



Report on Remuneration Policy and Compensation Paid

*pursuant to Article 123-ter of the Consolidated Law on Finance, in compliance with
Article 84-quater of the Issuers' Regulation and Article 5 of the Corporate Governance
Code*

27 February 2025

INTRODUCTION

The report herein on the remuneration policy and compensation paid (the "**Report**") has been prepared pursuant to Article 123-ter, Legislative Decree No. 58 dated 24 February 1998, as amended and integrated (the "**Consolidated Law on Finance**") and Article 84-quater, Consob Resolution No. 11971 dated 14 May 1999 (the '**Issuers' Regulations**'), and also in compliance with the recommendations of Article 5, Corporate Governance Code for Listed Companies prepared and adopted by the "Corporate Governance Committee" and promoted by Borsa Italiana S.p.A. (the '**Corporate Governance Code**').

The report herein is divided in two Sections.

Section I, "Remuneration Policy", illustrates the remuneration policy for the year 2025 of Ascopiave S.p.A. ("**Ascopiave**" or the "**Company**") in relation to:

- (a) the members of the Board of Directors, divided between directors holding special offices (including executive directors) and non-executive directors of Ascopiave;
- (b) the members of Ascopiave's board of auditors;
- (c) the Managers bearing Strategic Responsibilities (as defined below) of Ascopiave and its Subsidiaries.

The report herein also illustrates the procedures used by the Company to apply and implement this policy and the persons therein involved. Section I, "Remuneration Policy", is submitted to the binding vote of the Shareholders' Meeting pursuant to Article 123-ter of the Consolidated Law on Finance.

Section II, "Remuneration 2024", with reference to the same persons under (a), (b) and (c), shows the individual items that make up their remuneration and analytically illustrates the compensation paid to such persons in the year 2024, for any reason and in any form, by Ascopiave and the companies controlled or affiliated to the latter.

In relation to Managers bearing Strategic Responsibilities (as defined below), the identification of such category of persons is performed, in compliance with the definition provided by the Consob Regulation on Related Party Transactions, resolution no. 17221 dated 12 March 2010, as subsequently amended and supplemented (the "**Regulation**") and the Procedure for Related Party Transactions adopted by the

Company, pursuant to the aforementioned Regulation, dated 21 June 2021, and available on the Company's website (www.gruppoascopiave.it) (the "**Procedure**").

The report, in compliance with Section 4 of Article 84-*quater* of the Issuers' Regulation, shows in the specific Table 3B, the figures in relation to the shareholdings held by the members of the Board of Directors and the Board of Statutory Auditors, as well as by the Managers bearing Strategic Responsibilities in the Company and in subsidiaries controlled by the latter.

Section II, "Compensation 2024", is submitted to the advisory vote of the Shareholders' Meeting pursuant to Article 123-*ter* of the Consolidated Law on Finance.

Pursuant to the provisions of the Regulation and the Procedure, Ascopiave's adoption of the remuneration policy, as well as the vote by the Shareholders' Meeting on the subject, at the behest of the Board of Directors and subsequent to the involvement of the Company's Remuneration Committee, pursuant to Article 3.2 (c) of the Procedure, exempts the Company from the application of the provisions of the Procedure to the resolutions of the Board of Directors in relation to the remuneration of directors holding special offices – unlike the resolutions passed by the Board of Directors within the limits of the total amount established in advance by the Shareholders' Meeting, pursuant to Article 2389 of the Italian Civil Code – and remuneration of the General Manager and other Directors bearing Strategic Responsibilities.

SECTION I

“REMUNERATION POLICY”

1. FOREWORD

- 1.1** The section herein illustrates Ascopiave's remuneration and incentive policy (the "**Remuneration Policy**") for members of the Board of Directors, statutory auditors and Managers bearing Strategic Responsibilities, namely those persons who have the power and accountability, direct or indirect, for planning, running and controlling the Company's operations, as envisaged in the Appendix to the Consob Regulation on Related Party Transactions No. 17221 dated 12 March 2010, as identified from time to time pursuant to Paragraph 2.4.2 below ("**Managers bearing Strategic Responsibilities**").
- 1.2** The Remuneration Policy is prepared in compliance with the recommendations of Article 5 of the "Corporate Governance Code" of listed companies prepared and adopted by the "Corporate Governance Committee" and promoted by Borsa Italiana S.p.A. (the "**Corporate Governance Code**"), which the Company accepts, as well as pursuant to Article 3.2, letter (c) of the Procedure.
- 1.3** The Remuneration Policy, approved by the Company's Board of Directors upon the proposal of the Remuneration Committee initially on 19 December 2011, was subsequently updated on a yearly basis. It may be reviewed and updated by the Board of Directors, at the behest of the Remuneration Committee, at least every three years, which will periodically assess its adequacy, overall consistency and tangible application. The Remuneration Policy will be submitted for approval to the Shareholders' Meeting of the Company pursuant to Article 123-ter, Section 3-bis, of the Consolidated Law on Finance and will last one year (namely until the Shareholders' Meeting approves the draft financial statements as of 31 December 2025).

2. PROCEDURES GOVERNING THE ADOPTION AND IMPLEMENTATION OF THE REMUNERATION POLICY

2.1 Process for the preparation and approval of the Remuneration Policy

The Remuneration Policy is: (i) approved by the Company's Board of Directors at the behest of the Remuneration Committee; and (ii) submitted to the Shareholders' Meeting upon the approval of the draft financial statements and submitted to the binding vote of the shareholders pursuant to Article 123-ter, Sections 3-bis and 3-ter, of the Consolidated Law on Finance.

The Remuneration Policy was prepared and approved by the Company in the manner described above without the involvement of independent experts.

2.2 Relationship between the Remuneration Policy and the risk management policy adopted by the Company

The Ascopiave Group (as defined below) has adopted a risk management model through the adoption of policies (including those for the management of financial risks), methodological and operational tools aimed at a better assessment of risks and the performance of monitoring checks on the control system relative to the risks identified. Considering Ascopiave's field of activity, the Remuneration Policy is defined in compliance with the Company's risk management policy, also pursuing therein an adequate balance between the fixed and variable components of remuneration.

2.3 Benchmarks for Defining the Remuneration Policy

The Remuneration Policy has been defined by the Company without reference to specific remuneration policies adopted by other businesses, but rather reflecting a continuity with previous years and on the basis of the principles followed over time by the Company in identifying and defining the remuneration of its directors, statutory auditors and Managers bearing Strategic Responsibilities and the recommendations formulated by the Corporate Governance Code. The Remuneration Policy contributes to the Company's strategy, specifically to the pursuit of sustainable success, namely the generation of long-term value for shareholders, considering the interests of the Company's other relevant stakeholders, by defining an appropriate remuneration mix to attract and retain talent in the long term and by means of incentive systems balanced over the short and long term, which assign goals, both financial and non-financial, reflecting the strategic plans defined by the Company.

2.4 Company Governance and Remuneration Policy

2.4.1 Ascopiave has adopted a governance model that ensures transparency, consistency at the level of the group of companies it heads (the “**Ascopiave Group**” or the “**Group**”), and adequate control in relation to remuneration policy and its implementation.

2.4.2 The Board of Directors has the following competences in the field of remuneration, based on the

Regulations adopted by the Board of Directors, Lead Independent Director and governance committees approved by the Board of Directors on 11 November 2021:

- a) the drafting and approval of a policy for the remuneration of directors, members of the Board of Statutory Auditors, and Managers bearing Strategic Responsibilities, which is functional to the pursuit of the Company's sustainable success and the generation of long-term value for shareholders, considering the interests of other stakeholders relevant to the Company, and which considers the need to dispose of, retain and motivate people with the skills and professionalism required by the position held;
- b) monitoring the implementation of and compliance with the remuneration policy, taking care, specifically, that the compensation paid and accrued is consistent with the principles and benchmarks defined in the remuneration policy itself, in the light of the results accomplished and other circumstances relevant to its implementation;
- c) depending on the circumstance, the drafting and approval, or the proposal to the Shareholders' Meeting, of long-term or short-term remuneration plans based on financial or monetary instruments in favour of executive directors, Managers bearing Strategic Responsibilities and other employees of the Group.

The aforementioned powers may be delegated by the Board of Directors to the Chief Executive Officer where permitted by law and the Articles of Association and consistent with the competences of internal bodies.

2.4.3 The Remuneration Committee - established within the Board of Directors - is vested with the following functions:

- (a) submit proposals or express opinions to the Board of Directors on the remuneration of executive directors and other directors holding special offices as well as on the setting of performance goals related to the variable component of such remuneration and on the integration of goals related to social, environmental, economic sustainability or so-called "Environmental Social Governance" issues in the remuneration policy;

- (b) monitor the tangible application of the remuneration policy, verifying, specifically, the actual accomplishment of performance goals;
- (c) periodically evaluate the adequacy, at least yearly, the overall consistency and the tangible application of the policy for the remuneration of directors and Managers bearing Strategic Responsibilities;
- (d) examine and formulate proposals to the Board of Directors for the approval of incentives on a yearly and long-term basis for executive directors and other directors holding special offices, as well as on the setting of performance goals related to the variable component of such remuneration and for Managers bearing Strategic Responsibilities;
- (e) make general recommendations to the Board of Directors in relation to the remuneration of other directors;
- (f) make recommendations to the Board of Directors in relation to: (a) the use of the Company's share-based incentive plans and annual incentive plans; and (b) all relevant technical aspects related to their formulation and application, submitting, specifically, proposals to the Board of Directors regarding the incentive system deemed most appropriate;
- (g) evaluates the use, evolution and application of the incentive systems, including specifically the share-based incentive plans of the Company adopted from time to time, as well as the procedures for the selection of beneficiaries, the identification of goals and the determination of bonuses as better described in the respective plans;
- (h) monitor the actual accomplishment of performance goals under the incentive plans for executive directors and Managers bearing Strategic Responsibilities;
- (i) evaluate, at least every three years, its performance, as well as the adequacy, overall consistency and tangible application of the Company's remuneration policy, proposing any changes to the Board of Directors;
- (j) assist the Board of Directors specifically matters or issues that are referred to or delegated by the Board from time to time;

- (k) perform functions in relation to related party transactions in compliance with the related Procedure.

In formulating its proposals and making its evaluations, the Remuneration Committee shall consider the provisions of the Corporate Governance Code, the vote and any evaluations expressed by the Shareholders' Meeting on the Remuneration Policy most recently submitted for approval.

- 2.4.4 The powers and operating rules of the Remuneration Committee are defined by the Rules of Procedure of the Board of Directors, Lead Independent Director and governance committees approved by the Board of Directors on 11 November 2021. In performing its functions, the Remuneration Committee may liaise, through the secretary, with the company's internal parties competent on the subject matter and may make avail itself of external consultants, under the terms established by the Board of Directors within the limits envisaged in the aforementioned regulations. Every decision of the Remuneration Committee shall be adopted with the favourable vote of the absolute majority of those in attendance; in the event of a tie, the vote of the chairman of the committee (and not the chairman of the meeting if different from the chairman of the committee) shall prevail. The Chairman of the Board of Statutory Auditors may be invited to committee meetings, without voting rights, and the other members of the Board of Statutory Auditors may also be invited
- 2.4.5 No director takes part in the meetings of the Remuneration Committee at which proposals are made to the Board of Directors in relation to their remuneration.
- 2.4.6 The Remuneration Committee consists of three non-executive directors, the majority of whom are independent.
- 2.4.7 The Board of Statutory Auditors, in expressing its opinion on the remuneration of directors holding special offices, pursuant to Article 2389, Section 3, of the Italian Civil Code, verifies the consistency of the proposals with the Remuneration Policy herein.
- 2.4.8 The Group companies, in determining the remuneration due to their Directors and Managers bearing Strategic Responsibilities, follow the indications provided by Ascopiave and apply the guidelines envisaged in the Remuneration Policy herein.

3. SCOPE AND PRINCIPLES OF THE REMUNERATION POLICY

3.1 The Remuneration Policy is aimed at attracting and motivating qualified professional Directors for the pursuit of Ascopiave and the Group's goals, as well as providing incentives for the retention of such Directors. Furthermore, with a view to increasing the value of Ascopiave in a sustainable manner, the Remuneration Policy aims to align the interests of the management with the medium to long-term interests of the shareholders.

3.2 In order to achieve the above-mentioned goals, the Remuneration Policy is defined on the basis of the following principles:

- **sustainability:** in defining remuneration, particularly through long-term incentive plans for Directors and Managers bearing Strategic Responsibilities, Ascopiave must contribute to the sustainability of the Group, seeking to align individual goals with those of Ascopiave. In compliance with this principle, in order to strengthen the link between remuneration and the sustainable growth of Ascopiave and the Group's strategy, the long-term variable incentive mechanisms of Directors and Managers bearing Strategic Responsibilities are based on the accomplishment of certain goals, as more fully specified below (see, with reference to executive directors, Section 4.3.3), established in the Group's strategic plan approved by the Board of Directors on 18 March 2024 (the "**Strategic Plan 2024- 2027**")¹ . The Ascopiave Group's strategy, as defined in the Strategic Plan 2024-2027, is aimed at pursuing the generation of sustainable value generated towards the Group's stakeholders through the inclusion, among the strategic goals, of aspects pertaining to the so-called "Environmental, Social and Governance" profiles. Consistently with this approach, it should be noted that the Board of Directors - subject to the favourable opinion of the Remuneration Committee - (i) proposed to the Shareholders' Meeting of Ascopiave convened to approve the draft financial statements the adoption of the LTI 2024-2026 share-based incentive plan, and (ii) approved the LTI-GI 2024-2026 monetary incentive plan, providing in both cases for variable incentive mechanisms that consider the accomplishment of goals related to the Group's sustainable

¹ Documentation containing detailed information on the Strategic Plan 2024-2027 is available on the Company's website www.gruppoascopiave.it.

strategy. Remuneration is therefore directly linked to both individual performance and the generation of value in the medium-long term for Ascopiave and, therefore, for its shareholders, also considering the so-called sustainable performance;

- **proper integration of varying remuneration components:** Ascopiave strives to find the best balance between different forms of remuneration, first and foremost, between fixed and variable components as well as between the short-term and long-term variable component, but also considering benefits and non-monetary elements (such as career development paths). In this way, remuneration has a degree of flexibility that makes it possible to better align pay levels with performance over time;
- **Respect for and enhancement of people:** Ascopiave recognises that commitment and professional potential are the determining benchmarks for remuneration and career development. The variable component is defined in such a way as to reward commitment and enhance the individual's contribution to the results accomplished by the Group, without this becoming the prevailing component of remuneration;
- **Continuous monitoring of market practices and trends:** observing market practices and trends enables Ascopiave to both attract and retain qualified and appropriately motivated professional Directors by setting competitive remuneration levels and ensuring internal equity and transparency; and
- **compliance:** Ascopiave is inspired by the *best practices* in the field of remuneration, starting from the recommendations of the Corporate Governance Code, and complies with the provisions of the "Regulations of Markets organised and managed by Borsa Italiana S.p.A.". (the "**Stock Exchange Regulations**") in order to maintain its qualification as a so-called "STAR" issuer. In addition, Ascopiave and the companies of the Group scrupulously comply with the laws governing the disbursement of compensation to members of their administrative bodies who are at the same time directors of local entities that are shareholders, even indirectly, of Ascopiave and, if applicable, with the rules limiting the compensation payable by companies in which public entities hold an interest.

4. COMPONENTS OF REMUNERATION

4.1 Fixed component

The level of fixed remuneration of Ascopiave's Directors and Managers bearing Strategic Responsibilities is mainly related to: (i) competence and professionalism; (ii) the organisational role covered; (iii) responsibilities; and (iv) the commitment required in relation to the office.

The fixed remuneration component is in any case sufficient to remunerate the director or manager even if the variable component is not paid due to the failure to achieve *performance goals*.

Given the aim of attracting and motivating qualified and competent professionals, Ascopiave constantly monitors market practices in relation to fixed remuneration components

4.2 Short-Term Incentive (STI)

4.2.1 A portion of the variable remuneration of Ascopiave's Directors and Managers bearing Strategic Responsibilities may be related to short-term performance, meaning both individual performance and the results of Ascopiave and the Group.

4.2.2 Ascopiave, specifically, has implemented a variable remuneration system, known as the "Short Term Incentive" or "STI" (the "**STI Plan**"), aimed at providing incentives - through the recognition of a variable remuneration - for the accomplishment of specific performance goals by the Group's management. Due to its nature, the STI Plan is configured as a system of management by objectives ("Management by Objectives" or "MBO"). The STI Plan, adopted by the Board of Directors subsequent to consulting with the Remuneration Committee, envisages specific goals for each recipient or category of recipients, identified, in compliance with the specific regulation, with the assistance of the heads of the various business areas of Ascopiave and the "People & Stakeholder Relations" Department, using specific parameters used by management to monitor the performance of the business line of each plan recipient or economic indicators (such as EBITDA or EBIT), consolidated or related to such business lines, and other efficiency and productivity indices. In identifying the specific performance goals and related parameters, the relevant functions will consider the need to ensure: (a) precise, clear, objectively measurable and previously indicated and

defined targets; (b) coordination with Ascopiave and the Group's goals; (c) with reference to the Directors and/or Managers bearing Strategic Responsibilities who are members of the Independent Manager, compliance with the obligations established by the Regulatory Authority for Energy, Networks and Environment ("**ARERA**") on the subject of functional unbundling which, specifically, forbids the members of the independent operator - established pursuant to the "*Testo Integrato di Unbundling Funzionale*" (Functional Unbundling Obligations) adopted by ARERA with Resolution No. 296/2015/R/com (the "**TIUF**") - (the "**Independent Operator**") from having remuneration policies or incentive systems directly or indirectly connected to the performance of sales activities. A non-predominant part of the goals assigned to the recipients of the STI Plan may be linked to qualitative goals, the accomplishment of which will be assessed by the Board of Directors or the corporate functions assigned to the task.

- 4.2.3 The STI Plan will allow maximum limits to the bonuses payable so that they may not exceed the threshold defined yearly by the Board of Directors, subsequent to consulting with the Remuneration Committee, and may allow deferred payment mechanisms for all or part of the bonuses payable. The disbursement of bonuses will be subject to the accomplishment of a certain minimum threshold of the set yearly targets. When such threshold is reached, the amount of the bonus payable will vary proportionally in relation to the accomplishment of the envisaged goal, so as to link the receipt of the variable component to the actual improvement of the performance indicators set as objectives by the Board of Directors.

4.3 Long-Term Incentive (LTI)

- 4.3.1 The variable component of the remuneration of Ascopiave's Directors and Managers bearing Strategic Responsibilities must also be oriented towards a medium-long term horizon, so as to: (i) focus the attention of beneficiaries on factors of strategic interest; (ii) foster their loyalty; (iii) align remuneration to the generation of value, in the medium-long term, for shareholders and to the sustainable success of Ascopiave; and (iv) guarantee an overall competitive level of remuneration.
- 4.3.2 Medium-long term incentives (so-called "Long Term Incentive" or "LTI") may also be implemented through compensation plans based on financial instruments, prepared by the Board of Directors subsequent to consulting with the Remuneration Committee and duly authorised by the

Shareholders' Meeting pursuant to Article 114-*bis* of the Consolidated Law on Finance. Such plans may not include among its beneficiaries the Directors and/or Managers bearing Strategic Responsibilities who are members of the Independent Director, who under the functional unbundling rules may not hold, even indirectly, economic interests such as equity instruments or shares in the sales activities performed by the vertically integrated company (as defined in the TIUF) or by other companies of the corporate group to which the latter belongs.

4.3.3 Specifically, Ascopiave may approve

- (i) so-called option-grant plans, which allow the allocation of option rights for the subsequent purchase of Ascopiave shares with settlement by physical delivery (so-called stock options) or in cash on the basis of a differential (so-called stock appreciation rights);
- (ii) so-called stock-grant plans, based on the direct allocation of Ascopiave shares;
- (iii) compensation plans that result in the disbursement (including through the allocation of shares) of a bonus that takes into account the performance of Ascopiave shares and/or the performance of Ascopiave and the Group; and
- (iv) medium-long term incentive plans based on the economic-financial performance and/or other efficiency and productivity indexes specific to certain business lines (namely the gas distribution business) to which the recipients of this type of incentive belong.

Beneficiaries of these plans may be employees or directors of Ascopiave and Group companies, provided that they are involved in the management of Ascopiave or the Group. The award of benefits will be subject to the passage of an appropriate time interval (and in any case, no less than three years), which will consider, for example, the goals of the individual plan and the directors' term of office, as well as the accomplishment of specific pre-defined performance goals, closely correlated with Ascopiave's medium/long-term targets or specific business lines, including those of individual subsidiaries. The aforesaid performance goals must be defined in compliance with the obligations established by ARERA on the subject of functional unbundling, pursuant to which, specifically, remuneration policies or incentive systems directly or indirectly connected to the performance of the sales activity are prohibited for Directors and/or Managers bearing Strategic

Responsibilities who are members of the Independent Directorate of Remuneration Policies or Incentive Systems directly or indirectly associated to sales operations.

The plans may also allow that a portion of the shares granted to, or purchased by, the beneficiaries can be retained by them for a pre-defined period . In the event that the plans for directors do not allow the assignment or purchase of shares, but for the disbursement of cash bonuses, Ascopiave may allow share retention mechanisms (namely providing that a portion of the bonuses granted is reinvested by the beneficiary in Company shares that must be kept until the end of the term of office). The assignment of the option rights or shares, as well as the recognition of cash differentials, will be related to: (i) the individual beneficiary's ability to contribute to the Company's development; (ii) the professional competence and the role held in the Company's organisation; (iii) the level of overall remuneration received; and (iv) loyalty requirements.

Reflecting the principles outlined above, on 7 March 2024, the Board of Directors of Ascopiave, at the behest of the Remuneration Committee, approved the share-based incentive plan "LTI 2024-2026" (the "**2024-2026 LTI Plan**"). It represents a medium-long term incentive plan based on the assignment of a bonus related to the Group's performance over the three-year period 2024-2026 (the vesting period of the plan) in relation to the Group's EBITDA and Consolidated Net Income² . Specifically, the 2024-2026 LTI Plan envisages that, following the approval of the Ascopiave Group's consolidated financial statements as of 31 December 2026 and the accomplishment of the aforementioned performance goals, a bonus will be paid to the beneficiaries consisting of (i) 75% of a cash component; and (ii) 25% of a share component. In order to reinforce the alignment of the individual interests of the beneficiaries of the 2024-2026 LTI Plan with the goal of creating value for shareholders in the medium-long term, any shares that will be granted under this plan will be subject to a two-year prohibition on alienation (the so-called share retention period) from the time of grant.

Consistently with the sustainable performance goals envisaged in the 2024-2027 Strategic Plan, pursuant to the 2024-2026 LTI Plan regulation, the disbursement of the 7.5% bonus to the

² Group EBITDA and Consolidated Net Profit figures from Ascopiave's consolidated financial statements.

beneficiaries on the basis of the accomplishment of the performance goals indicated above will be: (i) postponed by one year; and (ii) contingent upon the accomplishment of the 2027 CO₂ emission reduction target in relation to the Group's activities, envisaged in the 2024-2027 Strategic Plan.

The 2024-2026 LTI Plan also includes a so-called "claw-back" clause, pursuant to which the beneficiaries will be required to refund the sums received in the event that the disbursement of such sums was defined on the basis of data that later turned out to be manifestly flawed, regardless of the responsibility for the error, or in the event that the accomplishment of the goals is attributable to wilful or grossly negligent conduct, in any event in breach of the reference standards, aimed at altering the results used to accomplish the goals envisaged in the 2024-2026 LTI Plan.

For further information on the afore-stated 2024-2026 LTI Plan, reference should be made to the information document prepared pursuant to Article 84-*bis* and Schedule 7, Annex 3A, of the Issuers' Regulations, and the related explanatory report prepared pursuant to Articles 114-*bis* and 125-*ter* of the Consolidated Law on Finance, both of which are made available to the public within the terms and according to the procedures envisaged in the applicable regulations.

In order to comply with the regulatory provisions on functional unbundling, some directors with management functions - potentially recipients of the long-term incentive plan described above - may not be among the beneficiaries of the 2024-2026 LTI Plan.

Therefore, a medium-long term incentive system has been defined as an alternative and complementary to the one described above, in order to ensure that the remuneration of these individuals (as well as the other executives/directors) is aligned with the industrial strategy and the pursuit of the goals, including sustainable success, of Ascopiave and the Ascopiave Group. Specifically, on 5 March 2024, the Board of Directors, upon the proposal of the Remuneration Committee, approved the "LTI-GI 2024-2026" monetary incentive plan (the "**2024-2026 LTI-GI Plan**"). The plan, which is not subject to the approval process envisaged in the Consolidated Finance Act in relation to plans based on financial instruments, provides for the disbursement of a monetary bonus related to the Group's performance over the three-year period 2024-2026 in relation to the

Group's EBITDA and ROI of the natural gas distribution business³ . The 2024-2026 LTI-GI Plan envisages that, following the approval of the Ascopiave Group's consolidated financial statements as of 31 December 2026 and the accomplishment of the aforementioned performance goals, an all-cash bonus will be disbursed to the beneficiaries.

Also in this case, the 2024-2026 LTI-GI Plan envisages that the disbursement of the 7.5% bonus to beneficiaries on the basis of the accomplishment of the performance goals stated above will be: (i) postponed by one year; and (ii) contingent upon the accomplishment of the 2027 CO₂ reduction target from the Group's operations envisaged in the 2024- 2027 Strategic Plan.

Lastly, The 2024-2026 LTI Plan also includes a so-called "claw-back" clause, pursuant to which the beneficiaries will be required to refund the sums received in the event that the disbursement of such sums was defined on the basis of data that later turned out to be manifestly flawed, regardless of the responsibility for the error, or in the event that the accomplishment of the goals is attributable to wilful or grossly negligent conduct, in any event in breach of the reference standards, aimed at altering the results used to accomplish the goals envisaged in the 2024-2026 LTI Plan.

4.4 Benefits and insurance or social security or pension coverage, besides what is compulsory

With the aim of ensuring an overall remuneration offer that is as competitive as possible and reflecting the best market practices, the remuneration package of directors holding special offices, of Managers bearing Strategic Responsibilities, and of directors with management functions, may be completed by non-monetary benefits such as, for example, a company car for mixed use and forms of supplementary health insurance.

4.5 Treatment in the event of termination of office or termination of employment

With reference to Directors and Managers bearing Strategic Responsibilities, with at least 3 years of seniority in the company, Ascopiave provides for the stipulation of agreements connected to the termination of the office, including the case of non-renewal of the office upon expiry, or termination

³Group EBITDA figures taken from Ascopiave's consolidated financial statements and ROI (Return on Investment) figures taken from restatements of individual financial statements of companies in the Group's distribution business.

of the employment relationship. Exception made for the termination of the relationship for just cause, voluntary resignation or retirement, these agreements allow the disbursement of an indemnity for the termination of the managerial position and/or relationship, equal to two years of the total gross yearly remuneration of the person (calculated using the last fixed yearly remuneration to define the fixed portion of remuneration and the average of the variable remuneration actually accrued over the last 3 (three) years to define the variable portion of remuneration), in addition to the termination indemnity payable by the Company, including, among others, where applicable, the indemnity in lieu of the notice period, which may be due by law or collective agreement or company or individual agreements.

Lastly, pursuant to the Corporate Governance Code in force, on the occasion of the termination of office and/or termination of the relationship with an executive director or a general manager, the Company will disclose detailed information on the matter, following the internal processes that lead to the allocation or recognition of said indemnities and/or other benefits, by means of a press release to the market.

In relation to the 2024-2026 LTI Plan and the 2024-2026 LTI-GI Plan, the right of each beneficiary to the disbursement of awards will accrue provided that the beneficiary has maintained, during the vesting period, an employment relationship or an administrative relationship with Ascopiave or with a company of the Ascopiave Group.

In the case of beneficiaries of the 2024-2026 LTI Plan or the 2024-2026 LTI-GI Plan holding an employment or managerial relationship, if such relationship ceases during the vesting period, consequent to death, retirement, dismissal without just cause of the employee or removal without just cause from the office of director, the beneficiary will retain the right to receive the bonus at the end of the vesting period. It is understood that, in such event, the amount of the bonus shall be defined considering the period during which the employment or managerial relationship has remained in force.

Notwithstanding the foregoing, in any other case of termination of employment or of a managerial position, the beneficiary of the 2024-2026 LTI Plan or the 2024-2026 LTI-GI Plan shall forfeit any and all rights to receive all or part of the bonus.

Lastly, it should be noted that each of the Managers bearing Strategic Responsibilities (including the General Manager) is currently employed by the Group with an open-ended contract. Therefore, in the event of termination of the relationship, the applicable notice period is that envisaged in the respective national collective labour agreements applied. The average duration of the notice period is 8 months (which can be reduced to one third of its value in the event of resignation by the employee)

4.6 Non-compete agreements

In order to safeguard the Company's interests, Ascopiave may, if necessary, sign non-compete agreements with its Directors, Managers bearing Strategic Responsibilities and Directors with management functions in the Ascopiave Group, in connection with the termination of their office or employment.

On 14 March 2016, in order to safeguard the Company's commercial and competitive interest, the Board of Directors resolved to proceed with the signing of non-compete agreements with certain Managers bearing Strategic Responsibilities, identified on the basis of the role held, the know-how accrued, and the market scenario.

Such agreements envisage, among others, the transfer prohibitions and confidentiality obligations. The duration of the agreements is 30 months, starting from the date of termination of employment. The total consideration to be disbursed to such executives shall not exceed 45% of the fixed component of the last gross remuneration of the executives, multiplied by the duration of the individual agreements. The consideration for such non-compete agreements shall be paid only subsequent to the termination of employment.

In the event of a breach of the obligations under the non-compete agreements by the Manager bearing Strategic Responsibilities (**MSR**), the non-performing party shall return the sums received in relation to the specific obligations undertaken, increased by an amount, by way of penalty, equal to the last gross yearly salary received, without prejudice, in any event, to the Company's right to claim compensation for any further damage suffered.

For detailed information on any amounts paid by Ascopiave as consideration under the non-compete agreements described in this Section, please refer to the information in Part B, Section II of the report herein.

4.7 Claw-Back Mechanisms

The Company has introduced contractual mechanisms that give it the right to obtain the refund, in whole or in part, of variable components of the compensation paid (or to withhold sums subject to deferral), defined on the basis of data that later turned out to be manifestly flawed, regardless of the responsibility for the error, or if the accomplishment of the goals is attributable to wilful or grossly negligent conduct, in any case in breach of the reference standards, aimed at altering the results used for the accomplishment of the objectives (so-called claw-back mechanisms). The claw-back clauses are envisaged in relation to the STI Plan, the 2024-2026 LTI Plan and the 2024-2026 LTI-GI Plan.

4.8 Exceptions to the Remuneration Policy

Pursuant to Article 123-ter, Section 3-bis, of the Consolidated Law on Finance, Ascopiave grants compensation only in compliance with the Remuneration Policy. Nonetheless, in the presence of exceptional circumstances - by which is meant those situations in which deviation from the Remuneration Policy is necessary to pursue the long-term interests and sustainability of the Company as a whole or to ensure its ability to stay on the market - Ascopiave may deviate - even if only temporarily - from the Remuneration Policy by introducing, amending/revising or eliminating the following items of remuneration (a) the type or qualitative and/or quantitative performance goals of short-term or long-term variable remuneration plans, (b) the methods, timing and/or procedures for assessing the relative levels of accomplishment of qualitative and/or quantitative performance goals of short-term or long-term variable remuneration plans, (c) performance and/or pay-out curves, (d) the type of financial instruments to be allocated and/or the amounts to be assigned to the beneficiaries of short or long-term variable remuneration plans and the duration of the relative vesting period, (e) lock-up and claw-back clauses, (f) entry bonuses aimed at favouring the entry/hiring of new key Directors, (g) retention bonuses linked to the commitment to maintain

the employment relationship with the company for a given period, (h) severance indemnities or other compensation in relation to the termination of the employment relationship or office.

Such exceptional circumstances may include, as way of example only, significant changes in the scope of the Group's activities (namely consequent to mergers and acquisitions, such as the sale of shareholdings or companies related to activities on which the performance goals of the Remuneration Policy were based) or the acquisition of a significant business not included in the Remuneration Policy itself, or the need to replace, due to unforeseen events, a managing director and the need to negotiate a remuneration package quickly, where the constraints of the Remuneration Policy could limit the possibilities of attracting executives with the most appropriate professional skills to run the company.

In the event of a waiver of the Remuneration Policy pursuant to this Section 4.8 , the provisions on related party transactions envisaged in the Rules and Procedure shall apply.

5. REMUNERATION OF DIRECTORS

5.1 The remuneration of directors holding special offices

- 5.1.1 In addition to the remuneration due to each member of the Board of Directors defined within the framework of the allocation of the remuneration defined by the Shareholders' Meeting pursuant to Article 2389, Section 1, of the Italian Civil Code, the remuneration due to directors holding special offices is defined by the Board of Directors, at the behest of the Remuneration Committee.
- 5.1.2 In this Report - including this Section 5 - the reference to the Chief Executive Officer also considers the offices held as Chairman of the Board of Directors and General Manager and the related remuneration.
- 5.1.3 Consistent with the principles envisaged in Paragraph 4 above, the remuneration of Ascopiave directors holding special offices shall consist of (i) a yearly fixed component, which takes into account the particular offices held by the directors; and (ii) in the case of directors to whom specific functions are delegated and, therefore, executive directors, a variable component in the form of the STI Plan and the LTI Plan 2024-2026, as described in Paragraphs 4.2 and 4.3 above.

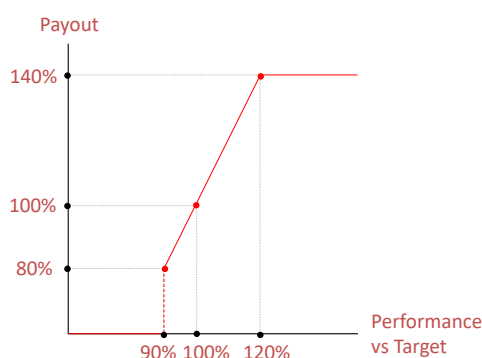
- 5.1.4 The total value of the incentive plans for directors to whom specific functions are delegated may not exceed the fixed component; the relative maximum limit will be defined yearly by the Company's Board of Directors, subsequent to consulting with the Remuneration Committee.
- 5.1.5 Bonuses and one-off disbursements of a discretionary nature may be assigned by the Board of Directors to executive directors in connection with extraordinary operations of strategic importance for Ascopiave or the Group (for example, the completion of extraordinary finance operations, reorganisation or mergers&acquisitions ⁽⁴⁾), and/or to the obtaining of concessions or award of tenders that are of strategic importance for Ascopiave or the Group, and/or to extraordinary performance and/or to the execution of other projects of strategic importance, which cannot be adequately reflected in the variable components of remuneration in the short and medium-long term. The attribution and quantification - to be defined in proportion to the value of the project and/or operation and/or concession obtained and/or the relevance of the results accomplished and also considering the overall remuneration already paid to the beneficiary under ordinary remuneration systems - of this component of remuneration shall be subject to the application of the rules on transactions with related parties envisaged in the Regulation and Procedure.
- 5.1.6 With reference to the short-term variable component of the remuneration envisaged for executive directors, consistently with the principles envisaged in Section 4.2, the component is achievable against, and in proportion to, the accomplishment of yearly performance goals established by Ascopiave's Board of Directors upon the proposal of the Remuneration Committee. The performance goals assigned to Ascopiave's Chief Executive Officer, the only Executive Director as of the date of the report herein, as part of the STI Plan for the year 2025, with the relative incidences, are illustrated below:

Target Assigned 2025	Relative Target Weight
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⁴ Such as, but not limited to, sales and/or acquisitions of shareholdings, companies, business units, *partnership* agreements or *joint ventures*.

Group EBITDA	35%
Net financial debt/EBITDA	30%
Optimising financial management	30%
Consolidated Net Profit	5%

- 5.1.7 The short-term variable component (STI) for the Chief Executive Officer envisages the assignment, linked to the accomplishment of the goals described above, of a target bonus in the amount of 20% of fixed remuneration. It should be noted that the short-term variable component in favour of the Chief Executive Officer is payable on condition that a minimum target (so-called "gate") linked to Group EBITDA is reached (minimum 85% of the target).
- 5.1.8 The amount of the short-term variable component (so-called "payout") of the Chief Executive Officer's remuneration is defined in relation to the accomplishment of each of the assigned targets, according to the relative weight assigned to each target. Specifically, the payout is defined for each of the performance goals described above, between a minimum performance value (in the event of reaching 90% of the performance goal) and a maximum performance value (in the event of reaching 120% of the performance goal). The relationship between the results accomplished for each of the above performance goals and the payout is illustrated below:



- 5.1.9 In relation to the medium-long term variable component of the remuneration envisaged for executive directors, it should be noted that, as illustrated in section 4.3 above, on 7 March 2024,

the Board of Directors, upon the proposal of the Remuneration Committee, approved the 2024-2026 LTI Plan, subsequently submitted for approval to the Shareholders' Meeting held on 18 April 2024, whose beneficiaries include the Chief Executive Officer.

5.1.10 The amount of the medium-long term variable component of the Managing Director's remuneration is defined based on the accomplishment of the goals stated in the 2024-2026 LTI Plan. According to the regulation of the 2024-2026 LTI Plan, the Chief Executive Officer will receive a bonus - to be disbursed 75% in cash and 25% in Ascopiave shares - that varies depending on the level of EBITDA/Net Profit achieved in relation to the target envisaged in the 2024-2026 LTI Plan. Specifically, according to the regulation of the 2024-2026 LTI Plan, the amount of the medium-long term variable remuneration to which the Managing Director shall be entitled shall be defined by applying a multiplier (defined upon the accomplishment of the aforesaid performance goals) to a target amount (equal to 20% of the fixed remuneration of the CEO's yearly remuneration for each of the three years of the vesting period of the plan) (the "**CEO Target Bonus**"). Below is the table which illustrates the multiplier to be applied to such bonus, in relation to the accomplishment of various performance goals :⁵

Performance Indicator: Group EBITDA	Factor	Performance Indicator: Net profit	Factor
Actual EBITDA < 90% of Three-Year Target	0	Actual Net profit < 90% of Three-Year Target	0
Actual EBITDA between 90% and 94.99% of Three-Year Target	0.3	Actual Net profit between 90% and 94.99% of Three-Year Target	0.3
Actual EBITDA between 95% and 99.99% of Three-Year Target	0.4	Actual Net profit between 95% and 99.99% of Three-Year Target	0.4
Actual EBITDA between 100% and 104.99% of Three-Year Target	0.5	Actual Net profit between 100% and 104.99% of Three-Year Target	0.5
Actual EBITDA > 105% of Three-Year Target	0.6	Actual Net profit > 105% of Three-Year Target	0.6

The 2024-2026 LTI Plan envisages that the disbursement of the 7.5% bonus (10% of the portion of the bonus to be disbursed in cash) to beneficiaries on the basis of the accomplishment of the

⁵ Actual EBITDA and Actual Net Profit refer to the final figures for the three-year period 2024-2026 of the Group's EBITDA and Consolidated Net Profit, taken from Ascopiave's Consolidated Financial Statements.

performance goals stated above will be: (i) deferred by one year; and (ii) contingent upon the accomplishment of the 2024 CO₂ reduction target from the Group's operations envisaged in the 2024-2027 Strategic Plan.

With reference to the effects of the possible termination of the managerial position on the rights granted under the 2024-2026 LTI Plan, reference is made to the provisions of Section 4.5 above.

The People & Stakeholder Relations Department (with the support of the functions in charge of the processing and management of data relating to the Plan) verifies whether the assigned goals have actually been accomplished by comparing the results set with the data provided by the internal functions on the basis of analytical surveys, with reference to the results of the financial statements, and notifies the findings to the Remuneration Committee.

5.2 The remuneration of non-executive directors

5.2.1 The remuneration of non-executive directors is normally under the scope of the Board of Directors, within the framework of the allocation of remuneration defined by the Shareholders' Meeting pursuant to Article 2389, Section 1, of the Italian Civil Code, at the behest of the Remuneration Committee. The remuneration provides for remuneration commensurate with the competence, professionalism and commitment required in relation to the tasks assigned to non-executive directors. In such context, the Board of Directors, at the behest of the Remuneration Committee, may allow additional compensation considering the commitment required of each non-executive director, specifically for participation in one or more committees.

5.2.2 The remuneration of non-executive directors is established as a fixed amount and cannot be linked to Ascopiave's economic results. Specifically, these directors are not beneficiaries of the incentive plans approved by the Company.

6. THE REMUNERATION OF MANAGERS BEARING STRATEGIC RESPONSIBILITIES

6.1.1 Consistent with the principles envisaged in Section 4, the remuneration of Managers bearing Strategic Responsibilities is composed of: (i) a gross yearly fixed component; (ii) a short-term variable

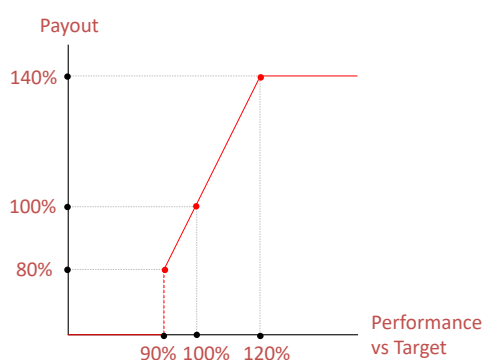
component, through participation in the STI Plan adopted by the Company from time to time; and
(iii) a long-term variable component, through participation in the long-term incentive plans (LTI) approved by Ascopiave from time to time.

- 6.1.2 The portion of variable remuneration, linked to the economic results accomplished by the Company as well as to the attainment of individual performance goals identified in advance, may not weigh over the fixed component of the executive's remuneration; the relative maximum limit will be defined yearly by the Board of Directors, subsequent to consulting with the Remuneration Committee.
- 6.1.3 Bonuses and one-off disbursements of a discretionary nature may be assigned by the Board of Directors to Managers bearing Strategic Responsibilities in connection with extraordinary transactions of strategic importance for Ascopiave or the Group (for example, the completion of extraordinary finance transactions, reorganisation or mergers&acquisitions⁶), and/or to the obtaining of concessions or award of tenders that are of strategic importance for Ascopiave or the Group, and/or to extraordinary performance and/or to the execution of other projects of strategic importance, which cannot be adequately reflected in the variable components of remuneration in the short and medium-long term. The attribution and quantification - to be defined in proportion to the value of the project and/or operation and/or concession obtained and/or the relevance of the results accomplished and also considering the overall remuneration already paid to the beneficiary under ordinary remuneration systems - of this component of remuneration shall be subject to the application of the rules on transactions with related parties as envisaged in the Regulation and Procedure.
- 6.1.4 In relation to the short-term variable component of the remuneration envisaged for Managers bearing Strategic Responsibilities, this component is achievable upon, and in proportion to, the accomplishment of yearly performance goals set by Ascopiave's Board of Directors at the behest of the Remuneration Committee. The short-term variable incentive (STI) disbursed in the event of full accomplishment of the performance goals identified is on average equal to 20% of the fixed

⁶ As way of example, sales and/or acquisitions of shareholdings, companies, business units, partnership agreements or joint ventures.

component of the executive's yearly remuneration.

- 6.1.5 As anticipated, the short-term variable component of the remuneration of Managers bearing Strategic Responsibilities is defined having regard to the tasks and responsibilities assigned to each executive and linked to the accomplishment of budget and functional goals established on a yearly basis. The extent of the variable remuneration ("payout") may vary depending on the accomplishment of the goals. Specifically, with reference to each goal, the payout may vary between a minimum performance value (below which the bonus associated with the goal is not paid) and a maximum performance value, beyond which the payout is constant ("overachievement"). The short-term variable component in favour of Managers bearing Strategic Responsibilities is payable on condition that a minimum target ("gate") linked to Group EBITDA (minimum 85% of target) is accomplished.
- 6.1.6 The short-term variable component of Managers bearing Strategic Responsibilities is measured against Group economic targets or goals relating to the Department involved, as well as service and project targets relating to the respective Departments. The Group economic goals assigned to Managers bearing Strategic Responsibilities envisage the following parameters: Group EBITDA, Financial Debt/EBITDA ratio, Financial Management Optimisation (measured on the basis of the "Net Financing Rate"). The relationship between the performance accomplished for each of the goals and the related payout is illustrated below:



- 6.1.7 In relation to the medium-long term variable component, it should be noted that, as illustrated in Section 4.3 above, on 7 March 2024 the Board of Directors, upon the proposal of the Remuneration Committee, has approved the 2024-2026 LTI Plan, whose beneficiaries also include Managers

bearing Strategic Responsibilities. The long-term variable incentive disbursed in the event of full accomplishment of the identified performance goals is, on average, equal to 20% of the fixed compensation on a yearly basis for each of the three years of the plan. (the "**Target Bonus for Managers with Strategic Responsibilities**").

6.1.8 The amount of the medium-long term variable component of the remuneration of Managers bearing Strategic Responsibilities is defined based on the accomplishment of the goals stated in the 2024-2026 LTI Plan. According to the regulation of the 2024-2026 LTI Plan, each Manager bearing Strategic Responsibilities will receive a bonus - to be disbursed 75% in cash and 25% in Ascopiave shares - that varies depending on the level of EBITDA/Net Profit accomplished in relation to the target envisaged in the 2024-2026 LTI Plan. Specifically, according to the regulation of the 2024-2026 LTI Plan, the amount of the medium-long term variable remuneration to which each Manager bearing Strategic Responsibilities shall be entitled shall be defined by applying a multiplier (defined upon the accomplishment of the aforesaid performance goals) to a target amount (equal to 20% of the fixed remuneration on a yearly basis of such Manager bearing Strategic Responsibilities for each of the three years of the vesting period of the plan) (the "MSR Target Bonus"). The table below indicates the multiplier to be applied to the MSR Target Bonus, in relation to the accomplishment of various performance goals:

Performance Indicator: Group EBITDA Indicatore di performance: EBITDA Gruppo	Factor Fattore
Actual EBITDA < 90% of Three-Year Target EBITDA Attuale < 90% di Target Triennale	0
Actual EBITDA between 90% and 94.99% of Three-Year Target EBITDA Attuale tra 90% e 94.99% di Target Triennale	0,3
Actual EBITDA between 95% and 99.99% of Three-Year Target EBITDA Attuale tra 95% e 99.99% di Target Triennale	0,4
Actual EBITDA between 100% and 104.99% of Three-Year Target EBITDA Attuale tra 100% e 104.99% di Target Triennale	0,5
Actual EBITDA > 105% of Three-Year Target EBITDA Attuale > 105% di Target Triennale	0,6

Performance Indicator: Net profit Indicatore di performance: Utile Netto	Factor Fattore
Actual Net profit < 90% of Three-Year Target Utile Netto Attuale < 90% di Target Triennale	0
Actual Net profit between 90% and 94.99% of Three-Year Target Utile Netto Attuale tra 90% e 94.99% di Target Triennale	0,3
Actual Net profit between 95% and 99.99% of Three-Year Target Utile Netto Attuale tra 95% e 99.99% di Target Triennale	0,4
Actual Net profit between 100% and 104.99% of Three-Year Target Utile Netto Attuale tra 100% e 104.99% di Target Triennale	0,5
Actual Net profit > 105% of Three-Year Target Utile Netto Attuale > 105% di Target Triennale	0,6

As stated above, the 2024-2026 LTI Plan allows the disbursement of the 7.5% bonus (corresponding to 10% of the portion of the bonus to be disbursed in cash) to the beneficiaries on the basis of the accomplishment of the performance goals stated above will be: (i) postponed by one year; and (ii) contingent upon the accomplishment of the 2027 CO₂ reduction target for the Group's activities envisaged in the 2024-2027 Strategic Plan.

6.1.9 As mentioned in section 4.3 above, in order to comply with the industry regulatory provisions on functional unbundling, the Board of Directors, upon the proposal of the Remuneration Committee, approved the 2024-2026 LTI-GI Plan on 7 March 2024.

6.1.10 Pursuant to the 2024-2026 LTI-GI Plan, each Executive bearing Strategic Responsibilities recipient of the plan shall receive a variable cash bonus depending on the level of EBITDA and ROI of the natural gas distribution business activities accomplished in relation to the target envisaged in the LTI-GI Plan 2024-2026 itself. Specifically, according to the regulation of the 2024-2026 LTI-GI Plan, the amount of the medium-long term variable remuneration to which each Manager bearing Strategic Responsibilities entitled under the 2024-2026 LTI-GI Plan shall be defined by applying a multiplier (defined upon the accomplishment of the aforesaid performance goals) to a target amount (equal to 20% of the fixed remuneration of the annual remuneration of such Manager bearing Strategic Responsibilities for each of the three years of the vesting period of the plan) (the "MSR Target Bonus"). The table below indicates the multiplier to be applied to the LTI-GI MSR Target Bonus, in relation to the accomplishment of the various performance goals :⁷

Performance Indicator: Group EBITDA Indicatore di performance: Ebitda Gruppo	Factor Fattore
Actual EBITDA < 90% of Three-Year Target EBITDA Attuale < 90% di Target Triennale	0
Actual EBITDA between 90% and 94.99% of Three-Year Target	0,3
Actual EBITDA between 95% and 99.99% of Three-Year Target	0,4
Actual EBITDA between 100% and 104.99% of Three-Year Target	0,5
Actual EBITDA > 105% of Three-Year Target EBITDA Attuale > 105% di Target Triennale	0,6

Performance Indicator: ROI SBU Distribution Indicatore di performance: ROI SBU Distribuzione	Factor Fattore
ROI Current Distribution Business < 90% of Three-Year Target	0
ROI Current Distribution Business between 90% and 94.99% of Three-Year Target	0,3
ROI Current Distribution Business between 95% and 99.99% of Three-Year Target	0,4
ROI Current Distribution Business between 100% and 104.99% of Three-Year Target	0,5
ROI Current Distribution Business > 105% of Three-Year Target	0,6

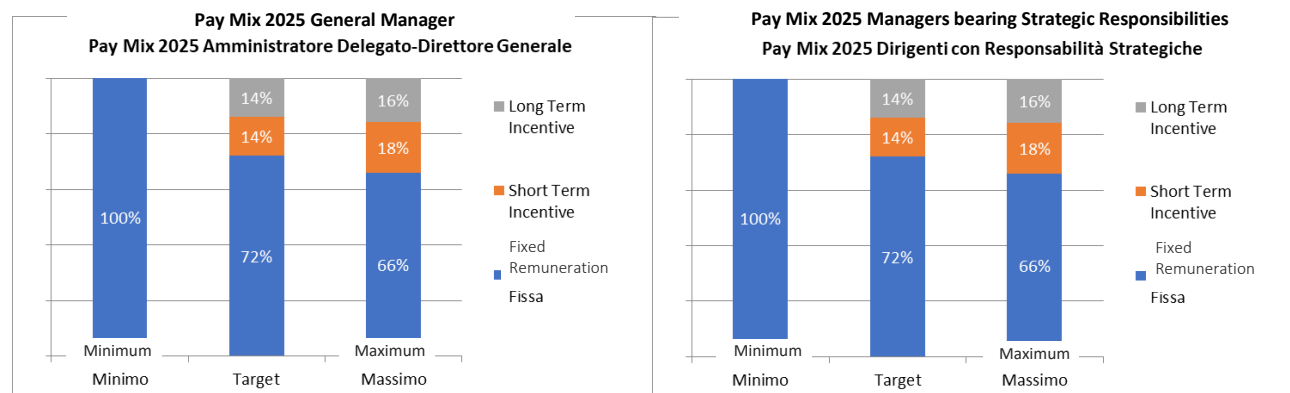
Also in the case of the 2024-2026 LTI-GI Plan, it is envisaged that the disbursement of the 7.5% bonus to the beneficiaries on the basis of the accomplishment of the performance goals stated above will be: (i) postponed by one year; and (ii) contingent upon the accomplishment of the 2027 CO₂ reduction target for the Group's activities envisaged in the 2024-2027 Strategic Plan

⁷ Actual EBITDA is from Ascopiave's consolidated financial statements. ROI Current Distribution Business is from individual financial data restatements of the companies in the Group's distribution business, for the 2024-2026 three-year period.

The People & Stakeholder Relations Department (with the support of the functions competent for the processing and management of data relating to the Plan) verifies whether the goals assigned have actually been accomplished, comparing the results set with the data provided by the internal functions on the basis of analytical surveys, with reference to the results of the financial statements, and notifies the findings to the Remuneration Committee.

7. REMUNERATION PAY-MIX OF THE CHIEF EXECUTIVE OFFICER AND MANAGERS BEARING STRATEGIC RESPONSIBILITIES

Below is an indication of the relative proportion of the fixed and variable components of the total remuneration for the Chief Executive Officer and the Managers bearing Strategic Responsibilities, pertaining to the financial year 2025, as well as the modulation of the fixed and variable components of the remuneration with reference to the level of accomplishment of various performance goals.



Impact in relation to fixed compensation				
% Gross Annual Salary	General Manager	Minimum	Target	Maximum
100	Fixed Remuneration	100	100	100
20	Short Term Incentive	0	20	28
20	Long Term Incentive	0	20	24
	Total	100	140	152
Percentage of total remuneration				
	General Manager	Minimum	Target	Maximum
	Fixed Remuneration	100%	72%	66%
	Short Term Incentive	0%	14%	18%
	Long Term Incentive	0%	14%	16%

Impact in relation to fixed compensation				
% Gross Annual Salary	Executives with Strategic Responsibilities	Minimum	Target	Maximum
100	Fixed Remuneration	100	100	100
20	Short Term Incentive	0	20	28
20	Long Term Incentive	0	20	24
	Total	100	140	152
Percentage of total remuneration				
	Executives with Strategic Responsibilities	Minimum	Target	Maximum
	Fixed Remuneration	100%	72%	66%
	Short Term Incentive	0%	14%	18%
	Long Term Incentive	0%	14%	16%

8. THE REMUNERATION OF AUDITORS

The amount of the annual emoluments due to the members of the Board of Statutory Auditors for their auditing operations defined by the Shareholders' Meeting at the time of appointment.

9. REVIEW OF THE REMUNERATION POLICY FOR THE YEAR 2025 COMPARED TO 2024

During the first months of 2024, the Remuneration Committee assessed any changes to be implemented in relation to the previous year's remuneration policy. In such context, it should be noted that, in order to ensure an effective retention policy, Ascopiave monitors the level of remuneration envisaged for its employees in relation to the market and, as part of the short- and long-term incentive plans, it is envisaged that the beneficiaries include not only executive directors and Managers bearing Strategic Responsibilities, but also employees of Ascopiave with management functions. In defining the remuneration policy, the Remuneration Committee evaluates the vote and the evaluation expressed by the Shareholders' Meeting that was last approved. The Shareholders' Meeting held on 18 April 2024 voted in favour of the remuneration policy for the financial year 2024 and there were no indications from the Shareholders to be considered for the purposes of the report herein. The resolution has a binding effect.

With reference to the update of the policy, the treatment of the termination indemnity of executive directors and of Managers bearing Strategic Responsibilities is indicated. No further changes have been reported in relation to the structure of the previous remuneration policy.

SECTION II

'COMPENSATION 2024'

Part A

Part A, Section II, of the report herein provides a representation of each of the items that represent the remuneration of Ascopiave's Directors, Statutory Auditors and Managers bearing Strategic Responsibilities, respectively, including the treatments provided in the event of termination of office or termination of employment.

A.1 DIRECTORS

The Shareholders' Meeting held on 18 April 2023 appointed a seven-member Board of Directors as follows:

NAME	POSITION
Nicola Cecconato	Chairman
Federica Monti	Independent Director
Giovanni Zoppas ⁸	Independent Director
Cristian Novello	Independent Director
Greta Pietrobon	Non-Executive Director
Enrico Quarello	Non-Executive Director
Luisa Vecchiato	Independent Director

In relation to the remuneration of the members of the Board of Directors, the Shareholders' Meeting held on 18 April 2023, established a total gross annual emolument of Euro 380,000, of which Euro 80,000 is to be disbursed to the Chairman and Euro 50,000 to each of the other directors, without prejudice to the Board's authority to define a further emolument for directors holding special offices, in compliance with the Bylaws and pursuant to Article 2389, Section 3, of the Italian Civil Code.

The role of Chairman and Chief Executive Officer was conferred upon Mr. Nicola Cecconato who, as of 1 January 2022, will also hold the position of General Manager of Ascopiave S.p.A..

Mr. Cecconato is among the recipients of the STI ("Short Term Incentive") 2024 incentive plan, linked to annual targets. The Board of Directors, based on the proposal of the Remuneration Committee,

⁸ Mr. Giovanni Zoppas was appointed **Lead independent Director** by the Board of Directors on 11 May 2023.

has resolved to award the Chairman, Chief Executive Officer and General Manager with a short-term variable compensation equal to 20% of the annual fixed compensation for the year 2024. In such context, based on the figures available as of the report herein, the level of the global performance accomplished in relation to the short-term for the year 2024 was 116.3% of the performance goal, a circumstance that, in compliance with the provisions of the short-term incentive plan for 2024 for the Chairman, Chief Executive Officer and General Manager, has resulted in the award of a payout equal to 132.6% of the target bonus. Below are the details of the performance goals accomplished and the related payout :⁹

TSI 2024 - Goals of the General Manager	Relative Weight	Minimum and Maximum Performance	Estimated Performance
Group EBITDA	35%	90% - 120%	113,3%
Net financial debt/EBITDA	30%	90% - 120%	115,5%
Optimising financial management	30%	90% - 120%	120,0%
Consolidated Net Profit	5%	90% - 120%	120,0%
Total Performance			116,3%
Total Payout			132,6%

The Chief Executive Officer and General Manager, Mr. Nicola Cecconato, is also among the recipients of the 2024-2026 LTI Plan, whose remuneration will be paid only subsequent to the approval of the financial statements as at 31 December 2026.

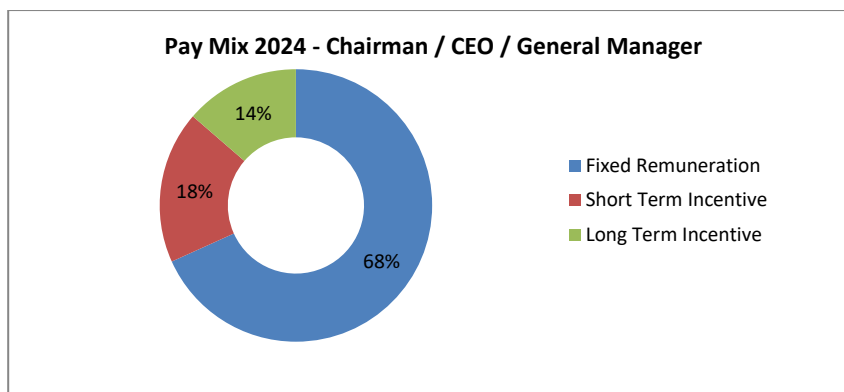
In compliance with the regulation of the 2024-2026 LTI Plan, the Chief Executive Officer and General Manager will receive a bonus, 75% in cash and 25% in shares, variable depending on the level of EBITDA and Net Profit achieved in relation to the targets envisaged in the 2024-2026 LTI Plan. Specifically, the amount of the medium-long term variable compensation to which the CEO and General Manager will be entitled will be defined by applying a multiplier (identified upon the accomplishment of the aforesaid performance goals) to a target amount (equal to 20% of the fixed compensation on a yearly basis of the Chairman, CEO and General Manager for each of the three years of the vesting period of the plan) (the "**AD/CEO Target Bonus**"). As anticipated above, the final determination of the bonus to be disbursed to the CEO and the General Manager under the 2024-

⁹ The final figures arising from the budget can be normalised for the purpose of comparability with the defined target values.

2026 LTI Plan will be made by the Board of Directors only subsequent to the approval by the Shareholders' Meeting of Ascopiave's financial statements as of 31 December 2026. The 2024-2026 LTI Plan envisages that the disbursement of the 7.5% bonus (10% of the portion of the bonus in cash) to the beneficiaries based on the accomplishment of the performance goals indicated above will be: (i) postponed by one year; and (ii) conditional upon the accomplishment of the goal of reducing the CO₂ emitted by the Group's activities for 2027 envisaged in the 2024-2027 Strategic Plan. That said, for the sake of completeness, based on the figures available at the date of the report herein and the level of overall performance estimated in relation to the targets of the 2024-2026 LTI Plan, the payout envisaged for the Chief Executive Officer and General Manager in relation to the 2024-2026 LTI Plan is expected to be equal to 100% of the 2024-2026 Target Bonus. The following table illustrates some details relating to the multipliers to the 2024-2026 Target Bonus that, based on the performance levels estimated at the date of the report herein, are expected to be applied in order to define the variable compensation to be disbursed to the Chief Executive Officer and General Manager, under the 2024-2026 LTI Plan.

2024-2026 LTI Plan – Three- Year Goals General Manager	Identification of the Target Bonus multiplier					Estimated Performance
	< 90% of Three- Year Target	Between 90% and 94.99% of Three- Year Target	Between 95% and 99.99% of Three- Year Target	Between 100% and 104.99% of Three- Year Target	> 105% of Three- Year Target	
Three-year Group EBITDA	0,0	0,3	0,4	0,5	0,6	0,5
Three-year Consolidated Net Profit	0,0	0,3	0,4	0,5	0,6	0,5
Total Payout (% of the Target Bonus)						100%

Based on the expected performance, the relative weight of the components of the remuneration of the Chairman, Chief Executive Officer and General Manager pertaining to the year 2024 is illustrated below:



In relation to the members of the Audit and Risk Committee, the Remuneration Committee and the Sustainability Committee are concerned, the following remuneration was set:

- gross annual remuneration for the Chairman of each Committee: Euro 10,000;
- gross annual remuneration for the other members of each Committee: Euro 6,000.

Detailed information on the compensation paid by Ascopiave to Directors and Managers bearing Strategic Responsibilities, as well as the incentive plans based on financial instruments, is stated in Part B, Section II of the report herein.

A.2 MANAGERS HOLDING STRATEGIC RESPONSIBILITIES

Ascopiave's Managers bearing Strategic Responsibilities in 2023 were:

Riccardo Paggiaro - Chief Financial Officer, Ascopiave S.p.A.;

Antonio Vendraminelli - Chief Technology Officer, AP Reti Gas S.p.A;

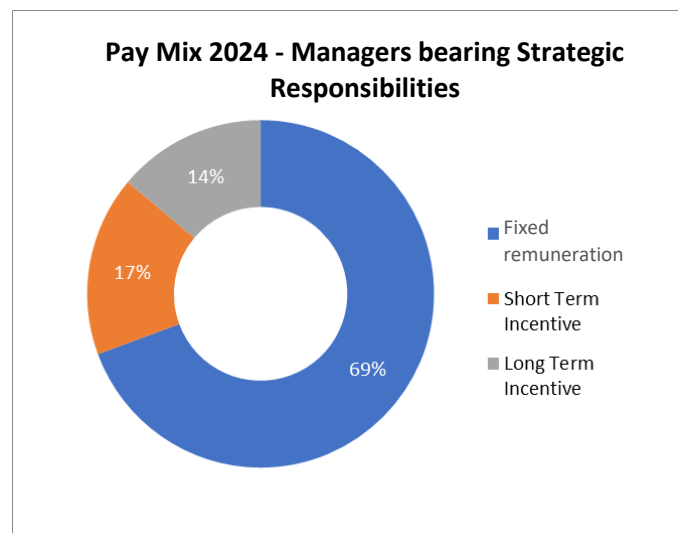
Giacomo Bignucolo - Director of Strategy, Planning & Control, Ascopiave S.p.A;

During the financial year 2024, the remuneration of Managers bearing Strategic Responsibilities was composed of a fixed component and a short-term variable component, linked to the accomplishment of performance results ("Short Term Incentive"). Managers bearing Strategic Responsibilities also benefited, during the year, from the fringe benefit represented by the company car for free use.

On 18 March 2024, upon the recommendation of the Remuneration Committee, the Board of Directors approved the 2024-2026 LTI Plan - approved by the Shareholders' Meeting on 18 April 2024 - and the 2024-2026 LTI-GI Plan, the latter reserved for the Independent Manager and some of the individuals reporting to the latter. Compensation related to these plans will be paid subsequent to the approval of the financial statements as of 31 December 2026.

For the sake of completeness, it should be noted that for both the LTI and LTI-GI 2024-2026 plans, it is envisaged that the disbursement of the 7.5% bonus to be disbursed to the beneficiaries on the basis of the accomplishment of the performance goals indicated above will be: (i) postponed by one year; and (ii) contingent upon the accomplishment of the 2027 CO₂ reduction target for the Group's activities envisaged in the 2024-2027 Strategic Plan.

For detailed information on the compensation paid by Ascopiave to Directors and Managers bearing Strategic Responsibilities, as well as the incentive plans based on financial instruments, please refer to the information in Part B, Section II of the report herein. The documentation in relation to the incentive plans based on financial instruments, including the documentation of the decisions of the competent body in relation to the implementation of the aforesaid plans, is available on the Company's website (www.gruppoascopiave.it). On the basis of the expected performance, the relative weight of the components of the remuneration of Managers bearing Strategic Responsibilities pertaining to the year 2024 is illustrated below:



A.3 EFFECTS OF TERMINATION ON RIGHTS GRANTED UNDER INCENTIVE PLANS

In relation to the 2024-2026 LTI Plan and the 2024-2026 LTI-GI Plan, the right of each beneficiary to the disbursement of awards will accrue provided the beneficiary has retained during the vesting period an employment relationship or an administrative relationship with Ascopiave or with a company of the Ascopiave Group.

In case of beneficiaries holding a managerial position which has ceased due to non-renewal of the office at the end of the 2024 financial year, the beneficiary shall retain the right to receive the bonus at the end of the vesting period, it being understood that, in this case, the amount of the bonus shall be reduced in proportion to the ratio of the number of financial years during which the managerial position has existed for the entire year to the number of financial years representing the vesting period.

In the event of termination of the employment or managerial relationship consequent to death, retirement, dismissal without just cause of the employee or removal without just cause from the office of director, the beneficiary shall retain the right to receive disbursement of the bonus at the end of the vesting period. It is understood that, in such event, the amount of the bonus shall be reduced in proportion to the ratio of the number of financial years during which the employment or managerial relationship remained in effect for the entire year to the number of financial years representing the vesting period.

Without prejudice to the foregoing, in any other event of termination of employment or management relationship, the beneficiary shall lose any and all rights to receive all or part of the award.

The documentation containing detailed information on the 2024-2026 LTI Plan is available on the Company's website www.gruppoascopiave.it.

A.4 REMUNERATION AND INDEMNITIES DISBURSED TO DIRECTORS AND MANAGERS BEARING STRATEGIC RESPONSIBILITIES

TERMINATED DURING THE YEAR

There were no terminations of office for Directors and Managers bearing Strategic Responsibilities during the financial year 2024.

A.5 AUDITORS

The Ascopiave Shareholders' Meeting held on 18 April 2023 provided for the renewal of the corporate bodies.

The Board of Statutory Auditors, as appointed by the Shareholders' Meeting, is composed of three standing auditors and two alternate auditors, as follows:

NAME	POSITION
Giovanni Salvaggio	Chairman
Luca Biancolin	Standing Auditor
Barbara Moro	Standing Auditor
Matteo Cipriano	Alternate Auditor
Marco Bosco	Alternate Auditor

The remuneration of the Statutory Auditors was defined by the same Shareholders' Meeting held on 18 March 2023, setting the gross annual remuneration at Euro 50,000 for the Chairman of the Board of Statutory Auditors and Euro 32,000 for each Statutory Auditor.

A.6 CONSIDERATION OF THE VOTE EXPRESSED BY THE ASCOPIAVE SHAREHOLDERS' MEETING

The Shareholders' Meeting held on 18 April 2024 voted in favour of Section II of the “Report on Remuneration Policy and Compensation Paid”. In addition, with reference to Section II, there were no indications from the Shareholders to be considered for the purposes of the report herein.

A.7 COMPLIANCE WITH THE REMUNERATION POLICY

The Remuneration Committee supported the Company's Board of Directors in reviewing the conformity of the 2024 remuneration with the Company's remuneration policy, verifying the adequacy and tangible application of the policy.

Consistently with Ascopiave's remuneration policy goals for the financial year 2024, the allocation of remuneration has contributed to the pursuit of the long-term interests and to supporting the performance of the Company and the Group, as outlined in the policy itself. Consequently, the goals of motivating and retaining the Group's qualified professional Directors, as well as aligning the interests of the management with the medium-long term interests of the Company and its shareholders, as also demonstrated by the accomplishment of the performance goals as detailed above, can be deemed as accomplished, also due to a weighted balance between the fixed and variable components - short and long term - of remuneration.

A.6 COMPARISON INFORMATION

The following table provides information comparing, for the last 2 financial years, the annual change in: (i) the total remuneration of each of the persons in office for whom the information in Section II of the Report is provided by name; (ii) the Group's results; and (iii) the average gross annual remuneration, measured on full-time employees, of employees other than the persons whose remuneration is provided by name in Section II of the Report.

Comparison Information			
Variation	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021
Remuneration of Directors			
Nicola Ceconato	¹⁰ +148.088	-4.393	+17.235
Enrico Quarello	-1.413	+145.413	+54.000
Greta Pietrobon	+7.013	-7,302	+14.288
Roberto Bet	-	-	-
Mariachiara Geronazzo	-	-46.472	+20.581
Cristian Novello	-13.145	+19.035	+6.000
Luisa Vecchiato	+3.923	+6.077	-
Monti Federica	+18.932	+43.068	-
Zoppas Giovanni	+37.682	+49.318	-
Remuneration of Auditors			
Giovanni Salvaggio	+3.247	+19.233	+2.520
Luca Biancolin	+11.569	+8.061	+1.370
Barbara Moro	-1.392	+6.074	+10.318
Var % Group Results			
EBITDA	+8 Mln. Euro (+8.5%)	+23 Mln Euro (+32%)	+5 million Euro (+7.5%)
Var % Average remuneration on equivalent basis of full-time employees			
Group Employees	+3,62%	+1,9%	+0,96%

¹⁰ The sum includes bonuses for extraordinary operations.

Part B

The following tables analytically highlight the compensation disbursed in 2024, for any reason and in any form, to directors, statutory auditors and Managers bearing Strategic Responsibilities, by the Company and its subsidiaries or affiliates.

TABLE 1

COMPENSATION PAID TO DIRECTORS, STATUTORY AUDITORS AND MANAGERS BEARING STRATEGIC RESPONSIBILITIES, BY THE COMPANY AND ITS SUBSIDIARIES OR AFFILIATES

I - Board of Directors

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and Surname	Position	Period for which office was held	Expiry of office	Fixed fees	Fees for participation in committees	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Allowances on termination of office or termination of employment
						Bonuses and other incentives	Profit-sharing					
Nicola Ceconato	Chairman/CEO/G.M.	From 01.01.2024 to 31.12.2024	Budget 2025									
<i>(I) Remuneration in the reporting company - Remuneration disbursed for the office of Chairman and General Manager</i>				652.946(a)		362.706		4.122		1.019.774		
<i>(II) Compensation from subsidiaries and associates</i>												
<i>(III) Total</i>				652.946		362.706		4.122		1.019.774		
Enrico Quarello	Non-executive Director	From 01.01.2024 to 31.12.2024	Budget									
<i>(I) Remuneration in the reporting company</i>				50.000	6.000(l)					56.000		
<i>(II) Compensation from subsidiaries and associates</i>				150.000(b)						150.000		
<i>(III) Total</i>				200.000	6.000					206.000		
Greta Pietrobon	Non-executive Director	From 01.01.2024 to 31.12.2024	Budget									
<i>(I) Remuneration in the reporting company</i>				50.000	16.000(m)					66.000		
<i>(II) Compensation from subsidiaries and associates</i>				21.911(c)						21.911		
<i>(III) Total</i>				71.911	16.000					87.911		
Cristian Novello	Independent Director	From 01.01.2024 to 31.12.2024	Budget 2025									
<i>(I) Remuneration in the reporting company</i>				50.000	16.000(n)					66.000		
<i>(II) Compensation from subsidiaries and associates</i>				5.890(d)								
<i>(III) Total</i>				55.890	16.000					71.890		
Luisa Vecchiato	Independent Director	From 01.01.2024 to 31.12.2024	Budget									
<i>(I) Remuneration in the reporting company</i>				50.000	16.000(o)					66.000		
<i>(II) Compensation from subsidiaries and associates</i>				15.000(e)						15.000		
<i>(III) Total</i>				65.000	16.000					81.000		
Giovanni Zoppas	Independent Director	From 01.01.2024 to 31.12.2024	Budget									
<i>(I) Remuneration in the reporting company</i>				50.000	12.000(p)					62.000		
<i>(II) Compensation from subsidiaries and associates</i>				44.000(f)						44.000		
<i>(III) Total</i>				94.000	12.000					106.000		
Federica Monti	Independent Director	From 01.01.2024 to 31.12.2024	Budget									
<i>(I) Remuneration in the reporting company</i>				50.000	12.000(q)					62.000		
<i>(II) Compensation from subsidiaries and associates</i>												
<i>(III) Total</i>				50.000	12.000					62.000		

II - Board of Auditors

Name and Surname	Position	Period for which the office was held	Expiry of office	Fixed fees	Fees for participation in committees	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Allowances on termination of office or termination of employment
						Bonuses and other incentives	Profit-sharing					
Giovanni Salvaggio	Chairman of the Board of Auditors	From 01.01.2024 to 31.12.2024	Budget									
(I) Remuneration in the reporting company				50.000						50.000		
(II) Compensation from subsidiaries and associates				15.000(g)						15.000		
(III) Total				65.000						65.000		
Luca Biancolin	Statutory Auditor	From 01.01.2024 to 31.12.2024	Budget									
(I) Remuneration in the reporting company				32.000					9.000(r)	41.000		
(II) Compensation from subsidiaries and associates				55.000(h)					15.000(s)	70.000		
(III) Total				87.000					24.000	111.000		
Barbara Moro	Statutory Auditor	From 01.01.2024 to 31.12.2024	Budget									
(I) Remuneration in the reporting company				32.000						32.000		
(II) Compensation from subsidiaries and associates				10.000(i)						10.000		
(III) Total				42.000						42.000		

III - Managers with Strategic Responsibilities

Name and Surname	Position	Period for which the office was held	Expiry of office	Fixed fees	Fees for participation in committees	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity compensation	Allowances on termination of office or termination of employment
						Bonuses and other incentives	Profit-sharing					
Managers with Strategic Responsibilities (No. 3)		2024										
(I) Remuneration in the reporting company				278.130		160.352		5.301		443.783		
(II) Compensation from subsidiaries and associates				179.050		94.646		2.740		276.436		
(III) Total				457.180		254.998		8.041		720.219		

NOTES:

(a) Gross remuneration received for the offices of Chairman and General Manager of Ascopiave S.p.A. The remuneration approved by the Shareholders' Meeting for the office of Chairman is equal to Euro 80,000. The bonuses and other incentives indicated in the table are attributable to the office of director and the role of General Manager in proportion to the incidence of the related remuneration on the total indicated.

(b) Remuneration related to the offices of Director and Member of the Executive Committee in subsidiary/associated companies.

(c) (d) (e) (f) Remuneration related to the office of Director in subsidiary/associated companies.

(g) (h) (i) Remuneration related to the office of Member of the Board of Statutory Auditors in subsidiary/associated companies.

(l) Fees related to participation in the Sustainability Committee, as Member.

(m) Compensation related to participation in the Remuneration Committee, as Member, and in the Sustainability Committee, as Chairman.

(n) Compensation related to participation in the Remuneration Committee, as Member, and in the Control and Risk Committee, as Chairman.

(o) Compensation related to participation in the Audit and Risk Committee, as Member, and in the Remuneration Committee, as Chairman.

(p) Compensation related to the office of Lead Independent Director.

(q) Compensation related to participation in the Audit and Risk Committee and the Sustainability Committee, as Member.

(r) Fees relating to the office of Member of the Supervisory Board.

(s) Remuneration related to the office of Member of the Supervisory Board in subsidiaries/associated companies.

- (1) **"Fixed remuneration"**: are indicated separately, possibly in a note, and on an accrual basis: (i) accrual emoluments resolved by the Shareholders' Meeting, even if not paid; (ii) attendance fees; (iii) lump-sum expense reimbursements; (iv) fees received for holding particular offices, pursuant to Article 2389, Section 3, of the Italian Civil Code (namely Chairman, Vice-Chairman); (v) fixed employee remuneration gross of social security and tax charges payable by the employee, excluding mandatory collective social security charges payable by the company and provision for severance indemnity. Other components of employee remuneration (bonuses, other remuneration, non-monetary benefits, etc.), if any, should be indicated in the relevant columns, specifying, in the footnote, the portion paid out by virtue of the managerial relationship and the portion paid out by virtue of the employee relationship. Compensation not received by the person due to waiver thereof is not reported.
- (2) **"Fees for participation in committees"**: are indicated on an accrual basis and may be indicated at an aggregate level. In the notes, an indication is given of the committees of which the director is a member and, in the case of participation in several committees, the remuneration he receives for each one.
- (3) - **"Bonuses and other incentives"**: includes the portions of remuneration accrued (*vested*), even if not yet paid, during the financial year for goals accomplished during the year itself, in relation to cash incentive plans. The amount is reported on an accrual basis even if the approval of the financial statements has not yet taken place and also for the portion of the bonus that may be subject to deferral. In no case are the values of *stock options* granted or exercised or other compensation in financial instruments included. This value corresponds to the sum of the amounts illustrated in Table 3B, columns 2A, 2B and 4, line (III) below.
- **"Profit-sharing"**: the amount is reported on an accrual basis, even if the approval of the financial statements and the distribution of profits have not yet taken place.
- (4) **"Non-monetary benefits"**: the value of *fringe benefits* (on a taxable basis) including any insurance policies and supplementary pension funds is illustrated.
- (5) **"Other remuneration"**: all other remuneration arising from other services rendered is disclosed separately and on an accrual basis. Information is provided in the notes on any loans, advance disbursements and guarantees, granted by the company or its subsidiaries to the executive directors and the chairman of the board of directors, in the event that, considering the particular conditions (deviating from market conditions or those applicable in a standardised form to categories of persons), they represent a form of indirect remuneration.
- (6) **"Total"**: Items (1) to (5) are added together.
- (7) **"Fair value of equity compensation"**: indicates the *fair value* at the grant date of equity compensation for the year for equity-based incentive plans, estimated in compliance with international accounting standards. This value corresponds to the sum of the amounts indicated in column 16, line III of Table 2 below and column 12, line III of Table 3A.
- (8) **"Indemnities for termination of office or termination of employment"**: the indemnities accrued, even if not yet paid, in favour of directors for termination of office during the financial year in question are indicated, with reference to the financial year in which the actual termination of office occurred. The estimated value of any disbursement of non-monetary benefits, the amount of any consultancy contracts and indemnities relating to the assumption of non-compete undertakings shall also be disclosed. The amount of indemnities for non-compete undertakings shall be disclosed only once upon termination of office, specifying in the first part of the second section of the report the duration of the non-compete undertaking and the date of actual disbursement.
- (III) **"Total"**: The remuneration received by the reporting company and the remuneration received for services in subsidiaries and affiliated companies are added together in each column.

TABLE 3A: Share-based incentive plans, other than stock options, for Directors and Managers bearing Strategic Responsibilities

			Financial instruments allocated in previous years not vested during the year		Financial instruments assigned during the year					Financial instruments vested during the year and not allocated	Financial instruments vested during the year and attributable		Financial instruments for the year
A	B	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Name and Surname	Position	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at grant date	Vesting period	Allocation date (date of Board of Directors' meeting to implement resolution)	Market price at assignment	Number and type of financial instruments	Number and type of financial instruments	Value at maturity date	Fair value
Nicola Ceconato	Chairman/CEO/G.M.												
(I) Remuneration in the reporting company		LTI 2024-2026*			Number not available Ascopiave SpA shares	Not available	2024-2026	28/06/2024	2,275		11,872 Ascopiave SpA shares	32.647	
(II) Compensation from subsidiaries and associates													
(III) Total											11,872 Ascopiave SpA shares	32.647	
Managers with Strategic Responsibilities (No. 3)													
(I) Remuneration in the reporting company		LTI 2024-2026*			Number not available Ascopiave SpA shares	Not available	2024-2026	28/06/2024	2,275		2,291 Ascopiave SpA shares	6.299	
(II) Compensation from subsidiaries and associates													
(III) Total											2,291 Ascopiave SpA shares	6.299	

NOTES:

(*) **LTI 2024-2026**: the incentive values relating to the 2024-2026 Long-Term Incentive Plan (Long-Term Incentive) are a projection of the Plan's results, defined on the basis of the data available as of the date of preparation of the report herein; however, they do not in any way define an entitlement in relation to the disbursement of incentive remuneration, the effectiveness of which will be defined only subsequent to the approval of the financial statements for the year 2026 and the final balance of the data relating to the CO₂ emissions of the Ascopiave Group as of 2027.

(5) **"Fair value at the grant date"**: is indicated with reference to all financial instruments granted in connection with each Plan and not with reference to each instrument.

"Vesting period": means the period between the time when the right to participate in the incentive plan is granted and the time when the right vests.

"Financial instruments vested during the financial year and not allocated": these are financial instruments for which the *vesting* period ended during the financial year and which have not been allocated to the recipient due to the non-fulfilment of the conditions to which the allocation of the instrument was conditional (namely, failure to meet targets).

"Value at vesting date": is the value of financial instruments accrued, even if not yet paid (namely, due to *lock-up* clauses), at the end of the *vesting* period.

(12) **"Fair value"**: represents the fair value of all vested and non-vested options not yet exercised

(III) **"Total"**: is indicated by reference to columns (5), (11) and (12).

TABLE 3B: Cash Incentive Plans for Directors and Managers bearing Strategic Responsibilities

A	B	(1)	(2)			(3)			(4)
Name and Surname	Position	Plan	Bonus of the Year			Bonuses from previous years			Other bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
			Dispensable/ Dispensed	Deferred	Deferment period	No longer deliverable	Dispensable/ Dispensed	Still Different	
Nicola Ceconato	Chairman CEO/G.M.								
<i>(I) Remuneration in the reporting company</i>		<i>TSI 2024(*)</i>	173.196						
		<i>LTI 2021-2023 (+)</i>					27.338		
		<i>LTI 2024-2026 (**)</i>		88.148 9.794	2 years 3 years				
		<i>Other Bonuses</i>							91.568
<i>(II) Compensation from subsidiaries and associates</i>									
<i>(III) Total</i>			173.196	97.942			27.338		91.568
Managers with Strategic Responsibilities (No. 3)									
<i>(I) Remuneration in the reporting company</i>		<i>TSI 2024(*)</i>	66.453						
		<i>LTI 2021-2023 (+)</i>					5.400		
		<i>LTI 2024-2026 (**)</i>		17.007 1.890	2 years 3 years				
		<i>LTI-GI 2021-2023 (++)</i>					7.178		
		<i>LTI-GI 2024-2026 (***)</i>		27.387 3.043	2 years 3 years				
		<i>Other Bonuses</i>							44.572
<i>(II) Compensation from subsidiaries and associates</i>		<i>TSI 2024*</i>	43.915						
		<i>LTI-GI 2021-2023 (++)</i>					7.930		
		<i>LTI-GI 2024-2026 (***)</i>		32.229 3.581	2 years 3 years				
		<i>Other Bonuses</i>							14.921
<i>(III) Total</i>			110.368	85.137			20.508		59.493

NOTES:

(*) **TSI 2024:** values estimated on the basis of data available at the date of preparation of the report herein.

(**) **LTI 2024-2026:** the incentive values relating to the share-based Long Term Incentive Plan (Long Term Incentive) 2024-2026 constitute a projection of the Plan's results, defined on the basis of the data available as of the date of preparation of the report herein; however, they do not in any way define an entitlement in relation to the disbursement of incentive remuneration, the effectiveness of which will be defined only subsequent to the approval of the financial statements for the year 2026 and the final balance of the data relating to the CO₂ emissions of the Ascopiave Group as of 2027.

(***) **LTI-GI 2024-2026:** the incentive values relating to the Long Term Incentive Monetary Plan reserved for the Independent Manager (Long Term Incentive - Independent Manager) 2024-2026 are a projection of the results of the Plan, defined on the basis of the data available as of the date of preparation of the report herein; however, they do not in any way define an entitlement in relation to the disbursement of incentive remuneration, the effectiveness of which will be defined only subsequent to the approval of the financial statements for the year 2026 and the final balance of the data relating to CO₂ emissions of the Ascopiave Group as of 2027.

(+) **LTI 2021-2023:** the incentive values relative to the Long Term Incentive Plan (Long Term Incentive) 2021-2023 are a projection of the results of the Plan for the deferred component correlated to the CO₂ emissions of the Ascopiave Group; however, they do not in any way define an entitlement in relation to the disbursement of incentive remuneration, the effectiveness of which will be defined only subsequent to the final balance of the data relative to the CO₂ emissions of the Ascopiave Group as of 2024.

(++) **LTI-GI 2021-2023:** the incentive values relating to the Long-Term Incentive Monetary Plan reserved for the Independent Manager (Long-Term Incentive - Independent Manager) 2021-2023 are a projection of the results of the Plan, defined on the basis of the data available as of the date of preparation of the report herein; however, they do not in any way define an entitlement in relation to the disbursement of incentive remuneration, the effectiveness of which will be defined only subsequent to the final balance of the data relating to the CO₂ emissions of the Ascopiave Group as of 2024.

The total (III) is illustrated with reference to all columns with the exception of column (2C).

Column 2A: bonus accrued in the financial year on goals accomplished during the year and paid or payable as it is not subject to further conditions (so-called upfront remuneration).

Column 2B shows the bonus linked to goals to be accomplished in the financial year but not payable because it is subject to further conditions (so-called deferred bonus).

Column 3A: the sum of bonuses deferred in previous years, to be disbursed at the beginning of the financial year and no longer payable due to non-fulfilment of conditions.

Column 3B shows the sum of bonuses deferred in previous years still to be disbursed at the beginning of the financial year and paid during the year or payable.

Column 3C shows the sum of bonuses deferred in previous years still to be disbursed at the beginning of the financial year and further deferred.

The sum of the amounts indicated in columns 3A, 3B and 3C corresponds to the sum of the amounts indicated in columns 2B and 3C of the previous year.

The column "Other Bonuses" shows bonuses pertaining to the financial year that are not explicitly included in plans defined ex ante.

If an aggregate representation benchmark is adopted, the following information must be provided in the table:

- total bonuses for the year, broken down into disbursed and deferred, with an indication of the average deferral period for the latter;
- total bonuses from previous years, broken down into no longer payable, disbursed and still deferred;
- other overall bonuses.

Shareholdings

The following tables, prepared in compliance with Schedule 3B, Chart 7-ter, of the Issuers' Regulations, illustrate the shareholdings held by Directors, Statutory Auditors and Managers bearing Strategic Responsibilities in the Company and its subsidiaries.

TABLE A: Directors

Name and Surname	Position	Involved company	Number of shares held as at 31.12.2023 or the date of appointment	Number of shares purchased including for incentive plans	Number of shares sold	Number of shares held as at 31.12.2024
Cecconato Nicola	Chairman and CEO from 01.01.2024 to 31.12.2024	Ascopiave	190.000	70.000	0	260.000
Quarello Enrico	Director from 01.01.2024 to 31.12.2024	Ascopiave	0	0	0	0
Pietrobon Greta	Director from 01.01.2024 to 31.12.2024	Ascopiave	0	0	0	0
Monti Federica	Director from 01.01.2024 to 31.12.2024	Ascopiave	0	0	0	0
Zoppas Giovanni	Director from 01.01.2024 to 31.12.2024	Ascopiave	0	0	0	0
Novello Cristian	Director from 01.01.2024 to 31.12.2024	Ascopiave	0	0	0	0
Vecchiato Luisa	Director from 01.01.2024 to 31.12.2024	Ascopiave	1.200	0	0	1.200

TABLE B: Auditors

Name and Surname	Position	Involved company	Number of shares held as at 31.12.2023 or the date of appointment	Number of shares purchased including for incentive plans	Number of shares sold	Number of shares held as at 31.12.2024
Giovanni Salvaggio	Chairman Board of Statutory Auditors since 01.01.2024 to 31.12.2024	Ascopiave	0	0	0	0
Luca Biancolin	Standing Auditor from 01.01.2024 to 31.12.2024	Ascopiave	0	0	0	0
Barbara Moro	Standing Auditor from 01.01.2024 to 31.12.2024	Ascopiave	0	0	0	0

TABLE C: Managers with Strategic Responsibilities

Name and Surname	Position	Involved company	Number of shares held as at 31.12.2023 or the date of appointment	Number of shares purchased including for incentive plans	Number of shares sold	Number of shares held as at 31.12.2024
Other executives with strategic responsibilities (No. 3)	Managers with Strategic Responsibilities	Ascopiave	4.590	8.071	0	12.661

THE PROPOSED RESOLUTION IS AS FOLLOWS:

Dear Shareholders,

Pursuant to Article 123-ter, TUF, you are called to express a binding vote on the Remuneration Policy of Ascopiave S.p.A., as in Section I of the Report on the Company's Remuneration Policy and Compensation Paid, and also express an advisory vote on the contents of Section II, Remuneration 2024, of the same report.

The Shareholders are reminded that Article 123-ter, TUF, requires that a report on the remuneration policy and the compensation paid to the members of the administration and control bodies, Directors and Managers bearing strategic responsibilities of the issuing company be made available to the public at the registered office of the Issuer and of the company managing the regulated market, as well as on the Issuer's website, at least twenty-one days prior to the Shareholders' Meeting called to approve the financial statements.

In compliance with the law, the report herein is divided into two sections:

- The first section (the so-called remuneration policy) illustrates the Issuer's Policy on the remuneration of the members of the board of directors, general managers, managers with strategic responsibilities and auditors of the Company;
- The second section illustrates the individual items representing the remuneration of the above-mentioned persons and contains an analytical illustration of the compensation paid to them with reference to the past financial year, for any reason and in any form, by the Issuer and the Issuer's subsidiaries and affiliates.

In compliance with Article 123-ter, TUF, the Company's Board of Directors has approved the Report on Remuneration Policy and Compensation Paid at the Board meeting held on 27 February 2025, consequent to the proposal of the Remuneration Committee, which met on 25 February 2025.

The remuneration policy described in Section I of the Report on Remuneration Policy and Compensation Paid, pursuant to Article 84-*quater*, Section 2-*bis* of the Issuers' Regulation:

- a) indicates how it contributes to corporate strategy, the pursuit of long-term interests and the sustainability of the company, and is defined considering the remuneration and working conditions of the company's employees;
- b) defines the different components of remuneration that may be disbursed. In the case of variable remuneration, it establishes clear, comprehensive and differentiated benchmarks for the recognition of such remuneration, based on financial and non-financial performance goals, where appropriate considering the benchmarks relating to corporate social responsibility;
- c) specifies the elements of the policy from which, in the presence of exceptional circumstances indicated in Article 123-*ter*, Section 3-*bis* of the TUF, it is possible to temporarily derogate and the procedural conditions under which, without prejudice to the provisions of Regulation No. 17221 of 12 March 2010 on related party transactions, the derogation may be applied.

Section II of the Report on the Remuneration Policy and Compensation Paid of Ascopiave S.p.A. ("Compensation 2024") illustrates the items that make up the remuneration of Ascopiave's directors (divided between directors holding special offices/executive directors and non-executive directors), control bodies and executives with strategic responsibilities and indicates, analytically, the compensation paid in the financial year 2024.

The contents of Section I and Section II of the Report on Remuneration Policy and Compensation Paid have been defined in compliance with Article 84-*quater* of the Issuers' Regulation and Annex 3A, Schedule 7-*bis* of the Issuers' Regulation.

The Report on Remuneration Policy and Compensation Paid, pursuant to Article 123-*ter* of the TUF, is available to the public at Ascopiave's registered office, distributed and stored in the "eMarket Storage" system of Teleborsa S.r.l., and published on the website www.gruppoascopiave.it.

* * *

Dear Shareholders,

In view of all the premises and provisions stated above, the Board of Directors proposes the following resolution:

'The Ordinary Shareholders' Meeting of Ascopiave S.p.A.:

- following examination of the Report on the remuneration policy and compensation paid by the Company, pursuant to Article 123-ter of the TUF,

resolves

- to express a favourable opinion on the Remuneration Policy (Section I of the Report on Remuneration Policy and Compensation Paid), it being understood that, pursuant to Article 123-ter, Sections 3-bis and 3-ter, of the TUF, the outcome of such resolution is binding for the Company;

- to vote in favour of Section II of the Report on Remuneration Policy and Compensation Paid, it being understood that, pursuant to Article 123-ter, Section 6, of the Consolidated Law on Finance, the outcome of such resolution has advisory value and is not binding on the Company".

Pieve di Soligo (TV), 27 February 2025

On behalf of the Board of Directors

The Chairman and Chief Executive Officer

Dr. Nicola Cecconato