



# **Report on the policy regarding remuneration and fees paid**

**pursuant to Art. 123-ter of the Italian Legislative Decree no. 58 of February 24, 1998 and 84-quater of the Issuers' Regulation**

Approved on 22 September 2020

## **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 Corporate Governance section of the website at  
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*Please note that the Italian original version shall always prevail in case of any discrepancy or inconsistency between Italian version and its English translation*

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## GLOSSARY

**Parent Company or Issuer:** Digital Bros S.p.A.

**Code/Corporate Governance Code:** the Corporate Governance Code for listed companies modified in July 2018 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., the Italian Banking Association, ANIA, Assogestioni, Assonime and Confindustria.

**Civil Code:** the Italian Civil Code

**Board:** the Board of Directors of Digital Bros S.p.A..

**Consolidated EBIT:** EBIT resulting from the Consolidated Financial Statements at 30 June.

**Financial Year/Reporting Period:** the year ended 30 June 2020 to which the Report relates.

**Group or Digital Bros Group:** collectively, the Issuer and its subsidiaries in terms of Article 93 of the Consolidated Finance Act.

**Policy or Remuneration Policy:** remuneration policy approved by the Board on September 22<sup>nd</sup>, 2020.

**Issuers' Regulations:** the Regulations issued by Consob by means of resolution no. 11971 of 1999 for issuers, as subsequently amended.

**Market Regulations:** the Regulations issued by Consob by means of resolution no. 20249 of 2017 on markets, as subsequently amended.

**Related party regulations:** the Regulations issued by means of resolution no. 17221 of 12 March 2010 (as subsequently amended) on related party transactions.

**Report on the policy regarding remuneration and fees paid:** the Report required by Article 123-ter of the TUF and approved by the Board of Directors.

**Remuneration and Appointments Committee:** committee established to support the Board of Directors, with advisory, proposal-making and control functions on remuneration matter and appointment of directors.

**TUF or the Consolidated Finance Act:** Legislative decree no 58 of 24 February 1998 (Consolidated Finance Act), as subsequently amended.

This Report on the policy regarding remuneration and fees paid (the “**Report**”) has been prepared in accordance with article 123-ter of Legislative Decree no 58 of 24 February 1998 (the “**TUF**”) 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 remuneration of Board members and directors with strategic responsibility (key managers) and the procedures used to adopt and implement the aforementioned remuneration policy and submitted to the binding vote of the Shareholders’ Meeting;
- section II, which details each component of the remuneration of the Board and control bodies and key directors highlighting the consistency with the remuneration policy submitted to the non-binding advisory vote of the Shareholders’ meeting.

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

**SECTION I** (submitted to the binding vote by the Shareholders’ meeting pursuant to art. 123-ter, par. 3-ter of the TUF)

The first section of the Report describes the remuneration policy adopted by the Company defining 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 22 September 2020 as proposed by the Remuneration and Appointments Committee, applying recommendations of the Corporate Governance Code for listed companies.

The related party transactions procedure adopted by the Company, pursuant to the adopted Consob Resolution No. 17221/2010 and subsequent amendments, establishes that the procedure does not apply to resolutions concerning the remuneration of directors with special responsibilities as well as Directors with strategic responsibility, 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 disclosing the remuneration policy has been submitted for approval or for an advisory vote to the Shareholders Meeting;
- iii) the remuneration is consistent with the suggested policy.

In preparing the remuneration policy proposals, the Remuneration and Appointments Committee did not consider necessary the assistance from external independent experts.

Without prejudice to the powers entrusted to the General Shareholders' Meeting in accordance with the law and the Articles of Association, the Board of Directors defines the Chief Executive Officer remuneration for his office and the Chief Executive Officer himself defines the remuneration to be given to other managers holding strategic responsibility (also by way of suggestion and proposals to subsidiaries' corporate bodies).

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

The corporate bodies involved in the preparation and approval of the Remuneration Policy are the Shareholders' General Meeting, the Board of Directors, the Remuneration and Appointments Committee and the Board of Statutory Auditors.

### **1.1 Board of Directors**

The Board of Directors:

- establishes the Remuneration and Appointments Committee;
- establishes the remuneration for Directors holding special offices based on proposals formulated by the Remuneration and Appointments Committee, having heard the Board of Statutory Auditors;
- defines the Remuneration Policy based on proposals formulated by the Remuneration and Appointments Committee;
- approves the Remuneration Report and submit the aforementioned Report to the Shareholders' Meeting vote;
- periodically assesses, with the assistance of the Remuneration and Appointments Committee, the adequacy and overall consistency of the Remuneration Policy especially regarding the alignment of Executive Directors objectives to value creation in the medium/long term perspective;
- designs incentive schemes based on shares or other financial instruments for Directors, employees and collaborators, including key managers, and submits them for the approval of the Shareholders in the General Meeting in accordance with article 114-bis of the TUF.

### **1.2 Remuneration and Appointments Committee**

The Remuneration and Appointments Committee is established by the Board of Directors as suggested by the Corporate Governance Code and consists entirely of non-executive and independent directors. At the Report date, the committee is as follows:

Luciana La Maida – Chairman

Irene Longhin – member

Susanna Pedretti – member

The Remuneration and Appointments Committee is responsible for:

- submit proposals to the Board of Directors regarding the remuneration of Chief Executive Director and other Directors holding special offices and monitoring their application;
- periodically assess key management remuneration criteria and assist the Board of Directors with the identification of Directors holding strategic responsibilities;
- monitor the correct application of the aforementioned criteria considering the information provided by the CEOs;
- formulate recommendations for the Board of Directors regarding remunerations and performance objectives associated to the variable component of the remuneration; monitor the actual achievement of said performance objectives;
- assist the Board of Directors in preparing and implementing share-based or other financial instrument based incentive scheme;
- assist the Board of Directors with the preparation of the Remuneration Report.

The Remuneration Policy has therefore been proposed by the Remuneration and Appointments Committee and was approved by the Board of Directors.

### **1.3 Shareholders' Meetings**

The role of the Shareholders' Meeting as matters related to this Report is to:

- define the Board of Directors and the Board of Statutory Auditors remuneration in accordance with Article 2364, paragraph 1, no 3 of the Italian Civil Code;
- express a binding vote on the first section of the Report and a non-binding advisory vote on the second section of the Report;
- resolve on any share based incentive scheme or any financial instrument based remuneration plan proposed for directors, employees and collaborators, including managers holding strategic responsibilities, in accordance with article 114-bis of the TUF.

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

The Board of Statutory Auditors expresses an opinion on the proposed remuneration for Directors and Directors holding special offices, verifying the compliance with the Remuneration Policy.

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

Remuneration of Directors and Directors holding special offices is defined to ensure a remuneration structure that considers the professional value of each individual and that balances fixed and variable components, in order to create a sustainable value in the medium and long term perspective, as well as the Group's sustainability.

The Remuneration Policy seeks to enhance personnel motivation and their will to undertake responsibilities for performance excellence, granting that the fixed component and the variable component are adequately balanced and defining a balance between short-term and medium/long-term objectives in order to align Executive Directors interests with value creation, shareholders' primary objective in a medium/long-term perspective.

The Remuneration Policy takes into account the following guidelines detailed below:

- the fixed component shall be sufficient to compensate Directors for their services in the event that the variable component is not paid due to failure to meet the performance objectives set;
- the short and medium/long term variable component shall be defined within pre-established limits and shall be rewarded only upon the achievement of specific performance objectives ("ON/OFF" mechanism");
- the short-term variable component is measured mainly on earnings objectives for the financial year;
- no medium/long-term variable component for Executive Directors is envisaged as the share-based scheme incentive meets the requirements of the Corporate Governance Code.

The performance objectives are:

- priority because, even if related to short-term, they are directly connected to the Company's medium/long-term strategy;
- specific, as they are clear and concrete in terms of the expected results;
- measurable, as they are defined using clear and predefined indicators;
- realistic, as they shall be achievable, albeit challenging and ambitious;
- defined in terms of time.

### **2.1 Remuneration Policy principles**

The Remuneration Policy is defined considering different principles and criteria in respect of the fixed and variable short and medium/long-term components and different recipients.

The Remuneration Policy was defined taking into account market best practices without any specific referral to other companies' remuneration policies.

Following the market best practices, the Company underwrote a *Directors & Officers Liability Policy* (D&O) to cover the Group from the risk of third-party claims arising from corporate bodies actions in performing their duties (excluding the cases of willful misconduct or gross negligence).

### **2.1.1 Non-executive Directors**

Non-executive Directors are directors with no individual management powers nor management positions in the Company or in other Group's subsidiaries. The remuneration of Non-Executive Directors is determined as a fixed compensation and it is proportional to the commitment required, in relation also to their participation into the Board's committees.

The remuneration of such directors is not linked to economic results nor to specific objectives of the Company and such directors do not benefit from remuneration plans based on stocks.

### **2.1.2 Executive Directors**

The total remuneration for Executive Directors is defined in line with market benchmarks and other factors including their contribution to Company's results, their working performance and a right balance with internal remuneration levels considering the Group's size.

The remuneration of Executive Directors holding specific offices is composed as follows:

- a **fixed component** consistent with management powers and special positions assigned;
- a **variable component**, defined within pre-established limits and designed to reward expected short-term results (MBO);
- a **stock option plan**;
- other components.

Executive Directors holding professional or executive positions within the Issuer, beside the fixed component determined by the Shareholders' Meeting, are rewarded with a variable remuneration decided by the Board considering the following criteria.

#### **Fixed Remuneration**

The fixed component of remuneration for Directors holding specific offices is defined by the Board of Directors, based on proposals formulated by the Remuneration and Appointments Committee having heard the Statutory Auditors, in accordance to art. 2389, par. III of the Civil Code.

The fixed component is consistent with the level of management powers, special positions and strategic responsibility assigned to each director.

#### **Variable Remuneration (MBO)**

The variable component of remuneration for Directors holding specific offices is defined by the Board of Directors, based on proposals formulated by the Remuneration and Appointments Committee having heard the Statutory Auditors.

The short-term variable component (MBO) is designed to reward upon the achievement of pre-determined annual quantitative results linked to some performance indexes at Group consolidated level. The variable component is paid



upon the approval by the Board of Directors of the draft financial statements for the fiscal year, after the Remuneration and Appointments Committee has assessed the achievement of the performance objectives. Objectives are based on budget data and are exclusively quantitative, using unbiased indicators and available performance indicators, in order to reduce the risk of biased valuation and to guarantee an adequate consideration of all management aspects.

The mechanisms for the calculation of annual MBO requires the achievement of the 100% of the quantitative objectives assigned and the total payment of the annual payable remuneration. The variable component shall not exceed 30% of the fixed component as director for Chief-Executive Officers and shall not exceed 30% of the annual gross salary and the non-competition agreement for Executive Directors with an executive and/or professional contractual role.

The annual performance objective for the fiscal year ending 30 June 2020 was the consolidated EBIT. Considering that the Group has registered negative EBIT in the last two financial years and in view of the launch plan of new products during the fiscal. The MBO is considered suitable for:

- i) award the Group's revenue growth on which the EBIT objective depends;
- ii) grant personal presidium and individual accountability;
- iii) communicate sense of belongings and team work.

The Company may ask to reimburse in full the paid variable amounts if such amounts have been calculated based on data which then revealed themselves as being clearly incorrect.

Starting from fiscal year ending 30 June 2018, there is no medium/long-term variable component for Executive Directors as the stock option plan assigned to them has been evaluated adequate to what required by the Corporate Governance code. Considering that the exercise price of the stock options assigned to Executive Directors is significantly lower than the stock price registered on the market during last months, the stock option plan assigned to Executive Directors has been assessed to have all the characteristics to guarantee objectives provided by the Corporate Governance Code.

### **Stock Option Plan**

With reference to the incentive plans based on financial instruments to submit to the Shareholders' Meeting approval pursuant to art. 114-*bis* of the TUF and subject to specific market information in accordance to current provisions, detailed elements and application methods are defined by the Board of Directors with the advisory and proactive support of the Remuneration and Appointments Committee considering the Company risk profile and in accordance to the following principles:

- consolidation of a sustainable value creation process for the Company and for the Group in a medium/long term perspective and management incentive and loyalty encouragement through definition of long-term duration and vesting periods;
- constraints to beneficiaries to leave the Company.

In defining and managing the incentive plans based on financial instruments, the Company used the assistance of an external primary Audit Firm in order to meet market standards for companies of similar size listed in the same regulated market segment.

Further information on the Stock Option Plan in place, pursuant art. 114-*bis* of the TUF, is provided in the Information Document pursuant art. 84-*bis* of the Consob Regulation no. 11971, 14<sup>th</sup> May 1999 and published on the Company website, [www.digitalbros.com](http://www.digitalbros.com), Corporate Governance section, in accordance to art. 123-*ter*, par. 5 of the TUF.

### **Other components:**

#### **Extraordinary operations**

In the event of extraordinary operations concerning the Group – such, as by way of example and not exhaustive, company acquisitions or disposals, activities dismission, mergers, divisions or demergers, transfers of business branches, operations on share capital, financial or equity operations – as well as in the event of legislative or regulatory changes capable of significantly affecting performance objectives, the Board of Directors, after consulting the Remuneration and Appointments Committee, has the right to make, at its discretion, all the changes and additions necessary to maintain unchanged the economic contents of the plans underlying the short-term incentive systems referring to Executive Directors.

#### **Extraordinary one-off bonuses**

The Board of Directors may provide, occasionally, monetary incentive to reward Executive Directors and Executives with strategic responsibilities, through one-off payments not included in the variable component of remuneration. In the view of a *pay for performance* strategy, it is considered that granting one-off awards to Executive Directors and any Executives with strategic responsibilities who have distinguished themselves through exceptional individual contributions, constitutes an important mechanism for differentiation, selectivity and retention of best resources in the Company. For the purposes of granting extraordinary one-off bonuses, the Board of Directors is supported by the Remuneration and Appointments Committee.

#### **Non-monetary benefits**

Non-monetary benefits provided by the C.C.N.L. (National Collective Labor Contract) for managers are paid to Executive Directors and include welfare, assistance and insurance benefits; non-monetary benefits also comprise the use of a car that can also be used for private purpose.

#### **Policy in case of resignation or termination of employment**

The Company did not provide for agreements ruling *ex-ante* the economic aspects in case of early resignation from the position of Directors or termination of employment or if the relationship is terminated due to a tender offer.

### **2.1.3 Board of Statutory Auditors**

Remuneration of members of the Board of Statutory auditors is fixed and no variable remuneration can be provided. Remuneration of members of the Board of Statutory Auditors is determined by the Shareholders' meeting considering best practices on the market and actual offices of members. The remuneration of the Board of Statutory Auditors was resolved by the Shareholders' Meeting on October 27<sup>th</sup>, 2017 when the Board of Statutory Auditors was appointed and is consistent with the remuneration policy.

**SECTION II Remuneration paid to members of the boards of directors and statutory auditors, general managers and other key managers** (submitted to the non-binding advisory vote of the Shareholders' Meeting pursuant to art. 123-ter, par. 6 of the TUF)

The remuneration of members of the Board of Directors was defined by the Board of Directors during the meeting on December 18<sup>th</sup>, 2018, based on proposals formulated by the Remuneration and Appointments Committee and having heard the Statutory Auditors.

The tables below show the remuneration received by the Board of Directors and key managers during the financial year, according to the criteria provided in Annex 3A of the Issuers' Regulation. The tables include all those who held office during the financial year, even if just for a portion of the entire period.

At the date of this Report, the Company had not identified any key managers, with the exception of Executive Directors of the Board.

***Executive directors' remuneration***

The Chairman and CEO, Abramo Galante, and the Co-CEO, Raffaele Galante, received the same annual remuneration:

<i>Amounts in Euro</i>	30 June 2019	30 June 2020
Fixed remuneration as Director	400.000	400.000
Variable remuneration as Director	0	80.000
<b>Total remuneration as Director</b>	<b>400.000</b>	<b>480.000</b>
Fixed remuneration for employment	63.580	64.260
Variable remuneration for employment	0	0
Fringe benefits (car)	3.909	6.080
Non-competition agreement	0	0
<b>Total remuneration for employment</b>	<b>67.489</b>	<b>70.340</b>
Total remuneration from subsidiaries	0	0
<b>Total remuneration</b>	<b>467.489</b>	<b>550.340</b>

The Chairman and CEO, Abramo Galante, and the Co-CEO, Raffaele Galante, have been designated as beneficiaries, in relation to the Company's "2016-2026 Stock Option Plan", which was approved by the Shareholders' 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 one new ordinary share for each option exercised) for an exercise 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 six months prior to the assignment.

As regards to the Stock Option Plan in place pursuant to Art. 114-bis of the TUF, details thereof are provided in the Information Document prepared in accordance with Art. 84-bis of Consob Regulation 11971 of 14th May 1999 that has

been published in the 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 TUF.

After the extraordinary operation on Digital Bros share capital on 13<sup>th</sup> March 2017, the exercise price for options not yet subscribed decreased to Euro 10.50 each.

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

Executive Director Stefano Salbe receives a remuneration for the office of Director of Euro 6,000. His total remuneration was:

<i>Amounts in Euro</i>	30 June 2019	30 June 2020
Fixed remuneration as Director	6.000	6.000
Variable remuneration as Director	0	0
<b>Total remuneration as Director</b>	<b>6.000</b>	<b>6.000</b>
Fixed remuneration for employment	204.378	222.571
Variable remuneration for employment	0	110.043
Fringe benefits (car)	3.644	3.766
Non-competition agreement	37.423	44.239
<b>Total remuneration for employment</b>	<b>245.445</b>	<b>380.619</b>
Total remuneration from subsidiaries	0	0
<b>Total remuneration</b>	<b>251.445</b>	<b>386.619</b>

Stefano Salbe, has been designated as a beneficiary, in relation to the Company's "2016-2026 Stock Option Plan", which was approved by the Shareholders' 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 one new ordinary share for each option exercised) for an exercise 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 six months prior to the agreement.

During the fiscal year, considering the significant effort on extraordinary operations undertaken by the Group, the Executive Director Stefano Salbe has been given a one-off bonus of Euro 30.000 in addition to the usual variable component.

After the extraordinary operation on Digital Bros share capital on 13 March 2017, the subscription price for options not yet subscribed decreased to Euro 10.50 each.

There are no agreements providing any indemnity in the event of an early termination of employment except what provided by the employment contract in place.

Executive Director Dario Treves received an annual remuneration for the execution of his office of Euro 6,000, whereas for his professional contract-related and legal services performed on behalf of the Group, the total remuneration was:

<i>Amounts in Euro</i>	30 June 2019	30 June 2020
Fixed remuneration as a Director	6.000	6.000
Variable remuneration as a Director	0	0
<b>Total remuneration as a Director</b>	<b>6.000</b>	<b>6.000</b>
Fixed remuneration for employment	251.160	269.867
Variable remuneration for employment	0	53.466
Fringe benefits (car)	0	0
Non-competition agreement	0	0
<b>Total remuneration for employment</b>	<b>251.160</b>	<b>323.333</b>
Total remuneration from other subsidiaries	0	0
<b>Total remuneration</b>	<b>257.160</b>	<b>329.333</b>

Dario Treves has been designated as a beneficiary, in relation to the Company's "2016-2026 Stock Option Plan", which was approved by the Shareholders' 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 one 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 six months prior to the agreement.

After the extraordinary operation on Digital Bros share capital on 13 March 2017, the subscription price for options not yet subscribed declined to 10.50 Euro.

During the fiscal year, considering the significant effort on extraordinary operations undertaken by the Group, the Executive Director Dario Treves has been given a one-off bonus of Euro 30.000 in addition to the usual variable component.

There are no agreements providing any indemnity in the event of the early termination of employment or his office as a Director.

#### **Non-executive directors' remuneration**

Non-executive Director Davide Galante received Euro 72,000 as remuneration for the execution of his office as director, due to specific responsibilities assigned by the Board of Directors.

Non-Executive Director Lidia Florean received Euro 6,000 as remuneration for the execution of her office as a Director, and 60,000 for the activities on behalf of the subsidiary 505 Games S.p.A.

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

### **Independent Directors' remuneration**

The independent directors Paola Carrara (for the period 1 July 2019-28 February 2020), Luciana La Maida, Irene Longhin, Susanna Pedretti and Laura Soifer (for the period 1<sup>st</sup> March 2020 – 30 June 2020) received the following remuneration during the fiscal year:

<b>Amounts in Euro</b>	<b>Fixed remuneration as Director</b>	<b>Fixed remuneration as member of Control and Risks Committee</b>	<b>Fixed remuneration as member of Remuneration and Appointments Committee</b>	<b>Fixed remuneration as member of Related Party Committee</b>	<b>Total Remuneration</b>
Paola Carrara	6,667	7,000	0	1,667	<b>15,334</b>
Luciana La Maida	10,000	3,500	5,000	1,000	<b>19,500</b>
Irene Longhin	10,000	0	2,000	0	<b>12,000</b>
Susanna Pedretti	10,000	3,500	2,000	1,000	<b>16,500</b>
Laura Soifer	3,333	3,500	0	833	<b>7,666</b>

### **Statutory Auditors remuneration**

The Statutory Auditors remuneration was defined at the time of appointment by the Shareholders' meeting on October 30<sup>th</sup>, 2017. The Chairman of the Board of Statutory Auditors, Paolo Villa, has been assigned Euro 27.000 while the two other member were given Euro 22.000 each.

The Board of Statutory Auditors of the subsidiary 505 Games S.p.A., has the same structure of the Issuer's Board of Statutory Auditors; the Chairman of the Board, Paolo Villa, has been assigned Euro 12.000 while the other two acting auditors were given Euro 10.000 each.

## Board of Directors and key managers

Name 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/CEO	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				464,260		80,000		6,080		550,340		
(II) Remuneration from subsidiaries and associates												
(III) Total				464,260		80,000		6,080		550,340		
<b>Raffaele Galante</b>	CEO	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				464,260		80,000		6,080		550,340		
(II) Remuneration from subsidiaries and associates												
(III) Total				464,260		80,000		6,080		550,340		
<b>Stefano Salbe</b>	CFO	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				272.810		110.043		3.766		386.619		
(II) Remuneration from subsidiaries and associates												
(III) Total				272.810		110.043		3.766		386.619		



<b>Dario Treves</b>	Director	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				6,000		53,466			269,867	329,333		
(II) Remuneration from subsidiaries and associates												
(III) Total				6,000		53,466			269,867	329,333		
<b>Lidia Florean</b>	Non-Executive Director	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				6,000						6,000		
(II) Remuneration from subsidiaries and associates									60,000	60,000		
(III) Total				6,000					60,000	66,000		
<b>Davide Galante</b>	Non-Executive Director	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				72,000						72,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				72,000						72,000		
<b>Laura Soifer</b>	Independent Director	01/03/2020 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				3,333	4,333					7,666		
(II) Remuneration from subsidiaries and associates												
(III) Total				3,333	4,333					7,666		

<b>Luciana La Maida</b>	Independent Director	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				10,000	9,500					19,500		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000	9,500					19,500		
<b>Irene Longhin</b>	Independent Director	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				10,000	2,000					12,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000	2,000					12,000		
<b>Paola Carrara</b>	Independent Director	01/07/2019 – 28/02/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				6,667	8,667					15,334		
(II) Remuneration from subsidiaries and associates												
(III) Total				6,667	8,667					15,334		
<b>Susanna Pedretti</b>	Independent Director	01/07/2019 – 30/06/2020	Approval of 2020 financial statement			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				10,000	6,500					16,500		
(II) Remuneration from subsidiaries and associates												
(III) Total				10,000	6,500					16,500		

## Board of statutory auditors

Name 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>	Chairman and Acting Auditor	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				27,000						27,000		
(II) Remuneration from subsidiaries and associates				12,000						12,000		
(III) Total				39,000						39,000		
<b>Luca Pizio</b>	Acting Auditor	01/07/2019 – 30/06/2020	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				22,000						22,000		
(II) Remuneration from subsidiaries and associates				10,000						10,000		
(III) Total				32,000						32,000		
<b>Maria Pia Maspes</b>	Acting Auditor	01/07/2018 – 30/06/2019	Approval of 2020 financial statements			Bonuses and other incentives	Profit sharing					
(I) Remuneration from the company drafting the financial statements				22,000						22,000		
(II) Remuneration from subsidiaries and associates				10,000						10,000		
(III) Total				32,000						32,000		

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

			Option held at beginning of financial year			Option awarded during the financial year						Option exercised during the FY			Options expired in the FY	Option held at the end of FY	Options attributable to the FY
Name and surname	Position held	Plan	Number of options	Exercise price	Exercise period (from-to)	No. of options	Exercise price	Exercise periods	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	Number of options	Fair Value
Galante Abramo	Chairman/CEO																
(I) Remuneration from the company drafting the financial statements		Stock Option Plan 2016-2026	60,000	10.50	from 1/7/19 to 30/6/2026										60,000	60,000	0
		Stock Option Plan 2016-2026	60,000	10.50	from 1/7/22 to 30/6/2026											60,000	0
		Stock Option Plan 2016-2026	80,000	10.50	from 1/7/25 to 30/6/2026											80,000	0
(II) Remuneration from subsidiaries and associates																	
(III) Total			200,000												60,000	200,000	0
Galante Raffaele	CEO																
(I) Remuneration from the company drafting the financial statements		Stock Option Plan 2016-2026	60,000	10.50	from 1/7/19 to 30/6/2026										60,000	60,000	0
		Stock Option Plan 2016-2026	60,000	10.50	from 1/7/22 to 30/6/2026											60,000	0
		Stock Option Plan 2016-2026	80,000	10.50	from 1/7/25 to 30/6/2026											80,000	0
(II) Remuneration from subsidiaries and associates																	
(III) Total			200,000												60,000	200,000	0

			Option held at beginning of financial year			Option awarded during the financial year						Option exercised during the financial year			Options expired in the year	Option held at the end of financial year	Options attributable to the FY
Name and surname	Position held	Plan	Number of options	Exercise price	Exercise period (from-to)	Number of options	Exercise price	Exercise periods	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	Number of options	Fair Value
Stefano Salbe	CFO																
(I) Remuneration from the company drafting the financial statements		Stock Option Plan 2016-2026	36,000	10.50	from 1/7/19 to 30/6/2026										36,000	36,000	0
		Stock Option Plan 2016-2026	36,000	10.50	from 1/7/22 to 30/6/2026											36,000	0
		Stock Option Plan 2016-2026	48,000	10.50	from 1/7/25 to 30/6/2026											48,000	0
(II) Remuneration from subsidiaries and associates																	
(III) Total			120,000												36,000	120,000	0
Dario Treves	Director																
(I) Remuneration in the company that prepares the financial statement		Stock Option Plan 2016-2026	15,000	10.50	from 1/7/19 to 30/6/2026										15,000	15,000	0
		Stock Option Plan 2016-2026	15,000	10.50	from 1/7/22 to 30/6/2026											15,000	0
		Stock Option Plan 2016-2026	20,000	10.50	from 1/7/25 to 30/6/2026											20,000	0
(II) Remuneration from subsidiaries and associates																	
(III) Total			50,000												15,000	50,000	0

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

A	B	(1)	(2)			(3)			(4)
Name and Surname	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
Abramo Galante	Chairman/CEO		(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			80,000				0		
(II) Remuneration from subsidiaries and associates									
(III) Total			80,000				0		

A	B	(1)	(2)			(3)			(4)
Name and Surname	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
Raffaele Galante	CEO		(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			80,000				0		
(II) Remuneration from subsidiaries and associates									
(III) Total			80,000				0		

A	B	(1)	(2)			(3)			(4)
Name 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			110,043				0		
(II) Remuneration from subsidiaries and associates									
(III) Total			110,043				0		

A	B	(1)	(2)			(3)			(4)
Name and Surname	Position held	Plan	Bonus for the year			Prior year bonuses			Other bonuses
Dario Treves	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			53,466				0		
(II) Remuneration from subsidiaries and associates									
(III) Total			53,466				0		

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

Shareholding by the members of the managing and control bodies and general managers					
<b>Name and Surname</b>	<b>Participated Company</b>	<b>No. of shares owned at 30/06/2019</b>	<b>No. of shares purchased</b>	<b>No. of shares sold</b>	<b>No. of shares owned at 30/06/2020</b>
Galante Abramo	Digital Bros S.p.A.	4,904,267	-	-	4.904.267
Galante Davide	Digital Bros S.p.A.	243,728	-	-	243.728
Galante Raffaele	Digital Bros S.p.A.	4,678,736	-	-	4.678.736
Stefano Salbe	Digital Bros S.p.A.	15,526	-	-	15.526

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