



## Remuneration Policy and Report

Pursuant to Article 123-ter of the CFA  
ELICA S.p.A.

<https://corporate.elica.com/it#governance>

Approved by the Board of Directors on March 25, 2026

## CONTENTS

INTRODUCTION.....	6
EXECUTIVE SUMMARY.....	7
Elicabusiness strategy and key results.....	7
Elica’s Remuneration Policy.....	8
Summary.....	10
SECTION I: REMUNERATION POLICY.....	12
1. GOVERNANCE OF THE REMUNERATION PROCESS.....	12
1.1 Bodies and parties involved.....	12
1.2 Internal Board Committee.....	12
1.3 Board of Directors.....	14
1.4 Shareholders’ Meeting.....	15
1.5 Appointment of independent experts.....	15
1.6 Process for defining and approving the Policy.....	15
1.7 Process for temporary exceptions to the Policy.....	16
2. PURPOSE, PRINCIPLES AND TOOLS OF THE REMUNERATION POLICY.....	17
2.1 Purpose of the Policy.....	17
2.2 Content and addressees of the Policy.....	17
2.3 Remuneration of Directors not holding special offices.....	17
2.4 Chairperson of the Board of Directors.....	18
Pay mix.....	18
Fixed remuneration.....	19
Short-term variable incentive: MBO.....	19
Non-monetary benefits.....	21
Indemnity in the case of dismissal or termination of employment.....	21
Non-competition agreements.....	21
2.5 Chief Executive Officer.....	21
Pay mix.....	21
Fixed remuneration.....	22
Short-term variable incentive: MBO.....	22
Medium/long-term variable incentive: 2025-2026 Monetary Plan.....	23
Non-monetary benefits.....	24
Indemnity in the case of dismissal or termination of employment.....	24
Non-competition agreements.....	24
2.6 Senior Executives.....	24
Pay mix.....	25
Fixed remuneration.....	25
Short-term variable incentive: MBO.....	25

Medium/long-term variable incentive: 2025-2026 Monetary Plan.....	26
Long-term variable incentive: 2024-2026 Monetary Plan.....	26
Non-monetary benefits.....	27
Indemnity in the case of dismissal or termination of employment.....	27
Non-competition agreements.....	27
Other provisions.....	27
2.7 Remuneration of the members of the Control Board.....	28
SECTION II: fees paid.....	29
Introduction.....	29
PART ONE.....	29
Fixed remuneration.....	29
Directors not holding special offices.....	29
Chairperson of the Board of Directors.....	29
Chief Executive Officer.....	29
Senior Executives.....	30
Short-term variable incentive 2025.....	30
Chairperson of the Board of Directors and Chief Executive Officer.....	30
Annual Monetary Incentive Targets.....	30
Senior Executives.....	30
Non-monetary benefits.....	31
Termination of office or employment.....	31
Senior Executives.....	31
Exceptions to the Remuneration Policy.....	31
Variable component ex-post correction mechanisms.....	31
Annual change in remuneration - Pay ratio.....	31
Vote cast by Shareholders' Meeting 2025.....	32
SECOND PART.....	33
TABLE 1 Remuneration of the Board of Directors, Board of Statutory Auditors, and Senior Executives.....	33
TABLE 1 Remuneration of the Board of Directors, Board of Statutory Auditors, and Senior Executives.....	34
TABLE 3B Monetary incentive plans for members of the Board of Directors and Senior Executives.....	35
Schedule 7-ter Table 1 - Shareholdings of the Board of Directors and Statutory Auditors.....	36
Schedule 7-ter Table 2 - Shareholdings of Senior Executives.....	37
GLOSSARY.....	38

## LETTER FROM THE CHAIRPERSON OF THE INTERNAL BOARD COMMITTEE

Dear shareholders,

as Chairperson of the Internal Board committee assigned, among other things, the function of the Remuneration Committee (the "Committee"), I am pleased to present to you Elica's 2025 Remuneration Policy and Report.

The Committee, which comprises Directors Angelo Catapano, Alice Acciarri, Cristina Casoli and Elio Cosimo Catania, in addition to the undersigned, has drafted and submitted to the Board of Directors a Remuneration Policy which is designed to strengthen the alignment between the interests of Stakeholders and those of Management. It also seeks to support the continuous improvement in company performance and the consequent creation of value over the medium to long term, in line with the indications of the Corporate Governance Code for listed companies.

FY 2025 featured uncertainty which also persisted into the early months of 2026, though there are signs of gradual stabilization in the environment in which the Elica Group operates.

In FY 2025, Elica achieved financial results that were an improvement on 2024 in terms of revenues, which totalled Euro 460.6 million (+1.9% vs. 2024), while also presenting a solid net financial position thanks to efficient working capital management and investment optimisation. Revenue margin, in line with expectations, was affected by investments related to the launch of new products and transformation into a cooking company.

Against this backdrop, the Group will focus on operational and financial discipline, continuing its selective investments in innovation, the brand and sustainability, so as to consolidate its competitive position and create the conditions to progressively drive profitability over the medium term, in line with its long-term industrial vision.

The main change in 2026 relates to the change in the Company's Top Management, with Mr. Giulio Cocci leaving his position as Chief Executive Officer and the identification of his successor in the person of Mr. Luca Barboni (who previously held the position of Managing Director - Cooking BU within the Group), who was appointed Chief Executive Officer on March 25, 2026.

As part of its functions, the Committee devoted a significant proportion of its work in 2025 to monitoring and updating Elica's variable incentive systems. Specifically, the Company deemed it appropriate to update the short-term variable system; the performance curves and payout levels were therefore revised to preserve the motivational effectiveness of the instrument while also ensuring adequate and sustainable financial and operational oversight in the medium to long term.

As part of its work during the year, the Committee began a review of the medium/long-term incentive framework. It also defined a new monetary incentive plan, prepared following the reshaping of financial estimates of medium/long-term economic-financial targets to take into account the highly uncertain current market environment, with the goal of ensuring that management focus remained on priority targets for the 2025-2026 period.

These measures are complementary and seek to pursue the same objectives of aligning incentive power, economic sustainability and strategic direction.

2026's Remuneration Policy will continue to focus strongly on Stakeholder objectives consistent with strategic goals and corporate values. It will also, however, continue to pay special attention to People Strategy through initiatives such as, but not limited to, promoting a culture of internal growth, speed and organisational simplification, implementing performance incentive systems aligned with market best practices, capable of ensuring equity and merit.

As it has always done, the Committee firmly believes that this document is an essential tool for clear and transparent communication of the Remuneration Policy to the market and investors, highlighting the role of the Policy in pursuing business strategy.

This report, prepared in accordance with Article 123-ter of Legislative Decree No. 58/1998, as amended, regarding transparency in the remuneration of Directors of listed companies, was adopted by the Board of Directors, which approved its contents on March 25, 2026. In compliance with the changes introduced by Legislative Decree No. 49 of May 10, 2019, the first section of this Report, which outlines the Remuneration Policy, will be submitted to the Shareholders' Meeting for a binding vote, while the second section on remuneration paid in 2025 will be submitted to the same Shareholders' Meeting for an advisory vote.

Confident that this Report reflects the Committee's commitment to the pursuit of increasingly clear, transparent, and effective communication of the Remuneration Policy and Report to all Stakeholders, I thank you for your endorsement and support of these policies.

Susanna Zucchelli

Chairperson of the Internal Board Committee

## INTRODUCTION

This Remuneration Policy and Report (“Report”), approved by the Board of Directors on March 25, 2026 on the proposal of the Internal Board Committee, prepared pursuant to Article 123-*ter* of the CFA (Legislative Decree No. 58 of February 24, 1998, as amended), is divided into the following sections:

- SECTION I outlines the Policy adopted for members of the Governing Bodies and Senior Executives in 2026, describing its general philosophy, the bodies involved, and the procedures used to adopt and enact it; In compliance with Legislative Decree No. 49 of May 10, 2019, Section I of the Report is subject to a binding vote at the Shareholders' Meeting called to approve the Financial Statements at December 31, 2025.
- SECTION II sets out the remuneration paid in 2025 by name for Directors, Statutory Auditors, the Chief Executive Officer, and cumulatively for the other Senior Executives. In compliance with the provisions of Legislative Decree No. 49 of May 10, 2019, Section II of the Report is submitted to the advisory vote of the Shareholders' Meeting called to approve the 2025 Financial Statements.

The Policy described in Section I was prepared in line with the recommendations on remuneration set out in the Corporate Governance Code for listed companies, which Elica has adopted.

In this report for 2025, the Company has continued its mission to improve the quality of information provided to investors and the market in terms of transparency in the description of the Remuneration Policy and its application.

The two sections of the Remuneration Policy and Report are preceded by a paragraph in which some background information useful for reading the Remuneration Policy in relation to the Company's strategy is presented to the market and investors. This introductory section also presents an easy-to-read summary of the main elements of the Policy.

Finally, the second section of the Report includes an introduction that describes the application of the Policy for 2025.

This Report is made available to the public at Elica's registered office at Via Ermanno Casoli 2, Fabriano 60044, and on the Company's website (<https://corporate.elica.com/it#governance>)

## EXECUTIVE SUMMARY

### Elica business strategy and key results

In FY 2025, Elica continued to pursue a strategy of sustainable growth and strengthening its competitive positioning, confirming the significance of its two main divisions: Cooking and Motors.

#### Cooking division

The Cooking division, which accounts for approximately 78% of sales, reported an increase in sales to Euro 357.5 million, supported by the expansion of the own brand in North America and the solid performance of the OEM business. The contribution of new products, which accounted for 7% of brand sales, doubled for the second consecutive year, reflecting the effectiveness of initiatives to innovate and expand offerings.

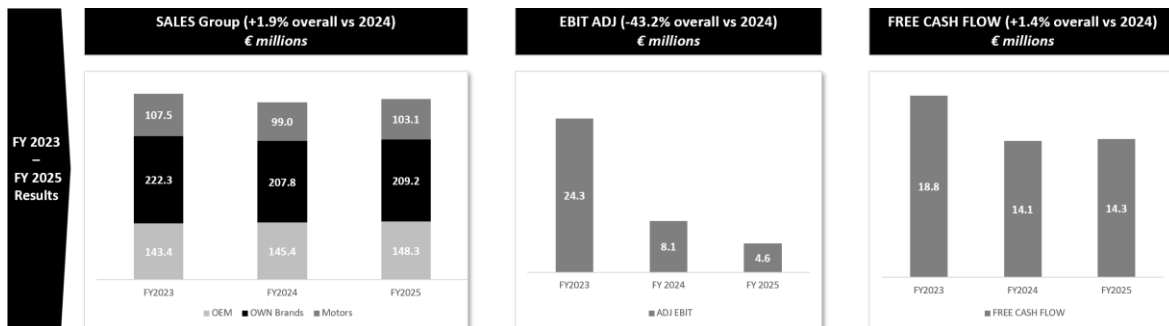
The Group's strategic actions seek to transfer the organisation into a Cooking Brand Company, by:

- Expanding the product range;
- Strengthening market oversight through increased control of direct distribution channels.
- Increasing the contribution of new products, in order to support the resilience and growth of the segment in selective market environments.

#### Motors division

The Motors Division, which accounts for approximately 22% of sales, grew by 4.1%, confirming solid performance in the Heating and Ventilation segments. The development strategy is focused on:

- The creation of new product lines for entry into application areas that the Group does not yet cover.
- The exploitation of opportunities related to high-efficiency technology solutions and energy transition.
- Strengthening competitiveness in a challenging market affected by price dynamics.



The Group maintains an approach based on operational and financial discipline, supported by carefully chosen investments in innovation, brand and sustainability. These initiatives are designed to consolidate the competitive

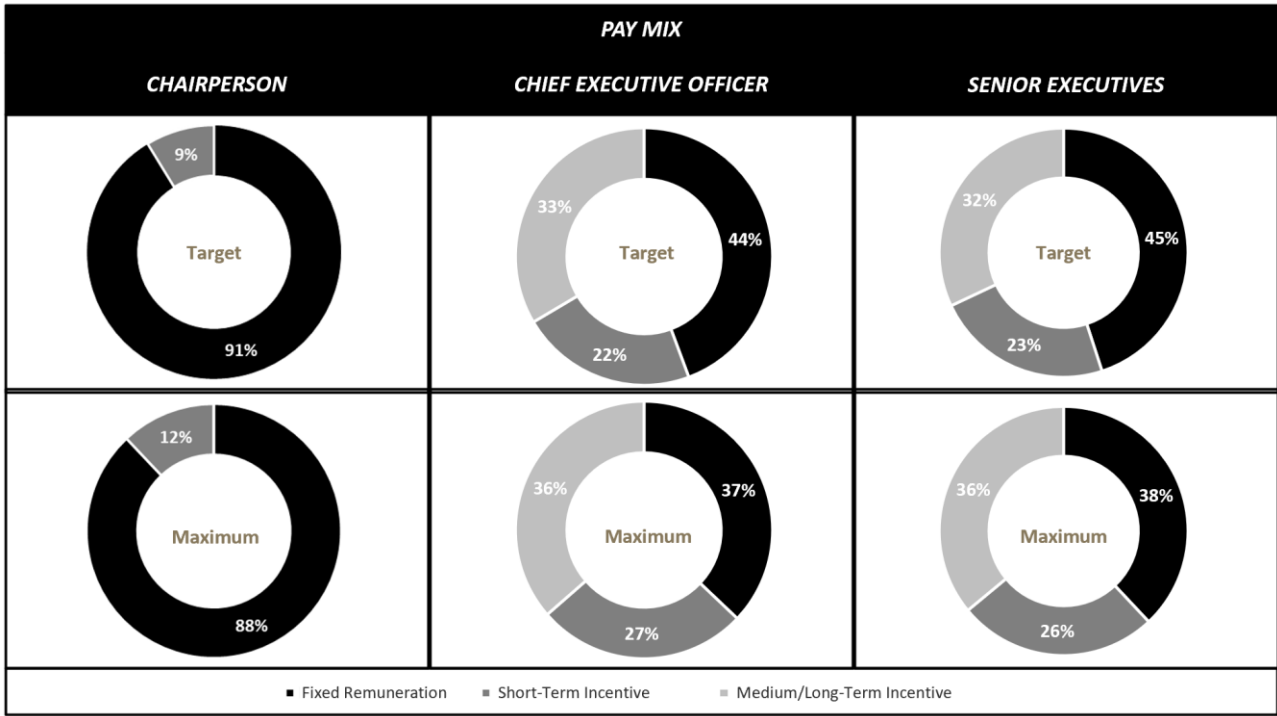
position and create the conditions for a progressive improvement in profitability in the medium term, in line with Elica's long-term industrial vision.

PERFORMANCE INDICATORS	GROWTH	PROFITABILITY	CASH GENERATION	SUSTAINABILITY
<b>Adjusted EBIT</b> <i>(MBO and Medium/long-term incentive system)</i>		<i>Chairperson, CEO and Senior Executives target</i>		
<b>Free cash flow</b> <i>(MBO System)</i>			<i>Chairperson, CEO and Senior Executives target</i>	
<b>Strategic Projects</b> <i>(MBO System)</i>	<i>Senior Executives target</i>	<i>Senior Executives target</i>	<i>Senior Executives target</i>	
<b>Sustainability target</b> <i>(MBO System)</i>				<i>Chairperson, CEO and Senior Executives target</i>

## Elica's Remuneration Policy

Elica's Remuneration Policy is defined in accordance with the corporate governance model adopted by the Company and in line with the recommendations of the Corporate Governance Code. There have been no changes to the architecture of the previous years' plans.

PURPOSE OF THE POLICY	PRINCIPLES OF THE POLICY	ELEMENTS OF REMUNERATION
<b>Value creation</b>	Incentive plans are defined with the aim of <i>aligning the interests of management with corporate strategies</i> , by clearly <i>linking the Policy with business results</i> Use of incentive plans designed to ensure the <i>alignment of interests</i> between <i>management and shareholders</i>	<ul style="list-style-type: none"> <li>• <i>Short-Term</i> incentive</li> <li>• <i>Medium/long-term</i> incentive</li> </ul>
<b>Financial robustness</b>	Incentive plans developed over a <i>time frame consistent</i> with the Company's <i>risk profile</i> and with the <i>expectations of key stakeholders</i> in order to ensure <i>sustainable value creation</i> in the medium to long term	<ul style="list-style-type: none"> <li>• <i>Medium/long-term</i> incentive</li> </ul>
<b>Attractiveness and Motivation</b>	<i>Remuneration levels</i> and <i>Policy architecture</i> defined to <i>attract, retain and motivate personnel with skills required</i> for the achievement of the Company's <i>strategic objectives</i>	<ul style="list-style-type: none"> <li>• <i>Fixed remuneration</i></li> <li>• <i>Non-monetary benefits</i></li> </ul>
<b>Performance recognition</b>	Remuneration systems geared toward <i>recognising merit</i> , through a clear <i>link between the results</i> achieved and <i>behaviours</i> enacted to achieve short and medium-long term results	<ul style="list-style-type: none"> <li>• <i>Short-Term</i> incentive</li> <li>• <i>Medium/long-term</i> incentive</li> </ul>
<b>Sustainability (ESG)</b>	Incentive targets related to <i>sustainability issues in Environmental, Social &amp; Governance</i> , designed to generate value <i>aligning the interests of the Company and all its stakeholders</i> .	<ul style="list-style-type: none"> <li>• <i>Short-Term</i> incentive</li> </ul>



The table below shows the results of voting on the Remuneration Report in the past 5 years (voter %):



## Summary

A summary of the 2026 Remuneration Policy is presented below.

Role	Purpose	Criteria and parameters	Quantitative references
<b>Fixed remuneration</b>			
Chairperson			<sup>1</sup> Remuneration as per Article 2389, paragraph 3, Civil Code: Euro 1,045,000
Chief Executive Officer			<sup>1</sup> Remuneration as per Article 2389, paragraph 3, Civil Code: Euro 110,000 <sup>1</sup> Gross Annual Remuneration: Euro 340,000
Director, Chairperson of the Internal Board committee	Attract, retain and motivate highly skilled personnel	Verification of salary positioning relative to market salary levels based on assigned role and responsibilities	<sup>1</sup> Remuneration as per Article 2389, paragraph 1, Civil Code: Euro 50,000
Directors who are members of the Internal Board committee			<sup>1</sup> Remuneration as per Article 2389, paragraph 1, Civil Code: Euro 45,000
Senior Executives			Fixed remuneration is related to the role held and the responsibilities assigned to it
<b>Short-term incentive plan</b>			
Chairperson		Targets: <ul style="list-style-type: none"> <li>Adjusted EBIT (weighting 80%)</li> <li>Free cash flow (weighting 20%).</li> </ul> (Targets also act as gates) <ul style="list-style-type: none"> <li>Multiplier based on a sustainability goal: +/-10%</li> </ul>	Gross value awarded at target (achievement of 100% of targets): Euro 100,000
Chief Executive Officer	Promote achievement of annual targets and performance enhancement	Pay-out curve: 45÷143, with a minimum performance level below which no award is provided. Plan subject to malus and clawback.	Gross value awarded at target (achievement of 100% of targets): Euro 225,000 (equal to 50% of fixed remuneration)
Senior Executives		Targets: <ul style="list-style-type: none"> <li>Group targets (also act as a gate)                             <ul style="list-style-type: none"> <li>Adjusted EBIT</li> <li>Free cash flow</li> </ul> </li> <li>Division targets</li> <li>Individual targets</li> <li>Multiplier based on a sustainability goal: +/-10%</li> </ul> Pay-out curve: 11÷139, with a minimum performance level below which no award is provided. Plan subject to malus and clawback.	Gross value awarded at target (achievement of 100% of targets): up to a maximum of 50% of fixed remuneration and commensurate with role
<b>Medium/Long-Term Incentive Plan</b>			
Chairperson	Promote sustainable value creation in the medium/long term	On July 30, 2025, the Board of Directors approved the following Plan for the Chief Executive Officer and SEs Plan type: Monetary plan Vesting period: 2 years	<sup>1</sup> Not applicable
Chief Executive Officer			<sup>1</sup> Target (annualised value): 100% of gross annual remuneration as an Executive (GAR)

Senior Executives	<p>Performance target:</p> <ul style="list-style-type: none"> <li>Adjusted Cumulative EBIT 2025-2026</li> </ul> <p>Plan subject to malus and clawback.</p>	<p>Target (annualised value): up to a maximum of 75% of fixed remuneration</p>
<b>Non-monetary benefits</b>		
Chairperson, Chief Executive Officer and Senior Executives.	Supplementation of remuneration package	Benefits provided for by the relevant national collective bargaining agreements (CCNL) and by company policies
		Supplementary pension, supplementary medical insurance, mixed-use car.
<b>Termination of office and/or employment relationship</b>		
Chairperson		Not applicable
Chief Executive Officer	Management retention tool	Benefits in the case of an early conclusion of mandate or employment without just cause
Senior Executives		Benefit required by law and national collective bargaining agreements
		Benefit required by law, by national collective bargaining agreements and by individual agreements

## SECTION I: REMUNERATION POLICY

### 1. GOVERNANCE OF THE REMUNERATION PROCESS

#### 1.1 Bodies and parties involved

The Policy is defined following a formalised process described in the following paragraphs, which involves the Shareholders' Meeting, the Board of Directors, the Internal Board Committee and the Human Resources Department.

Specifically, the scopes of responsibility are:

<i>PARTY TO BE REMUNERATED</i>	<i>DECISION-MAKING BODY</i>	<i>PROPOSING BODY</i>	<i>SUPPORTING DEPARTMENTS</i>	<i>CONSULTING COMPANIES</i>
<b>Chairperson</b>	<ul style="list-style-type: none"> <li>Shareholders' Meeting</li> <li>Board of Directors</li> </ul>	<ul style="list-style-type: none"> <li>Internal Board Committee as Remuneration Committee</li> </ul>	<ul style="list-style-type: none"> <li>Human Resources department</li> </ul>	
<b>Chief Executive Officer</b>	<ul style="list-style-type: none"> <li>Shareholders' Meeting</li> <li>Board of Directors</li> </ul>	<ul style="list-style-type: none"> <li>Internal Board Committee as Remuneration Committee</li> </ul>	<ul style="list-style-type: none"> <li>Human Resources department</li> </ul>	
<b>Directors</b>	<ul style="list-style-type: none"> <li>Shareholders' Meeting</li> </ul>	<ul style="list-style-type: none"> <li>Board of Directors</li> </ul>		
<b>Senior Executives</b>	<ul style="list-style-type: none"> <li>Chairperson &amp; Chief Executive Officer</li> </ul>	<ul style="list-style-type: none"> <li>Internal Board Committee as Remuneration Committee</li> </ul>	<ul style="list-style-type: none"> <li>Human Resources department</li> </ul>	<ul style="list-style-type: none"> <li>Mercer</li> </ul>

In defining the Remuneration Policy for Senior Executives, Elica was supported by the consulting firm Mercer Italia.

#### 1.2 Internal Board Committee

The Internal Board Committee was established by the Board of Directors, which defined its duties and powers, in line with the provisions contained in the Corporate Governance Code, which Elica S.p.A. has adopted. The Committee comprises only Non-Executive Directors, a majority of whom independent, and is chaired by an Independent Director. This ensures that the remuneration policies of the Chairperson, Chief Executive Officer, Directors vested with specific offices and Senior Executives, in addition to those of the Non-Executive Directors, are formulated by a body free of conflicts of interest.

The table below outlines the composition and activities of the Internal Board Committee in 2025:

NAME	COMMITTEE ROLE	OFFICE	COMMITTEE ACTIVITIES
Susanna Zucchelli	Chairperson	Independent Non-Executive Director	4 meetings held in 2025
Elio Cosimo Catania	Member	Independent Non-Executive Director	
Angelo Catapano	Member	Independent Non-Executive Director	
Cristina Casoli	Member	Non-Executive Director	
Alice Acciarri	Member	Independent Non-Executive Director and Lead Independent Director	

The average duration of meetings of the Internal Board committee as the Remuneration Committee in 2025 was 30 minutes.

The Chairperson of the Board of Statutory Auditors and the Statutory Auditors also attend the meetings of the Internal Board Committee. Also attending by invitation are the Chief Human Resources Officer and, on specific Agenda items, the Chief Financial Officer and other managers.

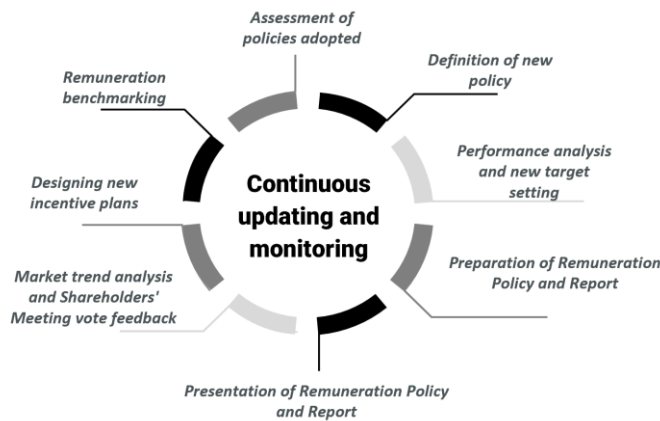
In FY 2025, the Internal Board committee, as the Remuneration Committee, among other matters:

- made proposals to the Board regarding remuneration of the Company's Executive Directors and proposals for the definition of management performance targets linked to the variable component of remuneration, broken down by business divisions; specifically:
  - it assessed and proposed to the Board the structure of the 2025 short-term variable remuneration system for Executive Directors and Top Management, and evaluated the structure of the short-term variable remuneration system for company management;
  - it monitored and assessed the results of the long-term incentive plan (2024-2026) for the Chief Executive Officer, top management, and certain employees in key roles;
  - approved the structure and targets of an extraordinary monetary plan (2025-2026) for the Chief Executive Officer and certain top managers and employees in special roles;
- proposed the overall remuneration framework as presented to the Board and then to the Shareholders' Meeting;
- proposed to the Board the Remuneration Policy and Report (including, among other things, a description of how the Committee exercises its functions), to be submitted to the Shareholders' Meeting;
- periodically monitored and verified the correct application of the remuneration policy adopted;
- monitored the application of the decisions adopted by the Board, verifying, in particular, the effective achievement of the performance targets.

No Director attended the Committee meetings at which proposals were made to the Board of Directors regarding his or her own compensation and decisions regarding the compensation of Committee members were made with the abstention of those involved.

The Committee had access to the information and departments required to adequately carry out its duties. Therefore, as the Committee made use of the resources, the means and the structure of the Company, specific financial resources were not provided for.

The work of the Internal Board Committee was carried out as part of a continuous and structured process designed to establish the new Remuneration Policy and related compensation instruments, and to prepare the Remuneration Policy and Report.



For more information on the functions assigned to the Internal Board committee as Remuneration committee in 2025, see Section “8. Remuneration of Directors - Remuneration Committee” and “Table 3” of the 2025 Corporate Governance and Ownership Structure Report, published at the same time as this Report.

In 2026 and until the date of approval of this Report, two meetings of the Committee as Remuneration Committee were held on February 5 and March 23. These covered, among other matters, the periodic assessment of the remuneration policies enacted in 2025, the creation of proposals for Remuneration Policies for both Executive Directors and Senior Executives (short-term), and a review of this Report for subsequent approval by the Board of Directors.

### 1.3 Board of Directors

At the date of this Report, the Elica S.p.A. Board of Directors consists of the following seven Directors: Francesco Casoli (Chairperson), Giulio Cocci<sup>1</sup>, Elio Cosimo Catania, Angelo Catapano, Susanna Zucchelli, Alice Acciarri, Cristina Casoli. For more details on the role played by the Board of Directors, see the Company’s By-Laws, which are available at <https://corporate.elica.com/it#governance>, and the 2025 Corporate Governance and Ownership Structure Report, published at the same time as this Report.

<sup>1</sup>On March 25, 2026, Luca Barboni (Chief Executive Officer) was appointed by co-option to replace Giulio Cocci.

## 1.4 Shareholders' Meeting

The duties of the Shareholders' Meeting, as per the By-Laws, and with respect to the matters of interest within the scope of this Report, are:

- appointing and dismissing Directors;
- appointing Statutory Auditors and the Chairperson of the Board of Statutory Auditors;
- establishing the remuneration of the Directors and Statutory Auditors;
- commenting on the Report itself, with a binding vote on Section I and an advisory vote on Section II.

In line with the provisions of current regulations, the Shareholders' Meeting held on April 29, 2025 approved the remuneration policy pursuant to Article 123-ter, paragraph 3-bis of Legislative Decree No. 58/1998, with votes in favour totalling 97.89%. It also voted in favour of Section II, in accordance with paragraph 6 of Article 123-ter of Legislative Decree No. 58/1998, with votes in favour totalling 97.89%.

## 1.5 Appointment of independent experts

Elica S.p.A. decided to use independent third-party expert consultants in a support function for the definition of remuneration policies (Mercer Italia).

## 1.6 Process for defining and approving the Policy

The "Remuneration Policy" is submitted to the Board of Directors for approval by the Internal Board Committee as Remuneration Committee. In drafting the policy, the Internal Board Committee as Remuneration Committee involves the Human Resources Department - with the aim of gathering market data in terms of practices, policies and benchmarking, in order to better develop the policy - and, where necessary, also independent experts in the field.

On the proposal of the Internal Board Committee as Remuneration Committee, the Board of Directors defines and adopts the "Remuneration Policy" in its form and internal regulatory sources and, specifically, the content summarised in the paragraphs relating to the remuneration policy for members of the Board of Directors and the incentive plans. In accordance with the By-Laws, the Board of Directors also takes into consideration the opinion of the Board of Statutory Auditors regarding the policy on the remuneration of Directors vested with specific offices. After examining and approving the Policy, the Board of Directors submits this to the binding vote of the Shareholders' Meeting, making it available at least 21 days before the date of the Shareholders' Meeting through the publication of the Remuneration Policy and Report.

The full text of the Remuneration Policy and Report was reviewed in advance by the Internal Board Committee as Remuneration committee and then approved by the Board of Directors on March 25, 2026.

We note that the Related Party Transactions Policy does not apply to Shareholders' Meeting motions pursuant to Article 2389, paragraph 1 of the Civil Code, relating to remuneration paid to the members of the Board of Directors and the Executive Committee (where established) and motions concerning the remuneration of Directors vested with specific

offices within the overall amounts previously determined by the Shareholders' Meeting in accordance with Article 2389, paragraph 3 of the Civil Code, nor to Shareholders' Meeting motions as per Article 2402 of the Civil Code concerning Board of Statutory Auditor remuneration. This policy is also not applicable to motions, other than those submitted to the Shareholders' Meeting in accordance with Article 2389, first paragraph of the Civil Code and Article 2402 of the Civil Code, concerning the remuneration of Directors vested with specific offices, in addition to other Senior Executives, on the condition that:

- I. Elica has adopted a remuneration policy, which is subject to a binding vote of the Shareholders' Meeting;
- II. in the drawing up of the remuneration policy a committee exclusively made up of Non-Executive Directors, the majority of whom independent, was involved;
- III. the remuneration awarded to each Director or Senior Executive is set in accordance with this Policy and quantified according to criteria that do not involve discretionary assessments.

## 1.7 Process for temporary exceptions to the Policy

In compliance with the provisions of Legislative Decree No. 49 of May 10, 2019, the Company has a process in place for temporary exceptions to the Remuneration Policy if exceptional circumstances arise where an exception to the Policy is necessary in the furtherance of the long-term interests and sustainability of the Company as a whole, or to ensure the Company's ability to compete in the marketplace.

The Internal Board Committee as Remuneration Committee, supported by the Human Resources Department, is the board entrusted with the task of verifying the presence of such exceptional situations and formulating proposals for temporary exceptions to the Policy to the Board of Directors, which has been identified as the board entrusted with the approval of such temporary exceptions.

Exceptions may relate to:

- changes in the ratio of fixed remuneration to variable remuneration;
- changes in performance targets and their weightings with regard to MBO and LTI plans.

As regards these exceptions, the opinion of the Independent Directors - or the Related Party Transactions Committee, where appointed - must be obtained, following the relevant procedure set out by the Company.

Any exceptions approved, which may relate to the aforementioned elements of the Policy, will be disclosed through the subsequent Remuneration Policy and Report, accompanied by the reasons that prompted the Company to make such an exception.

## 2. PURPOSE, PRINCIPLES AND TOOLS OF THE REMUNERATION POLICY

### 2.1 Purpose of the Policy

Elica's Remuneration Policy was defined in accordance with the governance model adopted by the Company and considering the recommendations of the Corporate Governance Code.

Elica's Remuneration Policy is based on the following principles:

<b>Value creation</b>	Incentive plans are defined with the aim of <i>aligning the interests of management with corporate strategies</i> , by clearly <i>linking the Policy with business results</i>
<b>Financial robustness</b>	Incentive plans developed over a <i>time frame consistent</i> with the Company's <i>risk profile</i> and with the <i>expectations of key stakeholders</i> in order to ensure <i>sustainable value creation</i> in the medium to long term
<b>Attractiveness and motivation</b>	<i>Remuneration levels and Policy architecture</i> defined to <i>attract, retain and motivate personnel with skills required</i> for the achievement of the Company's <i>strategic objectives</i>
<b>Performance recognition</b>	Remuneration systems geared toward <i>recognising merit</i> , through a clear <i>link between the results</i> achieved and <i>behaviours</i> enacted to achieve short and medium-long term results
<b>Sustainability (ESG)</b>	Incentive targets related to <i>sustainability issues in Environmental, Social &amp; Governance</i> , designed to generate value <i>aligning the interests of the Company and all its stakeholders</i> .

### 2.2 Content and addressees of the Policy

The key elements of remuneration for Directors and Senior Executives are defined below, in line with the purposes and principles described:

POLICY CONTENT	CHAIRPERSON	CHIEF EXECUTIVE OFFICER	NON-EXECUTIVE DIRECTORS	SENIOR EXECUTIVES
<b>Fixed Remuneration</b>	<ul style="list-style-type: none"> <li>Remuneration (pursuant to Article 2389, paragraph 3, Civil Code)</li> </ul>	<ul style="list-style-type: none"> <li>Remuneration (pursuant to Article 2389, Civil Code)</li> <li>Gross Annual Remuneration</li> </ul>	<ul style="list-style-type: none"> <li>Remuneration (pursuant to Article 2389, paragraph 1, Civil Code) for Board and internal Board committee attendance</li> </ul>	<ul style="list-style-type: none"> <li>Gross Annual Remuneration</li> </ul>
<b>Short-term variable incentive</b>	<ul style="list-style-type: none"> <li>Annual incentive system (MBO)</li> <li>Malus and clawback</li> </ul>	<ul style="list-style-type: none"> <li>Annual incentive system (MBO)</li> <li>Malus and clawback</li> </ul>		<ul style="list-style-type: none"> <li>Annual incentive system (MBO)</li> <li>Malus and clawback</li> </ul>
<b>Medium/long-term variable incentive</b>		<ul style="list-style-type: none"> <li>Monetary plan</li> <li>Malus and clawback</li> </ul>		<ul style="list-style-type: none"> <li>Monetary plan</li> <li>Malus and clawback</li> </ul>
<b>Non monetary</b>	<ul style="list-style-type: none"> <li>Benefits provided by company policies</li> </ul>	<ul style="list-style-type: none"> <li>Benefits under national collective bargaining agreements and company practices</li> </ul>	<ul style="list-style-type: none"> <li>Directors and Officers Policy</li> </ul>	<ul style="list-style-type: none"> <li>Benefits under national collective bargaining agreements and company practices</li> </ul>
<b>Post-employment benefits</b>		<ul style="list-style-type: none"> <li>Post-employment benefits provided by national collective bargaining agreements</li> </ul>		<ul style="list-style-type: none"> <li>Post-employment benefits provided by national collective bargaining agreements</li> </ul>

### 2.3 Remuneration of Directors not holding special offices

On April 24, 2024, the Elica S.p.A. Board of Directors approved the award of the Board of Directors remuneration approved by the Shareholders' Meeting on the same date, for a total annual amount of Euro 230,000, plus VAT where

due, statutory contribution charges and reimbursement of documented expenses incurred in execution of the role (remuneration pursuant to Article 2389, paragraph 1 of the Civil Code), to apply for the entire term of office until the approval of the financial statements for the year ended December 31, 2026.

The remuneration was divided as follows:

<i>OFFICE</i>	<i>FEE</i>
<b>Director, Chairperson of the Committee</b>	<b>€ 50,000</b>
<b>Director, Committee Member</b>	<b>€ 45,000</b>

The Shareholders' Meeting on April 24, 2024 approved the remuneration due to the members of the Board of Directors pursuant to Article 2389 paragraph 1 Civil Code.

The Board of Directors appointed by the Shareholders' Meeting on April 24, 2024 apportioned the remuneration for Directors not holding special offices, as set out in the table above.

In line with the recommendations of the Corporate Governance Code, the Remuneration of Directors not holding special offices does not include a variable component linked to the Company or the Group's financial performance.

However, such remuneration is deemed sufficient to attract, retain and motivate Directors with the professional qualities required to successfully manage the Company.

The Non-Executive Directors are not beneficiaries of share-based payments.

Directors shall also be entitled to reimbursement of documented expenses incurred by reason of their office.

A D&O (Directors & Officers) Liability insurance policy is also provided for third-party liability of corporate boards in the performance of their duties; among other things, this policy covers any legal expenses. The corresponding renewal for the full term of the Board of Directors was last approved at the Shareholders' Meeting on April 24, 2024.

## 2.4 Chairperson of the Board of Directors

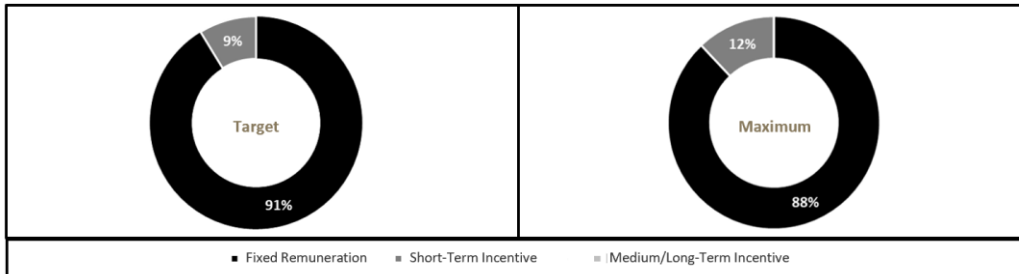
### *Pay mix*

The remuneration package provided for the Chairperson of the Board of Directors includes a fixed component - arising from the role of Executive Director - and a short-term variable component.

The Shareholders' Meeting on April 24, 2024 was called to approve the remuneration due to the members of the Board of Directors pursuant to Article 2389 paragraph 1 Civil Code.

The Board of Directors determined the fixed remuneration of the Chairperson of the Board of Directors as per Article 2389 paragraph 3 Civil Code.

The Executive Chairperson's pay mix is as follows:



*Fixed remuneration*

The Fixed Remuneration of the Chairperson of the Board of Directors, approved by the Board of Directors with the approval of the Board of Statutory Auditors, consists of the following elements:



The total Fixed Remuneration paid to the Chairperson of the Board of Directors is composed only of the remuneration pursuant to Article 2389 paragraph 3, Civil Code, in the amount of **Euro 1,045,000**. We note that the Chairperson of the Board of Directors waived the remuneration pursuant to Article 2389, paragraph 1 of the Civil Code.

*Short-term variable incentive: MBO*

The annual incentive system (MBO), designed in line with the general principles on which the entire Policy is based, and mainly enables the pursuit of the following objectives:

- aligning management objectives with business strategies, directing management actions toward strategic objectives in harmony with business priorities;
- stimulating the achievement of excellent performance, through the recognition of a higher premium in the event of overperformance.
- management and monitoring of performance in the short term through annual evaluation of beneficiary performance on an annual basis;

The MBO system for the Chairperson of the Board of Directors, in substantial continuity with the policy approved last year and in line with the nature of the position, provides exclusively for Group targets of an economic-financial nature and a multiplier based on sustainability goals. Specifically, the MBO system provides for:

- **Gates:** thresholds for access to the annual incentive system, calculated on the weighted average of the two performance targets. Failure to achieve the gate performance level means that no bonus is awarded;
- **Target sheets:** a calculation mechanism for the target bonus based on the achievement level of performance targets;
- **Multipliers:** a corrective mechanism that modifies final payout by a factor of +/-10% depending on the achievement of the sustainability performance target (on/off trigger mechanism).

The Chairperson's MBO system includes the following performance targets as defined by the Board of Directors at its meeting on February 12, 2026:

TARGET	TARGET TYPE	WEIGHTING
ADJUSTED EBIT	Gate / Target sheet	80%
FREE CASH FLOW	Gate / Target sheet	20%

**SUSTAINABILITY TARGET**

**Multiplier**  
+/- 10%

For incentive purposes, the actual vesting level of the award is calculated according to the following payout curve, to which a +/-10% adjustment factor should then be applied based on the achievement of the sustainability target:

PERFORMANCE LEVEL	PAYOUT (% of target)
Minimum	50%
Target	100%
Maximum	130%

**SUSTAINABILITY TARGET**

**Multiplier**  
+/- 10%

The Board of Directors confirmed a **target MBO** award of **Euro 100,000** for its Chairperson.

The plan is subject to **malus** and **clawback** clauses, whereby the Company has the right to demand, within three years of the completion of the plan and regardless of whether the employment relationship is ongoing or has ended, the return - in whole or in part - of any sums allocated under the Plan (or to withhold components not yet disbursed), where these have been received on the basis of data which was later found to be erroneous or falsified, or in the event that the

Beneficiary has been responsible for wilful or culpable conduct, without which the award conditions would not have been achieved.

*Non-monetary benefits*

The Chairperson of the Board of Directors receives the benefits provided by company policies (life and injury insurance coverage, mixed-use car).

*Indemnity in the case of dismissal or termination of employment*

There are currently no agreements in place between the Company and the Chairperson of the Board of Directors that govern treatment in the event of termination of office or termination of employment except, in each case, as required by law.

*Non-competition agreements*

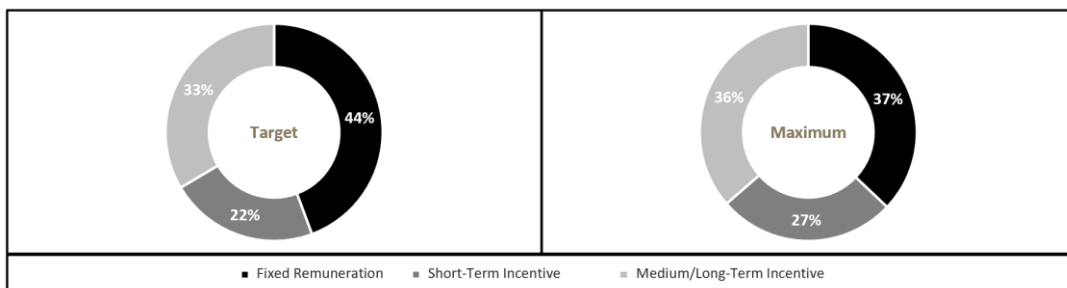
At the date of this report, there are no non-competition agreements between Elica and the Chairperson of the Board of Directors that provide for the payment of consideration in relation to the obligation arising from the agreement.

**2.5 Chief Executive Officer**

*Pay mix*

On March 25, 2026, the Board of Directors appointed Mr. Barboni as Chief Executive Officer of the Company, dividing his remuneration package as follows: a fixed component for the delegated powers conferred, a fixed component for the positions retained as an Executive of the Company, a short-term variable component, and a medium/long-term variable component.

With the favourable opinion of the Board of Statutory Auditors to the extent within its remit, the Board of Directors has defined the Chief Executive Officer’s remuneration package, which includes the remuneration as per Article 2389 paragraph 3 Civil Code. The Chief Executive Officer’s target pay mix features a significant focus on variable components linked to the achievement of challenging medium/long-term performance targets.



*Fixed remuneration*

The Chief Executive Officer’s Fixed Remuneration, approved by the Board of Directors with the favourable opinion of the Board of Statutory Auditors on March 25, 2026, comprises the following elements:

<b>Remuneration (pursuant to Article 2389, paragraph 3, Civil</b>	<b>€ 110,000</b>
<b>Gross Annual Remuneration</b>	<b>€ 340,000</b>

The total Fixed Remuneration awarded to the Chief Executive Officer is, therefore, **Euro 450,000**.

*Short-term variable incentive: MBO*

The Chief Executive Officer is a beneficiary of the MBO system defined in line with the criteria and mechanisms described for the Chairperson of the Board of Directors.

Specifically, the MBO system provides for:

- **Gates:** thresholds for access to the annual incentive system, calculated on the weighted average of the two performance targets. Failure to achieve the gate performance level means that no bonus is awarded;
- **Target sheets:** a calculation mechanism for the target bonus based on the achievement level of performance targets;
- **Multipliers:** a corrective mechanism that modifies final payout by a factor of +/-10% depending on the achievement of the performance target (on/off mechanism).

The Board of Directors, in line with what was established for the Chairperson, at its meeting on March 25, 2026, set the following performance targets for the position of Chief Executive Officer:

TARGET	TARGET TYPE	WEIGHTING
ADJUSTED EBIT	Gate / Target sheet	80%
FREE CASH FLOW	Gate / Target sheet	20%

**SUSTAINABILITY TARGET**

**Multiplier**

**+/- 10%**

For incentive purposes, the actual vesting level of the award is calculated according to the following incentive curve:

PERFORMANCE LEVEL	PAYOUT (% of target)
Minimum	50%
Target	100%
Maximum	130%

<p>SUSTAINABILITY TARGET</p> <p>Multiplier</p> <p>+/- 10%</p>
---

The Board of Directors approved a **target MBO** award for the Chief Executive Officer equal to 50% of fixed remuneration. This value corresponds to Euro 225,000.

The plan is subject to **malus** and **clawback** clauses.

*Medium/long-term variable incentive: 2025-2026 Monetary Plan*

Elica’s ambition and strategic objectives require close attention to short-term performance, but also an ability to interpret the results of the decisions made and the consequent action which will be taken over the medium/long term.

Therefore, given the rapid changes and uncertainty in Elica’s market environment and the consequent reshaping of the estimates of economic-financial targets, a new incentive plan was defined for some key top management figures. This is designed to align their objectives and focus managerial resources on enacting the plan, rewarding the achievement of strategic, measurable and sustainable results over time.

For this reason, the new medium/long-term incentive plan, intended for the Chief Executive Officer and certain Senior Executives, approved by the Board of Directors on July 30, 2025, provides for an exclusively monetary plan, based on simplicity and immediacy.

On July 30, 2025, the Board of Directors identified as beneficiaries the Chief Executive Officer on that date, Giulio Cocci, and a number of Senior Executives, including the current Chief Executive Officer, Luca Barboni, who is therefore a beneficiary of the Plan.

The Plan includes a performance target of an economic-financial and strategic nature calculated based on the results of the Adjusted Cumulative EBIT indicator for the two-year period 2025-2026.

The value of the monetary incentive to actually be disbursed to each beneficiary if the performance target is achieved will be determined as follows:

PERFORMANCE LEVEL	PAYOUT (% of target)
< Target	0%
Target	100%
Maximum	130%

The current Chief Executive Officer, Luca Barboni, is granted a bonus for the two-year period equal to twice the gross annual remuneration (GAR) for the role of Executive, thus corresponding to a target annual LTI award equal to 100% of GAR.

Beneficiaries of the new 2025-2026 monetary plan, upon the award of the new medium/long-term incentive plan, waive any rights under the previous 2024-2026 long-term incentive plan.

The plan is subject to **malus** and **clawback** clauses.

### *Non-monetary benefits*

The Chief Executive Officer is the beneficiary of the benefits provided by company policies and the relevant national collective bargaining agreements (social security, health, life and injury insurance coverage, mixed-use car).

### *Indemnity in the case of dismissal or termination of employment*

There are currently no agreements in place between the Company and the Chief Executive Officer that govern treatment in the event of termination of office or termination of employment except, in each case, as required by law under the applicable national collective bargaining agreements.

### *Non-competition agreements*

At the date of this report, there are no non-competition agreements between Elica and the Chief Executive Officer that provide for the payment of consideration in relation to the obligation arising from the agreement.

## 2.6 Senior Executives

On February 10, 2022, the Board of Directors defined “Senior Executives” as: *“those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of that Company”*, in line with the definition under Annex 1 to the Consob Related Party Transactions Regulation, identifying them as the “Senior Executives” for the purposes of this report. As a result of the Company’s governance model, the Senior Executives at the date of this report are:

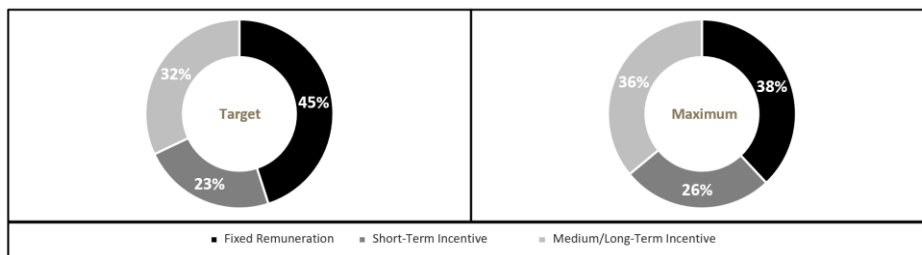
NAME	ROLE
Stefania Santarelli	Chief Financial Officer
Deborah Carè	Chief HR Officer
Francesca Pisani	General Counsel
Fabrizio Ghisla	Managing Director - EMC FIME

The above list may be subject to change due to departures or recruitment of Senior Executives, to be identified according to the definition above.

*Pay mix*

The remuneration package for Senior Executives includes a fixed component provided for the employment relationship with the Company, a short-term variable component and a medium/long-term variable monetary component.

The chart below sets out the average pay mix of Senior Executives.



*Fixed remuneration*

The Gross Annual Remuneration of Senior Executives is determined on the basis of the role and responsibilities assigned considering the remuneration levels on the market for roles of similar level of responsibility and managerial complexity and may be adjusted periodically, as part of the salary review process involving the entire managerial population. In particular, the Remuneration Policy guidelines envisage the possibility of carrying out salary adjustments aimed at aligning remuneration levels with the market, for resources that have expanded their responsibilities or role, as well as persons in organizational positions considered critical to Elica’s business.

*Short-term variable incentive: MBO*

The Senior Executives are beneficiaries of a short-term incentive system that aligns with the business strategy. Specifically, the operation mechanism of the Short-Term Incentive System provided for Senior Executives involves Group targets, measured through a target bonus multiplier mechanism based on the extent to which the targets set for the Chairperson and Chief Executive Officer (Adjusted EBIT and Free Cash Flow), Division targets (Division Adjusted EBIT) and individual targets (based on the main economic KPIs managed by the role and identical for all beneficiaries

in the same function) are achieved. A multiplier of +/- 10% will also be applied to the final payout based on whether or not (on/off trigger mechanism) the sustainability target set by the Company is achieved.

The Senior Executives are beneficiaries of a short-term target incentive award of **50% of Fixed Remuneration**. This percentage may vary according to a payout scale defined by the Company which recognises, on average, from 11% of the target MBO award on achievement of the minimum performance level up to 139% of the target MBO award on achievement of the maximum performance level (cap).

The plan is subject to **malus** and **clawback** clauses.

#### *Medium/long-term variable incentive: 2025-2026 Monetary Plan*

Senior Executives constitute the majority of the beneficiaries identified for the new 2025-2026 Monetary Plan approved by the Board of Directors on July 30, 2025, described in detail for the Chief Executive Officer.

Senior Executives identified as incentive beneficiaries, upon the grant of the new medium/long-term incentive plan, will waive any rights arising from the previous 2024-2026 long-term incentive plan.

The identified Senior Executives are awarded a bonus for the two-year period, calculated using a GAR multiplier (within a min-max range), depending on the role held, up to a maximum of 1.5 times **Fixed Remuneration**, thus corresponding to a target annual LTI award equal to a maximum of 75% of GAR.

The plan is subject to **malus** and **clawback** clauses.

#### *Long-term variable incentive: 2024-2026 Monetary Plan*

For some Senior Executives not included among the previous beneficiaries of the 2025-2026 Monetary Plan, the rights that may be accrued in connection with the 2024-2026 LTI Plan, approved by the Board of Directors on March 14, 2024 and reported within the previous Remuneration Report published during 2025, remain unchanged.

The Plan includes a strategic, economic-financial performance target, calculated as the weighted average of the following two indicators according to the relative weighting assigned to each of them:

- a) Adjusted EBIT (weighting: 80%)
- b) Free Cash Flow (weighting: 20%)

These indicators are therefore mutually dependent and will be reported jointly at the end of the vesting period. The final result of the performance target, as is the case when it is set, provides a differentiated (increasing) weighting for the results achieved in each of the years of the vesting period. The degree of achievement of the Performance Target is therefore obtained by weighting the results of individual years according to the relative weighting of each year.

The value of the monetary incentive to actually be disbursed to each beneficiary if the performance target is achieved will be determined as follows:

PERFORMANCE LEVEL	PAYOUT (% of target)
Minimum	50%
Target	100%
Maximum	160%

Senior Executives are awarded a bonus for the three-year period calculated using a GAR multiplier depending on the role held, up to a maximum of 1.5 times **Fixed Remuneration**, thus corresponding to a target annual LTI award equal to a maximum of 50% of GAR.

The plan is subject to **malus** and **clawback** clauses.

### *Non-monetary benefits*

The remuneration offer is supplemented with the non-monetary benefits provided for by the relevant national collective bargaining agreements (CCNL) and company policies (social security, health, life and injury insurance coverage, mixed-use car).

### *Indemnity in the case of dismissal or termination of employment*

There are currently no individual agreements in place between the Company and Senior Executives, so the rules set out in the relevant national collective bargaining agreements will apply.

### *Non-competition agreements*

For Senior Executives, the Company provides for the possibility of individual agreements that recognise payment in relation to the obligations of the covenant itself. For situations of high competitive risk related to the criticality of the role held by the Senior Executive, at the indication of the Chief Executive Officer, specific agreements - including non-competition covenants - may be stipulated.

Some non-competition agreements are currently in place with Senior Executives.

### *Other provisions*

In exceptional cases only, the Company may provide for the possibility of paying Senior Executives an entry bonus upon hiring, exclusively to attract managerial personnel with business-critical skills, or a one-off bonus to recognise excellent performance on activities/projects of a strategic nature for the Company or performance targets of strategic importance, provided that they are predetermined and measurable. The policy also provides for possible bonuses linked to the pursuit of exceptional non-recurring strategic goals.

Considering the exceptional nature of this form of remuneration, the Company provides that, on the reasoned proposal received from the Chief Executive Officer, where this remuneration relates to amounts that are significant for budgetary purposes and/or to more than one Senior Executive, it must be assessed for consistency with the Remuneration Policy by the Internal Board Committee as the Remuneration Committee, and a report must be provided to the Board of Directors.

## 2.7 Remuneration of the members of the Control Board

The composition and remuneration of the members of the Board of Statutory Auditors were approved by the Shareholders' Meeting on April 24, 2024 for the entire term of office (i.e. 2024, 2025, and 2026). The table below sets out the current composition of the Board of Statutory Auditors and its remuneration:

<i>ROLE</i>	<i>NAME</i>	<i>FEES</i>
<b>Chairperson</b>	• Giovanni Frezzotti	€ 40,000
<b>Statutory Auditors</b>	• Paolo Massinissa Magini • Simona Romagnoli	€ 20,000
<b>Alternate Auditors</b>	• Monica Nicolini • Leandro Tiranti	-

A D&O (Directors & Officers) Liability insurance policy is also provided for third-party liability of corporate boards in the performance of their duties; among other things, this policy covers any legal expenses. The corresponding renewal for the full term of the Board of Statutory Auditors was last approved at the Shareholders' Meeting on April 24, 2024.

## SECTION II: fees paid

### Introduction

This section is divided into two parts:

- Part One describes the various elements that make up remuneration, with reference to the implementation of the 2025 Remuneration Policy, following the verifications conducted out by the Internal Board Committee, which reported alignment with the 2025 Remuneration Policy approved by the Board of Directors on March 25, 2025;
- Part Two presents by name the remuneration of management and supervisory bodies and, cumulatively, the remuneration of Senior Executives and information on their shareholdings in the Company.

In line with the provisions of Article 123-ter, paragraph 8-bis of the CFA, the company tasked with auditing the financial statements verified that the Directors had prepared the second section of the Report.

### PART ONE

#### Fixed remuneration

##### *Directors not holding special offices*

Directors not holding special offices were paid the fixed amounts approved by the Shareholders' Meeting of April 24, 2024. Where Directors not holding special offices were appointed, or ceased to hold office, during the year, remuneration was paid pro rata.

##### *Chairperson of the Board of Directors*

The total fixed remuneration of the Chairperson of the Board of Directors for the 2025 financial year, consisting exclusively of the fixed remuneration as per Article 2389, paragraph III, of the Civil Code, was €1,045,000.

##### Chief Executive Officer

The Chief Executive Officer received the following remuneration:

- fixed remuneration (as per Article 2389, paragraph 3, Civil Code);
- Gross Annual Remuneration as an Executive of the Company.

The Chief Executive Officer's total fixed remuneration in 2025 was Euro 494,757.

The Chief Executive Officer waived 8% of his total fixed remuneration for June and July 2025 for internal equality in a year when the Extraordinary Temporary Lay-off Scheme was used.

## Senior Executives

Senior Executives were paid Gross Annual Remuneration as Executives of the Company, *pro rata* where applicable, which totalled Euro 929,785.

The Senior Executives waived 8% of their total fixed remuneration for June and July 2025 for internal equality in a year when the Extraordinary Temporary Lay-off Scheme was used.

### Short-term variable incentive 2025

#### *Chairperson of the Board of Directors and Chief Executive Officer*

For 2025, the Chairperson of the Board of Directors and the Chief Executive Officer currently in office accrued the short-term variable incentive as the targets set out in the gate/multiplier of the MBO System of which they are beneficiaries were achieved, on the basis of the Draft Financial Statements for the year 2025, submitted for approval to the Shareholders' Meeting called to cast a binding vote on Section I of this Report and an advisory vote on Section II.

Specifically, having achieved the performance gate with a score of 100% of the target and reaching the maximum level of the multiplier based on the sustainability target (equal to +10% payout), incentive payments of Euro 110,000 for the Chairperson of the Board of Directors and Euro 275,000 for the Chief Executive Officer were paid.

#### *Annual Monetary Incentive Targets<sup>2</sup>*

2025 TARGETS			2025 RESULT	
Group EBIT	4.5m €	80%	4.6m €	
FCF Group	14.7m €	20%	14.3m €	
GROUP GATE	6.5m €	100%	6.5m €	100%

## Senior Executives

For 2025, the Senior Executives accrued the short-term variable incentive corresponding to an average payout level of approximately 134% of the original target bonus opportunity. Specifically, an incentive payment - *pro rata* where applicable - is provided for, which at the cumulative level is Euro 639,511.

<sup>2</sup> Group EBIT: Refers to 2025 EBIT net of normalisation components as detailed in the 2025 Annual Financial Report. FCF Group refers to Free Cash Flow for 2025.

## Non-monetary benefits

In line with the national collective bargaining agreements and company policies, non-monetary benefits were recognised for the Chairperson, the Chief Executive Officer and the Senior Executives in 2025, the value of which is shown in Table 1.

## Termination of office or employment

### Senior Executives

There were no terminations of employment resulting in severance payments in 2025.

## Exceptions to the Remuneration Policy

No exceptions were applied to the Remuneration Policy as approved by the Shareholders' Meeting of April 29, 2025.

## Variable component ex-post correction mechanisms

No ex-post correction mechanisms - such as malus or clawback - were applied to the variable components.

## Annual change in remuneration - Pay ratio

In the interest of transparent dealings with our stakeholders, we disclose the ratio of fixed remuneration plus variable (short-term) remuneration received in 2025 by the Chairperson and Chief Executive Officer compared to the average remuneration of Elica S.p.A. employees in Italy. The other markets in which the Group Elica operates have pay structures that are so different that this information is not very meaningful. The average employee remuneration considered in the pay-ratio calculation is the average actual (fixed pay plus annual variable pay) not including LTI and benefits (these are not included in the total remuneration of the Chairperson and the Directors):

		CHAIRPERSON	Average Elica S.p.A. employees Italy <sup>1</sup>	Relationship	Company results SALES Euro millions	Company results ADJ EBIT Euro millions
2021	Fixed salary received + MBO paid in year <sup>2</sup>	1,044,370 €	30,578 €	34:1	541.1	32.3
2022	Fixed salary received + MBO paid in year <sup>2</sup>	1,159,414 €	37,927 €	31:1	548.5	33
2023	Fixed salary received + MBO paid in year <sup>2</sup>	1,142,814 €	39,789 €	29:1	473.2	24.3
2024	Fixed salary received + MBO paid in year <sup>2</sup>	1,044,370 €	37,982 €	27:1	452.2	8.1
2025	Fixed salary received + MBO paid in year <sup>2</sup>	1,045,000 €	39,173 €	27:1	460.6	4.6
		CHIEF EXECUTIVE OFFICER <sup>3</sup>	Average Elica S.p.A. employees Italy <sup>1</sup>	Relationship	Company results SALES Euro millions	Company results ADJ EBIT Euro millions

2021	Fixed salary received + MBO paid in year <sup>2</sup>	400,000 €	30,578 €	13:1	541.1	32.3
2022	Fixed salary received + MBO paid in year <sup>2</sup>	730,000 €	37,927 €	19:1	548.5	33
2023	Fixed salary received + MBO paid in year <sup>2</sup>	739,446 €	39,789 €	19:1	473.2	24.3
2024	Fixed salary received + MBO paid in year <sup>2</sup>	500,000 €	37,982 €	13:1	452.2	8.1
2025	Fixed salary received + MBO paid in year <sup>2</sup>	494,757 €	39,173 €	13:1	460.6	4.6

<sup>1</sup>Calculated based on 1,078 FTE in 2021, 735 FTE in 2022, 640 FTE in 2023, 628 FTE in 2024 and 609 FTE in 2025. The reduced scope in 2022 is due to the transfer of business units to the subsidiary EMC FIME and the reorganisation of the Italian plant in line with the 2022-2025 Plan.

<sup>2</sup> Includes annual variable remuneration on a cash basis. Not considering LTI.

The Company anticipates a possible change in calculation methodology in the next Report if more detailed regulations are provided or a different market practice emerges.

### Vote cast by Shareholders' Meeting 2025

The 2025 Shareholders' Meeting's vote on Section II of the previous year's Report did not reveal any particular issues to be incorporated into policy development or application.

## SECOND PART

**TABLE 1 Remuneration of the Board of Directors, Board of Statutory Auditors, and Senior Executives**

A Name	B Office	C Period of office	D Concl. of office	1 Fixed Remuneration	2 Remuneration for committee participation	3 Non-equity variable remuneration		4 Non-monetary benefits	5 Other remuneration	6 Total	7 Fair Value of equity remuneration	8 Post-employment benefits
						Bonuses and other incentives	Profit sharing					
<b>Francesco Casoli</b>	EXECUTIVE CHAIRPERSON BoD	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 1,045,000 <sup>(1)</sup> <sub>(2)</sub>				€ 18,453 <sup>(4)</sup>		€ -		
(II) Remuneration from subsidiaries and associates						€ 110,000 <sup>(14)</sup>				€ 1,045,000		
(III) Total				€ 1,045,000	€ -	€ 110,000	€ -	€ 18,453	€ -	€ 1,173,453	€ -	€ -
<b>Giulio Cocci</b>	CHIEF EXECUTIVE OFFICER	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ - <sup>(1)</sup>						€ -		
(II) Remuneration from subsidiaries and associates				€ 385,840 <sup>(2)</sup>		€ 500,000 <sup>(13)</sup>		€ 18,032 <sup>(4)</sup>		€ 885,840		
(III) Total				€ 108,917 <sup>(3)</sup>		€ 275,000 <sup>(14)</sup>			€ 1,064.38 <sup>(16)</sup>	€ 401,949		
(I) Remuneration from company preparing the accounts				€ -						€ 1,064		
(II) Remuneration from subsidiaries and associates												
(III) Total				€ 494,757	€ -	€ 775,000	€ -	€ 18,032	€ 1,064.38	€ 1,288.853	€ -	€ -
<b>Alice Acciari</b>	INDEPENDENT DIRECTOR AND LEAD INDEPENDENT DIRECTOR	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 45,000 <sup>(5)</sup>						€ 45,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				€ 45,000	€ -	€ -	€ -	€ -	€ -	€ 45,000	€ -	€ -
<b>Angelo Catapano</b>	INDEPENDENT DIRECTOR	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 45,000 <sup>(5)</sup>						€ 45,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				€ 45,000	€ -	€ -	€ -	€ -	€ -	€ 45,000	€ -	€ -
<b>Cristina Casoli</b>	NON-INDEPENDENT DIRECTOR	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 45,000 <sup>(5)</sup>						€ 45,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				€ 45,000	€ -	€ -	€ -	€ -	€ -	€ 45,000	€ -	€ -
<b>Elio Cosimo Catania</b>	INDEPENDENT DIRECTOR	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 45,000 <sup>(5)</sup>						€ 45,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				€ 45,000	€ -	€ -	€ -	€ -	€ -	€ 45,000	€ -	€ -
<b>Susanna Zucchelli</b>	INDEPENDENT DIRECTOR	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 50,000 <sup>(5)</sup>						€ 50,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				€ 50,000	€ -	€ -	€ -	€ -	€ -	€ 50,000	€ -	€ -

**TABLE 1 Remuneration of the Board of Directors, Board of Statutory Auditors, and Senior Executives**

A	B	C	D	1	2	3		4	5	6	7	8
						Non-equity variable remuneration						
Name	Office	Period of office	Concl. of office	Fixed Remuneration	Remuneration for committee participation	Bonuses and other incentives	Profit sharing	Non-monetary benefits	Other remuneration	Total	Fair Value of equity remuneration	Post-employment benefits
<b>Giovanni Frezzotti</b>	CHAIRPERSON BOARD OF STATUTORY AUDITORS	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 40,000 (6)						€ 40,000		
(II) Remuneration from subsidiaries and associates												
<b>(III) Total</b>				<b>€ 40,000</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ 40,000</b>	<b>€ -</b>	<b>€ -</b>
<b>Monica Nicolini</b>	ALTERNATE AUDITOR	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				(6)						€ -		
(II) Remuneration from subsidiaries and associates												
<b>(III) Total</b>				<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>
<b>Paolo Massinissa Magini</b>	STATUTORY AUDITOR	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 20,000 (6)					€ 10,000 (7)	€ 30,000		
(II) Remuneration from subsidiaries and associates				€ 5,000 (8)					€ 7,000 (9)	€ 12,000		
<b>(III) Total</b>				<b>€ 25,000</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ 17,000</b>	<b>€ 42,000</b>	<b>€ -</b>	<b>€ -</b>
<b>Simona Romagnoli</b>	STATUTORY AUDITOR	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 20,000 (6)						€ 20,000		
(II) Remuneration from subsidiaries and associates				€ -								
<b>(III) Total</b>				<b>€ 20,000</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ 20,000</b>	<b>€ -</b>	<b>€ -</b>
<b>Leandro Tiranti</b>	ALTERNATE AUDITOR	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ -						€ -		
(II) Remuneration from subsidiaries and associates				€ -					€ 5,000 (10)	€ 5,000		
<b>(III) Total</b>				<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ -</b>	<b>€ 5,000</b>	<b>€ 5,000</b>	<b>€ -</b>	<b>€ -</b>
<b>Senior Executives (15)</b>	AGGREGATE FORM	01/01/2025 - 31/12/2025	Approval 2026 Accs.									
(I) Remuneration from company preparing the accounts				€ 759,015 (3)		€ 640,000 (13)		€ 70,132 (4)		€ 1,989,831	€ -	€ -
(II) Remuneration from subsidiaries and associates				€ 170,769 (11)		€ 520,684 (14)		€ 21,754 (4)	€ 4,629 (12)	€ 479,979	€ -	€ -
<b>(III) Total</b>				<b>€ 929,785</b>	<b>€ -</b>	<b>€ 1,443,511</b>	<b>€ -</b>	<b>€ 91,886</b>	<b>€ 4,629</b>	<b>€ 2,469,810</b>	<b>€ -</b>	<b>€ -</b>

(1) Remuneration established by the Shareholders' Meeting pursuant to Article 2389, paragraph 1 of the Civil Code

(2) Remuneration established by the BoD pursuant to Article 2389, paragraph 3 of the Civil Code incorporates the waiver of 8% of remuneration for June and July 2025 for internal equality in a year when the Extraordinary Temporary Lay-off Scheme was used.

(3) Remuneration as a Company Executive For the Chief Executive Officer and the Senior Executives, incorporates the waiver of 8% of remuneration for June and July 2025 for internal equality in a year when the Extraordinary Temporary Lay-off Scheme was used.

(4) Non-monetary benefits

(5) Remuneration pursuant to Article 2389 1, paragraph 1 of the Civil Code established by the Board of Directors meeting on April 24, 2024, consistent with the total amount defined by the Shareholders' Meeting on the same date

(6) Remuneration established by the Shareholders' Meeting on April 24, 2024, pursuant to Article 2402, Civil Code

(7) Remuneration as Chairperson of the Supervisory Board of Elica S.p.A

(8) Remuneration as Director of Airforce S.p.A.

(9) Remuneration as Chairperson of the Supervisory Board of EMC FIME S.r.l.

(10) Remuneration as Statutory Auditor of the Board of Statutory Auditors of Airforce S.p.A

(11) Remuneration as Executive of EMC FIME

(12) Remuneration as Director of Airforce S.p.A. and EMC FIME S.r.l.

(13) Theoretical value, not yet accrued, relating to the 2024-2026 Long-term monetary incentive Plan and the 2025-2026 Extraordinary Plan. Accrual will be verified at the end of the vesting period

(14) MBO and other bonuses 2025.

(15) The total number of Senior Executives was 5

(16) Remuneration as Director of EMC FIME S.r.l.

**TABLE 3B Monetary incentive plans for members of the Board of Directors and Senior Executives**

A Name	B Office	1 Plan	2			3			4 Other Bonuses
			Bonus for the year			Prior year bonuses			
			(A) Issuable/ Issued	(B) Deferred	(C) Period of deferment	(A) No longer issuable	(B) Issuable/ Issued	(C) Still deferred	
<b>Francesco Casoli</b>	EXECUTIVE CHAIRPERSON BoD								
(I) Remuneration from company preparing the accounts		MBO 2025 <sup>1</sup>	€ 110,000						
(II) Remuneration from subsidiaries and associates									
(III) Total			€ 110,000	€ -	€ -	€ -	€ -	€ -	€ -
<b>Giulio Cocci</b>	CHIEF EXECUTIVE OFFICER								
(I) Remuneration from company preparing the accounts		MBO 2025 <sup>1</sup>	€ 275,000						
		2025-2026 Extraordinary Plan <sup>2</sup>	€ 500,000						
(II) Remuneration from subsidiaries and associates									
(III) Total			€ 775,000	€ -	€ -	€ -	€ -	€ -	€ -
<b>Senior Executives</b>	AGGREGATE FORM								
(I) Remuneration from company preparing the accounts		MBO 2025 <sup>3</sup>	€ 491,684						
		Other Bonuses <sup>4</sup>							€ 29,000
		2025-2026 Extraordinary Plan <sup>2</sup>	€ 580,000						
		2024-2026 Long-Term Incentive Plan <sup>5</sup>	€ 60,000						
(II) Remuneration from subsidiaries and associates		MBO 2025 <sup>3</sup>	€ 147,827						
		2025-2026 Extraordinary Plan <sup>2</sup>	€ 135,000						
(III) Total			€ 1,414,511	€ -		€ -	€ -	€ -	€ 29,000

(1) MBO 2025 for Chairperson and CEO

(2) Extraordinary Incentive Plan 2025-2026 approved by Board of Directors resolution dated 07/30/2025, as further detailed in Section I of this Report submitted for approval by the Shareholders' Meeting 2026. The purpose of the Plan is to award a cash bonus. The value in the table represents 1/2 of the total value of the bonus at target level. This is a theoretical value that has not yet accrued. Accrual will be verified at the end of the vesting period

(3) MBO 2025 for Senior Executives

(4) Extraordinary bonuses linked to non-recurring strategic objectives of an extraordinary nature

(5) 2024-2026 Long-Term Incentive Plan approved by Board of Directors resolution dated 14/03/2024. The purpose of the Plan is to award a cash bonus. The value in the table represents 1/3 of the total value of the bonus at target level. This is a theoretical value that has not yet accrued. Accrual will be verified at the end of the vesting period

**Schedule 7-ter Table 1 - Shareholdings of the Board of Directors and Statutory Auditors**

Name	Office	Company	Number of shares held at the end of 2024	Number of shares acquired in 2025	Number of shares sold in 2025	Number of shares held at the end of the current year (2025)
CASOLI FRANCESCO	CHAIRPERSON	Elica S.p.A.	160,000	0	0	160,000
CASOLI CRISTINA	DIRECTOR	Elica S.p.A.	40,000	0	0	40,000

**Schedule 7-ter Table 2 - Shareholdings of Senior Executives**

Number of Senior Executives	Company	Number of shares held at 31.12.2024	Number of shares acquired in 2025	Number of shares sold in 2025	Number of shares held at 31.12.2025	Title and manner of holding
5	Elica S.p.A.	6,667	0	0	6,667	OWNED

## GLOSSARY

**Chief Executive Officer:** the member of the Board of Directors to whom the Board has assigned the functions of Chief Executive Officer. At the reporting date, following the termination of departure of Mr. Giulio Cocci, the Chief Executive Officer of Elica S.p.A., appointed by the Board of Directors on March 25, 2026, is Mr. Luca Barboni.

**Executive Directors:** the Directors vested with specific offices by the Board of Directors, and specifically the Executive Chairperson, Francesco Casoli, and the Chief Executive Officer.

**Directors vested with specific offices:** see Executive Directors.

**Shareholders' Meeting:** the collective decision-making body of the Company. All shareholders with voting rights (directly or by proxy) are represented at the meeting. Its powers are assigned by law and the By-Laws: these mainly include the approval of the Financial Statements, the appointment and revocation of the Directors, the Board of Statutory Auditors and its Chairperson. As regards the Remuneration Policy, it casts a binding vote on Section I of the Remuneration Policy and Report and a non-binding opinion on Section II of the Report, making the results of the vote publicly available.

**Corporate Governance Code:** the document contains a number of indications regarding “best practices” in terms of the organisation and operation of Italian listed companies. These recommendations are not binding, though listed companies must “keep both the market and their shareholders informed about their governance structure and the degree to which they comply with the Code.”

**Board of Statutory Auditors:** the Company’s internal control body, tasked with supervising the administration of the Company. Expresses a non-binding opinion on the establishment of the Remuneration Policy for Directors vested with specific offices, which is taken into account by the Board of Directors.

**Internal Board Committee:** established within the Board of Directors in accordance with the principles of the Corporate Governance Code. Comprising only Non-Executive Directors, a majority of whom are independent, and chaired by an Independent Director. It is responsible for, among other matters, performing the functions of the Remuneration Committee separately from other functions. In this role, the Committee presents to the Board of Directors a proposal on the General Policy for the remuneration of Executive Directors, Directors vested with specific offices and Senior Executives.

**Board of Directors (BoD or Board):** the collective body entrusted with management of the Company. At the date of this Report, the Elica S.p.A. Board of Directors consists of the following seven Directors: Francesco Casoli, Giulio Cocci<sup>3</sup>, Elio Cosimo Catania, Cristina Casoli, Angelo Catapano, Susanna Zucchelli and Alice Acciarri. It is responsible for approving the Remuneration Policy proposed by the Internal Board Committee as the Remuneration Committee.

<sup>3</sup> On March 25, 2026, Luca Barboni (Chief Executive Officer) was appointed by co-option to replace Giulio Cocci.

**Senior Executives:** on February 10, 2022, the Board of Directors defined “Senior Executives” as: “those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of that Company”, in line with the definition under Annex 1 to the Consob Related Party Transactions Regulation, identifying them as the “Senior Executives” for the purposes of this report. Elica S.p.A. has identified 4 such individuals, listed in this document.

**EBIT:** the operating profit from continuing operations as reported in the annual Consolidated Income Statement.

**ADJUSTED EBIT:** EBIT net of the following adjusting components: corporate finance transactions (e.g. acquisitions, disposals, mergers, incorporations) and restructuring costs and/or extraordinary events.

**Entry Gate:** in a given incentive plan, the “entry gate” target. Represents the minimum target level to be achieved, below which the incentive plan does not provide for the payment of any incentive.

**Free Cash Flow:** Elica Group cash flow from operations net of cash flow from investments (CapEx), as defined in the Consolidated Cash Flow Statement.

**LTI:** *long term incentive* A plan that awards individuals a multi-year cash bonus and/or financial instruments based on targets set by the Company.

**Malus and Clawback:** contractual clauses that permit the Company to request the repayment (or to withhold components not yet disbursed), in full or in part, of the variable components of remuneration paid, where these have been received on the basis of data which was later found to be erroneous or falsified, or in the event that the Beneficiary has been responsible for wilful or culpable conduct.

**Target level:** the standard level of achievement of the target that entitles the beneficiary to 100% of the incentive (without prejudice to other multipliers or discretionary parameters).

**Maximum level:** the maximum level of achievement of the target that entitles the beneficiary to a pre-established percentage above 100% of the incentive (without prejudice to other multipliers or discretionary parameters).

**GAR:** Gross Annual Remuneration i.e. the fixed annual remuneration received, before taxes and social security charges for the portion relating to the employee, and therefore not including annual bonuses, other bonuses, allowances, fringe benefits, expense reimbursements, and any other form of remuneration of a variable or occasional nature.

**Issuers’ Regulation:** regulation in accordance with Consob Resolution No. 11971 of May 14, 1999 and subsequent amendments and supplements.

**Regulation on the provisions for related party transactions:** the regulation adopted by Consob with Resolution No. 17221 of March 12, 2010, as subsequently amended and supplemented.

**Shareholders:** the Company’s shareholders.

**Annual Incentive System or MBO (Management by Objectives):** the plan which grants beneficiaries the right to receive an annual cash bonus, on the basis of the agreed targets and annual incentive plan in place.

**Stakeholder:** any subject with an interest in a Company.

**Consolidated Finance Act (CFA):** Legislative Decree No. 58 of February 24, 1998, the “Consolidated Act on financial intermediation”, as subsequently amended and supplemented. This introduced a set of principles (“guidelines”) and refers for detailed regulations to the Supervisory Authorities (Consob).