

REMUNERATION REPORT

CATTOLICA
ASSICURAZIONI
DAL 1896

2017



A year hallmarked
by transformation

A unique pictorial symbol that incorporates
the various corporate spirits within the
evolutionary dynamic experienced by the
Cattolica Assicurazioni Group.

An industrial and cultural transformation
towards innovation.

CATTOLICA
ASSICURAZIONI
DAL 1896

CORPORATE GOVERNANCE
AND OWNERSHIP
STRUCTURE REPORT

REPORTS AND FINANCIAL
STATEMENTS

SUSTAINABILITY
REPORT

CONSOLIDATED FINANCIAL
STATEMENTS

2017 REMUNERATION REPORT

Drawn up pursuant to Art. 24 of ISVAP Regulation No. 39 dated June 2011,
Art. 123-ter of the Consolidated Finance Law and Art. 84-quater of the
Issuers' Regulations.

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INTRODUCTION

Our Company is experiencing great and rapid change: a new Chief Executive Officer was appointed, several management positions have changed, and we have a challenging 2018-2020 Business Plan.

This foresees the growth of operating profits above 60% and dividends up 50% compared to 2016 as part of increased capital solidity, together with reviewing organisational processes to make them more efficient and promoting digital culture.

Moreover, the employment market and competitors show remuneration practices that greatly award competency and commitment. A trend appreciated and required by financial markets.

In this context, the Board of Directors, with the favourable opinion of the Remuneration Committee and having heard the Control and Risks Committee, has decided to review the incentive systems currently in place and submit them to the General Meeting for the necessary deliberations, with the following objectives:

- Guiding the performance of Top Management and any member of staff contributing at a high level to the achievement of the three-year Plan's targets;
- Rewarding annual performance, provided that the set targets are met;
- Retaining talent already working for the company and attracting others from the market.

SECTION 1

PRELIMINARY REMARKS

The Società Cattolica di Assicurazione, hereinafter “the Company”, by decision of the Board of Directors, with the favourable opinion of the Remuneration Committee, submits the Remuneration Report for the year 2017 for the approval of the General Meeting.

This document is drawn up in accordance with the legislation and regulations in force, with particular reference to ISVAP Regulation No. 39 of 9 June 2011 (hereinafter the “Regulation”) and Art. 275 of Regulation (EU) 2015/35 on Remuneration Policies in insurance companies, and in accordance with CONSOB Regulation 17221 referring to related-party transactions and the Issuers’ Regulations issued by CONSOB in execution of the requirements of Art. 123-ter of the Consolidated Finance Law (TUF).

The Report also follows the principles indicated by the latest version of the Code of Conduct for listed companies, and has the following structure:

- **SECTION 1:** with reference to the Directors, the Control Bodies, the General Managers and other Managers, it reports on the implementation of the 2017 Policies as regards the remuneration of the individuals governed by the Regulation, and contains information about the principles and guidelines used by Società Cattolica di Assicurazione to determine the Remuneration Policy for the 2018 financial year, in addition to information relating to the procedures used for adopting and implementing that policy;
- **SECTION 2:** is divided in two parts. The first presents each of the items that make up the remuneration; the second reports analytically on the compensation paid in the previous financial year, in any capacity and any form, by the Company and subsidiary and associate companies, using the tables appended to the Report, which form an integral part of the Report.

Pursuant to Art. 24, paragraph 1, let. d) of the Regulation, it is stressed that these Policies have been updated with respect to the version approved by the General Meeting in 2017, also in light of the instructions shared with the Control Departments.

1

INTRODUCTION TO THE REMUNERATION POLICIES

1 INTRODUCTION TO THE REMUNERATION POLICIES

1.1 DEFINITIONS

For the purposes of these Policies, the following definitions are adopted (in alphabetical order):

- **Senior Management** - denotes the figures of the Chief Executive Officer and the General Managers;
- **Bonus** - value of variable remuneration, calculated as a percentage of the GAS, paid once the objectives envisaged by the incentivisation plans have been reached;
- **Clawback** - a contractual clause that provides for the possibility to request that all or part of the compensation paid on the basis of results that were non-lasting or effective due to malicious or seriously negligent conduct be repaid;
- **Code of Conduct** - the Code of Conduct of companies listed on the Milan Stock Exchange, in the version approved in July 2015 by the Corporate Governance Committee;
- **Deferment** - postponement, in a predetermined time frame, of the payment of part of the variable component of the remuneration with respect to the date of maturation of the incentive, whose disbursement may be subject to malus and clawback;
- **Control Departments** - Internal Audit, Risk Management and Compliance Departments, as per ISVAP Regulation No. 20 of 26 March 2008, in addition to the Actuarial Department;
- **Gate** - the base objective to be achieved in order to activate the incentive plan; below the established threshold, the plan does not allow for any incentive to be paid;
- **Key Performance Indicators (KPI)** - qualitative and quantitative measures identified and defined during creation of the incentivisation plans (either short or long-term) and intended to measure the effective achievement of the assigned objectives;
- **Long Term Incentive (LTI)** - an incentive system based on results achieved based on predefined long-term objectives;
- **Malus** - a contractual clause that foresees the possibility of not providing all or part of any matured deferred variable remuneration, if, after the deferment period, the established objectives were not achieved or there has been a significant deterioration in the company's capital or financial situation;
- **Management by Objectives (MBO)** - an incentive system related to results achieved based on the predefined annual objectives;
- **Personnel** - denotes all individuals defined in letter f) of Art. 2, paragraph 1 of ISVAP Regulation No. 39 of 9 June 2011;
- **Remuneration** - any form of payment or benefit paid, directly or indirectly, also with financial instruments or assets in kind ("*fringe benefits*"), based on work performance or professional services provided by the addressees of the Company Policies. In any case, payments that refer to institutions under national and supplementary collective agreements, including but not limited to supplementary pension benefits and variable corporate bonuses;
- **Gross Annual Salary (GAS)** - the sum of fixed annual remuneration (equal to the sum of the fourteen monthly payments pursuant to the NCBA and any typical remuneration that can be considered fixed).

1.2 REFERENCE PRINCIPLES AND GUIDELINES

All individuals who perform an important role in the management or control of the company must be remunerated in accordance with the general principles laid down in Art. 4 "General principles" of the Regulation, which reads: "Undertakings shall adopt remuneration policies consistent with a sound and prudent risk management and in line with an undertaking's strategic objectives,

profitability and balance in the long run. Undertakings shall avoid payment policies based exclusively or mainly on short-term performance, which may favour excessive risk exposure."

The remuneration of the Directors and the Managers, in particular the Executive Directors and Managers with

strategic responsibilities, must, therefore, be established by taking the requirement of a profitable and sustainable management into account. Therefore, coherency of the Remuneration Policies with the Company's risk management policy was ensured.

Furthermore, coherency was ensured with the market references encountered, both in terms of overall positioning and pay-mix. In particular, with respect to previous years the new Remuneration Policies greatly value merit and performance by reinforcing the variable compensation systems for the entire company population.

To this end, the incentivisation plans envisage indicators that are aimed to guide the conduct of Personnel in relation to the sector's typical risk types.

The individuals subject to the Remuneration Policies must not use personal or insurance hedging strategies that may alter or nullify the risk alignment effects included in the variable remuneration mechanisms.

1.3 SCOPE OF APPLICATION

The addressees of these Policies are – as expressly required by the Regulation – the members of the Board of Directors, the members of the Control Bodies, the "Personnel" and other envisaged individuals: insurance and reinsurance intermediaries, outsourcing service suppliers.

It is noted that for the 2018 financial year, Personnel of the companies of the Group only fall within the scope of the Remuneration Policies of the company they are employed by, as communicated at the Remuneration Committee of the Parent Company.

In the particular case of employed Personnel with a contextual role in a corporate body within the Group, the remuneration package (GAS, MBO and other components described in this policy) received by the individual includes compensation for the role of director in that any compensation for the roles held in corporate bodies are devolved to the Company with which the employee holds the employment contract.

Furthermore, in accordance with its history, the corporate nature and the principles that inspire its activity, when determining the Remuneration Policies, the Company also aims to remember and respect the following principles:

- uniform salary compensation for equivalent roles and responsibilities and to protect differences of origin and gender;
- balance the corporate remuneration level with that of the market of reference;
- progressiveness in applying the bonus system that guides performance and conduct carried out in the long term.

The above is in the conviction that by defining and applying Remuneration Policies consistent with the above principles, it is possible to:

- contribute to creating long-term value for all *stakeholders*;
- encourage the creation of long-term business strategies, stated in the strategic/business plans;
- safeguard the image and reputation of the Company, in line with what is outlined in its own Code of Conduct;
- motivate directors, managers and associates to respond with appropriate professionalism to the objectives that the Company sets, encouraging their full achievement.

These Remuneration Policies form the instrument of direction and coordination for all the Subsidiary companies of the Group, confirming the Parent Company's role in defining, formulating and identifying application and evaluation guidelines and criteria, valid for the entire Group, in accordance with what is provided, in general, in Article 2497 et seq. of the Civil Code, and in accordance with what is set out in Art. 5 of ISVAP Regulation No. 39/2011.

As regards the above, the Policies of the Parent Company are also formally submitted to the external insurance companies of the Group and other non-insurance Companies.

The process for defining these Remuneration Policies is based on the Group Governance, also taking into consideration the characteristics and specificities of local firms and external subsidiary companies.

1.4 IDENTIFICATION OF “PERSONNEL”

Personnel, whose activity may have a significant impact on the company's risk profile, is formed, by express regulatory provision, of:

- General Managers;
- Managers with strategic tasks;
- Managers of the Control Departments;
- Persons in charge of essential or important activities or departments;
- Other categories of personnel suitably identified.

This last category, different to the others that automatically fall within the definition of “Personnel” in that legislation expressly includes them, must be identified by the companies according to objective criteria. The Company, therefore, identifies at least annually, the roles and the categories of individuals that fall within this category. Pursuant to Art. 24, paragraph I, letter b) of the Regulation, with these Policies it is stated that the process for identifying Personnel was carried out in accordance with the *Risk Appetite Framework* decided by the Board of Directors of the Company, having taken into consideration, amongst other things, the indicators relating to the position

held, the level of responsibility, the hierarchical level, the activity carried out, the mandates granted, the possibility of generating profits or affecting accounting items for relevant amounts or assuming risk positions.

This identification was carried out through an evaluation – led jointly with the Control, *Risk Management* and *Compliance* Departments, each for their part of respective competence – in order to identify the positions and relative indicators that take suitable account of the risks related to corporate activity.

Generally speaking, individuals belonging to “other categories of personnel” are represented by Managers to whom specific mandates were assigned.

The outcome of the process of periodically identifying the “Personnel” these policies address was reported, explained and formalised in the Report on the Implementation of the Remuneration Policies, submitted annually to the Ordinary General Meeting pursuant to Art. 24, paragraph II of the Regulation.

2

GOVERNANCE OF THE REMUNERATION POLICIES

2 GOVERNANCE OF THE REMUNERATION POLICIES

In accordance with legislation in force, the determination and approval of the Remuneration Policies and the activities to control their correct implementation entail specific responsibilities and active conduct for a series of individuals, involved in various capacities in the general governance system for remuneration.

2.1 THE GENERAL MEETING

The Ordinary General Meeting is responsible for:

- determining, for the entire period of duration of their office, the compensation due to the members of the Board of Directors and the Executive Committee without prejudice to what is provided in Art. 2389 of the Civil Code for special roles¹;
- determining the annual remuneration of the effective members of the Control Body at the time of the relative appointment and for the entire period of duration of their office;
- determining the amount of attendance allowance for Directors and Auditors for every meeting of the Board of Directors, Executive Committee and any other additional Committee formed by the Board of Directors;
- approving the remuneration policies in favour of the Corporate Bodies of the Company and Personnel, including the remuneration plans based on financial instruments.

2.2 THE BOARD OF DIRECTORS

The Board of Directors, in accordance with what is provided in Art. 7 of the Regulation, is responsible for defining and reviewing the Remuneration Policies of the Company, for the purposes of approval of the ordinary General Meeting.

Additionally, the Board of Directors:

- makes decisions regarding the distribution of the overall compensation approved by the General Meeting for the members of the Board of Directors and the Executive Committee in addition to the methods relating to the expenses reimbursement they are entitled to;
- decides, having heard the opinion of the Control Body and the Remuneration Committee, the remuneration of the Directors vested with the role of Chairman, Vice Chairman, Secretary, Chief Executive Officer and other specific roles, particularly those provided for by codes of conduct and the Internal Board Committees;
- annually presents a document with information for the General Meeting pursuant to Art. 24 of the Regulation;
- ensures, also thanks to the support of the Remuneration Committee and the Control and Risks Committee, the correct application of the Remuneration Policies, using Senior Management for general implementing aspects and the Human Resources Department for operating ones, in addition to acquiring the results of the audits carried out by the Internal Control departments;
- ensures that the decision processes relating to the Remuneration Policies are clear, documented and transparent and include suitable measures for avoiding conflicts of interest;
- determines the compensation and attendance allowance and expenses reimbursement of the members of the Supervisory Board pursuant to Law 231/2001;
- defines the compensation due to the Financial Reporting Manager;
- defines the expenses reimbursement the Arbitrators are entitled to.

¹ Also see Articles 27 and 45 of the Articles of Association of Società Cattolica di Assicurazione.

2.3 THE REMUNERATION COMMITTEE

The Remuneration Committee 2 has preliminary, advisory and proactive functions with regard to the Remuneration Committee and the compensation of the Directors and managers with strategic responsibilities, without prejudice to the attributions paid to the Chief Executive Officer and/or other Committees formed during the Company's Board of Directors meetings.

The Committee is formed of three non-executive Directors, for the most part recognised as independent from the Company pursuant to the Code of Conduct of the companies listed on the Borsa Italiana. The Chairman must be chosen from amongst the Directors considered by the Company as independent pursuant to the Code of Conduct.

No Director takes part in Committee meetings in which proposals regarding his or her remuneration are formulated for the Board of Directors.

The Committee adopts the decisions of competence in plenary session and using majority voting of the members present. If votes are equal, the position expressed by the Chairman of the Committee meeting takes precedence.

The Committee reports to the Board of Directors on the activity carried out every year.

Amongst other things, the following lies within the competence of the Remuneration Committee:

- periodically evaluating the suitability, overall compliance and correct application of the general policy adopted for the remuneration of the executive Directors, the other Directors vested with specific roles and other managers with strategic responsibilities, using the information provided by the Chief Executive Officer in this regard;
- submitting Board of Directors proposals on the remuneration of the executive Directors and other Directors who hold specific roles in addition to setting the performance objectives related to the variable component of said remuneration;
- monitoring the application of the decisions adopted by the Board itself, verifying in particular the effective achievement of the performance objectives;
- formulating proposals for the Board of Directors regarding the compensation to be paid to representatives and managers with special functions, in addition to members of committees and bodies;
- periodically evaluating the criteria adopted for the remuneration of the Corporate Bodies of

² Instituted with Board of Directors decision dated 23 March 2001.

subsidiary companies and formulating opinions and recommendations on the matter at the Board of Directors meeting;

- carrying out any specific analyses required from time to time by the Board of Directors or the Chief Executive Officer regarding remuneration;
- guiding the Board of Directors deliberations concerning proposals on compensation, remuneration and incentives to be submitted to the General Meeting;
- in accordance with what is provided in the procedure for managing related party transactions, expressing a preliminary opinion as per Art. 7 of the Consob Regulation for decisions relating to allocating remuneration and financial benefits in any form to members of management bodies and managers with strategic responsibilities, other than those decided by the General Meeting;
- formulating a preliminary opinion on the content of the remuneration report to be published pursuant to existing legislation and any other information document again intended for the public regarding remuneration;
- carrying out additional tasks, functions and activities allocated to it by the Board of Directors or pursuant to legal or regulatory provisions;
- formulating evaluations on the suitability of the policies and their implications on the assumption and management of risk.

On the basis of Art. 13, paragraph 3, let. b) of CONSOB Regulation No. 17221 of 12 March 2010 on related party transactions, decisions regarding the allocation of remuneration and financial benefits, of any form, to members of management bodies and managers with strategic responsibilities were excluded from the application of the related party transactions management procedure approved by the Board, where consistent with the Remuneration Policies approved by the General Meeting.

When implementing the provisions of said Regulation, the following also falls within the competence of the Committee:

- verifying the proportionality between the remuneration of the executive directors and in regard to company personnel;
- verifying, if the company makes use of external advisers to determine remuneration policies, that these are not simultaneously providing other advisory services to the Directors or the individuals involved in the decision-making process.

2.4 THE CONTROL AND RISKS COMMITTEE

The Control and Risks Committee³, also on the basis of the results of the Internal Audit Department's activity, provides the Remuneration Committee and the Board of Directors, in respect of its autonomy, its own opinion regarding the identification of "Personnel" and the application of the Remuneration Policies.

2.5 SENIOR MANAGEMENT

In addition to implementing – where within its area of competence and according to the Board of Directors guidelines – the Policies approved by the General Meeting, the Senior Management ensures that the criteria and principles for defining the Remuneration

Policies are in line with what is established at Group level, evaluating their consistency with the objectives approved by the Board of Directors, also with reference to the remuneration of the insurance and reinsurance intermediaries and the outsourcing service suppliers.

2.6 THE HUMAN RESOURCES DEPARTMENT

The Personnel Remuneration Policies are coordinated for the Cattolica Assicurazioni Group by the Group's Human Resources Department.

With regard therefore to the Personnel concerned by the Regulation and in respect of the instructions received by the Board of Directors and the provisions of Art. 7 of the Regulation, the Human Resources Department:

- participates in the process of identifying "Personnel", taking care of its formalisation;
- defines the variable remuneration structure and the procedures for delivering it with specific regulation;
- contributes to identifying KPIs and related target levels with support from the Compliance, Risk Management and Planning and Management Control Departments, each for their areas of competence;

- audits the achievement of the performance objectives to calculate the variable remuneration, on the basis of the data provided and validated, according to the relative areas of activity, by the Compliance, Risk Management, Planning and Management Control Departments, Administration and Life and Non-Life Actuary and Technical Control and Actuarial Department;
- communicates the criteria for calculating the variable remuneration to the MBO and LTI addressees through the delivery of the regulation and allocation outline of the objectives and, after the period and according to the fixed deferment times, settles the bonus on the final amounts outline for the level of objectives achieved;
- formally issues the Policies to the company under foreign law so that they formulate their own in accordance with the Parent Company.

2.7 THE CONTROL DEPARTMENTS

Internal Audit Department - In respect of the Department's principles of independence required by legislation and international auditing standards, it audits the correct application of the Remuneration Policies decided by the General Meeting on the basis of guidelines established by the Board of Directors.

In particular, reporting to the Board of Directors, it verifies:

- that the identification of "Personnel" took place according to the criteria provided for in the Policies;
- the correct application of the criteria and processes defined in the Policies;
- also through sampling technique, that the variable remuneration components were paid in respect of the Remuneration Policies;
- that the information flows relating to the indicators, used for the purposes of determining the variable component, are correct and integral and subject to appropriate validation procedures;
- that the Human Resources, Compliance and Risk Management Departments have not issued a negative opinion on the review of the Policies submitted by the Board of Directors to the General Meeting;
- schedules annual checks, including partial ones, on the processes for remuneration definition and payment
- lastly, it communicates the result of its audits to the Remuneration Committee, as well as the usual recipients of the audit reports – including the Control and Risks Committee, for the purposes set out by Art. 2.5 of this document – and to the Board of Directors specifically.

→ **Compliance Department** - In respect of the Department's independence principles, it verifies *ex ante* that the remuneration policies are consistent with what is provided in the legislation of reference so as to prevent and contain legal and reputation risks. In addition to this, the Department contributes to defining the criteria for identifying Personnel and reports the results of audits carried out to the Board of Directors, for the adoption of any corrective measures of those Policies.

→ **Risk Management Department** - Reporting to the Board of Directors, in respect of the Department's principles of independence, it contributes substantially to defining the Personnel perimeter and risk indicators, so that the performance objectives take risk into consideration. Furthermore, it evaluates the risks connected to adopting the Remuneration Policies and the overall consistency of the Policies with regard to the risk propensity defined by the Board of Directors.

→ **Actuarial Department** - it certifies the actuarial data, coordinates the calculation of technical reserves and guarantees the suitability of the underlying methods and models; it coordinates the definition of methodologies and hypotheses for calculating the technical reserves and verifies *ex post* their correct application; it audits and certifies compliance with the prerequisites used in calculating the technical reserves.

2.8 THE PLANNING & MANAGEMENT CONTROL DEPARTMENTS, ADMINISTRATION, ACTUARY, LEGAL AFFAIRS AND CORPORATE TRANSACTIONS, SECRETARY GENERAL

The Planning and Management Control Departments, Administration and Actuary are involved, each for their areas of competence, in the process of verifying achievement of the objectives, certifying with the Human Resources Department the number relating to each quantitative indicator of the MBO and LTI systems. The data processed by the Actuary are certified by the Actuarial Department beforehand.

The Planning and Management Control Department is also involved in the process of determining the *performance* indicators of competence and related target values, whose consistency with the budget objectives it certifies.

The Corporate Secretary and Members Department is involved in the operating phase of producing the data relating to the compensation of the corporate bodies.

³ Instituted as Internal Control Committee with Società Cattolica di Assicurazione Board of Directors decision dated 23 March 2001 and reappointed during the board meeting of 19 December 2012, in compliance with what is provided in the 2011 edition of the Code of Conduct.

3

IMPLEMENTATION OF THE 2017 REMUNERATION POLICIES

3 IMPLEMENTATION OF THE 2017 REMUNERATION POLICIES

3.1 IMPLEMENTING PRINCIPLES OF THE 2017 REMUNERATION POLICIES

The Policies and their implementation are based on cardinal principles of correctness and ethics, strategic consistency and compliance with a sound and prudent risk management. Compliance with the above principles is evaluated every year by the Internal Control Departments in relation to the implementing interventions of those Policies.

3.2 REMUNERATION OF THE DIRECTORS AND CONTROL BODIES IN 2017

3.2.1 The Directors

The remuneration of the Board of Directors members in 2017 is in line with what was approved by the General Meeting. For details of the compensation relating to the 2017 financial year, broken down by remuneration type, see the tables provided in accordance with CONSOB Resolution No. 18049 appended to this document.

As regards the role of Chief Executive Officer, it is noted that until 31 May 2017 this role was held by Giovan Battista Mazzucchelli, who, as of 1 June 2017, was replaced by Alberto Minali.

The overall amount paid to Giovan Battista Mazzucchelli following termination of the appointment was paid in accordance with what is provided in the Policies approved by the General Meeting during 2017 and is shown in the tables under Section 2 of this document.

The remuneration structure of Chief Executive Officer Alberto Minali was decided by the Board of Directors and is formed of a fixed component and a variable component structured as one part payable upon achievement of the short-term annual results and the remainder, on the other hand, related to the long-term results.

It is noted that for all non-executive Directors, the following was not envisaged:

- Incentivisation plans based on financial or monetary instruments;
- Agreements that foresee the allocation or maintenance of non-monetary benefits in favour of Directors who have terminated their appointment or signed advisory contracts for a period following the termination of the contract;
- Agreements that foresee compensation for commitments for non-competition pacts.

3.2.2. The Control Bodies

The remuneration of the members of the Control Body is in line with what is defined in the related section of the Remuneration Policies. For details of the relating compensation in the 2017 financial year, broken down by remuneration type, see the tables provided in accordance with CONSOB Resolution No. 18049, appended to this document.

3.3 REMUNERATION OF “PERSONNEL” IN 2017

The growth and innovation envisaged by the Business Plan was developed, amongst other things, through a new company structure in line with market evolutions and the Groups' business priorities.

The Group's strategic perimeter has, with respect to what is underlined in the 2017 Remuneration Policies, undergone evolution due to:

- the departure of General Managers Flavio Piva (30 June 2017) and Vice General Manager Carlo Barbera (30 November 2017);
- the entry of two Vice General Managers Nazareno Cerni (from 4 July 2017) and Enrico Mattioli (from 1 September 2017).

The Group's manager framework at the end of the financial year, therefore, is formed as follows:

- *Strategic Managers:* General Managers Marco Cardinaletti, Carlo Ferraresi (from 1 July 2017, he previously held the role of Vice General Manager), Nazareno Cerni (from 4 July 2017) and Enrico Mattioli (from 1 September 2017);
- *Other personnel:* at Group level, an overall twenty-nine Managers of Cattolica Assicurazioni, five Managers of Cattolica Services, one Manager of Cattolica Immobiliare, and one Manager of TUA Assicurazioni fall within this area;

- *Internal Control Departments:* three Managers responsible for the Control Departments fall within this area;
- *Persons in charge of the Planning and Management Control Departments, Administration, Actuary:* five Managers of Cattolica Assicurazioni fall within this group.

PeriDirigentiStrategicilaquotavariabileerogabilevieneindicata nelle corrispondenti tabelle allegate.

For the Strategic Managers, the variable quota payable is indicated in the corresponding appended tables.

The capital stability gate allocated in the short-term incentivisation system was reached. For remaining Personnel falling within the perimeter of application of the 2017 Incentivisation System, the short-term variable remuneration (MBO) allocated was equal to 20% of the GAS with the exception of the Managers from the Company Fata, who, in the aim of progressive integration in the Group's policies, have maintained a short-term variable part from 35% to 50% of the GAS.

As already carried out in previous years, some Managers were paid a mid- to long-term variable component (LTI) equal to 15% of the GAS and with a two-year observation period. In this case, the short-term variable component allocated (MBO equal to 20% of the GAS) envisaged a deferment (5% of the GAS) of one year.

3.4 REMUNERATION OF OTHER INDIVIDUALS IN 2017

All other individuals – insurance and reinsurance intermediaries and outsourcing service suppliers – were paid in line with what is provided in the Remuneration Policies of 2017.

3.5 AUDITS CARRIED OUT BY THE CONTROL DEPARTMENTS IN 2017

The Control Departments of the Company, in particular the Internal Audit, Risk Management and Compliance departments, each for their own area of competence and in accordance with the Remuneration Policies approved by the General Meeting in April 2017, carried out audits on

the definition and application of those policies. The main recommendations were related to: the process of identifying Personnel; the salary compensation of relevant individuals from the Articles of Association (SB, Arbitrators, Reporting Manager).

4

THE 2018 REMUNERATION POLICIES

4 THE 2018 REMUNERATION POLICIES

4.1 REMUNERATION OF THE DIRECTORS AND CONTROL BODIES

4.1.1. The Directors

The Directors are distinguished between executives (holders of managerial mandates) and non-executives; in Cattolica, only the Chief Executive Officer is classed as executive.

The Directors' remuneration complies with what is provided in Art. 45 of the Articles of Association of the Company.

Non-executive Directors: the basic remuneration of the non-executive Directors, independent or not, is established by the General Meeting as an overall pre-determined fixed figure, which is then individually distributed upon deliberation of the Board of Directors. An individual attendance allowance is also envisaged for participation in each meeting, this too fixed by the General Meeting.

This remuneration, which – without prejudice to what is specified below – forms the remuneration of the non-executive Directors, takes into account the profuse commitment and the responsibilities assumed with the appointment and is not expressly connected to the future financial performance of the Company and/or the achievement of the specific objectives indicated previously by the Board or the delegated bodies.

Furthermore, for Directors who carry out particular duties within the Board – Chairman, Vice Chairmen and Secretary of the Board – an additional remuneration is envisaged, this too established as a fixed figure.

For participation in the activities of the Committees within the Board of Directors formed by the Company, remuneration determined as a fixed figure is envisaged – possibly higher for the Director who holds the role of Chairman of the Board – in addition to the individual attendance allowance for participation in each meeting of the Board itself. The overall emolument paid to the members of the Executive Committee is fixed by the General Meeting and distributed individually upon deliberation by the Board of Directors.

No other form of variable remuneration or benefits of a non-monetary nature is envisaged for the non-executive Directors. Insurance coverage is envisaged for liability insurance of the non-executive Directors (D&O – Directors and Officers Liability policy, see General Meeting resolution of 27 April 2002) in addition to a personal accident policy.

For the non-executive Directors, in the event of early termination of the appointment, no allowance is envisaged.

Any exceptions to the remuneration of the non-executive Directors with regard to the general criteria described in this paragraph are submitted by the Remuneration Committee to the Board of Directors and approved in the General Meeting.

The Chief Executive Officer

The Remuneration Policies foresee the subdivision of the remuneration into a fixed component and a variable one of equal amount for the Chief Executive Officer. The structure of the variable remuneration component is formed of a component linked to the achievement of short-term annual results (MBO). The remaining related component, on the other hand, is linked to the three-yearly results of the Business Plan (LTI) in the terms summarised below:

- the short-term MBO variable component corresponds to 40% of the fixed annual compensation paid to him or her;
- the long-term component (LTI) corresponds to 60% of the fixed compensation paid to him or her for each year of duration of the Plan.

For both components:

- the percentage effectively payable will depend, as well as on the achievement of the capital stability level envisaged as a gate calculated after having taken into account the relative value of the distributed profits and a further gate relating to the presence of distributable profits to the shareholders, on the level of effective achievement of the objectives;

- in any case the payment is subject to exceeding a minimum result threshold ("threshold") and may take on values higher than the maximum defined percentage with a maximum envisaged as 150% of the hypothesised target;
- financial, joint and individual indicators are envisaged – in particular:

MBO

kpi	weight
Operating Profits from the Business Plan	
Adjusted Group Net Profit	75%
RORAC from the Business Plan	
People Empowerment	
Corporate Social Responsibility	25%

LTI

kpi	weight
Relative TSR on the EURO STOXX Insurance Index	30%
ROE from the Business Plan	70%

- the respective Regulations of the MBO and LTI Plans define the plans' specific application methods.

Further details regarding the variable component based on traditional MBO (Management by Objectives) and regarding the long-term share incentivisation system, "LTI" (Long Term Incentive), are provided in points 4.2.1.A. and 4.2.1.B.

In accordance with what is provided in Art. 13 of the Regulation, malus and clawback clauses are envisaged, applicable on what is paid and payable as variable remuneration.

It is noted that the Board of Directors, having heard the opinion of the Control Body and Remuneration Committee, has the right to decide, according to the relative procedures, to take into account, for the purposes of evaluating the level of achievement of the short- and long-term objectives, extraordinary events, including legislative and regulatory variations that significantly influence the structure and calculation method of the parameter values of the objectives assigned, in addition to in the event of exceptional unforeseeable changes in the macroeconomic conditions or a significant worsening of the financial context ("Market Adverse Change" clause).

4.1.2 Allowance for termination of the appointment

In line with best market practices, the Chief Executive Officer will be given:

→ Directors' Severance Indemnity: with each consequent suitable allocation according to the best accounting and budgetary practices, a directors' severance indemnity ("DSI") of an amount equal to 15% (fifteen per cent) of the total gross remuneration received by him or her, in any capacity, during the financial year the appointments were carried out.

→ Directors' Severance Bonus: upon termination of the appointments, an indemnity equal to 2 (two) times the overall annual emolument payable envisaged, including the variable quotas, at the moment of said termination. The amount will not be due if the termination of the appointment derives from revocation of the mandates or revocation of the director, in both causes for just cause, or voluntary resignation (except in the event that this resignation derives from just cause chargeable to the Company).

4.1.3 Other components of the remuneration package

In addition to the tools that are suitable and/or useful for carrying out the appointment, some benefits including a company car, corporate welfare, healthcare insurance policies, life assurance and sickness and accident coverage in addition to the creation of a social security policy are part of the Chief Executive Officer's remuneration package.

Due to the growing complexity of the tasks under the responsibility of members of the Corporate Bodies, especially in listed companies, in addition to the potential risks attributable to this condition, suitable insurance coverage for liability insurance (D&O Directors and Officers Liability, see General Meeting resolution of 27 April 2002) will also be provided.

4.1.4 The Control Bodies

The emoluments for members of the Control Body are determined in advance at a fixed amount. The payment of an attendance allowance for every meeting of the Board of Directors, Executive Committee and any other additional Committee formed by the Board of Directors is also envisaged by law. No variable remuneration components or in any case ones linked to the results are envisaged, nor are forms of remuneration based on financial instruments. As for the Directors, insurance coverage for liability insurance of the members and a personal accident policy are envisaged.

4.2 REMUNERATION OF “PERSONNEL”

4.2.1 General remarks

Remuneration Components - The remuneration of Personnel is formed of a fixed and a variable component, intended to guide the *performance* of employees towards the objectives of the Company and Group.

The two components (*pay mix*) were suitably adjusted, in particular for senior management, in order to award performance and merit, depending on the strategic objectives and the risk management policy of the Company and Group.

As regards the image below, it is noted that the population clusters are defined as follows:

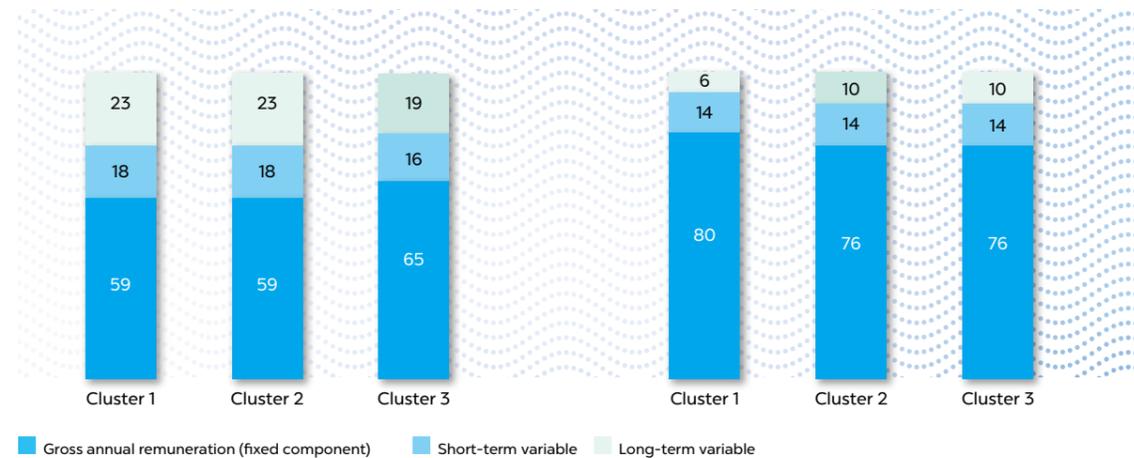
Cluster 1: Chief Executive Officer (CEO)

Cluster 2: Members of the Management Committee, excluding the CEO

Cluster 3: Other managers of the Parent Company who report directly to the CEO, the General Manager or the Vice General Managers

Pay mix proposed for 2018-2020 (%)

Current pay mix (%)



The fixed component is enough to remunerate the service in the event that the variable remuneration component is not paid if the objectives are not achieved.

4.2.1.a) The New MBO Plan

The variable component is structured as a monetary short-term incentivisation system based on the traditional *MBO (Management by Objectives)* model, with percentages calculated depending on the level of responsibility held with a target level between a minimum of 25% and a maximum of 40% of GAS/individual emolument.

For the Control Departments that, as per legislation in force cannot be incentivised depending on the economic financial results, this percentage is equal to 30% of the GAS.

In line with the best market practices, the MBO system allocates performance indicators such as:

- Group capital stability gates – the Solvency II Ratio soft limit as defined by the BOD calculated after having taken

into account the value relating to the distributable profits;

- Gate relating to the presence of profits distributable to shareholders;
- Joint objectives linked to the effective achievement of operating profits, which excludes the most volatile components (e.g. realised gains, write-downs, other one-off items) from the consolidated income statement according to IAS/IFRS principles in the aim of placing greater emphasis on business performance, as envisaged by the budget, in addition to the RORAC level predicted annually;
- *Performance*, risk management, efficiency and project development objectives, according to the role held in the company by the assignee and in any case pre-determined, measurable and related to the Business Plan;
- Individual objectives in accordance with legislation in force.

For each beneficiary role of the system, the process determines an outline in which, for each kind of objective, an indicator (KPI), the unit of measurement of this indicator, the weight of the indicator, the target value and – where necessary – the respective thresholds and the evaluation curve are allocated. The percentage effectively payable will depend, as well as on exceeding the previously defined gates, on the level of effective achievement of the objectives.

Furthermore, with regard to the relative legislation, corrective ex-post malus and clawback clauses are envisaged which are applicable to what is paid or payable as variable remuneration.

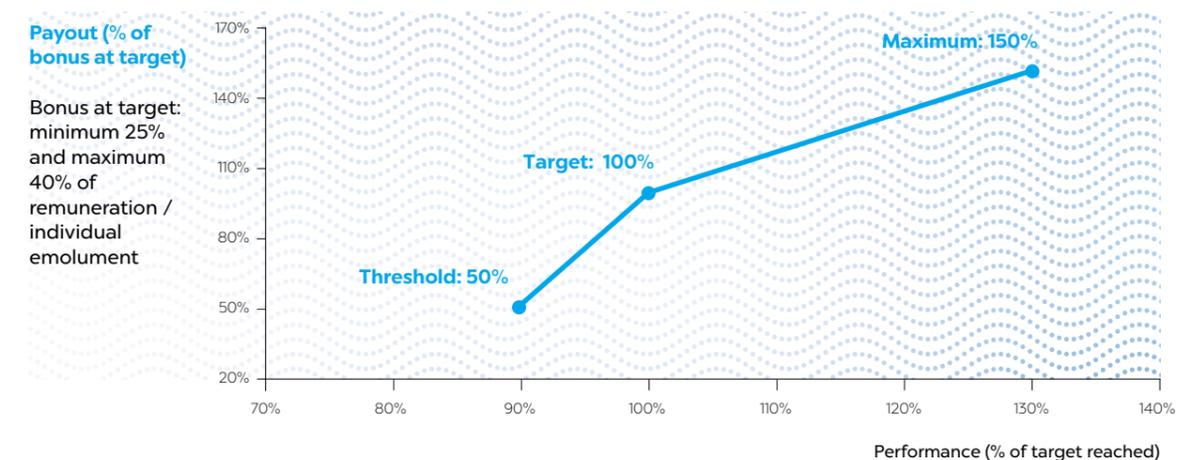
The incentivisation system adopted envisages:

- Group capital stability clauses (gates) – soft limit of the Solvency II Ratio as defined by the BOD calculated

after having taken into account the value relating to the distributable profits; and the presence of profits distributable to the shareholders, as basic conditions for the payment of the bonus;

- four performance scenarios:
 - 1) overall insufficient performance and consequent bonus level equal to zero;
 - 2) overall threshold performance (minimum acceptable – for most of the indicators equal to 90% of the target level) and a bonus level equal to 50% of the target value;
 - 3) overall performance equal to the full achievement of the objectives with a bonus level equal to 100% of the target value;
 - 4) overall performance that exceeds the fixed objectives (overperformance) with a bonus level equal to 150% of the target value.

Payout curve according to achieved performance (%)



4.2.1.b) The New 2018 - 2020 LTI Plan

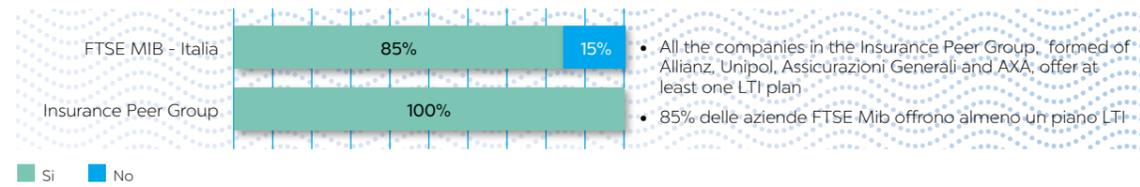
The 2018-2020 Business Plan foresees a series of objectives and stands on the following pillars:

- profitable growth
- innovation and data management
- technical excellence
- simplification and cultural transformation

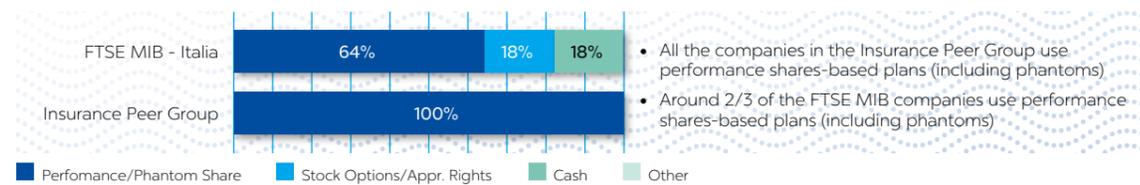
In the aim of supporting the achievement of these objectives, to respond to the solicitations of investors – who request that the strategic managers' risk be aligned with shareholders' – and to make Cattolica competitive

on the employment market, a new incentivisation plan was designed intended for the key figures who have the necessary responsibility and competencies: the Chief Executive Officer, the members of the Management Committee and the first reports to Senior Management. This plan is formed of a long-term share incentivisation plan, "LTI" (*Long Term Incentive*) related to performance objectives in a multi-year forecast period, in accordance with the duration of the Business Plan with variable allocation percentages from 30% to 60% of the GAS/individual emolument. The information document relating to the LTI Plan is available on the Governance Section of the Company's Corporate website.

Use of Long-Term Incentive (LTI) plans (%)



LTI vehicle (%)



Furthermore, in order to improve the Company's human capital also going forward, one part of the LTI incentivisation Plan is reserved for collaborators with high organisational and digital competencies who have demonstrated continuously high performance. A variable incentive between 10% and 25% of the GAS will be reserved to those individuals.

The BOD, therefore, with the favourable opinion of the Remuneration Committee, developed the Plan based on financial instruments (Company shares), payable depending on the level of achievement of the objectives of the 2018-2020 Business Plan, to be submitted for the approval of the General Meeting. The design and operation of the share-based incentivisation Plan rigorously follow the provisions of the related IVASS Regulation.

The long-term variable component takes the form of a three-yearly plan, after which, subject to the achievement of the pre-determined objectives, free shares of the Parent Company will be allocated (performance shares). In more detail, the number of shares that can potentially be allocated to each beneficiary is determined at the start of the Plan as the relationship between the amount of target incentive bonus (defined as a percentage of the GAS) and the value of the share calculated as provided in the Plan Regulations.

The indicators of the LTI system are:

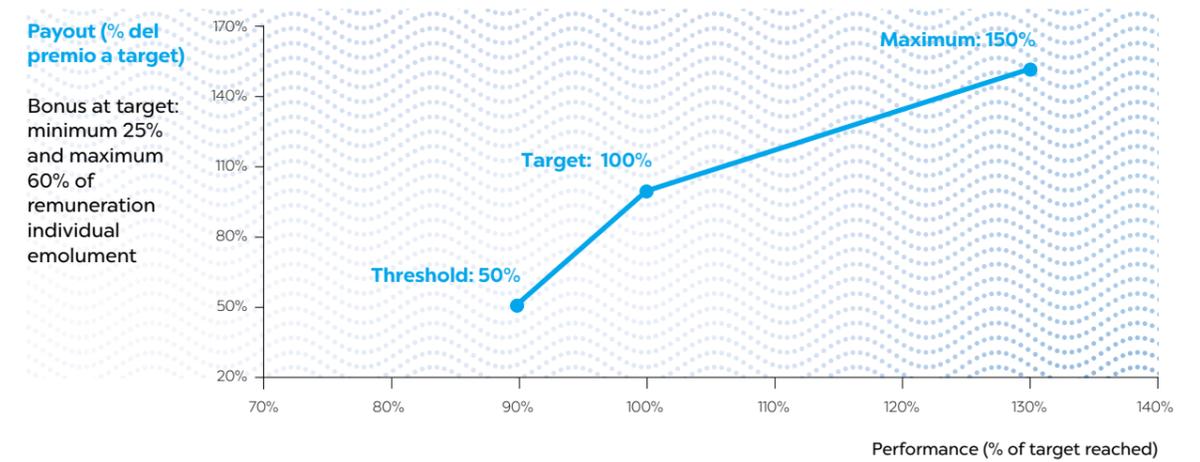
- Group capital stability gates – the Solvency II Ratio soft limit as defined by the BOD calculated after having taken into account the value relating to the distributable profits;
- Gate relating to the presence of profits distributable to shareholders;

- an objective related to the title of the Parent Company: the Total Shareholder Return (TSR), the growth of the title value in the 2018-2020 period plus the dividends in the event of their reinvestment compared to the performance of the EURO STOXX Insurance Index in the same ;
- the ROE objective envisaged by the Business Plan (ROE).

The incentivisation system adopted envisages:

- Group capital stability clauses (gates) – soft limit of the Solvency II Ratio as defined by the BOD calculated after having taken into account the value relating to the distributable profits; and the presence of profits distributable to the shareholders, as basic conditions for the payment of the bonus;
- four performance scenarios:
 - overall insufficient performance and consequent bonus level equal to zero;
 - overall threshold performance (minimum acceptable – for most of the indicators equal to 90% of the target level) and a bonus level equal to 50% of the target value;
 - overall performance equal to the full achievement of the objectives with a bonus level equal to 100% of the target value;
 - overall performance that exceeds the fixed objectives (overperformance) with a bonus level equal to 150% of the target value.

Payout curve according to achieved performance (%)



Furthermore, with regard to the related legislation, corrective ex-post malus and clawback clauses are envisaged, whose application criteria are described in the Incentivisation System Regulations.

After the performance period, 60% of the shares initially envisaged will be allocated and made available, whereas the remaining 40% will be allocated after a two-year deferment period, if the envisaged objectives are reached and without prejudice to exceeding the access threshold defined at the start of the plan.

The payment methods and related time frames are specifically governed by the Regulations of the Plan.

The Board of Directors, having consulted the Remuneration Committee, has the right to take into account, for the purposes of evaluating the level of achievement of the objectives, extraordinary events, including legislative and regulatory variations that significantly influence the structure and calculation method of the parameter values of the objectives assigned, in addition to in the event of exceptional unforeseeable changes in the macroeconomic conditions or a worsening of the financial context ("Market Adverse Change" clause).

As is practice in these cases of discontinuity, in order to underline the divide between the existing plans and those introduced for 2018 and in the aim of facilitating the administrative management of payments, it seems convenient to proceed with closing the existing incentivisation plans and paying the compensation already due. The novation will be limited to the 2017/2018 mid-term Incentivisation Plan (LTI) and for the deferred short-term part (MBO) relating to 2017. Following a decision in this regard by the BOD, on the basis of a favourable opinion from the Remuneration Committee, the payment

will be made through a novation agreement with the individuals and subject to the clawback clause.

4.2.2 Other components of the remuneration package

The competent bodies will also have the power to make justified decisions on the payment of non-competition pact amounts, in addition to a one-off payment to Personnel by virtue of non-ordinary events, which may include but is not limited to: professional motives, extraordinary projects, amounts for retention shares of qualified personnel, other extraordinary motives.

In exceptional cases, the Company also has the right to grant and pay:

- specific one-off payments in the recruitment phase (for example entry bonuses/stay bonuses), as compensation for any losses of incentives accrued with the previous employer or in order to encourage individuals to stay in the company;
- guaranteed components of the variable part, only for the first year of service;
- additional pay to be evaluated according to the specific case and in any case in accordance with best market practices.

The remuneration package also includes: accommodation allowance (for some Managers), a company car for personal use as defined by the Company's "Car Policy", and a supplementary payment, with respect to the one provided for by the NCBA on supplementary pension benefits, healthcare and social assistance. Furthermore, by virtue of the growing complexity of the tasks under the responsibility of management, especially in listed companies, in addition to the potential risks attributable to said condition, suitable insurance coverage of liability

insurance is also envisaged. The possibility to integrate the package with dedicated forms of corporate welfare is also envisaged.

4.2.3 General Managers, Vice General Managers, Members of the Management Committee and Managers reporting directly to Senior Management

The remuneration of the General Managers, Vice General Managers, Managers who are members of the Management Committee and other Managers who report directly to Senior Management – CEO, GM, VGM – is formed of an all-inclusive gross annual salary (GAS), a short-term variable monetary remuneration (MBO) and a long-term share-based one (LTI).

The short-term bonus component (MBO) will be settled in the year after the year of reference on the basis of the results achieved and subject to verification of exceeding the access threshold relating to the capital solvency index defined at the start of the plan.

Detailed information regarding the short-term monetary variable remuneration (MBO) and the long-term share-based one (LTI) is provided in points 4.2. 1.A and B.

4.2.4 Other Personnel

The remuneration of the individuals under this category is formed of an all-inclusive gross annual salary (GAS)

and a variable short-term monetary remuneration (MBO).

In line with the remuneration policy principles and the Regulation, having consulted the competent Control Departments on the matter, some managerial figures with specific competencies referred to in the business strategy may also be paid a share-based long-term variable remuneration (LTI).

Detailed information regarding the short-term monetary variable remuneration (MBO) and the long-term share-based one (LTI) is provided in points 4.2. 1.A and B.

4.2.5 Managers of the Control Departments

For Managers of the Control Departments – Internal Audit, Compliance, Risk Management, Actuarial Department – an incentivisation model is envisaged, which, in consideration of their role in the final amounts phase of the results achieved, has particular characteristics that guarantee the lack of any possible conflict of interest.

The variable remuneration part paid is formed of the MBO system, as specified in the dedicated point related to the achievement of results connected to the responsibilities of the beneficiaries within the Internal Controls System based on annually established objectives and linked to the economic-financial results of the areas subject to their control activities.

The afore-mentioned incentivisation systems are characterised by the general principles present in the existing Policies and may be formed of economic or share remuneration, as well as through recognition of dedicated corporate welfare.

4.3.3 The Arbitrators

As provided in the Articles of Association of the Parent Company, the function of Arbitrator is honorary and consequently only entitled to reimbursement of expenses incurred when carrying out the function.

4.3.4 The Supervisory Board

The salary compensation due to the Managers who are internal members of the Supervisory Board is included in the remuneration package (GAS, MBO and

other components described in this policy) paid to them as Managers of the Parent Company. The salary compensation of the external members is defined by the BOD.

4.3.5 Personnel with essential/important functions

The salary compensation due to the Managers responsible for essential and/or important functions is included in the remuneration package (GAS, MBO and other components described in this policy) paid to them as Managers of the Parent Company.

The salary compensation due to persons in charge who are not Managers is included in the remuneration package paid to them as employees of the Parent Company.

4.3.6 Insurance and Reinsurance Intermediaries

Within the Company there are various categories of individuals that fall within this category. Specifically: **Insurance Agents** – The Remuneration Policies implemented for the agency network follow substantially what is practised in general by the insurance market and are structured into the following components:

- Remuneration of insurance business acquired according to commission rates included in standards tables either pre-determined or established over time;
- Multi-year personalised incentivisation plans related to the achievement of the objectives required by production development programmes, and to the connected profitability objectives;
- Commission *bonuses/contests* on targeted commercial initiatives, whose objectives are in any case connected to profitability;
- Contributions and incentives (for claims management, insertion of new collaborators, car incentives etc.) attributable to Supplementary Agreements signed with representatives of the Agents Groups.

Brokers – Remunerated in accordance with the legislative provisions in force. Particular note is taken of the provisions of Art. 2, paragraph 1, let. t) of ISVAP Regulation No. 5 of 16 October 2006, which states that: “*brokers shall mean: the intermediaries acting on behalf of their client without the power to represent insurance or reinsurance undertakings*”.

By virtue of this broker role, the forms of remuneration are standard, namely based on pre-determined commission tables in which the rates are fixed. They refer to technical branches of the Financial Statements and are in line with those of the market.

Insurance Intermediaries registered in Section D of the Single Register of Insurance Brokers (SRIB) – the remuneration of these individuals is based on commission compensation paid exclusively in relation to the insurance product intermediation activity related to the presentation, promotion, conclusion and management of insurance contracts, as formalised in the individual intermediation tasks.

The commission is subject to monitoring and periodic review. The agreed economic conditions are appropriate for the nature and subject of the task and conform to market standards.

The commission amounts are also consistent with the conditions and business relations held with other intermediaries of the same kind and are in line with the Company’s sound and prudent risk management, which is in accordance with the existing provisions and Articles 4 and 21 of the Regulation.

Reinsurance Intermediaries – As provided for by market practices, the remuneration of these individuals is defined and agreed between the intermediary and the individual reinsurers who pay them. The ceding Company is not involved in this process.

4.3.7 Outsourcing service suppliers

Cattolica manages outsourcing with a dedicated organisational unit: the General Services and Purchasing department.

The organisational unit in question acts in respect of the provisions expressly provided in IVASS Regulation No. 20 and the Group’s related policy.

This department verifies that there are no remuneration systems based on the performance given by the supplier in the year, thereby confirming, in particular, that the performance indicators correctly identified are used only to apply penalties.

4.3 REMUNERATION OF OTHER INDIVIDUALS

4.3.1 The Financial Reporting Manager

The salary compensation due to the Corporate Financial Reporting Manager is included in the remuneration package (GAS, MBO and other components described in this policy) paid to him or her as a Manager of the Parent Company.

4.3.2 Other individuals concerned with variable remuneration

In addition to what is specified, variable remuneration systems dedicated either to particular categories of employees and officials or employees who hold roles of particular relevance and/or with specific competencies, may be envisaged within the Group.

4.4 PROCESSES IN THE EVENT OF TERMINATION OF THE EMPLOYMENT CONTRACT

The provisions of the Law and, where not conflicting with these, of the Collective Agreement applied by the Company in the version from time to time in force, apply to Management personnel.

In the event of termination of the employment contract and in order to prevent a dispute with the Manager and/or end one if already initiated, the Human Resources department, in accordance with the mandates from time to time in force, may conclude settlement agreements, in addition to the legal or contractual advance notice where due, involving the payment of a pre-determined sum based on the waiver on the appeal of termination of the contract and any other demand relating to the elapsed employment relationship. On that occasion, the possibility to set out a non-competition and/or non-solicitation pact for employees is granted, in addition to any further sums or non-monetary benefits.

The sums paid for the settlement and accepted by the Manager include and fully substitute any supplementary indemnity envisaged by the Collective Agreement applied; identification of the related economic amount is carried out in consideration of the motivations of the termination

of the contract and the general legal context of reference, taking particular note of the content of the provisions set out by sector legislation.

These agreements may also be achieved in the event of termination of the contract with General Managers and Members of the Management Committee. In this case, the overall sum subject to the agreement will be equal to twenty-four monthly remuneration payments in addition to the payment of the advance notice as described above.

For the purposes of calculating the aforesaid amount, remuneration is understood as the gross annual salary as set out by Art. 2121 of the Civil Code, increased then by the average value paid in the last three-year period for the short-term variable remuneration components. As regards the long-term variable remuneration, the provisions set out by the Regulations of the Plan will apply.

The amounts set out by this article will be paid in accordance with the regulations and provisions, including internal ones, in force at the date of termination.

4.5 COMMUNICATION OF THE VARIABLE REMUNERATION SYSTEM

By virtue of the multiple corporate departments involved, it is necessary to prepare suitable information channels and flows.

The starting point for the internal communication process is the Board of Directors, which, with the support of the Remuneration Committee, periodically reviews the Remuneration Policies approved by the General Meeting, submitting the suitable amendments to it, also in light of the applicable experience gained.

The Human Resources Department, on the basis of what is approved in the Remuneration Policies and any additional applicable instructions received from the Board of Directors, involves the other relevant company departments, each for their own area of competence. In particular:

- it coordinates with the Planning and Management Control Department for the objectives and related *performance* indicators, the Risk Management Department for the identification of Personnel and in order to ensure that the *performance* objectives take risk into account, and with the Compliance Department for the objectives and related *compliance* indicators;

- it submits the overall incentive system, as well as the related regulations, for the verification *ex ante* by the Risk Management and Compliance Departments. After the verifications and approvals, the Human Resources Department notifies the incentive system beneficiaries of its characteristics (for example: the criteria used for attributing the objectives, the *ratio* of the objectives, the calculation methods for the variable remuneration and the verification and payment methods), through the delivery of the objectives outline, the specific regulations and the related accompanying and explanatory letter;
- after the observation period of any incentive system, it receives suitable information flows on the achievement or lack thereof of the access gate and the individual objective thresholds from the following departments, each for their own area of competence: Planning and Management Control, Administration, Actuary (subject to certification of the Actuarial Department), Risk Management and Compliance;
- it calculates, for each beneficiary, the variable component, where effectively accrued.

4.6 AUDITS ON THE REMUNERATION POLICIES

The Remuneration Policies, as well as the procedures as a result of which they are implemented, are subject, as expressly provided in Art. 23 of the Regulation, to audits by the Control Departments.

These audits usually take place *ex ante* for the Risk Management and Compliance Departments, and, typically, *ex post*, on the basis of samples, for the Internal Audit Department. Details are given below on the nature of the audits carried out by each department.

A. Compliance Department

A.1. *Policies in force*: the Compliance Department verifies *ex ante* that the process is compliant with the policies adopted. In particular, as provided in Art. 4.5, it will verify:

- that the structure of the proposed objectives is consistent with what is envisaged by the Policies in force;
- that the Regulations of the System and additional documentation that will be delivered to the incentive system beneficiaries are complete and reflect the implementing principles provided in the Policies in force.

A.2. *Proposals to amend the Policies*: if it is necessary to submit amendments to the General Meeting relating to the Remuneration Policies adopted by it and in force, the Compliance Department:

- evaluates *ex ante* the legislative compliance of the proposed amendments with regard to the *pro tempore* legislation in force, the Code of Conduct adopted by the Company and all other Codes to which the Company adheres, including the Corporate Governance Code, formulating – where suitable – amendment suggestions before the Board of Directors decide on submission to the General Meeting;
- formulates specific evaluations on the suitability of the proposed Remuneration Policies in order to avoid situations of conflict of interest.

B. Risk Management Department

B.1. *Policies in force*: the Risk Management Department verifies *ex ante*, for its area of competence, that the implementing process is compliant with the policies adopted. In particular, it will verify:

- that the structure of the proposed objectives is consistent with what is envisaged by the Policies in force, with particular attention to the necessary consideration attributed to the risk dimension;
- that the thresholds envisaged for the performance and risk objectives envisaged are consistent with regard to the risk propensity defined by the Board of Directors.

B.2. *Proposals to amend the Policies*: if it is necessary to submit amendments to the General Meeting regarding the Remuneration Policies adopted by it and in force, the Risk Management Department evaluates *ex ante*, carrying out its own audits, the consistency of the Policies, as well as any amended ones, with the corporate risk management strategies and the general context, formulating – where necessary – amendment suggestions before the Board of Directors decide on submission to the General Meeting.

C. Internal Audit Department

It evaluates *ex post* the effective implementation of the criteria and the operating processes expressly envisaged in the Policies, including with sampling method, and as part of its own annual plan of activities, according to criteria of priority, it evaluates *ex post* the processes of defining and paying remuneration to employees.

The Control Departments report, as part of their periodic reporting, in relation to the results of the evaluations carried out, each according to their own competencies and methods, to the Remuneration Committee, the Control and Risks Committee, and subsequently to the Board of Directors.

4.7 INFORMATION FOR THE GENERAL MEETING

Since the Regulation foresees that the ordinary General Meeting, in addition to establishing the compensation due to the Bodies nominated by it, approves the Remuneration Policies in favour of the Corporate Bodies and Personnel, including any remuneration plans based on financial instruments, the information for the General Meeting must allow for informed decisions to be made during the approval of the Remuneration Policies.

Specifically, the Board of Directors provides the General Meeting, separately for the Corporate Bodies and for Personnel and in a disaggregate manner for roles and functions:

- a description of the general guidelines, motivations and purposes that the company intends to pursue through

the remuneration policy;

- information relating to the decision-making process used to define the remuneration policy, including those of the individuals involved;
- the criteria used to define the balance between the fixed and variable components; the parameters, motivations and related deferment periods for payment of variable components, in addition to the policy on end-of-service indemnity;
- information on the amendments proposed with regard to the Policies previously approved.

This information is provided annually to the General Meeting by the Board of Directors and is accompanied by quantitative information regarding the application of the Remuneration Policies.

SECTION 2

PRELIMINARY REMARKS

Information on the compensation paid in the financial year of reference (2017) is given below. The description of the items and further information can be found in Section I of this Report.

In particular, the 2017 Remuneration Policy was implemented through the payment of the following items, where applicable:

- emolument as Director of the Board; ;
- emolument as Director vested with specific tasks;
- gross annual salary (GAS) and any non-competition pact;
- emolument for participation in Committees;
- an annual variable component achievable based on reaching pre-determined corporate objectives (MBO);
- a mid/long-term variable component (LTIP);
- *benefits* paid by the NCBA applied and company practices.

The tables in the Second Part of this Section show, amongst others, details of the compensation paid to newly appointed members, confirmed members and previous members for the months of effective appointment.

APPENDIX 2 COMPENSATION PAID TO THE MEMBERS OF THE MANAGEMENT AND CONTROL BODIES, THE GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation						(2.) Compensation for participation in committees	(3.) Variable non-equity compensation	(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(vi) gross fixed remuneration for employees							
Baragatti Luigi	Director	01/01/2017 - 13/01/2017	13/01/2017	4'897 €	1'800 €	464 €	- €	- €	986 €	- €	- €	- €	8'148 €	- €	- €	
(I.) Compensation in the company that draws up the financial statements				10'000 €	5'200 €	2'792 €	60'000 €	- €	- €	- €	- €	- €	77'992 €	- €	- €	
(II.) Compensation from subsidiaries and affiliates (TUA Assicurazioni)				14'897 €	7'000 €	3'256 €	60'000 €	- €	- €	- €	- €	- €	86'140 €	- €	- €	
(III) Total																
NOTE (2) Compensation for participation in committees: € 986,30 Remuneration Committee																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation						(2.) Compensation for participation in committees	(3.) Variable non-equity compensation	(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(vi) gross fixed remuneration for employees							
Bedoni Paolo	B.O.D. Chairman E.C. Member Director	01/01/2017 - 31/12/2017 01/01/2017 - 31/12/2017 01/01/2017 - 31/12/2017	31/12/2018 31/12/2018 31/12/2018	148'254 €	35'400 €	7'305 €	800'000 €	- €	40'000 €	- €	- €	- €	1'030'959 €	- €	- €	
(I.) Compensation in the company that draws up the financial statements				16'000 €	3'300 €	1'957 €	- €	- €	- €	- €	- €	- €	- €	20'357 €	- €	- €
(II.) Compensation from subsidiaries and affiliates (Cattolica Agricola, Cattolica Beni Immobili)				164'254 €	38'700 €	8'362 €	800'000 €	- €	40'000 €	- €	- €	- €	- €	1'081'316 €	- €	- €
(III) Total																
NOTE (2) Compensation for participation in committees: € 20'000 Investments Committee Corporate Governance Committee: € 20'000 € 40'000																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation						(2.) Compensation for participation in committees	(3.) Variable non-equity compensation	(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(vi) gross fixed remuneration for employees							
Blasovich Barbara	E.C. Member Director	01/01/2017 - 31/12/2017 01/01/2017 - 31/12/2017	31/12/2018 31/12/2018	148'254 €	41'400 €	8'513 €	- €	- €	30'000 €	- €	- €	- €	228'167 €	- €	- €	
(I.) Compensation in the company that draws up the financial statements				- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €
(II.) Compensation from subsidiaries and affiliates				148'254 €	41'400 €	8'513 €	- €	- €	30'000 €	- €	- €	- €	228'167 €	- €	- €	
(III) Total																
NOTE (2) Compensation for participation in committees: Risk Risk and Internal Control Committee: € 30'000																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation						(2.) Compensation for participation in committees	(3.) Variable non-equity compensation	(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(vi) gross fixed remuneration for employees							
Campbelli Betina	Director	01/01/2017 - 31/12/2017	31/12/2018	64'921 €	29'400 €	2'668 €	- €	- €	65'000 €	- €	- €	- €	161'989 €	- €	- €	
(I.) Compensation in the company that draws up the financial statements				- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €
(II.) Compensation from subsidiaries and affiliates				64'921 €	29'400 €	2'668 €	- €	- €	65'000 €	- €	- €	- €	161'989 €	- €	- €	
(III) Total																
NOTE (2) Compensation for participation in committees: € 20'000 Related Parties Committee: € 45'000 Risk and Internal Control Committee: € 65'000																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation						(2.) Compensation for participation in committees	(3.) Variable non-equity compensation	(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(vi) gross fixed remuneration for employees							
Chernello Nerino	Director	17/01/2017 - 31/12/2017	31/12/2018	61'869 €	16'200 €	6174 €	- €	- €	- €	- €	- €	- €	84'244 €	- €	- €	
(I.) Compensation in the company that draws up the financial statements				7'500 €	- €	- €	- €	- €	- €	- €	- €	- €	- €	22'500 €	- €	- €
(II.) Compensation from subsidiaries and affiliates (BCC Vito)				69'369 €	16'200 €	6174 €	15'000 €	- €	- €	- €	- €	- €	106'744 €	- €	- €	
(III) Total																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation						(2.) Compensation for participation in committees	(3.) Variable non-equity compensation	(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(vi) gross fixed remuneration for employees							
de Stefanis Chiara	Director	17/01/2017 - 31/12/2017	31/12/2018	61'869 €	15'600 €	5'632 €	- €	- €	- €	- €	- €	- €	83'102 €	- €	- €	
(I.) Compensation in the company that draws up the financial statements				5'000 €	1'280 €	1'476 €	- €	- €	- €	- €	- €	- €	- €	7'756 €	- €	- €
(II.) Compensation from subsidiaries and affiliates (Lombarda Via)				66'869 €	16'880 €	7'109 €	- €	- €	- €	- €	- €	- €	90'858 €	- €	- €	
(III) Total																

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation				(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks		(v) gross fixed remuneration for employees	Bonuses and other incentives					
Ferrari Lisa	Director	01/01/2017 - 31/12/2017	31/12/2018	€ 64'921	€ 14'400	€ 7'927	€ -	€ -	€ -	€ -	€ -	€ 87'247	€ -	€ -	
(I) Compensation in the company that draws up the financial statements				€ 64'921	€ 14'400	€ 7'927	€ -	€ -	€ -	€ -	€ -	€ 87'247	€ -	€ -	
(II) Compensation from subsidiaries and affiliates				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(III) Total				€ 64'921	€ 14'400	€ 7'927	€ -	€ -	€ -	€ -	€ -	€ 87'247	€ -	€ -	

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation				(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks		(v) gross fixed remuneration for employees	Bonuses and other incentives					
Ferri Paola	Director	01/01/2017 - 31/12/2017	31/12/2018	€ 64'921	€ 18'000	€ 2'028	€ -	€ 20'000	€ -	€ -	€ -	€ 104'949	€ -	€ -	
(I) Compensation in the company that draws up the financial statements				€ 64'921	€ 18'000	€ 2'028	€ -	€ 20'000	€ -	€ -	€ -	€ 104'949	€ -	€ -	
(II) Compensation from subsidiaries and affiliates				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(III) Total				€ 64'921	€ 18'000	€ 2'028	€ -	€ 20'000	€ -	€ -	€ -	€ 104'949	€ -	€ -	

NOTE (2) Compensation for participation in committees: € 20'000
Related Parties Committee

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation				(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks		(v) gross fixed remuneration for employees	Bonuses and other incentives					
Grossi Paola	Director	01/01/2017 - 31/12/2017	31/12/2018	€ 148'254	€ 52'200	€ 9'743	€ -	€ 40'000	€ -	€ -	€ -	€ 390'197	€ -	€ -	
(I) Compensation in the company that draws up the financial statements				€ 148'254	€ 52'200	€ 9'743	€ -	€ 40'000	€ -	€ -	€ -	€ 390'197	€ -	€ -	
(II) Compensation from subsidiaries and affiliates				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(III) Total				€ 148'254	€ 52'200	€ 9'743	€ -	€ 40'000	€ -	€ -	€ -	€ 390'197	€ -	€ -	

NOTE (2) Compensation for participation in committees: € 30'000
Corporate Governance Committee
Remuneration Committee

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation				(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks		(v) gross fixed remuneration for employees	Bonuses and other incentives					
Lai Alessandro	Secretary E.C. Member	01/01/2017 - 31/12/2017	31/12/2018	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(I) Compensation in the company that draws up the financial statements				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(II) Compensation from subsidiaries and affiliates				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(III) Total				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	

NOTE (2) Compensation for participation in committees: € 30'000
Corporate Governance Committee
Remuneration Committee

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation				(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks		(v) gross fixed remuneration for employees	Bonuses and other incentives					
Maccagnan Giovanni	Director	01/01/2017 - 31/12/2017	31/12/2018	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(I) Compensation in the company that draws up the financial statements				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(II) Compensation from subsidiaries and affiliates				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(III) Total				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	

NOTE (2) Compensation for participation in committees: € 30'000
Investments Committee

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation				(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks		(v) gross fixed remuneration for employees	Bonuses and other incentives					
Mazzucchelli Giovanni	Amministratore Delegato	01/01/2017 - 30/05/2017	30/05/2017	€ 750'000	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(I) Compensation in the company that draws up the financial statements				€ 750'000	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(II) Compensation from subsidiaries and affiliates				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(III) Total				€ 750'000	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	

NOTE (2) Compensation for participation in committees: € 30'000
Related Parties Committee
Investments Committee

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation				(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks		(v) gross fixed remuneration for employees	Bonuses and other incentives					
Minali Alberto	Chief Executive Officer	01/06/2017 - 31/12/2017	31/12/2018	€ 466'667	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(I) Compensation in the company that draws up the financial statements				€ 466'667	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(II) Compensation from subsidiaries and affiliates				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(III) Total				€ 466'667	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	

NOTE (2) Compensation for participation in committees: € 20'000
Investments Committee

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation				(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks		(v) gross fixed remuneration for employees	Bonuses and other incentives					
Moro Luigi	Director	01/01/2017 - 31/12/2017	31/12/2018	€ 64'921	€ 21'600	€ 2'120	€ -	€ 26'384	€ -	€ -	€ -	€ 115'024	€ -	€ -	
(I) Compensation in the company that draws up the financial statements				€ 64'921	€ 21'600	€ 2'120	€ -	€ 26'384	€ -	€ -	€ -	€ 115'024	€ -	€ -	
(II) Compensation from subsidiaries and affiliates				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	
(III) Total				€ 64'921	€ 21'600	€ 2'120	€ -	€ 26'384	€ -	€ -	€ -	€ 115'024	€ -	€ -	

NOTE (2) Compensation for participation in committees: € 26'384

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation					(2) Compensation for participation in committees		(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees			Bonuses and other incentives	Profit sharing					
Napolioni Carlo	Director	01/01/2017 - 31/12/2017	31/12/2018	€ 64'921	€ 13'800	€ 13'256	€ -	€ -	€ 20'000	€ -	€ -	€ -	€ -	€ -	€ 111'977	€ -	€ -
(I) Compensation in the company that draws up the financial statements				€ 12'500	€ 3'300	€ -	€ 70'000	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 85'800	€ -	€ -
(II) Compensation from subsidiaries and affiliates (BCC-Via and BCC-Ass.n)				€ 77'421	€ 17'100	€ 13'256	€ 70'000	€ -	€ 20'000	€ -	€ -	€ -	€ -	€ -	€ 197'777	€ -	€ -
(III) Totale				€ 92'421	€ 30'200	€ 26'512	€ 140'000	€ -	€ 40'000	€ -	€ -	€ -	€ -	€ -	€ 228'123	€ -	€ -

NOTE (2) Compensation for participation in committees: € 20'000
Investments Committee

Note: the emoluments were paid to CCREA HOLDINGS S.p.A. for € 99.357.93, relating to Catinica and for € 85.800 for the subsidiaries.

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation					(2) Compensation for participation in committees		(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees			Bonuses and other incentives	Profit sharing					
Nardi Augusto	Director	01/01/2017 - 31/12/2017	31/12/2018	€ 64'921	€ 29'400	€ 13'636	€ -	€ -	€ 30'000	€ -	€ -	€ -	€ -	€ -	€ 137'957	€ -	€ -
(I) Compensation in the company that draws up the financial statements				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -
(II) Compensation from subsidiaries and affiliates				€ 64'921	€ 29'400	€ 13'636	€ -	€ -	€ 30'000	€ -	€ -	€ -	€ -	€ -	€ 137'957	€ -	€ -
(III) Totale				€ 64'921	€ 29'400	€ 13'636	€ -	€ -	€ 30'000	€ -	€ -	€ -	€ -	€ -	€ 137'957	€ -	€ -

NOTE (2) Compensation for participation in committees: € 30'000
Risk Control Committee.

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation					(2) Compensation for participation in committees		(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees			Bonuses and other incentives	Profit sharing					
Poli Aldo	Senior Vice Chairman E.C. Member Director	01/01/2017 - 31/12/2017 01/01/2017 - 31/12/2017 01/01/2017 - 31/12/2017	31/12/2018 31/12/2018 31/12/2018	€ 148'254	€ 28'800	€ 12'186	€ 170'000	€ -	€ 40'000	€ -	€ -	€ -	€ -	€ -	€ 399'240	€ -	€ -
(I) Compensation in the company that draws up the financial statements				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -
(II) Compensation from subsidiaries and affiliates				€ 148'254	€ 28'800	€ 12'186	€ 170'000	€ -	€ 40'000	€ -	€ -	€ -	€ -	€ -	€ 399'240	€ -	€ -
(III) Totale				€ 148'254	€ 28'800	€ 12'186	€ 170'000	€ -	€ 40'000	€ -	€ -	€ -	€ -	€ -	€ 399'240	€ -	€ -

NOTE (2) Compensation for participation in committees: € 20'000
Corporate Governance Committee
Investments Committee

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation					(2) Compensation for participation in committees		(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees			Bonuses and other incentives	Profit sharing					
Riello Pilade	E.C. Member Director	01/01/2017 - 31/12/2017 01/01/2017 - 31/12/2017	31/12/2018 31/12/2018	€ 148'254	€ 23'400	€ 1'346	€ -	€ -	€ 20'000	€ -	€ -	€ -	€ -	€ -	€ 193'000	€ -	€ -
(I) Compensation in the company that draws up the financial statements				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -
(II) Compensation from subsidiaries and affiliates				€ 148'254	€ 23'400	€ 1'346	€ -	€ -	€ 20'000	€ -	€ -	€ -	€ -	€ -	€ 193'000	€ -	€ -
(III) Totale				€ 148'254	€ 23'400	€ 1'346	€ -	€ -	€ 20'000	€ -	€ -	€ -	€ -	€ -	€ 193'000	€ -	€ -

NOTE (2) Compensation for participation in committees: € 20'000
Investments Committee

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation					(2) Compensation for participation in committees		(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees			Bonuses and other incentives	Profit sharing					
Turchetti Manfredo	Senior Vice Chairman E.C. Member Director	01/01/2017 - 31/12/2017 01/01/2017 - 31/12/2017 01/01/2017 - 31/12/2017	31/12/2018 31/12/2018 31/12/2018	€ 148'254	€ 27'000	€ 5'861	€ 170'000	€ -	€ 40'000	€ -	€ -	€ -	€ -	€ -	€ 391'115	€ -	€ -
(I) Compensation in the company that draws up the financial statements				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -
(II) Compensation from subsidiaries and affiliates				€ 148'254	€ 27'000	€ 5'861	€ 170'000	€ -	€ 40'000	€ -	€ -	€ -	€ -	€ -	€ 391'115	€ -	€ -
(III) Totale				€ 148'254	€ 27'000	€ 5'861	€ 170'000	€ -	€ 40'000	€ -	€ -	€ -	€ -	€ -	€ 391'115	€ -	€ -

NOTE (2) Compensation for participation in committees: € 20'000
Corporate Governance Committee
Investments Committee

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation					(2) Compensation for participation in committees		(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees			Bonuses and other incentives	Profit sharing					
Vanda Eugenio	Director	01/01/2017 - 31/12/2017	31/12/2018	€ 64'921	€ 16'800	€ 11'307	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 93'028	€ -	€ -
(I) Compensation in the company that draws up the financial statements				€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -
(II) Compensation from subsidiaries and affiliates				€ 64'921	€ 16'800	€ 11'307	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 93'028	€ -	€ -
(III) Totale				€ 64'921	€ 16'800	€ 11'307	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 93'028	€ -	€ -

Compensation relating to the Auditors

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation					(2) Compensation for participation in committees		(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance	
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees			Bonuses and other incentives	Profit sharing						
Girelli Giovanni	Board of Statutory Auditors Chairman	01/01/2017 - 31/12/2017	31/12/2017	€ 165'000	€ 52'800	€ 3'282	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 221'082	€ -	€ -	
(I) Compensation in the company that draws up the financial statements				€ 15'000	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 15'000	€ -	€ -
(II) Compensation from subsidiaries and affiliates (ABC-Assicura)				€ 88'000	€ 52'800	€ 3'282	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 246'082	€ -	€ -	
(III) Totale				€ 268'000	€ 105'600	€ 6'564	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ -	€ 246'082	€ -	€ -	

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation				(2.) Compensation for participation in committees		(3.) Variable non-equity compensation		(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) profit sharing					
Bonabon Felicitia	Statutory Auditor	01/01/2017 - 31/12/2017	31/12/2017	110,000 €	37,200 €	3,086 €	- €	- €	- €	- €	- €	- €	150,286 €	- €	- €	
(I) Compensation in the company that draws up the financial statements																
(II) Compensation from subsidiaries and affiliates																
(III) Total																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation				(2.) Compensation for participation in committees		(3.) Variable non-equity compensation		(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) profit sharing					
Brena Cesare	Statutory Auditor	01/01/2017 - 31/12/2017	31/12/2017	110,000 €	39,600 €	2,854 €	- €	- €	- €	- €	- €	- €	152,454 €	- €	- €	
(I) Compensation in the company that draws up the financial statements																
(II) Compensation from subsidiaries and affiliates (Cattolica Agricola)																
(III) Total																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation				(2.) Compensation for participation in committees		(3.) Variable non-equity compensation		(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) profit sharing					
de Anna Luigi	Statutory Auditor	01/01/2017 - 31/12/2017	31/12/2017	110,000 €	27,600 €	9,135 €	- €	- €	- €	- €	- €	- €	146,735 €	- €	- €	
(I) Compensation in the company that draws up the financial statements																
(II) Compensation from subsidiaries and affiliates																
(III) Total																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation				(2.) Compensation for participation in committees		(3.) Variable non-equity compensation		(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) profit sharing					
Roni Andrea	Statutory Auditor	01/01/2017 - 31/12/2017	31/12/2017	110,000 €	39,000 €	2,920 €	- €	- €	- €	- €	- €	- €	151,920 €	- €	- €	
(I) Compensation in the company that draws up the financial statements																
(II) Compensation from subsidiaries and affiliates (Berisa Via - Cattolica Agricola - Cattolica Immobiliare)																
(III) Total																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation				(2.) Compensation for participation in committees		(3.) Variable non-equity compensation		(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) profit sharing					
Babini Massimo	Substitute Auditor	01/01/2017 - 31/12/2017	31/12/2017	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	
(I) Compensation in the company that draws up the financial statements																
(II) Compensation from subsidiaries and affiliates																
(III) Total																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation				(2.) Compensation for participation in committees		(3.) Variable non-equity compensation		(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) profit sharing					
Murari Carlo Alberto	Substitute Auditor	01/01/2017 - 31/12/2017	31/12/2017	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	- €	
(I) Compensation in the company that draws up the financial statements																
(II) Compensation from subsidiaries and affiliates (Cattolica Beni Immobili)																
(III) Total																

Compensation relating to the General Managers

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation				(2.) Compensation for participation in committees		(3.) Variable non-equity compensation		(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) profit sharing					
Caridalelli Marco	General Manager	01/01/2017 - until re-appointment	-	-	-	-	61,371 €	- €	- €	- €	- €	- €	61,371 €	- €	- €	
(I) Compensation in the company that draws up the financial statements																
(II) Compensation from subsidiaries and affiliates																
(III) Total																

(A.) First and Last Names	(B.) Role	(C.) Period the role has been held for	(D.) Expiry of the role	(1.) Fixed compensation				(2.) Compensation for participation in committees		(3.) Variable non-equity compensation		(4.) Non-monetary benefits	(5.) Other compensation	(6.) Total	(7.) Fair value of equity compensation	(8.) End-of-service or early termination allowance
				(i) emoluments relevant to financial year	(ii) attendance fees	(iii) fixed reimbursement of expenses	(iv) compensation for carrying out particular tasks	(v) gross fixed remuneration for employees	(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) profit sharing					
Para Flavio	General Manager	01/01/2017 - until re-appointment	-	-	-	-	279,200 €	- €	- €	- €	- €	- €	279,200 €	- €	- €	
(I) Compensation in the company that draws up the financial statements																
(II) Compensation from subsidiaries and affiliates																
(III) Total																

NOTE (D): Column 8 includes the amount of 674,000 euro for non-competition packs until 30/11/2017 and non-solicitation packs until 30/06/2018 (see Press Release dated 13/06/2017).

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation						(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) compensation for carrying out particular tasks	(iv) gross fixed remuneration for employees	(v) compensation for carrying out particular tasks	(vi) fixed reimbursement of expenses		Bonuses and other incentives	Profit sharing					
Ferraresi Carlo	General Manager (Vice-General Manager until 30/06/2017)	01/07/2017	until revocation	-	-	-	€ 280,288	-	€ 18,051	€ 184,250	-	€ 18,051	-	€ 482,589	-	-	
(I) Compensation in the company that draws up the financial statements				-	-	-	€ 280,288	-	€ 18,051	€ 184,250	-	€ 18,051	-	€ 482,589	-	-	
(II) Compensation from subsidiaries and affiliates				-	-	-	-	-	-	-	-	-	-	-	-	-	
(III) Total				-	-	-	€ 280,288	-	€ 18,051	€ 184,250	-	€ 18,051	-	€ 482,589	-	-	

Compensation relating to the Strategic Managers

(A) First and Last Names	(B) Role	(C) Period the role has been held for	(D) Expiry of the role	(1) Fixed compensation						(2) Compensation for participation in committees	(3) Variable non-equity compensation		(4) Non-monetary benefits	(5) Other compensation	(6) Total	(7) Fair value of equity compensation	(8) End-of-service or early termination allowance
				(i) attendance fees	(ii) fixed reimbursement of expenses	(iii) compensation for carrying out particular tasks	(iv) gross fixed remuneration for employees	(v) compensation for carrying out particular tasks	(vi) fixed reimbursement of expenses		Bonuses and other incentives	Profit sharing					
4	Strategic Managers	01/01/2017	until revocation	-	-	-	€ 892,166	-	-	€ 298,667	0	€ 36,229	-	€ 1,186,824	-	-	
(I) Compensation in the company that draws up the financial statements				-	-	-	€ 892,166	-	-	€ 298,667	0	€ 36,229	-	€ 1,186,824	-	-	
(II) Compensation from subsidiaries and affiliates				-	-	-	-	-	-	-	0	-	-	-	-	-	
(III) Total				-	-	-	€ 892,166	-	-	€ 298,667	0	€ 36,229	-	€ 1,486,824	-	-	

Note 1. Column 8 includes the amount of 80,000 euro for non-competition and non-solicitation pacts until 30/11/2018.
Note 2. values include values referring to Mr. Ferraresi as VGM until 30/06/2017

APPENDIX 3 MONETARY INCENTIVISATION PLANS IN FAVOUR OF THE MEMBERS OF THE MANAGEMENT BODY, THE GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES

(A) First and Last Names	(B) Role	(C) Plan	(1) Bonus for the year			(2) Bonus from previous years			(4) Other bonuses
			(a) Payable / Paid	(b) Deferred	(c) Period of deferment	(a) No longer payable	(b) Payable / Paid	(c) Still deferred	
Mazzucchelli Giovanni Battista	Chief Executive Officer E.C. Member Director	01/01/2017 - 30/05/2017 01/01/2017 - 30/05/2017 01/01/2017 - 30/05/2017	€ 150,000,00	-	-	-	€ 63,000,00	-	-
(I) Compensation in the company that draws up the financial statements			€ 150,000,00	-	-	-	€ 63,000,00	-	-
(II) Compensation from subsidiaries and affiliates			-	-	-	-	-	-	-
(III) Total			€ 150,000,00	-	-	-	€ 63,000,00	-	-

(A) First and Last Names	(B) Role	(C) Plan	(1) Bonus for the year			(2) Bonus from previous years			(4) Other bonuses
			(a) Payable / Paid	(b) Deferred	(c) Period of deferment	(a) No longer payable	(b) Payable / Paid	(c) Still deferred	
Minelli Alberto	Chief Executive Officer E.C. Member Director	01/06/2017 - 31/12/2017 01/06/2017 - 31/12/2017 01/06/2017 - 31/12/2017	€ 466,667,00	-	-	-	-	-	-
(I) Compensation in the company that draws up the financial statements			€ 466,667,00	-	-	-	-	-	-
(II) Compensation from subsidiaries and affiliates			-	-	-	-	-	-	-
(III) Total			€ 466,667,00	-	-	-	-	-	-

(A) First and Last Names	(B) Role	(C) Plan	(1) Bonus for the year			(2) Bonus from previous years			(4) Other bonuses
			(a) Payable / Paid	(b) Deferred	(c) Period of deferment	(a) No longer payable	(b) Payable / Paid	(c) Still deferred	
Cardinaletti Marco	GENERAL MANAGER	Plan A SHORT-TERM OBJECTIVES Plan B MID- TO LONG-TERM OBJECTIVES Piano A Plan B	theoretical: 15% RAL	theoretical: 5% RAL st def	theoretical: 15% RAL	theoretical: 15.16 mid- to long-term 16x17	€ 30,664,00	€ 31,000,00	-
(I) Compensation in the company that draws up the financial statements			theoretical: 15% RAL	theoretical: 5% RAL st def	theoretical: 15% RAL	theoretical: 15.16 mid- to long-term 16x17	€ 30,664,00	€ 31,000,00	-
(II) Compensation from subsidiaries and affiliates			-	-	-	-	€ 85,452,00	€ 91,991,00	-
(III) Total			-	-	-	-	€ 116,116,00	€ 122,991,00	€

(A) First and Last Names	(B) Role	(C) Plan	(2) Bonus for the year			(3) Bonus from previous years			(4) Other bonuses	
			(a) Payable / Paid		(b) Deferred	(a) No longer payable		(b) Payable / Paid		(c) Still deferred
			(a) theoretical: 15% RAL	(a) €	(b) theoretical: 5% RAL st def	(b) €	(c) theoretical: 15-16	(c) €		(c) €
Piva Flavio	GENERAL MANAGER	01/02/2017 - 30/06/2017								
(I) Compensation in the company that draws up the financial statements			theoretical: 15% RAL	€ 27'620,00	theoretical: 5% RAL st def	€ 27'620,00	short-term def 2015	€ 27'620,00		
(II) Compensation from subsidiaries and affiliates			theoretical: 15% RAL	€ 82'360,00	theoretical: 15% RAL	€ 82'360,00	mid- to long-term 15-16	€ 76'976,00		
(III) Total			€	€	€	€	€	€	€	

(A) First and Last Names	(B) Role	(C) Plan	(2) Bonus for the year			(3) Bonus from previous years			(4) Other bonuses	
			(a) Payable / Paid		(b) Deferred	(a) No longer payable		(b) Payable / Paid		(c) Still deferred
			(a) theoretical: 15% RAL	(a) €	(b) theoretical: 5% RAL st def	(b) €	(c) theoretical: 15-16	(c) €		(c) €
Ferraresi Carlo	GENERAL MANAGER (Vice Manager until 30/06/2017)									
(I) Compensation in the company that draws up the financial statements			theoretical: 15% RAL	€ 82'500,00	theoretical: 5% RAL st def	€ 27'500,00	short-term def 2015	€ 25'600,00		
(II) Compensation from subsidiaries and affiliates			theoretical: 15% RAL	€ 74'250,00	theoretical: 15% RAL	€ 74'250,00	mid- to long-term 15-16	€ 74'250,00		
(III) Total			€	€	€	€	€	€	€	

(A) First and Last Names	(B) Role	(C) Plan	(2) Bonus for the year			(3) Bonus from previous years			(4) Other bonuses	
			(a) Payable / Paid		(b) Deferred	(a) No longer payable		(b) Payable / Paid		(c) Still deferred
			(a) theoretical: 15% RAL	(a) €	(b) theoretical: 5% RAL st def	(b) €	(c) theoretical: 15-16	(c) €		(c) €
N 4	STRATEGIC MANAGERS									
(I) Compensation in the company that draws up the financial statements			theoretical: 15% RAL	€ 50'000,00	theoretical: 5% RAL st def	€ 16'666,67	short-term def 2015	€ 37'500,00		
(II) Compensation from subsidiaries and affiliates			theoretical: 15% RAL	€ 76'500,00	theoretical: 15% RAL	€ 76'500,00	mid- to long-term 15-16	€ 118'200,00		
(III) Total			€	€	€	€	€	€	€	

Note: values include the share until 30/06/2017 referring to Mr. Ferraresi as VGM

APPENDIX 4 SHARES OF THE MEMBERS OF THE MANAGEMENT AND CONTROL BODIES, THE GENERAL MANAGERS AND OTHER MANAGERS WITH STRATEGIC RESPONSIBILITIES

First and Last Names	Role	Company	shares owned until end of financial year 2016	shares purchased during financial year 2017	shares sold during financial year 2017	shares owned until end of financial year 2017
Luigi Baraggia (1)	Director	Cattolica Assicurazioni	10'000	-	-	10'000
indirect possession through close family member		Cattolica Assicurazioni	20'000	-	-	20'000
Paolo Bedoni	Director	Cattolica Assicurazioni	40'000	-	-	40'000
indirect possession through close family member		Cattolica Assicurazioni	20'000	4'500	-	24'500
Barbara Blasevich	Director	Cattolica Assicurazioni	6'356	-	-	6'356
indirect possession through close family member		Cattolica Assicurazioni	11'025	12'025	11'025	12'025
Bettina Campedelli	Director	Cattolica Assicurazioni	3'168	-	-	3'168
Nerino Chemello (2)	Director	Cattolica Assicurazioni	3'110	-	-	3'110
Chiara de Stefani (2)	Director	Cattolica Assicurazioni	3'100	-	-	3'100
Ferrarini Lisa	Director	Cattolica Assicurazioni	3'100	-	-	3'100
Ferrolì Paola	Director	Cattolica Assicurazioni	3'101	-	-	3'101
Grossi Paola	Director	Cattolica Assicurazioni	3'010	-	-	3'010
Alessandro Lai	Director	Cattolica Assicurazioni	26'638	20'572	-	47'210
indirect possession through close family member		Cattolica Assicurazioni	2'915	-	-	2'915
Giovanni Maccagnani	Director	Cattolica Assicurazioni	3'262	-	-	3'262
Giovan Battista Mazzucchelli (3)	Director	Cattolica Assicurazioni	3'110	-	-	3'110
indirect possession through close family member		Cattolica Assicurazioni	651	-	-	651
Alberto Minali (4)	Director	Cattolica Assicurazioni	3'000	400'000	-	403'000
Luigi Mion	Director	Cattolica Assicurazioni	3'725	-	-	3'725
indirect possession through close family member		Cattolica Assicurazioni	121	-	-	121
Carlo Napoleoni	Director	Cattolica Assicurazioni	3'100	-	-	3'100
Angelo Nardi	Director	Cattolica Assicurazioni	3'415	-	-	3'415
indirect possession through close family member		Cattolica Assicurazioni	-	300	-	300
Aldo Poli	Director	Cattolica Assicurazioni	86'426	13'574	-	100'000
Pilade Riello	Director	Cattolica Assicurazioni	3'410	-	-	3'410
indirect possession through close family member		Cattolica Assicurazioni	682	-	-	682
Manfredo Turchetti	Director	Cattolica Assicurazioni	3'000	-	-	3'000
Eugenio Vanda	Director	Cattolica Assicurazioni	3'005	-	-	3'005
Giovanni Glisenti	Board of Statutory Auditors Chairman	Cattolica Assicurazioni	3'753	-	-	3'753
indirect possession through close family member		Cattolica Assicurazioni	315	-	-	315
Bonato Federica	Statutory Auditor	Cattolica Assicurazioni	454	-	-	454
Cesare Brena	Statutory Auditor	Cattolica Assicurazioni	5'492	-	-	5'492
indirect possession through close family member		Cattolica Assicurazioni	315	-	-	315
Luigi de Anna	Statutory Auditor	Cattolica Assicurazioni	341	-	-	341
Andrea Rossi	Statutory Auditor	Cattolica Assicurazioni	30'442	-	29'442	1'000
indirect possession through close family member		Cattolica Assicurazioni	3'630	30'570	-	34'200
Carlo Alberto Murari	Substitute Auditor	Cattolica Assicurazioni	100	-	-	100
Massimo Babbi	Substitute Auditor	Cattolica Assicurazioni	341	-	-	341
indirect possession through close family member		Cattolica Assicurazioni	341	-	-	341
Carlo Barbera (5)	Vice General Manager	Cattolica Assicurazioni	1'706	-	-	1'706
Marco Cardinaletti (6)	General Manager	Cattolica Assicurazioni	10'000	-	-	10'000

(1) The Director Luigi Baraggia resigned from his role with effect 13 January 2017; the related share possession is therefore shown until that date.
 (2) The Directors Chiara de Stefani and Nerino Chemello were co-opted into the Board of Directors with effect 17 January 2017; the related share possession is therefore shown starting from that date.
 (3) The Director Giovan Battista Mazzucchelli resigned from his role with effect 30 May 2017; the related share possession is therefore shown until that date.
 (4) The Director Alberto Minali was co-opted into the Board of Directors with effect 1 June 2017; the related share possession is therefore shown starting from that date.
 (5) The Vice General Manager Carlo Barbera resigned from his role with effect 30 November 2017; the related share possession is therefore shown until that date.
 (6) For information purposes, it is noted that Marco Cardinaletti left the role of General Manager with effect 28 January 2018.

Mercurio GP
Creative concept
Graphic design
Layout

www.mercuriogp.eu

Intergrafica Verona S.r.l.

Printing

www.intergraficavr.com



April 2018

