Carlo Pesce, Statutory Auditor

The Shareholders' Meeting of May 2, 2019 allocated to the Statutory Auditor Mr. Carlo Pesce *pro-rata* gross annual remuneration of Euro 20,000, in addition to the reimbursement of expenses incurred for the discharge of office.

Stefano Meneghini, Statutory Auditor

With the approval of the 2018 Financial Statements, the mandate of the Director Mr. Stefano Meneghini came to an end. For the duties carried out in 2019 and until the natural conclusion of his mandate, he received *pro-rata* gross annual remuneration in addition to the reimbursement of expenses incurred for the discharge of office, for a total of Euro 6,573.

3. REMUNERATION OF SENIOR EXECUTIVES

In relation to Senior Executives, during 2019 overall gross remuneration was allocated of Euro 5,442,184.

SECOND PART

TABLE 1: Remuneration of the Board of Directors, Board of Statutory Auditors, General Managers and Senior Executives

Name	Office	Period of office	Concl. of office	Fixed Remun.	Remuneration for committee participation	Non-equity variable remuneration		Non-monetary benefits	Other remuneration	Total remuneration	Fair Value of equity remuneration	Post-employment benefits
						Bonuses and other incentives	Profit sharing					
Board of Directors in office until the approval of the 2018 Annual Accounts												
Paolo Giacobbo	Chairman & Chief Executive Officer	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.		5,015					5,015	-	-
				517,500		1,732,905		4,591		2,254,996		
Nicolò Marzotto	Vice Chairperson	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.	6685						6,685	-	-
				52,473						52,473		
Alessia Antonelli	Director	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.		10,030					10,030	-	-
				32,500	13,315					45,815		
Ferdinando Businaro	Director	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
				32,500	15,000					47,500		
Roberto Cardini	Director	01.01.19-31.12.21	Approv. 2021 Annual Accs.							30,900	-	-
				20,870	10,030							
Giorgina Gallo	Director	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
				32,500	15,000					47,500		
Franco Grisan	Director	01.01.19-02.05.19	Approv. 2018 Annual Accs.					935		15,120		
				14,185								
Daniela Manzoni	Director	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
				32,500	15,000					47,500		
Gaetano Marzotto	Director	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
				32,500						32,500		
Luca Marzotto	Director	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
				32,500	15,000					47,500		
Stefano Marzotto	Director	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
				32,500	15,000					47,500		
Franco Moschetti	Director	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.		5,015					5,015	-	-
				32,500	23,315					55,815		
Barbara Ravera	Director	01.01.19-31.12.21	Approv. 2019 Annual Accs.							30,900		
				20,870	10,030							
Manuela Romei	Director	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.		5,015					5,015	-	-
				32,500	13,315					45,815		
Alberta Genvasio	Chair. Board of Statutory Auditors	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
										-	-	-
Carlo Pesce	Statutory Auditor	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
										-	-	-
Andrea Manetti	Statutory Auditor	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
										-	-	-
Carmen Pezzuto	Statutory Auditor	01.01.19-02.05.19 02.05.19-31.12.19	Approv. 2018 Annual Accs. Approv. 2021 Annual Accs.							-	-	-
										-	-	-
Total remuneration 2019				930,098	165,065	1,732,905	-	5,525	-	2,833,594	-	-
Total remuneration 2018				825,000	145,000	234,394	-	4,626	-	1,209,020	-	-
Total remuneration 2017				900,875	148,125	165,000	-	4,495	-	1,218,495	-	-
Total remuneration 2019 senior executives (9)				1,425,459		3,930,540		86,186		5,442,184	-	-
of which remuneration from company preparing the financial statements				1,425,459		3,930,540		86,186		5,442,184	-	-
of which remuneration from subsidiaries and associates				-		-		-		-	-	-
Total remuneration 2018 senior executives (7)				1,021,136		626,507		49,950		1,697,593	-	-
of which remuneration from company preparing the financial statements				1,021,136		626,507		49,950		1,697,593	-	-
of which remuneration from subsidiaries and associates				-		-		-		-	-	-
Total remuneration 2017 senior executives (7)				948,553		551,366		75,826		1,575,745	-	-

TABLE 3: Shareholdings of other Senior Executives Company: Zignago Vetro SpA

	Number shares held at 31.12.2018	Number shares acquired/ subscribed	Number shares received by assignment	Number shares sold	Number shares held at 31.12.2019	Type of holding	Method of holding
<i>Total (8 Executives)</i>	18,770	1,000	---		19,770	owned	direct