

# **ITALMOBILIARE**

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## **INFORMATION DOCUMENT**

### **"Italmobiliare 2020-2022 Phantom Stock Grant Plan"**

**Prepared pursuant to art. 114 bis 5 of Legislative Decree 58 dated February 24, 1998 ("CLF") and art. 84 bis of the Regulation adopted by CONSOB with resolution 11971 of May 14, 1999 as subsequently integrated and amended ("Issuers Regulation")**

# ITALMOBILIARE

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## Introduction

Italmobiliare has for some time been using variable remuneration tools linked to the Company's long-term performance in order to link a share of managers' remuneration to the creation of sustainable value over time. On the occasion of the closure of the previous incentive plan (2017-2019 Long-term Incentive Plan), the Company intends to introduce a tool that will bring it into line with current best practice, the recommendations of the Corporate Governance Code and the Company's long-term strategic objectives, while meeting the expectations of institutional investors and shareholders.

The Board of Directors of Italmobiliare, after hearing the opinion of the Remuneration and Nominations Committee, decided to submit to the Shareholders' Meeting a proposal to launch a three-year Phantom Stock Grant Plan (2020-2022).

This Information Document has been drawn up pursuant to art. 84-*bis* of the Issuers' Regulation and in line with the instructions contained in Schedule 7 of Annex 3A of the Issuers Regulation, also in the numbering of the paragraphs, in order to provide the Shareholders' Meeting with the information needed to approve the incentive plan based on financial instruments entitled "**Italmobiliare 2020-2022 Phantom Stock Grant Plan**".

The Ordinary Shareholders' Meeting called to resolve on the Plan has been convened (at single calling) on April 21, 2020.

Note that the Plan is to be considered "particularly important" pursuant to art. 114-*bis*, paragraph 3 of the CLF and art. 84-*bis*, paragraph 2, letters a) and b) of CONSOB's Issuers Regulations.

This Information Document is made available to the public at the registered office of ITALMOBILIARE S.p.A. (Via Borgonuovo 20, Milan), on its website ([www.italmobiliare.it](http://www.italmobiliare.it)), as well as on the authorised storage system eMarket Storage ([www.emarketstorage.com](http://www.emarketstorage.com)).

# ITALMOBILIARE

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## DEFINITIONS

Unless otherwise specified, the following terms will have the meaning indicated below, it being understood that the terms and expressions defined in the masculine will be understood as defined also in the feminine and that the terms and expressions defined in the singular will also be understood as defined in the plural.

<b>"Assignment"</b>	indicates the assignment to each Beneficiary of the Rights to receive a pre-determined number of Phantom Stocks at the end of the Performance Period having achieved specific Performance Objectives;
<b>"Shareholders' Meeting"</b>	indicates the Ordinary Shareholders' Meeting of the Company;
<b>"Shares"</b>	indicates the ordinary shares of the Company;
<b>"Beneficiaries"</b>	Indicates the Company's managerial resources to whom the Plan is addressed;
<b>"Remuneration and Nominations Committee"</b>	indicates the Remuneration and Nominations Committee set up as part of Italmobiliare's Board of Directors in office from time to time.
<b>"Board" or "BoD"</b>	indicates the Company's Board of Directors in office from time to time;
<b>"Date of Assignment of Rights"</b>	indicates the date of the Board resolution in which the Rights are assigned to each Beneficiary;
<b>"Date of Attribution of Phantom Stocks"</b>	indicates the date of the Board resolution which determines the number of Phantom Stocks to be attributed to each Beneficiary and the consequent amount of the Bonus;
<b>"Right"</b>	indicates the right assigned to the Beneficiaries to receive one Phantom Stock in accordance with the Regulation and the Letter of Assignment;
<b>"Italmobiliare Group"</b>	indicates: (i) the Company; and (ii) the Company's subsidiaries;
<b>"Letter of Assignment"</b>	indicates the letter in which the Company notifies each Beneficiary of their participation in the Plan, indicating the number of Rights

# ITALMOBILIARE

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	assigned, as well as the Performance Objectives and related Target;
<b>"Letter of Attribution of the Bonus"</b>	indicates the letter that will be delivered to each Beneficiary following the attribution of the Phantom Stocks and the related Bonus approved by the Board of Directors at the end of the Performance Period;
<b>"Net Asset Value per share"</b>	indicates the Net Asset Value per Share, gross of any dividends distributed, whose growth value is determined by CAGR and whose method of calculation is the same as the one used by the Company when preparing the annual financial report published by Italmobiliare.
<b>"Performance Objective"</b>	indicates the objective identified by the Board of Directors for the specific Performance Period, on the proposal of the Remuneration and Nominations Committee, achievement of which allows the Rights of Attribution of the Phantom Stocks and the related Bonus to mature;
<b>"Phantom Stock"</b>	indicates a unit that represents the value of a Share which will be converted into a Cash Bonus according to the price conventionally determined as the average price of the share in the sixty calendar days preceding closure of the last financial year of the Performance Period under the terms and conditions laid down in the Regulation;
<b>"Performance Period"</b>	indicates the three-year vesting period, from January 1, 2020 to December 31, 2022, based on which the Performance Objectives are calculated;
<b>"Plan"</b>	indicates the Plan entitled "2020-2022 Italmobiliare S.p.A. Phantom Stock Grant Plan", consisting of this document and its implementing documentation;
<b>"Bonus"</b>	indicates the gross amount of cash payable to each Beneficiary based on the number of Phantom Stocks attributed to the Beneficiary and in accordance with the Plan Regulation;

# ITALMOBILIARE

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<b>"Relationship"</b>	indicates the administration or work relationship between the Beneficiary and the Group company;
<b>"Regulation"</b>	indicates the document approved by the Board of Directors on the proposal of the Remuneration and Nominations Committee, which governs the terms and conditions for implementing the Plan;
<b>"Total Remuneration"</b>	indicates the maximum gross remuneration paid to each Beneficiary, including (i) the fixed elements of the gross annual remuneration or gross annual fee at December 31 of the last financial year of the Performance Period (excluding the benefits recognised in relation to the employment and/or collaboration relationship) (ii) the maximum value of the annual variable component that can be earned on achieving predefined corporate objectives according to the MBO methodology applied by the Company at December 31 of the last financial year of the Performance Period (iii) the maximum value of the long-term variable component that can be earned on achieving predefined corporate objectives as defined in the Report on the remuneration policy and compensation paid.
<b>"Company"</b>	indicates ITALMOBILIARE Società per Azioni (in abbreviated form "ITALMOBILIARE S.p.A."), with registered office in via Borgonuovo, 20, Milan, Companies Register, Tax Code and VAT no. 00796400158;

# ITALMOBILIARE

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## 1. RECIPIENTS

### 1.1. Indication of the recipients who are members of the board of directors or of the management board of the issuer of financial instruments, of the issuer's parent companies and of the companies directly or indirectly controlled by it

The Beneficiaries of this Plan include the Chief Executive Officer-Chief Operating Officer of the Company, currently identified in the person of Carlo Pesenti.

### 1.2. Categories of employees or collaborators of the issuer of financial instruments and of the parent or subsidiary companies of the issuer

The potential Beneficiaries of the Plan will include the Company's key management personnel and other managers selected by the Chief Executive Officer, who perform key functions for the achievement of the Group's strategic results.

The Rights envisaged in the Plan will be assigned to the Beneficiaries by the Board of Directors after hearing the opinion of the Remuneration and Nominations Committee, and, for Managers other than the Executive Directors and Key Management Personnel, by the person delegated for this purpose by the Board of Directors, following approval of the Plan by the Ordinary Shareholders' Meeting of the Company convened at single calling on April 21.

Note that managers' participation in the Plan is determined exclusively on the basis of their role and, therefore, regardless of any positions held by them on the Boards of Directors of subsidiaries. For this reason, such persons are not mentioned by name.

### 1.3. Names of persons belonging to the following groups who will benefit from the Plan:

#### a) *General Managers/Chief Operating Officers of the issuer of financial instruments;*

The Plan applies to the Chief Executive Officer-Chief Operating Officer of the Company, currently identified in the person of Carlo Pesenti.

#### b) *other key management personnel of the issuer of financial instruments which is not of a "lower size", pursuant to article 3, paragraph 1, letter f), of Regulation 17221 of March 12, 2010, in the event that during the year they received overall compensation (obtained by adding the cash compensation to the remuneration based on financial instruments) higher than the highest total compensation among those attributed to the members of the Board of Directors, or of the management board, and to the general managers of the issuer of financial instruments;*

The names of the additional Beneficiaries who fall into the groups indicated in point 1.3, letters a), b), c) of Annex 3A, Scheme 7, of the Issuers Regulation will be provided subsequently according to the methods set out in art. 84-bis, paragraph 5, letter a) of the Issuers Regulation.

#### c) *individuals controlling the issuer of shares, who are employees of it or who collaborate with the issuer;*

Not applicable.

# ITALMOBILIARE

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## 1.4. Description and numerical indication, separated by category:

The Plan is intended for a maximum of 20 Beneficiaries and can also include persons identified as key management personnel and other managers chosen by the Chief Executive Officer.

The information provided in paragraphs 1.2, 1.3. and 1.4 above will be provided, where applicable, during implementation of the Plan, pursuant to art. 84-bis, paragraph 5, letter a) of the Issuers Regulation.

Note that the incentive scheme envisaged by the Plan is the same for all Beneficiaries, differing only in the amount of the Assignment, which rises according to the position held by the person and the responsibilities assigned to them.

## 2. REASONS FOR ADOPTING THE PLAN

### 2.1. Objectives to be achieved by attributing the plans

The Plan is designed to promote loyalty on the part of management by linking the bonus provided by the Plan to continuation of the working relationship with the Company (or with a company within the Group), as well as to guarantee a correlation between the creation of value for the shareholders and for the managers who perform key functions for achieving the Group's strategic results.

In particular, the Plan intends to pursue the following objectives:

- to focus the attention of management and key resources on medium to long-term strategic success factors to ensure that management's interests are fully aligned with those of the shareholders;
- to ensure a high level of attraction and retention of key resources;
- to implement a long-term incentive system able to create a strong link between remuneration, results and shareholder value.

The Plan has a medium to long-term time horizon as it lasts for three years. This period was deemed the most suitable to pursue the incentive objectives set and, in particular, to focus the Beneficiaries' attention on the Group's medium to long-term strategic success factors.

### 2.2. Key variables, also in the form of performance indicators for the attribution of plans based on financial instruments

The Plan provides for the assignment of a specific number of Rights to receive Phantom Stocks linked to the value of the Company's shares at the end of the Performance Period, providing the Performance Objective to which the plan is linked is achieved.

The final Bonus therefore depends on:

- the number of accrued Phantom Stocks (based on Group performance);
- the value of the Shares, based on stock market performance.

Each Beneficiary will be assigned a certain number of Phantom Stocks as communicated in the Letter of Assignment.

# ITALMOBILIARE

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At the end of the Performance Period, a certain number of Phantom Stocks assigned will be attributed to the Beneficiaries on the basis of the results achieved in the previous three years and in relation to the following Performance Objective:

- Net Asset Value per share recorded at the end of the Performance Period compared with the Net Asset Value per Target share as approved by the Board of Directors.

The "Phantom Stocks" assigned will therefore be "converted" immediately into a Cash Bonus. The cash value will be determined by taking as a point of reference the average closing price of the ordinary shares of Italmobiliare S.p.A. in the last sixty days starting from the closing date of the last financial year of the Performance Period.

### **2.3. Elements underlying the amount of remuneration based on financial instruments, i.e. the criteria for its determination**

The target value of the Assignment is represented by a percentage of the Beneficiary's fixed remuneration defined in relation to the responsibilities assigned to the position and on the basis of market practice. The extent of the incentives assigned by target to each Beneficiary differs according to the level of responsibility and criticality of the position.

After the end of the Performance Period and backed by the opinion of the Remuneration and Nominations Committee, the Board of Directors will verify the level of achievement of the Performance Objective, thereby determining the number of Phantom Stocks and the Bonus to be attributed to each Beneficiary.

Overall performance is measured according to the following incentive curve:

- on reaching a minimum level of performance, a number of Phantom Stocks equal to 66% of the Phantom Stocks assigned will be attributed. No Phantom Stock will be attributed below this minimum level;
- on reaching the target performance level (100%), a number of Phantom Stocks equivalent to the number of Phantom Stocks assigned (100%) will be attributed;
- on reaching a maximum level of performance, a number of Phantom Stocks equal to 167% of the assigned Phantom Stocks will be attributed. No additional Phantom Stock will be attributed on reaching a performance level above this cap.

For intermediate performances between the minimum level and the target, and between the target and the maximum, a calculation by linear interpolation will be applied.

Achievement of the Performance Objective of the Plan to calculate the number of Phantom Stocks to be attributed will be ascertained by the Board of Directors on the basis of indications provided by the Remuneration and Nominations Committee. This will take place at the meeting called to approve the draft financial statements at December 31, 2022.

The amount of the Bonus as determined above cannot in any way exceed a maximum amount equal to three times the Total Remuneration of each Beneficiary.

### **2.4. Reasons underlying any decision to attribute compensation plans based on financial instruments not issued by the issuer, such as financial instruments issued by subsidiaries or parent companies of third parties with respect to the group to which they**



# ITALMOBILIARE

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**belong; if these instruments are not traded on regulated markets, information on the criteria used to determine the value attributable to them.**

Not applicable.

## **2.5. Assessments regarding significant accounting and tax implications that have affected definition of the plan**

No significant tax or accounting assessments affected preparation of the Plan. In particular, in relation to disbursement of the Bonus, the current tax system applicable in the country of fiscal residence of each Beneficiary will be taken into consideration.

## **2.6. Possible support of the plan by the Special Fund to encourage worker participation in companies, as per art. 4, paragraph 112, of Law 350 dated December 24, 2003**

The Plan does not receive support from the Special Fund to encourage worker participation in companies, pursuant to art. 4, paragraph 112, of Law 350 dated December 24, 2003.

## **3. APPROVAL PROCESS AND TIMING FOR THE ASSIGNMENT OF THE INSTRUMENTS**

### **3.1. Scope of powers and functions delegated by the shareholders' meeting to the board of directors for the purpose of implementing the plan**

On March 4, 2020, on the proposal of the Remuneration and Nominations Committee, the Board resolved to submit approval of the Plan to the Shareholders' Meeting convened for April 21, 2020.

The Shareholders' Meeting called to resolve on the Phantom Stock Plan of Italmobiliare S.p.A. will be asked to assign to the Board (on the proposal of the Remuneration and Nominations Committee), with the faculty of sub-delegation, the widest possible powers that may be necessary or appropriate for implementation of the Plan, to be exercised in compliance with the principles established by the Shareholders' Meeting and explained in this Information Document and, in particular, purely by way of example and without limitation, to provide - where envisaged, also having heard the Remuneration and Nominations Committee - for: (i) approval and/or amendment and/or integration of the Plan Regulation; (ii) identification of the Beneficiaries by name; (iii) determination of the amount of the Incentive to be attributed to each Beneficiary; (iv) any act, fulfilment, formality or communication that may be necessary or appropriate for the management and/or implementation of the Plan.

### **3.2. Persons in charge of administrating the plan**

The bodies responsible for managing the Plan are the Board of Directors and the Remuneration and Nominations Committee, which will make use of the Human Resources Department at a technical and operational level.

### **3.3. Any procedures that already exist for revision of the plans, also in relation to any changes in the basic objectives**

In order to keep the essential contents of the Plan as unchanged as possible, after hearing the opinion of the Remuneration and Nominations Committee, it is up to the Board of

# ITALMOBILIARE

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Directors to regulate any rights that emerge and/or to modify and/or supplement the conditions for the Attribution of Phantom Stocks when certain transactions take place, including, for example, splitting and regrouping the Shares.

In case of a Change of Control or discontinuity in the market price of the Company's shares (e.g. following an increase in capital or a delisting), the Rights assigned by the Beneficiaries will not be affected.

Having heard the opinion of the Remuneration and Nominations Committee, the Board will also, at its sole discretion, have the right to adjust the Performance Objective in such a way as to guarantee, in the interest of the Beneficiaries, a situation that is substantially fair compared with the one that existed previously in the event that extraordinary and/or unforeseeable events or circumstances take place that could significantly affect the results and/or the scope of the Group or, more generally, on the parameters underlying the Performance Objective; this for the sole purpose of preserving the Plan's intention of maintaining constant alignment between the corporate objectives and the objectives underlying the Beneficiaries' incentive schemes.

The Board can make any changes it deems appropriate to the Plan, at its sole discretion, in order to align the Plan with laws and regulations, correct any inconsistencies, defects or omissions in the Regulation and/or the Plan.

### **3.4. Description of the methods by which the availability and assignment of the financial instruments on which the plans are based are determined (e.g. free assignment of shares, capital increases with exclusion of option rights, purchase and sale of treasury shares).**

Being a Phantom Stock plan, the Plan does not provide for the assignment or purchase of Shares by the Company. On the other hand, implementation of the Plan provides for the attribution to the Beneficiaries of Rights which, under the terms and conditions provided for in the Regulation, determine the right for the Beneficiary to receive the Bonus.

### **3.5. Role played by each director in determining the characteristics of the plans; any situations of conflicts of interest for the directors concerned**

The Remuneration and Nominations Committee, consisting of non-executive and independent directors pursuant to the combined provisions of articles 147-ter, paragraph 4 and 148, paragraph 3, of the CLF and pursuant to article 3 of the Corporate Governance Code, was involved in identifying the essential elements of the Plan at the various stages of preparation.

### **3.6. For the purposes of art. 84-bis, paragraph 1, the date of the decision taken by the body with the right to propose approval of the plans by the shareholders' meeting and of any proposal by the remuneration committee, if any**

The Remuneration and Nominations Committee expressed a favourable opinion on the proposal for approval of the Plan by the Company's Board of Directors at the meeting held on February 27, 2020.

The Board of Directors approved the Plan, with the favourable opinion of the Remuneration and Nominations Committee, at the meeting held on March 4, 2020, and proposed to submit it for approval by the Shareholders' Meeting convened at a single calling on April 21, 2020.

# ITALMOBILIARE

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### **3.7. For the purposes of art. 84-bis, paragraph 5, letter a), the date of the decision taken by the body in charge of assigning the instruments and of any proposal to the above-mentioned body formulated by the remuneration committee, if any**

The Rights envisaged in the Plan will be assigned to the Beneficiaries by the Board of Directors after hearing the opinion of the Remuneration and Nominations Committee and, for Managers other than the Executive Directors and Key Management Personnel, by the person delegated for this purpose by the Board of Directors, following approval of the Plan by the Ordinary Shareholders' Meeting of the Company convened at single calling on April 21.

The date of the decision taken by the Board of Directors regarding Assignment of the Phantom Stocks and the date of any proposal to the Board of Directors by the Remuneration Committee are not available at the time of drafting this Information Document; they will therefore be communicated subsequently pursuant to art. 84-bis, paragraph 5, letter a) of CONSOB's Issuers Regulations.

### **3.8. Market price, recorded on the aforementioned dates, for the financial instruments on which the plan is based, if traded on regulated markets**

The price of the shares at the time of Assignment of the Rights by the Board of Directors will be communicated pursuant to art. 84-bis, paragraph 5, of CONSOB's Issuers Regulations.

On March 4, 2020, the Board of Directors met to define the proposal regarding the Plan to be submitted to the Shareholders' Meeting and the closing market price of Italmobiliare's shares was Euro 26.50.

### **3.9. In the case of plans based on regulated financial instruments, in what terms and in what ways does the issuer take into account, in the context of identifying the timing of assignment of the instruments in implementation of the plans, the possibility that there could be a coincidence between:**

- i. the said assignment or any decisions made in this regard by the remuneration committee, and
- ii. the dissemination of any important information pursuant to art. 114, paragraph 1. For example, if the information is:
  - a. not already public and likely to influence market prices in a positive way, or
  - b. already published and likely to influence market prices in a negative way.

Any disclosure of insider information at the time of Assignment of the Rights would be irrelevant to the Beneficiaries who, on the basis of the mechanism of the Plan which envisages the assignment of Phantom Stocks, cannot carry out any transaction in the shares as there is no material attribution of them.

## **4. THE CHARACTERISTICS OF THE INSTRUMENTS ATTRIBUTED**

### **4.1. The way in which the compensation plans based on financial instruments are structured.**

The Plan involves the assignment to each of the Beneficiaries of Rights to receive Phantom Stocks at the terms and conditions laid down in the Regulation and Letter of Assignment.

# ITALMOBILIARE

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The number of Phantom Stocks to be attributed to the Beneficiaries is subject to achieving the Performance Objective, based on the criteria explained in paragraph 2.2 above.

Phantom Stocks are attributed at the end of the Performance Period and then converted into a Cash Bonus based on the criteria explained in paragraph 2.2 above.

Given the direct connection between the Bonus and the value of the shares, at the end of the vesting period Management will be assigned an additional number of Phantom Stocks, equal to the value of the dividends paid out during the performance period (so-called "Dividend Equivalent"), in order to mitigate the negative impact on the right assigned to Management.

#### **4.2. Indication of the period of effective implementation of the plan, also with reference to any different cycles envisaged**

The Plan provides for a single Assignment Cycle.

Phantom Stocks will be attributed to the Beneficiaries in the year following the end of the Performance Period and immediately converted into cash according to the provisions of paragraph 2.32 above.

#### **4.3. Termination of the plan**

The Plan will terminate with the payment of the Bonus, i.e. after approval of the 2022 financial statements by the Shareholders' Meeting.

#### **4.4. The maximum number of financial instruments, also in the form of options, assigned in each fiscal year to the individuals identified by name or to the categories indicated**

The maximum allocation of 550,000 Phantom Stocks is expected. The number of Rights assigned is determined on the basis of the mechanisms explained in paragraph 2.3.

#### **4.5. Methods and clauses for implementing the plan, specifying whether effective attribution of the instruments is subject to the occurrence of certain conditions or to the achievement of certain results, including those based on performance; description of these conditions and results**

The Attribution of Phantom Stocks and their conversion into the Cash Bonus are subject to:

- the Beneficiaries must still have Work Relationship with the Company or with one of the Group companies at the time the Bonus is to be paid;
- the Beneficiaries must not be in a period of notice for resignation or dismissal at the end of the Performance Period; if the Beneficiary is an executive Director, they must not have renounced office or been revoked at the time the Bonus is to be paid;
- achievement of the specific Performance Objective as mentioned in paragraph 2.2.

Without prejudice to the right to compensation for any other damages, after payment of the Bonus, the Company reserves the right, within the limitation periods provided for under current legislation and regardless of whether the work relationship still exists or has been terminated, to ask the Beneficiary to refund the bonus already paid (so-called "clawback"), if one of the following cases should occur:

- fraudulent or grossly negligent behaviour on the part of the beneficiary to the detriment of the Group;

# ITALMOBILIARE

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- serious and intentional violations of laws, the Code of Ethics and company rules,
  - payment of the Bonus on the basis of data which subsequently turn out to be manifestly incorrect or intentionally altered.

#### **4.6. Indication of any restrictions on the availability of the instruments attributed or the instruments that derive from exercising the options, with particular reference to the terms within which subsequent transfer to the company or to third parties is allowed or prohibited**

Being Phantom Stock Plan, no allocation of Shares or options is envisaged, so this section is not applicable.

#### **4.7. Description of any termination conditions in relation to the attribution of plans in the event that the recipients carry out hedging transactions that allow them to neutralise any prohibitions on the sale of the financial instruments assigned, also in the form of options, or of the financial instruments derived from exercising such options**

As this is a Phantom Stock Plan, on the basis of which no shares or options are attributed, no hedging transactions to neutralise the ban on selling the assigned Rights are possible, so this section is not applicable.

In any case, Beneficiaries are prohibited from carrying out hedging transactions which allow the risk alignment inherent in the incentive mechanisms based on financial instruments to be altered or invalidated. Failure to comply with this prohibition entails forfeiture of the right to receive the Bonus.

#### **4.8. Description of the effects caused by termination of the work relationship**

Beneficiaries are entitled to payment of the Bonus if at the time it is due to be paid they still have a Relationship without there being any period of notice in progress or in any case without them having been given notice of dismissal; directors must not have waived the position or been revoked. In the event of termination of the Relationship before payment of the Bonus, the Beneficiary will automatically lose all of their Rights (or the Phantom Stocks already attributed) which will become ineffective, nor will the Beneficiary be entitled to receive any compensation or indemnity from the Company for whatever reason.

In the event of termination of the Relationship before payment of the Bonus for reasons other than:

- disciplinary dismissal;
- resignation not for just cause;
- revocation of a director for just cause;
- resignation of a director not for just cause;

the right (for the beneficiary or for their heirs or assignees) to receive a portion of the bonus will be maintained by applying the "pro-rata temporis" criterion and on the basis of an assessment of the performance results as of the date of termination.

# ITALMOBILIARE

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In the event of:

transfer of the work relationship, collaboration or mandate by the Company to another Group company

termination with simultaneous establishment of a new work relationship, collaboration or mandate within the Group

the beneficiary will retain ownership of the Rights at the same terms and conditions.

#### **4.9. Other possible reasons for cancellation of the plans**

Except as envisaged in the previous paragraphs, there are no other reasons for cancellation of the Plan.

**4.10. Reasons for any redemption by the company of the financial instruments involved in the plans pursuant to art. 2357 et seq. of the Italian Civil Code; the beneficiaries of the redemption, indicating whether the redemption is intended only for particular categories of employees; the effects of termination of the work relationship**

Not applicable.

**4.11. Any loans or other facilities that are intended to be granted for the purchase of the shares pursuant to art. 2358, paragraph 3 of the Italian Civil Code.**

Not applicable.

**4.12. Assessments of the expected burden for the company on the date of the assignment, as determined on the basis of terms and conditions already defined, by total amount and in relation to each instrument of the plan.**

This figure cannot be determined at present as it will depend on the value of the Shares at the time of attribution of the Phantom Stock or payment of the Bonus. The estimated cost over the entire period of the Plan, as explained in this document, in the event of achievement of maximum performance and assuming that the price of Italmobiliare Shares remains stable during the performance period (compared with an average price during the last quarter of 2019 of € 23.78) is approximately Euro 18.5 million.

**4.13. Any dilutive effects on capital brought about by compensation plans**

Not applicable.

#### **4.14-4.23**

The sections relating to the assignment of shares and stock options are not applicable.

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Table no. 1 required by paragraph 4.24 of Scheme 7 of Annex 3A to the Issuers Regulation will be provided subsequently according to the procedures set out in art. 84-bis, paragraph 5, letter a) of the Issuers Regulation.