



ORDINARY SHAREHOLDERS' MEETING
convened for 29 April 2021, in a single call

Explanatory report
as per art. 125-ter of Legislative Decree 58/1998



Report drafted as per art. 125-ter Consolidated Finance Act ("TUF") and art. 84-ter of the Issuers' Regulations

Point 3 of the items on the agenda

3 Report on the Remuneration Policy and Compensation Paid:

3.1 Binding resolution on the first section pursuant to Art. 123-ter, paragraph 3-bis of the TUF ("Finance Consolidated Law").

3.2 Non-binding resolution on the second section pursuant to Art. 123-ter, paragraph 6 of the TUF.

Dear Shareholders,

We submit to your attention the Report on the Remuneration Policy and Compensation Paid, drafted in accordance with art. 123-ter of Legislative Decree 58/98.

We remind you that the Report is divided into the two following sections:

- (i) the Company's policy on the remuneration of the members of the Board of Directors, executives holding key responsibilities and members of the Board of Statutory Auditors for the financial year 2021, as well as the procedures used for the adoption and implementation of such policy ("**Remuneration Policy**");
- (ii) each of the items making up the remuneration of the members of the Board of Directors, the Board of Statutory Auditors and executives holding key responsibilities, as well as the compensation actually paid to them, for any reason, during the 2020 financial year ("**Compensation Paid**").

Pursuant to the above referenced legal provision, the Shareholders' Meeting is called to approve the first section of the report containing the Remuneration Policy, as well as to vote in favour or against the second section of the report containing the Compensation Paid.

Although the Shareholders' resolution on the second section is not binding, the result of the vote is to be made available to the public pursuant to art. 125-quarter, paragraph 2, of the Legislative Decree 58/98. It is noted that: (i) the Remuneration Policy was approved by the Board of Directors on 12 March 2021, upon the proposal of the Remuneration Committee; and (ii) the Report on the Remuneration Policy and Compensation Paid will be filed at the Company's registered office and is to be published on the Company's website: www.sicitgroup.com (at the path "*Corporate Governance / Shareholders' Meetings*") as well as on the authorized storage and disclosure system website: www.emarketstorage.com, as provided by law.

That being stated, and referring you to the contents of the Report on the Remuneration Policy and Compensation Paid for further information, we submit the following proposed resolutions for your approval:



Point 3.1

“The Shareholders:

- *having acknowledged the contents of the first section of the Report on the Remuneration Policy and Compensation Paid, relating to the Company’s policy on the remuneration of members of the Board of Directors, executives holding key responsibilities and members of the Board of Statutory Auditors for the financial year 2021, as well as the procedures used for the adoption and implementation of such policy;*
- *having considered the Explanatory Report of the Board of Directors;*
- *taking into account that, pursuant to the combined provisions of art. 123-ter, paragraphs 3-bis and 3-ter, of Legislative Decree 58/1998, the vote of the Shareholders on the first section of the aforesaid Report is binding*

resolves

- *to approve the first section of the Remuneration Policy and Compensation Paid;*

Point 3.2

“The Shareholders:

- *having acknowledged the contents of the second section of the Report on the Remuneration Policy and Compensation Paid, relating to the remuneration of the members of the Board of Directors, the Board of Statutory Auditors and executives holding key responsibilities and members, as well as the compensation actually paid to them, for any reason, during the 2020 financial year;*
- *having considered the Explanatory Report of the Board of Directors;*
- *taking into account that, pursuant to art. 123-ter, paragraph 6, of Legislative Decree 58/1998, the vote of the Shareholders on the second section of the aforesaid Report is not binding*

resolves

- *to approve the second section of the Remuneration Policy and Compensation Paid.”*

Chiampo (VI), 12 March 2021

For the Board of Directors
The Chair
Giuseppe Valter Peretti