

***REMUNERATION POLICY AND REPORT***

***Prepared in accordance with Articles 123-ter of the Consolidated Finance Act  
and 84 quater of the Issuers' Regulations***

Website: [www.basicnet.com](http://www.basicnet.com)

Approval date of Report: March 4, 2020

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## Glossary

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<b>Directors</b>	The members of the Board of Directors of BasicNet S.p.A.
<b>Self-Governance Code</b>	The Self-Governance Code of listed companies approved in March 2015 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A. with which BasicNet S.p.A. declares compliance.
<b>Remuneration Committee</b>	The Remuneration Committee set up within the Board of Directors of BasicNet S.p.A. in accordance with the Self-Governance Code.
<b>Board of Directors</b>	The Board of Directors of BasicNet S.p.A.
<b>Executives with strategic responsibilities</b>	Those persons entrusted with the power and responsibility - directly or indirectly - for the planning, management and control of company operations according to the definition as per Annex 1 of the Consob Regulation concerning related party transactions adopted with motion No. 17221 of March 12, 2010, as subsequently supplemented.
<b>Statutory Auditors</b>	The members of the Board of Statutory Auditors of BasicNet S.p.A.
<b>Connected Persons</b>	the spouse, partner equivalent to a spouse (civil union partner or de facto cohabitee), supported children (even where not cohabiting), relatives and in-laws cohabiting for at least one year, the companies controlled by the Directors, Statutory Auditors or Managers with strategic responsibilities.
<b>Group</b>	BasicNet and its subsidiaries in accordance with Article 93 of the CFA.
<b>BasicNet or Company</b>	BasicNet S.p.A.
<b>Remuneration Policy or Policy</b>	The policy adopted by the company in relation to the remuneration of the members of the Board of Directors and Managers with strategic responsibilities of the company.
<b>Issuers' Regulation</b>	The Regulations promulgated by Consob with resolution no. 11971 of May 14; 1999 on the matter of issuers, as amended.

**Consolidated Finance Act or CFA**

Legislative Decree No. 58 of 24 February 1998.  
Consolidated Finance Act.

**Related Parties Regulation**

The Regulation issued by Consob with motion No. 17221 of March 12, 2010 on related party transactions, as subsequently amended and supplemented.

**Report**

This remuneration policy and report prepared in accordance with Article 123-*ter* of the CFA and 84-*quater* of the Issuers' Regulation, as well as in accordance with the recommendations of the Self-Governance Code.

## Introduction

This Report, prepared in accordance with Article 123-ter of the CFA and Article 84 of the Issuers' Regulation, illustrating the Remuneration Policy of the company, was approved on March 4, 2020 by the Board of Directors of the company, with the expression of a favourable opinion by the Remuneration Committee.

The Remuneration Policy and Report has been drawn up in accordance with the format established by the Issuers' Regulation in force and takes account of the amendments introduced to Article 123-ter of the CFA by Legislative Decree No. 49 of May 10, 2019.

It comprises two sections:

- Section I): outlines the remuneration policy of the members of the Board of Directors and Executive with strategic responsibilities, in addition to the procedures utilised for the adoption and implementation of the policy; Section I will be submitted to the binding vote of the shareholders at the Shareholders' Meeting called for April 9, 2020 for the approval of the financial statements as at December 31, 2019, as provided by the new paragraph 3-ter of Article 123-ter of the Consolidated Finance Act.
- Section II): outlines in detail the remuneration of the Directors and Statutory Auditors of the company, in addition to their remuneration for 2019, breaking down each of the relative items. Section II in addition reports, in accordance with Article 84-quater, paragraph 4 of the Issuers' Regulation, details on investments held in the company by Directors, by Statutory Auditors, in addition to closely linked individuals, on the basis of communications received from the former. Section II will be subject to the advisory vote of the Shareholders' Meeting called for April 9, 2020. In accordance with the new Article 123-ter, paragraph 6 of the Consolidated Finance Act, the Shareholders' Meeting in fact must express a non-binding opinion (in favour or against) concerning the second section of the Remuneration Policy and Report.

This document is available for consultation, at the registered office, on the company website [www.banicnet.com](http://www.banicnet.com), 2020 Shareholders' Meeting section, in addition to the centralised authorised storage mechanism lInfo, [www.linfo.it](http://www.linfo.it).

## **SECTION 1**

- a. **Boards or parties involved in the preparation and approval of the remuneration policy, specifying the respective roles, in addition to the Boards or parties responsible for the correct implementation of the policy.**

The bodies involved in the preparation, approval and implementation of the remuneration policy are the following:

- the Shareholders' Meeting, which:
  - on appointment sets the annual remuneration of each Director, in addition to the right of the Chairperson and certain other Executive Directors, to receive post-employment benefits. The Shareholders' Meeting decides, on appointment and for the entire duration of mandate, the annual remuneration of the Statutory Auditors, in accordance with Article 2402 of the Civil Code;
  - expresses, in accordance with Article 123-ter, paragraph 3-ter of the CFA, a binding vote on Section I of the Remuneration Policy and Report, drawn up by the Board of Directors, according to the time period set by the policy itself, and however every three years and on any amendments to the policy. The Shareholders' Meeting of April 19, 2019, in accordance with the applicable provisions of the sixth paragraph of Article 123-ter of the CFA, expressed a positive opinion on Section I of the Remuneration Policy and Report with:
    - votes in favour: 30,339,504, equal to 90.41% of those attending the shareholders' meeting;
    - votes against: 1,558,512, equal to 4.64% of those attending the Shareholders' Meeting;
    - non-voting: 1,661,214, equal to 4.94% of those attending the Shareholders' Meeting;
  - expresses, in accordance with Article 123-ter, sixth paragraph of the CFA, a non-binding vote on Section II of the Remuneration Policy and Report, drawn up by the Board of Directors;
- the Board of Directors which:
  - on the proposal of the Remuneration Committee, defines and approves the remuneration policy, taking into account the vote cast by the Shareholders' Meeting on the second Section of the Report (Article 123-ter of CFA paragraph 4 b-bis);
  - establishes the remuneration of Executive Directors, in line with the Remuneration Policy and Report, on the proposal of the Remuneration Committee and with the favourable opinion of the Board of Statutory Auditors, including any post-employment benefits, where not already decided by the Shareholders' Meeting.

The Board of Directors has appointed the Chairperson of the Board of Directors, who may delegate such duties to the Vice Chairperson responsible for each operating function(.com), the remit in terms of remuneration for Executives and other Personnel of the company and of the Group, also with regards to any bonus mechanisms, as identified within the budget of each“.com”;
  - approves the Remuneration Policy and Report to be submitted to the Shareholders' Meeting.

- the Remuneration Committee which:
  - draws up for the Board proposals regarding the remuneration policy, taking account of the vote expressed by the Shareholders' Meeting on the second Section of the Report (Article 123-ter of the CFA, paragraph 4 b-bis);
  - evaluates periodically, on the preparation of the Annual Remuneration Report, the adequacy and the overall consistency and concrete application of the general policy adopted for the remuneration of Directors and Executives with strategic responsibilities, referring in this latter regard to the information received from the Chief Executive Officer, monitoring the application of the decisions adopted by the Board of Directors, verifying, where they have been pre-set, the effective achievement of the objectives;
  - presents to the Board proposals for the remuneration of Executive Directors and for the Executives with strategic responsibilities, where identified by the Group;
  - defines the procedural conditions under which the exception to remuneration policies may be applied and specifies the elements of the policy from which exceptions may be made, in the cases provided for in paragraph 3-bis of Article 123 -ter of the CFA.
- The Related Parties Committee, which:
  - acts in cases where the assignment of remuneration is not in line with the remuneration policy most recently approved by the Shareholders, in particular in the case in which the Board of Directors intends to grant extraordinary bonuses to the Board of Directors or the Executives with strategic responsibilities;
- the Board of Statutory Auditors, which:
  - draws up the opinions required under the applicable regulation with regards to the remuneration proposals of the Directors and Executive with strategic responsibilities as per Article 2389 of the Civil Code.
- the Independent Audit Firm, which:
  - verifies that the Directors have prepared the second section of the Report, as required by the new paragraph 8-bis of Article 123-ter of the CFA.

**b. Involvement of a Remuneration Committee or another Committee on the issue of remuneration. Composition (with the distinction between Non-Executive and Independent Directors), duties and procedures.**

The Remuneration Committee currently in office comprises the Non-Executive Directors Carlo Pavesio – Chairman, and Daniela Ovazza, and the Non-Executive and Independent Directors Elisa Corgi, Renate Hendlmeier and Adriano Marconetto. The Committee was appointed at the Board meeting of April 19, 2019. Ms. Ovazza, as an abstractly interested party, does not take part in the Committee's decisions concerning the remuneration proposals for her sons Lorenzo and Alessandro Boglione.

The Board, on appointment, considered that the knowledge and experience of the Independent Directors and the Non-Executive Directors called to sit on the Committee guarantees its independence and proper functioning.

The Committee meets on the call of the Chairperson, where considered opportune or where requested by the Executive Directors or the Board of Statutory Auditors. The work of the Committee is overseen and coordinated by the Chairperson.

The Remuneration Committee may access the necessary information and departments for the discharge of their duties.

The proposals of the Remuneration Committee are fully reported in the minutes of the Board of Directors meetings at which they are drawn up and are reported in the minutes book of the Remuneration Committee.

The Executives Directors do not take part in the Committee's meetings.

The Remuneration Committee presents proposals or expresses opinions to the Board of Directors on the remuneration of Executive Directors and other Executives with strategic responsibilities of the Group.

**c. Details of independent experts involved in the preparation of the remuneration policy**

No independent experts were utilised in the preparation of the remuneration policy.

**d. Purposes of the remuneration policy, underlying principles and any changes to the policy compared to the previous year.**

The remuneration policy of BasicNet S.p.A., described below, has been prepared with reference to the financial years 2019, 2020 and 2021, in line with the mandate of the Directors in office, without prejudice to the need to intervene, also in consideration of regulatory changes in implementation of EU Directive 828/2017 on Shareholders' Rights, which will be adequately examined and brought to the attention of the Board of Directors and, in the case of substantial interventions, to the Shareholders' Meeting. The purpose of the remuneration policy, in continuity with previous years, is to establish in the Company's interest a remuneration that is adequate to attract, retain and motivate Directors and Managers with strategic responsibilities with the professional qualities required to successfully oversee the management of the Company and the Group and to align interests with the pursuit of the priority objective of creating value for all shareholders in the medium to long term.

The principles underlying the remuneration policy are:

- (i) ensure that the fixed remuneration shall not only sufficiently but adequately remunerate the performance of the Managers with strategic responsibilities;
- (ii) variable remuneration is not provided for *ex-ante* when partial performance targets are reached, with the aim of maximising the focus of resources on the ultimate corporate objective of creating value, and to encourage teamwork and a sense of belonging to BasicNet, maximising the exchange of experience and dialogue between the managers of the various Group companies, as well as the process of problem-solving and timely intervention to overcome short-term obstacles, at the same time lowering the level of competition between them. This principle has been carefully assessed in relation to the Group's corporate culture, which is a recognized, rooted and key element of BasicNet's success;
- (iii) fostering the loyalty and protection of the Group's key personnel, encouraging their permanence, through the development of internal professional growth and the recognition of benefits to employees.

Exceptionally and non-recurrently, the Board of Directors, subject to the opinion of the Remuneration Committee, or the Chief Executive Officer with reference to other Executives, may grant any form of extraordinary recognition to Executive Directors and/or Executives with strategic responsibilities, in the form of one-off payments, in relation to their specific contribution to the achievement, or methods of achievement, of particular strategic or operating results or, exceptionally, with the aim of retaining personnel.

**e. Description of the fixed and variable remuneration component policies, particularly in relation to the weighting in terms of overall remuneration and a distinction between the short and long-term variable component.**

The remuneration structure establishes:

- a fixed remuneration, based on the responsibility and competences related to the office held by each Director. The fixed component is sufficient to remunerate the performance of the Director according to the responsibilities of his or her office, regardless of the additional component or



bonus, if any; the remuneration policy does not provide for any contractually agreed variable remuneration component in the Group's remuneration structure.

- subject to the non-existence of any variable remuneration components in the Group remuneration contractual structure, the Board of Directors, on the proposal of the Remuneration Committee, and having consulted the Related Parties Committee, reserves the faculty to establish any additional remuneration component. This amount is normally identified on approval of the preliminary results where advances for the key financial indicators are reported on the previous year and the forecast result for the current year. For Executives with strategic responsibilities, any additional compensation is, in principle, intended to reward strong results by the entire Company, with joint responsibility among management and the possibility to determine such.

**f. Policy in relation to non-monetary benefits.**

In addition to the fixed component, a number of non-monetary benefits may be conferred, such as, for example purposes, life or health insurance policies for Directors and/or the allocation of a motor vehicle, also for private use. In addition, the Chairperson of BasicNet S.p.A., for the duration of mandate, is granted use of a property located within the “BasicVillage” in Turin called “Foresteria – loft People on the move.”

**g. Description of the performance objectives upon which the variable components are based and disclosure on the link between the change in results and the change in remuneration.**

The Group has not introduced remuneration plans based on an evaluation of the performance objectives or on financial instruments of any type.

**h. Criteria utilised for the evaluation of the performance objectives on which the conferment of shares, options, other financial instruments or other variable remuneration components is based.**

The Group has not introduced remuneration plans based on an evaluation of the performance objectives or on financial instruments of any type.

**i. Information establishing the link between the remuneration policy and the pursuit of long-term corporate goals and with the risk management policy, where established.**

The structure of the fixed remuneration is established so as to produce conduct focused on the development of operations and the medium/long-term results and to encourage the undertaking of responsibility for such, without possible deviations which encourage the contractualisation of variable emoluments paid on the basis of short-term results. The Board in fact considers that the fixed remuneration allocated is in line with market rates and does not require further parameterisation of the variable.

**j. Vesting periods, any systems of deferred payment and indexing of deferred payments and the criteria utilised for the determination of these periods and, if established, ex-post correction mechanisms.**

This is not applicable to the Group remuneration policies.

**• Claw-back Clause**

There are no contractual clauses which permit the company to request the repayment, in full or in part, of the variable component of the remuneration paid, determined on the basis of figures which subsequently are manifestly erroneous in the view of the fact, and also outlined in the previous point e) that any additional remuneration is awarded ex-post.

- k. **Clauses for the maintenance in portfolio of financial instruments after their acquisition: maintenance periods and criteria utilised for the establishment of this period.**

This is not applicable to the Group remuneration policies.

- l. **Policy relating to benefits on termination of office, with specification of the circumstances giving rise to such rights and any link between this benefit and the Company performance.**

The Board, on the indication of the Shareholders' Meeting, and where the Meeting itself has not decided, establishes the amount of post-employment benefits through an annual allocation, also provided through a leading insurance company, on behalf of the Company, of an insurance policy, related to an annual constant premium of an amount equalling the amount of the post-employment benefit, in favour of the Chairperson or other Executive Directors.

The Board may approve an indemnity in the case of the advanced conclusion of mandate to the Chairperson or other Executive Directors.

The Board of Directors may sign non-competition agreements with Executive Directors for a period subsequent to the conclusion of mandate, establishing a fee for this commitment.

There is no link between such benefits and the Company performance.

- m. **Insurance coverage, social security or pension payments, other than obligatory payments.**

Insurance coverage, social security or pension payments, other than the obligatory payments, are not provided for, with the exception of any non-monetary benefits represented by life or health policies for a number of Executive Directors.

A third-party D&O - Directors' & Officers' Liability civil liability policy covers the corporate boards and the Executives for circumstances relating to the exercise of their functions, excluding incidences of fraud. This however concerns insurance cover (structurally not consisting of consideration) signed independently of the company for the benefit of all Group Directors and Statutory Auditors in office.

- n. **Remuneration policy in relation to: (i) Independent Directors;(ii) Committee attendance and (iii) the discharge of particular positions (Chairperson, Vice Chairperson).**

The Shareholders' Meeting did not provide for different remuneration for Independent Directors compared with the other members of the Board of Directors.

The remuneration for the Control and Risk Committees, the Supervisory Board, the Executive Officer for Financial Reporting and the Internal Audit Manager is decided by the Board of Directors on the proposal of the Remuneration Committee, having consulted the Board of Statutory Auditors. The remuneration of the Remuneration Committee is decided by the Board of Directors, having consulted the Board of Statutory Auditors. There is no additional remuneration for Committee Chairpersons.

The remuneration of Executive Directors, Executives with strategic responsibilities is decided by the Board of Directors, on the proposal of the Remuneration Committee after consulting the Board of Statutory Auditors. As part of its remuneration policies, the Committee proposes the remuneration of BasicNet's Directors and Executives with strategic responsibilities who hold operational positions with the subsidiaries.

The fees for the Board of Statutory Auditors are determined by the Shareholders' Meeting pursuant to Article 2402 of the Civil Code. The remuneration takes into account the responsibilities and commitment of the members of the Board of Statutory Auditors and any in-depth analysis of the quantification of the commitment required, formulated by the outgoing Board of Statutory Auditors in view of the Shareholders' Meeting called to determine the remuneration of the control board.

- o. **Remuneration policy established using the policies of other companies as a benchmark, and the criteria utilised for the choice of these companies.**

For the setting of the remuneration policy, BasicNet did not refer to the remuneration policies of other companies;

o-bis **The elements of the remuneration policy from which, in the presence of exceptional circumstances, it is possible to derogate, and without prejudice to the provisions of Regulation No. 17221 of March 12, 2010, any further procedural conditions under which the derogation may be applied.**

Given the discretion that the Board has reserved for itself, the allocation of any bonuses or additional remuneration components to Directors and Executives with strategic responsibilities must be approved in accordance with Regulation No. 17221 of March 12, 2010.

## **SECTION 2**

The items comprising the remuneration of Directors, Corporate Boards and Executives with strategic responsibilities of the Company is outlined below. Please note that there are no General Managers or Executives with strategic responsibilities who are not members of the Board of Directors of BasicNet S.p.A., with the exception of the Chairman of BasicItalia S.p.A..

The Board of Directors and the Board of Statutory Auditors at the date of this report comprised:

### **Board of Directors**

Name	Office held on the Board	Office held on the Committees	
		Remuneration Committee	Committee Control and Risks and Related Parties Committee
Marco Boglione	Chairman		
Daniela Ovazza	Non-Executive Vice Chairperson	Member	
Federico Trono	Chief Executive Officer		
Alessandro Boglione	Director		
Lorenzo Boglione	Director		
Veerle Bouckaert	Non-Executive Director		
Paola Bruschi	Director		
Elisa Corgi	Independent and Non-Executive Director	Member	Member
Cristiano Fiorio	Independent and Non-Executive Director		Member
Francesco Genovese	Non-Executive Director		
Renate Hendlmeier	Independent and Non-Executive Director	Member	Chairman
Alessandro Jorio	Non-Executive Director		
Adriano Marconetto	Independent and Non-Executive Director – Lead Independent Director	Member	Member
Carlo Pavesio	Non-Executive Director	Chairman	

## Board of Statutory Auditors

Name and Surname	Office held on the Board
Maria Francesca Talamonti	Chairman
Sergio Duca	Statutory Auditor
Alberto Pession	Statutory Auditor
Giulia De Martino	Alternate Auditor
Maurizio Ferrero	Alternate Auditor

The Board of Directors in the meeting of April 19, 2019 recognized Ms. Elisabetta Rolando as a Executive with strategic responsibilities of the Group, who holds the position of Chairperson of the Board of Directors of BasicItalia S.p.A., Sole Director of Aprica Costruzioni Srl and Chief Executive Officer of BasicAir S.r.l..

The fees reported in Part Two of this Section refer to the 2019 financial year.

- **Remuneration of the members of the Board of Directors**

The Shareholders' Meeting of April 19, 2019 resolved to grant an annual fee of Euro 20 thousand, for each of the Directors, in line with the previous mandate.

- **Remuneration for particular duties**

The Board of Directors met on April 19, 2019, following the Shareholders' Meeting that appointed the new members of the Board of Directors, in accordance with the powers granted, on the proposal of the Remuneration Committee and with the favourable opinion of the Board of Statutory Auditors, and resolved to grant:

- to the **Chairman of the Board of Directors** Marco Daniele Boglione:

- (a) a fee of Euro 1 million on an annual basis, gross of withholding taxes;
- (b) to confirm, as per the Shareholders' Meeting motion, as per the previous three-year period, an annual allocation of Euro 500 thousand as Post-Employment Benefits, proposing the assignment, from a leading insurance company, in the name of the company, of an insurance policy, related to an annual constant premium of an amount equal to the amount of the post-employment benefit approved and the assignment as beneficiary of the capital guaranteed on maturity of the policy the same insured Director, or persons indicated by him in the case of death, granting to these parties the right to receive any gains from the insurance policy, to be considered as supplements of the above-stated indemnity;
- (c) a "term-life constant capital" life policy for an insured capital amount of Euro 1.5 million;
- (d) to confirm, in continuity with the previous three years, the use of the property unit located within the BasicVillage and called "Foresteria - Loft People on the movie" and the recognition of the related expenses, with a normal value of Euro 85 thousand Euro per year;
- (e) to establish that, as per the previous three-year period - on conclusion of office, or of duties, for revocation, except for just cause, or resignation for just cause - an all-inclusive indemnity, which according to the time of interruption of mandate (the "Event") during the three-year period, will amount to: (i) an amount equal to the difference between the overall remuneration

indicated above at letters a), b) and c), matured at the date of the Event, and the overall remuneration indicated above on an annual basis, in addition to a fixed sum of Euro 2 million, gross of withholding taxes, where the Event takes place during 2019; (ii) an amount equal to the overall remuneration indicated above at letters a), b) and c), matured at the date of the Event, in addition to a fixed sum of Euro 1.750 million, gross of withholding taxes, where the Event occurs during 2020; and (iii) an amount equal to the overall remuneration indicated above at letters a), b) and c), matured at the date of the Event, in addition to a fixed sum of Euro 1.5 million, gross of withholding taxes, where the Event occurs during 2021 or on a subsequent date until the conclusion of mandate;

- to the **Chief Executive Officer**, Federico Trono, a remuneration of Euro 240 thousand on an annual basis, gross of withholding taxes, in addition to the gross annual remuneration of Euro 128,745;
- to the other **Directors with Delegated Powers** and the **Members of the Committees**, as well as the persons in charge of the internal control bodies:
  - 1) to the Director, Paola Bruschi, a fee of Euro 40,000 per year for the position of Executive Officer for Financial Reporting at BasicNet S.p.A., a fee of 2,000 Euro as a member of the Supervisory Board of BasicItalia S.p.A., in addition to the annual gross remuneration of Euro 138,745;
  - 2) to the newly elected Mr. Lorenzo Boglione an annual gross remuneration of 100,000 Euro depending on the operational positions at the other companies of the Group, in addition to annual gross remuneration of Euro 91,000;
  - 3) to the newly elected Mr. Alessandro Boglione an annual gross remuneration of Euro 100,000 depending on the operational positions at the other companies of the Group, in addition to annual gross remuneration of Euro 91,000;
  - 4) to the Executive with strategic responsibilities Elisabetta Rolando remuneration totalling Euro 140 thousand depending on the operational positions at the other companies of the Group, in addition to annual gross remuneration of Euro 80,000 thousand.

The above remuneration was determined taking into account that the Executive Directors, Federico Trono, Alessandro Boglione, Lorenzo Boglione and Paola Bruschi and the Executive with strategic responsibilities Elisabetta Rolando are Executives of BasicNet S.p.A. and Directors of other Group subsidiaries.

- **Committee Remuneration:**

Each member of the Remuneration Committee and the Control and Risks Committee receives a fixed fee of Euro 5 thousand gross annually, determined at the Board of Directors' meeting of April 19, 2019 (in continuity with the previous mandate).

- **Non-monetary benefits**

Non-monetary benefits are indicated in the previous paragraph with regard to the remuneration of the Chairperson of the Board of Directors.

- **Post-employment benefits:**

The termination indemnity attributed to the Chairperson of the Board of Directors is indicated in the previous paragraph with regard to remuneration.

- **Indemnity of the Directors in case of dismissal or termination of employment following a public purchase offer.**

The indemnities due in the event of resignation, dismissal or termination of employment following a takeover bid are indicated in the preceding paragraph on remuneration of the Chairperson of the Board of Directors.

Meeting on conclusion of the Shareholders' Meeting on April 19, 2019, the Board of Directors confirmed the non-renewal indemnity for the previous Chief Executive Officer, Mr. Gianni Crespi, for a total of Euro 150 thousand, as per the Board of Directors resolution of May 13, 2016.

**Table 1 – Remuneration paid to Directors, Statutory Auditors, General Managers and other Executives with strategic responsibilities.**

The following table breaks down the remuneration of Directors, Statutory Auditors, General Managers and, at an aggregate level, other Executives with strategic responsibilities. Separate indication is provided of remuneration received from subsidiaries and/or associated companies. All parties which during the year have held the above offices are included, even if for a portion of the year. Remuneration concerns that accrued in the year. Post-employment indemnity is indicated for the period in which it matured, even if not paid, for those concluding employment during the year or for those reaching the end of mandate and/or contract.

Name	Description of office			Fixed Remun.			Non-equity variable remuneration						
	Office held	Period of office	Cond. of office	Emoluments approved by Shareholders' Meeting	Remuneration as per Art. 2389 CC	Employee	Remun. for committee attendance	Bonuses and other incentives	Profit sharing	Non-monetary benefits	Other remuneration	Total	Post-employment benefits
<b>Directors</b>													
Marco Boglione (1)	Chairman	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				20,000	958,667					107,065	500,000	1,585,732	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>20,000</b>	<b>958,667</b>					<b>107,065</b>	<b>500,000</b>	<b>1,585,732</b>	
Daniela Ovazza (2)	Vice Chairperson	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				20,000			5,000					25,000	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>20,000</b>			<b>5,000</b>					<b>25,000</b>	
Federico Trono (3)	Chief Executive Officer	19/04/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				13,333	160,000	85,830						259,163	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>13,333</b>	<b>160,000</b>	<b>85,830</b>						<b>259,163</b>	
Lorenzo Boglione (4)	Senior Executive	01/01/2019-19/04/2019											
(I) Remuneration from company preparing the accounts						30,333						30,333	
(II) Remuneration from subsidiaries and associates					14,000							14,000	
<b>Total</b>													
	Director	19/04/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				13,333		60,667						74,000	
(II) Remuneration from subsidiaries and associates					66,667							66,667	
<b>Total</b>				<b>13,333</b>	<b>80,667</b>	<b>91,000</b>						<b>185,000</b>	
Alessandro Boglione (5)	Senior Executive	01/01/2019-19/04/2019											
(I) Remuneration from company preparing the accounts						30,333						30,333	
(II) Remuneration from subsidiaries and associates					14,000							14,000	
<b>Total</b>													
	Director	19/04/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				13,333		60,667						74,000	
(II) Remuneration from subsidiaries and associates					66,667							66,667	
<b>Total</b>				<b>13,333</b>	<b>80,667</b>	<b>91,000</b>						<b>185,000</b>	
Veerle Bouckaert (6)	Director	19/04/2019-31/12/2019											
(I) Remuneration from company preparing the accounts				13,333		56,000						69,333	
(II) Remuneration from subsidiaries and associates					6,667							6,667	
<b>Total</b>				<b>13,333</b>	<b>6,667</b>	<b>56,000</b>						<b>76,000</b>	
Paola Bruschi (7)	Director	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				20,000	28,333	138,745						187,078	
(II) Remuneration from subsidiaries and associates											2,000	2,000	
<b>Total</b>				<b>20,000</b>	<b>28,333</b>	<b>138,745</b>					<b>2,000</b>	<b>189,078</b>	
Elisa Corghi (8)	Director	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				20,000			10,000					30,000	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>20,000</b>			<b>10,000</b>					<b>30,000</b>	
Cristiano Florio (9)	Director	19/04/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				13,333			2,083					15,417	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>13,333</b>			<b>2,083</b>					<b>15,417</b>	
Francesco Genovese (10)	Director	19/04/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				13,333		39,573						52,907	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>13,333</b>		<b>39,573</b>						<b>52,907</b>	
Renate Hendlmeier (11)	Director	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				20,000			10,000					30,000	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>20,000</b>			<b>10,000</b>					<b>30,000</b>	
Alessandro Jorio (12)	Director	19/04/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				13,333		66,750						80,083	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>13,333</b>		<b>66,750</b>						<b>80,083</b>	
Adriano Marconetto (13)	Independent Director	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				20,000			10,000					30,000	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>20,000</b>			<b>10,000</b>					<b>30,000</b>	
Carlo Pavesio (14)	Independent Director	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				20,000			5,000					25,000	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>20,000</b>			<b>5,000</b>					<b>25,000</b>	
Gianni Crespi (15)	Chief Executive Officer	01/01/2019-19/04/2019	approv. 2018 accounts										
(I) Remuneration from company preparing the accounts				6,667	150,000					15,741		172,408	150,000
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>6,667</b>	<b>150,000</b>					<b>15,741</b>		<b>172,408</b>	<b>150,000</b>
Paolo Cafasso (16)	Director	01/01/2019-19/04/2019	approv. 2018 accounts										
(I) Remuneration from company preparing the accounts				6,667	11,667	33,609						51,943	
(II) Remuneration from subsidiaries and associates					20,000							20,000	
<b>Total</b>				<b>6,667</b>	<b>31,667</b>	<b>33,609</b>						<b>71,943</b>	
Alessandro Gabetti	Independent Director	01/01/2019-19/04/2019	approv. 2018 accounts										
(I) Remuneration from company preparing the accounts				6,667								6,667	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>6,667</b>								<b>6,667</b>	
Elisabetta Rolando (17)	Director	01/01/2019-19/04/2019	approv. 2018 accounts										
(I) Remuneration from company preparing the accounts				6,667		26,667						33,333	
(II) Remuneration from subsidiaries and associates					40,000							40,000	
<b>Total</b>													
	Senior Executive	20/04/2019-31/12/2019											
(I) Remuneration from company preparing the accounts													
(II) Remuneration from subsidiaries and associates						93,333	53,333					146,667	
<b>Total</b>				<b>6,667</b>	<b>133,333</b>	<b>80,000</b>						<b>220,000</b>	
Franco Spalla	Director	01/01/2019-19/04/2019	approv. 2018 accounts										
(I) Remuneration from company preparing the accounts				6,667								6,667	
(II) Remuneration from subsidiaries and associates													
<b>Total</b>				<b>6,667</b>								<b>6,667</b>	



## **NOTE:**

- (1) “Non-monetary benefits” relate to a “term-life constant capital” life policy for an insured capital amount of Euro 1.5 million and for Euro 22,065 the use of the residential unit located at the “BasicVillage” called “Foresteria – Loft People on the move” and the relative expenses, of a normal value of Euro 85 thousand annually.  
“Other remuneration” relates to the annual allocation of Post-employment benefits.
- (2) Compensation for participation in committees as a member of the Remuneration Committee.
- (3) Gross remuneration is indicated *pro-rata* from the date of appointment.
- (4) Previously identified as Group Executive . Remuneration pursuant to Article 2389 of the Civil Code is received as a representative of the Italian branches Superga Trademark S.A. (Euro 40,333) and Basic Trademark S.A. (Euro 40,333) now called Superga Trademark S.r.l. and Basic Trademark S.r.l. respectively.
- (5) Previously identified as Group Executive with strategic responsibilities. Remuneration pursuant to Article 2389 of the Civil Code is received as Chief Executive Officer of BasicItalia S.p.A.
- (6) Remuneration pursuant to art. 2389 of the Civil Code is received as a Member of the Board of Directors of BasicProperties B.V. (now Basic Properties S.r.l.)
- (7) Remuneration pursuant to Article 2389 of the Civil Code concerns the office of Director in charge of the internal control and risk management system, assigned by the Board of Directors at the meeting held on April 28, 2016, and of Executive responsible for the accounting records and Director in charge of the internal control and risk management system, assigned by the Board of Directors at the meeting held on April 19, 2019. The other remuneration is received as a member of the Supervisory Board of the subsidiary BasicItalia S.p.A.
- (8) Remuneration for participation in committees as a member of the Remuneration Committee (Euro 5,000) and the Control and Risk Committee (Euro 5,000).
- (9) Remuneration for participation in committees as a member of the Control and Risks Committee appointed on July 25, 2019.
- (10) Gross remuneration is indicated *pro-rata* from the date of appointment.
- (11) Remuneration for participation in committees as a member of the Remuneration Committee (Euro 5,000) and Chairperson of the Control and Risks Committee (Euro 5,000).
- (12) Gross remuneration is indicated *pro-rata* from the date of appointment.
- (13) Remuneration for participation in committees as a member of the Remuneration Committee (Euro 5,000) and the Control and Risk Committee (Euro 5,000).
- (14) Remuneration for participation in committees as Chairperson of the Remuneration Committee (Euro 5,000).
- (15) Termination of office indemnity resolved by the Board of Directors at the time of appointment on April 28, 2016.
- (16) Remuneration pursuant to Article 2389 of the Civil Code concerns the office of Executive responsible for the accounting records, assigned by the Board of Directors at the meeting held on May 13, 2106. remuneration from other subsidiaries concerns the office of legal representative at BasicItalia S.p.A and in the Italian branches Superga Trademark S.A and Basic Trademark S.A (now Superga Trademark S.r.l and Basic Trademark S.r.l respectively), and as Executive with Delegated Powers of BasicVillage S.p.A. It is expressed *pro-rata* until conclusion of the position within BasicNet S.p.A.
- (17) The remuneration pursuant to Article 2389 of the Civil Code refers to the position of Chairperson of the Board of Directors of BasicItalia S.p.A. indicated *pro-rata* until the conclusion of office at BasicNet S.p.A..

Description of office				Fixed Remun.			Non-equity variable						
Name	Office held	Period of office	Concl. of office	Emoluments approved by Shareholders' Meeting	Remuneration as per Art. 2389 CC	Employee	Remun. for committee attendance	Bonuses and other incentives	Profit sharing	Non-monetary benefits	Other remuneration	Total	Post-employment benefits
Maria Francesca Talamonti	Chairman	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				36,000								36,000	
(II) Remuneration from subsidiaries and associates													
Total				36,000								36,000	
Sergio Duca	Statutory Auditor	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				24,000								24,000	
(II) Remuneration from subsidiaries and associates													
Total				24,000								24,000	
Alberto Pession (18)	Statutory Auditor	01/01/2019-31/12/2019	approv. 2021 accounts										
(I) Remuneration from company preparing the accounts				24,000								24,000	
(II) Remuneration from subsidiaries and associates				11,475								11,475	
Total				35,475								35,475	

(18) Remuneration from subsidiaries and associates received as Statutory Auditor of the subsidiaries BasicVillage S.p.A. (Euro 2,975) and BasicItalia S.p.A. (Euro 8,500) appointed by the Shareholders' Meeting of April 19, 2019.

**Investments held by the members of the Board of Directors and Control Boards and by Executives with strategic responsibilities**

Name	Office	Investee	Number of shares held at end of 2018	Number of shares purchased	Number of shares sold	Number of shares held at end of 2019
Marco BOGLIONE(*)	Chairman	BasicNet	20,517,733			20,517,733
Lorenzo Boglione	Director	BasicNet	21,580			21,580
Alessandro Boglione	Director	BasicNet	14,604			14,604
Renate HENDLMEIER	Director	BasicNet	2,000			2,000
Carlo PAVESIO	Director	BasicNet	100,000			100,000
Name	Office	Investee	Number of shares held at end of 2018	Number of shares purchased	Number of shares sold	Number of shares held upon conclusion of mandate at April 19, 2019
Giovanni CRESPI	Director	BasicNet	123,200			123,200
Alessandro GABETTI (**)	Director	BasicNet	796,350			796,350

(\*) 20,206,065 shares held through the subsidiary BasicWorld S.r.l. and 311,668 held directly

(\*\*) 225,000 held by spouse

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