



## **Remuneration report**

**pursuant to Art. 123-ter of the Consolidated Finance Act and Art. 84-quater of the Issuers' Regulation**

Date of approval: 12 September 2017

**Digital Bros S.p.A.**

Via Tortona, 37 – 20144 Milan, Italy

VAT No. and tax code 09554160151

Share capital: Euro 6,024,344.8 of which Euro 5,704,334.80 subscribed

Milan Companies Register No. 290680 - Vol. 7394 Chamber of Commerce No. 1302132

This report is available in the Investors section of the website at [www.digitalbros.com](http://www.digitalbros.com)

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This remuneration report (the “**Report**”) has been prepared in accordance with article 123-ter of Legislative Decree 58 (the “**Consolidated Finance Act**”) and with article 84-quater of the Consob Regulation adopted with resolution No. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulation**”).

The Report has two sections:

- section I, which describes the policy adopted for the remuneration of the administrative bodies and key managers, together with the procedures used to adopt the policy;
- section II, which provides an itemised breakdown of the components of the remuneration of the members of the Board of Directors and the control bodies, as well as the remuneration of key managers, highlighting consistency with remuneration policy.

The tables envisaged by the Issuers’ Regulation have been attached to the Report.

## **SECTION I**

The first section of the Report describes the remuneration policy adopted by the Company (hereinafter the “**Policy**” or the “**Remuneration Policy**”) that establishes the principles and guidelines that Digital Bros Group uses to determine and monitor the application of remuneration practices for board members and key managers.

The Remuneration Policy was approved by the Board of Directors on 12 September 2017 as proposed by the Remuneration Committee, in implementation of the recommendations of the Corporate Governance Code for listed companies. The remuneration report will be submitted for review by and a consultative vote of the shareholders in general meeting.

The related party transactions procedure adopted by the Company, particularly pursuant to the Regulation laid down by Consob Resolution No. 17221/2010 and subsequent amendments, establishes that the procedure does not apply to resolutions concerning the remuneration of directors assigned key tasks and other key managers, except as regards any possible disclosures to be made in financial reports for the reporting period, as specified therein, as long as:

- i) the Company has adopted a remuneration policy drawn up by a committee consisting solely of directors or non-executive directors, the majority of whom are independent;
- ii) a report has been submitted for approval by or a consultative vote of the shareholders that sets out the Remuneration Policy;
- iii) the remuneration awarded is consistent with said policy.

In preparing remuneration proposals, the remuneration committee did not consider it necessary to seek direct assistance from independent experts.

Without prejudice to matters which fall within the competence of the shareholders in general meeting in accordance with the law and the Articles of Association, the implementation of the Remuneration Policy is the responsibility of the Board of Directors, as regards the determination of the remuneration for the office of Managing Director and of the Managing Director himself, with reference to the remuneration to be awarded to other key managers (also by way of indication and proposal to the competent bodies of subsidiaries).

## **1. Persons involved in the preparation and approval of the Remuneration Policy**

The main persons and bodies involved in the preparation and approval of the Remuneration Policy are the shareholders in general meeting, the Board of Directors, the remuneration committee and the Board of Statutory Auditors.

### **1.1 Board of Directors**

The Board of Directors:

- establishes an internal remuneration committee;
- determines the remuneration of directors assigned specific duties, having consulted with the Board of Statutory Auditors, and as proposed by the remuneration committee;
- as proposed by the remuneration committee, determines the Remuneration Policy;
- approves the remuneration report;
- prepares any remuneration plans based on shares or other financial instruments intended for directors, employees and collaborators, including key managers, submits them for the approval of the shareholders in general meeting in accordance with article 114-bis of the Consolidated Finance Act and ensures their implementation.

### **1.2 Remuneration Committee**

The Company's remuneration committee, which was established by the Board of Directors, as envisaged by the Corporate Governance Code, consists entirely of non-executive and independent directors and no changes were made thereto during the financial year. The committee is made up as follows:

Guido Guetta – independent director - chairman

Elena Morini – independent director - member

Bruno Soresina – independent director - member.

The remuneration committee is responsible for:

- submitting proposals to the Board of Directors for the remuneration of the Managing Director and other directors assigned specific duties and for monitoring the application thereof;
- periodically assessing the criteria adopted for the remuneration of key management personnel and for assisting the Board of Directors with the identification of key managers;
- monitoring the application of said criteria on the basis of information provided by the Managing Directors;
- providing the Board of Directors with general recommendations on remuneration, as well as the determination of the performance objectives related to the variable remuneration component, verifying that the objectives are effectively achieved;
- assisting the Board of Directors with the preparation and implementation of any share- or financial instrument-based remuneration plans;
- assisting the Board of Directors with the preparation of the remuneration report.

The Remuneration Policy has therefore been outlined by the remuneration committee and approved by the Board of Directors.

### **1.3 General meetings of shareholders**

As regards remuneration, the shareholders in general meeting:

- determine the remuneration of the members of the Board of Directors and the Board of Statutory Auditors in accordance with Article 2364, paragraph 1 3) of the Italian Civil Code;
- express a consultative opinion on the Report on Remuneration Policy as approved by the Board of Directors;
- approve any remuneration plans based on shares or other financial instruments intended for directors, employees and collaborators, including key managers, in accordance with article 114-bis of the Consolidated Finance Act.

### **1.4 Board of Statutory Auditors**

The Board of Statutory Auditors expresses an opinion on the proposed remuneration of directors and directors assigned specific duties, verifying the consistency of the proposals with the Remuneration Policy.

## **2. Principles and purposes of the Remuneration Policy**

The remuneration of directors, general managers and key managers is established in such a way as to ensure a remuneration structure that acknowledges the professional value of the persons involved and to enable a suitable balancing of fixed and variable components, with the aim of creating value that is sustainable in the medium- and long-term, and to guarantee a correlation between remuneration and specific performance objectives.

The policy intends to motivate resources to excel in the performance of their duties and the assumption of responsibilities assigned thereto, to guarantee a suitable balance between the variable remuneration component and the fixed component and to strike a balance between the short- and medium/long-term criteria.

The guidelines on which the Remuneration Policy is based are indicated below:

- the fixed component must be sufficient to remunerate the performance of the person concerned should the variable component not be assigned due to failure to achieve the relevant objectives;
- the short- and medium/long-term variable component is quantitatively limited and is only awarded upon the achievement of certain objectives (“ON/OFF” mechanism”);
- the short-term variable component is measured based mainly on earnings objectives for the financial year;
- the medium/long-term variable component considers the strategic objectives and related business risks assumed by the Company and the award thereof is tied to the achievement of the objectives set out in the 2014-2017 strategic plan.

The performance objectives are:

- priority, insofar as they are connected directly with the Company’s medium/long-term strategy;
- specific, insofar as they are clear and concrete in terms of the results expected;
- measurable, insofar as they are assessed using clear, predefined indicators;
- realistic, insofar as they are considered as capable of being achieved, albeit challenging and ambitious;
- defined in terms of time.

The variable components shall be awarded only upon the achievement of the established objective. The amount of the incentive to be paid to each person involved is determined based on actual results achieved. Although the risk management policy has been formalised, no performance objectives have been assigned in relation thereto.

The variable component consists of a short-term component and a medium/long-term component. The former has remained unchanged with respect to previous years and envisages the disbursement of a variable portion of up to 15%

for the two Managing Directors and up to 30% for key managers. The vesting mechanism is linked exclusively to parameters based on earnings for the financial year and is disbursed after Board approval of the draft financial statements.

Effective as from the year ended 30 June 2015, a second variable medium/long-term objective has been introduced for Managing Directors and key managers equating to 12% of gross annual remuneration. This incentive vests annually based on objectives tied to the trend of gross average debt, as envisaged in the 2014-2017 strategic plan approved by the Board of Directors on 12 September 2014. Payment of the incentive shall be deferred until after approval of the draft financial statements for the year ended 30 June 2017.

Should the Company carry out any exceptional transactions, in terms of their strategic importance and effects on the Company's results, the Board of Directors, as proposed by the remuneration committee, has the right to assign, at its discretion, specific bonuses to executive directors and key managers.

No insurance cover, social security and/or pension plans have been stipulated over and above those that are compulsory. The only non-monetary benefits disbursed to Managing Directors and key managers consist of the private and work-related use of a company car.

The Company may resort to incentive and loyalty plans based on shares or other financial instruments intended for directors, employees and collaborators, including key managers, in accordance with Article 114-bis of the Consolidated Finance Act.

As far as incentive plans based on financial instruments pursuant to Art. 114-bis of the Consolidated Finance Act are concerned, the Remuneration Policy states that vesting periods may be introduced in relation thereto.

As regards the current Stock Option Plan pursuant to Art. 114-bis of the Consolidated Finance Act, details thereof are provided in the Information Document prepared in accordance with Art. 84-bis of Consob Regulation 11971 of 14 May 1999 that has been published in the Investors/Corporate Governance section of the Company's website at [www.digitalbros.com](http://www.digitalbros.com), in compliance with Art. 123-ter, paragraph 5, of the Consolidated Finance Act.

The Remuneration Policy does not envisage the execution of any agreements regulating financial terms ex ante in the event of resignation from office or in relation to early termination of employment by the Company or party concerned, nor indeed in favour of directors or key managers.

In determining the Remuneration Policy, the Company did not refer to remuneration policies implemented by other companies, nor did it seek any assistance from independent experts.

The remuneration of non-executive directors is not tied to the Company's financial results. Non-executive directors are not awarded share-based incentive plans. The remuneration of non-executive directors is established as a fixed amount upon board approval of remuneration, whereby allocation is made of the amount specified by the shareholders in general meeting.

The Remuneration Policy does not envisage any non-monetary benefits for non-executive directors. Remuneration of non-executive directors is also established based on attendance at meetings of the control and risk committee and of the remuneration committee with a higher amount envisaged for committee chairmen.

## **SECTION II Remuneration paid to members of the boards of directors and statutory auditors, general managers and other key managers**

The remuneration of the members of the Board of Directors was approved by the Board of Directors on 13 November 2014, having consulted with the Board of Statutory Auditors and as proposed by the remuneration committee.

The table below shows the emoluments received by the Board of Directors and key managers during the year, according to the criteria laid down in Annex 3A of the Issuers' Regulation.

The table includes all those who held office during the year, even for a fraction of the period.

As at the date of this Report, the Company had not identified any key managers, with the exception of executive directors serving on the Board of Directors.

### ***Executive directors' fees***

The chairman and managing director, Abramo Galante, and the managing director, Raffaele Galante, each receive the same annual remuneration:

<i>Amounts in Euro</i>	Year ended 30 June 2016	Year ended 30 June 2017
Fixed remuneration for execution of mandate	366,700	366,700
Variable remuneration for execution of mandate	81,225	112,450
<b>Total remuneration for execution of mandate</b>	<b>447,925</b>	<b>479,150</b>
Fixed remuneration for managerial role	59,360	59,920
Variable remuneration for managerial role	0	0
Fringe benefits (car)	3,883	3,892
Non-compete agreement	0	0
<b>Total remuneration for managerial role</b>	<b>63,243</b>	<b>63,812</b>
Total remuneration from other subsidiaries	0	0
<b>Total remuneration</b>	<b>511,168</b>	<b>542,962</b>



The variable remuneration consists of a Euro 50,000 bonus based on medium/long-term objectives and a Euro 62,450 bonus based on short-term objectives.

The chairman and managing director, Abramo Galante, and the managing director, Raffaele Galante, have been designated as beneficiaries, in connection with the Company's "2016-2026 Stock Option Plan", which was approved by the shareholders in general meeting on 11 January 2017, of 200,000 options each, valid for the subscription of 200,000 Digital Bros ordinary shares (in the ratio of 1 new ordinary share for each option exercised) for a subscription price for each option of Euro 10.61 corresponding to the average reference price of the shares recorded on the STAR segment of the MTA market in the half-year prior to the grant date.

As regards the current Stock Option Plan pursuant to Art. 114-bis of the Consolidated Finance Act, details thereof are provided in the Information Document prepared in accordance with Art. 84-bis of Consob Regulation 11971 of 14 May 1999 that has been published in the Investors/Corporate Governance section of the Company's website at [www.digitalbros.com](http://www.digitalbros.com), in compliance with Art. 123-ter, paragraph 5, of the Consolidated Finance Act.

There are no agreements envisaging an indemnity in the event of the early termination of employment nor for termination of office.

The executive director Stefano Salbe does not receive any specific remuneration for the office of director as this is included in his salary as manager with Digital Bros. His total remuneration was:

<i>Amounts in Euro</i>	Year ended 30 June 2016	Year ended 30 June 2017
Fixed remuneration for execution of mandate	0	0
Variable remuneration for execution of mandate	0	0
<b>Total remuneration for execution of mandate</b>	<b>0</b>	<b>0</b>
Fixed remuneration for managerial role	181,391	181,951
Variable remuneration for managerial role	58,519	93,883
Fringe benefits (car)	3,623	3,892
Non-compete agreement	35,345	35,928
<b>Total remuneration for managerial role</b>	<b>278,878</b>	<b>315,654</b>
Total remuneration from other subsidiaries	0	0
<b>Total remuneration</b>	<b>278,878</b>	<b>315,654</b>

The variable remuneration consists of a Euro 28,256 bonus based on medium/long-term objectives and of a Euro 65,627 bonus based on short-term objectives.

Stefano Salbe, director, has been designated as a beneficiary, in connection with the Company's "2016-2026 Stock Option Plan", which was approved by the shareholders in general meeting on 11 January 2017, of 120,000 options,

valid for the subscription of 120,000 Digital Bros ordinary shares (in the ratio of 1 new ordinary share for each option exercised) for a subscription price for each option of Euro 10.61 corresponding to the average reference price of the shares recorded on the STAR segment of the MTA market in the half-year prior to the grant date.

As regards the current Stock Option Plan pursuant to Art. 114-bis of the Consolidated Finance Act, details thereof are provided in the Information Document prepared in accordance with Art. 84-bis of Consob Regulation 11971 of 14 May 1999 that has been published in the Investors/Corporate Governance section of the Company's website at [www.digitalbros.com](http://www.digitalbros.com), in compliance with Art. 123-ter, paragraph 5, of the Consolidated Finance Act.

There are no agreements envisaging an indemnity in the event of the early termination of employment. If the contract of employment and/or office should be terminated early, on the initiative of the employee or on the initiative of the Company due to gross misconduct, the right to receive medium/long-term variable remuneration will be lost, even if already vested.

Dario Treves, executive director, has been awarded annual remuneration for the execution of his office of Euro 6,600, whereas for his professional contract-related and legal services performed on behalf of the Group, the remuneration payable amounts to Euro 262,000.

Mr Treves has been designated as a beneficiary, in connection with the Company's "2016-2026 Stock Option Plan", which was approved by the shareholders in general meeting on 11 January 2017, of 50,000 options, valid for the subscription of 50,000 Digital Bros ordinary shares (in the ratio of 1 new ordinary share for each option exercised) for a subscription price for each option of Euro 10.61 corresponding to the average reference price of the shares recorded on the STAR segment of the MTA market in the half-year prior to the grant date.

As regards the current Stock Option Plan pursuant to Art. 114-bis of the Consolidated Finance Act, details thereof are provided in the Information Document prepared in accordance with Art. 84-bis of Consob Regulation 11971 of 14 May 1999 that has been published in the Investors/Corporate Governance section of the Company's website at [www.digitalbros.com](http://www.digitalbros.com), in compliance with Art. 123-ter, paragraph 5, of the Consolidated Finance Act.

#### **Non-executive directors' fees**

Davide Galante, non-executive director, received Euro 72,000 as remuneration for the execution of his office as director, due to the performance of certain specific duties assigned to him by the Board of Directors.

Lidia Florean, non-executive director, received Euro 6,600 as remuneration for the execution of her office as director, whereas for her work carried out on behalf of the subsidiary 505 Games S.p.A., she received Euro 60,000.

Non-executive directors do not receive variable remuneration nor are there any agreements envisaging an indemnity in the event of the early termination of office.

### Independent directors' fees

The independent directors Guido Guetta, Elena Morini and Bruno Soresina receive the following amounts for the execution of their office:

<b>Euro thousands</b>	<b>Guido Guetta</b>	<b>Elena Morini</b>	<b>Bruno Soresina</b>
Fixed remuneration for execution of mandate	10,000	10,000	10,000
Fixed remuneration for participation in control and risks committee	10,500	3,500	3,500
Fixed remuneration for participation in remuneration committee	5,000	2,000	2,000
<b>Total independent directors' fees</b>	<b>25,500</b>	<b>15,500</b>	<b>15,500</b>

Guido Guetta, director, receives Euro 7,000 for his services as chairman of the control and risks committee and Euro 3,000 for his services as chairman of the remuneration committee, in addition to Euro 3,500 and Euro 2,000 received by the other two independent directors as acting members.

Independent directors do not receive variable remuneration nor are there any agreements envisaging an indemnity in the event of the early termination of office.

## Board of Directors and key managers

Forename and surname	Position held	Term of office	End of term	Fixed remuneration	Remuneration for attending committee meetings	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for termination of office or employment
<b>Abramo Galante</b>	Chairman/MD	Since 1/7/2014	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				426,620		212,450		3,892		642,962		
(II) Remuneration from subsidiaries and associates												
(III) Total				426,620		212,450		3,892		642,962		
<b>Raffaele Galante</b>	MD	Since 1/7/2014	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				426,620		212,450		3,892		642,962		
(II) Remuneration from subsidiaries and associates												
(III) Total				426,620		212,450		3,892		642,962		
<b>Stefano Salbe</b>	CFO	Since 1/7/2014	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				217,879		150,395		3,892		372,166		
(II) Remuneration from subsidiaries and associates												
(III) Total				217,879		150,395		3,892		372,166		

<b>Davide Galante</b>	Director	Since 1/7/2014	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				72,000						72,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				72,000						72,000		
<b>Forename and surname</b>	<b>Position held</b>	<b>Term of office</b>	<b>End of term</b>	<b>Fixed remuneration</b>	<b>Remuneration for attending committee meetings</b>	<b>Variable non-equity remuneration</b>		<b>Non-monetary benefits</b>	<b>Other remuneration</b>	<b>Total</b>		<b>Indemnity for termination of office or employment</b>
<b>Bruno Soresina</b>	Independent director	Since 1/7/2014	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				10,000	5,500					15,500		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000	5,500					15,500		
<b>Guido Guetta</b>	Independent director	Since 1/7/2014	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				10,000	15,500					25,500		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000	15,500					25,500		

<b>Elena Morini</b>	Independent director	Since 1/7/2014	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				10,000	5,500					15,500		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000	5,500					15,500		
<b>Dario Treves</b>	Director	Since 1/7/2014	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				6,600					262,000	268,600		
(II) Remuneration from subsidiaries and associates												
(III) Total				6,600					262,000	268,600		
<b>Lidia Florean</b>	Director	Since 1/7/2014	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				6,600						6,600		
(II) Remuneration from subsidiaries and associates				60,000						60,000		
(III) Total				66,600						66,600		

## Board of statutory auditors

Forename and surname	Position held	Term of office	End of term	Fixed remuneration	Remuneration for attending committee meetings	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	Total	Fair value of equity remuneration	Indemnity for termination of office or employment
<b>Paolo Villa</b>	Acting auditor and chairman	From 1/7/2016 to 30/6/2017	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				28,080						28,080		
(II) Remuneration from subsidiaries and associates				10,400						10,400		
(III) Total				38,480						38,480		
<b>Simone Luigi Dalle Donne</b>	Acting auditor	From 1/7/2016 to 30/6/2017	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				22,065						22,065		
(II) Remuneration from subsidiaries and associates												
(III) Total				22,065						22,065		
<b>Emanuela Maria Conti</b>	Acting auditor	From 1/7/2016 to 30/6/2017	Approval of 2017 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration in the company that prepares the financial statements				22,880						22,880		
(II) Remuneration from subsidiaries and associates				10,400						10,400		
(III) Total				33,280						33,280		

## Stock options awarded to members of the Board of Directors, the general manager and other key managers

Forename and surname	Position held	Plan	Options held at beginning of financial year			Options awarded during the financial year						Options exercised during the financial year			Options expired in the year	Options held at end of financial year	Options attributable to the FY
			Number of options	Exercise price	Exercise period (from-to)	Number of options	Exercise price	Exercise periods (from-to)	Fair value on grant date	Grant date	Market price of underlying shares on exercise date	Number of options	Exercise price	Market price of underlying shares on exercise date	Number of options	Exercise price	Fair value
Abramo Galante	Chairman/MD																
(I) Remuneration in the company that prepares the financial statements		2016-2026 Stock Option Plan				60,000	10.61	from 1 July 2019 to 30 June 2026	351,617	11/1/2017	14.29					60,000	30,000
		2016-2026 Stock Option Plan				60,000	10.61	from 1 July 2022 to 30 June 2026	366,322	11/1/2017	14.29					60,000	30,000
		2016-2026 Stock Option Plan				80,000	10.61	from 1 July 2025 to 30 June 2026	496,850	11/1/2017	14.29					80,000	40,000
(II) Remuneration from subsidiaries and associates																	
(III) Total						200,000			1,214,789							200,000	100,000
Raffaele Galante	MD																
(I) Remuneration in the company that prepares the financial statements		2016-2026 Stock Option Plan				60,000	10.61	from 1 July 2019 to 30 June 2026	351,617	11/1/2017	14.29					60,000	30,000
		2016-2026 Stock Option Plan				60,000	10.61	from 1 July 2022 to 30 June 2026	366,322	11/1/2017	14.29					60,000	30,000
		2016-2026 Stock Option Plan				80,000	10.61	from 1 July 2025 to 30 June 2026	496,850	11/1/2017	14.29					80,000	40,000
(II) Remuneration from subsidiaries and associates																	
(III) Total						200,000			1,214,789							200,000	100,000



			Options held at beginning of financial year			Options awarded during the financial year						Options exercised during the financial year			Options expired in the year	Options held at end of financial year	Options attributable to the financial year
Forename and surname	Position held	Plan	Number of options	Exercise price	Exercise period (from-to)	Number of options	Exercise price	Exercise period (from-to)	Fair value on grant date	Grant date	Market price of underlying shares on exercise date	Number of options	Exercise price	Market price of underlying shares on exercise date	Number of options	Exercise price	Fair value
Stefano Salbe	CFO																
(I) Remuneration in the company that prepares the financial statements		2016-2026 Stock Option Plan				36,000	10.61	from 1 July 2019 to 30 June 2026	210,970	11/1/2017	14.29					36,000	18,000
		2016-2026 Stock Option Plan				36,000	10.61	from 1 July 2022 to 30 June 2026	219,793	11/1/2017	14.29					36,000	18,000
		2016-2026 Stock Option Plan				48,000	10.61	from 1 July 2025 to 30 June 2026	298,110	11/1/2017	14.29					48,000	24,000
(II) Remuneration from subsidiaries and associates																	
(III) Total						120,000			728,873							120,000	60,000
Dario Treves	Director																
(I) Remuneration in the company that prepares the financial statements		2016-2026 Stock Option Plan				15,000	10.61	from 1 July 2019 to 30 June 2026	87,904	11/1/2017	14.29					15,000	7,500
		2016-2026 Stock Option Plan				15,000	10.61	from 1 July 2022 to 30 June 2026	91,580	11/1/2017	14.29					15,000	7,500
		2016-2026 Stock Option Plan				20,000	10.61	from 1 July 2025 to 30 June 2026	124,212	11/1/2017	14.29					20,000	10,000
(II) Remuneration from subsidiaries and associates																	
(III) Total						50,000			303,697							50,000	25,000

**Monetary incentive plans payable to members of the Board of Directors, general managers and other key managers:**

A	B	(1)	(2)			(3)			(4)
Forename and surname	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
<b>Abramo Galante</b>	<b>Chairman/MD</b>		(A)	(B)	(C)				
			Payable/Paid	Deferred	Reference period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company that prepares the financial statements		Plan A (13/11/2014)	62,450	50,000	3 years			100,000	
(II) Remuneration from subsidiaries and associates		Plan A							
(III) Total			62,450	50,000				100,000	

A	B	(1)	(2)			(3)			(4)
Forename and surname	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
<b>Raffaele Galante</b>	<b>MD</b>		(A)	(B)	(C)				
			Payable/Paid	Deferred	Reference period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company that prepares the financial statements		Plan A (13/11/2014)	62,450	50,000	3 years			100,000	
(II) Remuneration from subsidiaries and associates		Plan A							
(III) Total			62,450	50,000				100,000	

A	B	(1)	(2)			(3)			(4)
Forename and surname	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
Stefano Salbe	CFO/Executive Director		(A)	(B)	(C)				
			Payable/Paid	Deferred	Reference period	No longer payable	Payable/Paid	Still deferred	
(I) Remuneration in the company that prepares the financial statements	Plan A (13/11/2014)		65,627	28,256	3 years			56,512	
(II) Remuneration from subsidiaries and associates	Plan A								
(III) Total			32,511	26,008				56,512	

**Table 7-ter envisaged by Annex 3A of the Issuers' Regulation**

Equity interests held by members of boards of directors and statutory auditors and by general managers					
Forename and surname	Equity interest held in	No. of shares held as at 30/6/2016	No. of shares purchased	No. of shares sold	No. of shares held as at 30/6/2017
Abramo Galante	Digital Bros S.p.A.	4,904,267	-	-	4,904,267
Davide Galante	Digital Bros S.p.A.	253,728	-	10,000	243,728
Raffaele Galante	Digital Bros S.p.A.	4,678,736	-	-	4,678,736

A similar table has not been provided for key managers as there are no key managers over and above the members of the Board of Directors.