



**SHAREHOLDERS' MEETING
ROME - 28 APRIL 2022**

DIRECTORS'
REPORT

in accordance with article 114 bis of Legislative decree no. 58 of 24 February 1998

ON ITEM 2.1 AND 2.2 OF THE AGENDA

REMUNERATION POLICY



Explanatory report of the Board of Directors of doValue S.p.A on points 2.1 and 2.2. on the agenda of the Shareholders' Meeting called, in ordinary session and in single call, on April 28, 2022:

Remuneration policy:

- 2.1. Report on the remuneration policy and remuneration paid - Binding resolution on the first section pursuant to art. 123-ter, paragraph 3 bis of Legislative Decree no. 58 of February 24, 1998.**
- 2.2. Report on the remuneration policy and remuneration paid - Non-binding resolution on the second section pursuant to art. 123-ter, paragraph 6 of Legislative Decree no. 58 of February 24, 1998 and binding resolution on the proposed derogation from the 2021 remuneration policy, relating to the assignment of the CEO's 2021 variable remuneration.**

Dear Shareholders,

We have called the Ordinary Shareholders' Meeting to submit for your approval the proposed "Remuneration Policy for the period 2022-2024" (available on the website www.dovalue.it, in the section "Governance - Shareholders' Meeting of 28 April 2022", <https://www.dovalue.it/governance/associazione-azionisti>), prepared in accordance with the provisions of art. 123-ter of Legislative Decree 58/98 (the TUF) according to which the Shareholders' Meeting is responsible for approving, among other things, the remuneration and incentive policy for general managers, executives with strategic responsibilities and members of the bodies of doValue administration. The approval of the remuneration policy and incentive systems must certify their consistency with long-term strategies, ensuring the correct balance between the fixed and variable components of remuneration and, with regard to the latter, mechanisms aimed at guaranteeing the connection of the remuneration with the long-term objectives.

The Remuneration Policy is strictly connected to the doValue Business Plan, approved by the Company's Board of Directors on 25 January 2022 and presented to the financial community through the Capital Markets Day held on 26 January 2022, and is aligned with the time horizon of the Plan (2022-2024).

Furthermore, in accordance with the obligations under art. 123-ter of Legislative Decree 58/98 (Consolidated Law on Finance), information is provided on the implementation of the Remuneration Policy approved by the Shareholders' Meeting on April 29, 2021 ("Annual report on remuneration paid in 2021). With regard to this specific section, it is proposed to the Shareholders to approve, with a binding resolution, an exception to the 2021 Remuneration Policy regarding the period used as reference for the calculation of the average price of the relevant shares for the purpose of determining the variable component of the remuneration of the " Chief Executive Officer linked to the achievement of a share price target.

In particular, the component, on which the Board of Directors resolved to propose a derogation to the Shareholders' Meeting, concerns 60% of the annual bonus (MBO) of the Chief Executive Officer. This target was not achieved if we consider only the second half of 2021, while it would have been fully achieved if the entire year 2021 had been evaluated.

The rationale for the decision to take the share price target as a reference during the second half of 2021 alone was guided by the hypothesis that the doValue share (and financial markets in general) at the beginning of 2021 could still be excessively penalized by the given situation. from the Covid-19 pandemic. In reality, this choice resulted in a penalizing result for the CEO following the particular volatility of the stock, principally during the third quarter of 2021.

In addition to the above, it is noted that 2021 showed strong positive results: gross revenues increased to 572.1 million euros, EBITDA, excluding non-recurring items, of 200.9 million euros (EBITDA margin equal to 35%), net profit, excluding non-recurring items, which reached 50.7 million euros, a Financial Leverage of 2.0x as of 31 December 2021, and driving a dividend per share of 0.50 euros. Furthermore, as mentioned, on 25 January 2022 the Board of Directors approved the 2022-2024 Business Plan, illustrating the strategic commitment in line with the long-term interests of doValue's stakeholders.

By virtue of the above circumstances and taking into account that the aforementioned component is an integral part of the long-term remuneration of the Chief Executive Officer, the Nomination and Remuneration Committee, in the meeting of 28 March 2021, proposed not to cancel but rather defer the



vesting of the aforementioned component, at the end of the mandate of Chief Executive Officer (in conjunction with the evaluation of the MBO for 2023), under the following conditions:

- the additional and specific objective is achieved in terms of the target value of the share price for 2023 (substantially incremental compared to 2021);
- the mechanisms relating to deferred remuneration to be paid in 2023 and the malus and claw back mechanisms are satisfied.

The number of shares assigned will be defined by dividing the target amount expressed in euros by the average price per share of the 12 months preceding the assessment of the vesting conditions, and will be paid subsequently after the Shareholders' Meeting called to approve the 2023 financial statements, without prejudice to the deferral period indicated in the remuneration policy.

The aforementioned waiver proposal, which does not lead to an immediate cash payment, but a total deferral, is aimed to reinforcing an even greater alignment of the CEO's remuneration structure with the Company's growth objectives, also in light of the new strategic economic objectives set in the Business Plan; furthermore, the payment conditions established (including the maintenance of the target value set for 2023, as well as the deferral mechanism) ensure alignment with the interests of the Shareholders and make it possible to appreciate the convenience for the Company.

This derogation will be implemented only in the event of a favorable vote by the Shareholders' Meeting of 28 April 2022.

Resolution proposals

Dear Shareholders,

In consideration of the foregoing, if you agree with the above, we invite you to deliberate on the proposals regarding:

- (i) approval, in accordance with art. 123-ter of the TUF, of the "Report on the remuneration policy and remuneration paid", the elements of which are contained in the document which is an integral part of this Report, aimed at defining the principles and rules applied by the Company in designing, implementing and monitoring the remuneration policy and plans across the whole organization in the period 2022-2024 and to provide disclosure on how 2021 remuneration was paid;
 - (i.a.) in relation to section I, "Remuneration policy for the period 2022-2024", for the effects described in paragraph 3-ter of the aforementioned decree, with a binding resolution;
 - (i.b.) in relation to section II, "Compensation paid in 2021", for the effects described in paragraph 6 of the aforementioned decree, with a non-binding resolution;
- (ii) the approval, with a binding resolution, of the proposed derogation from the 2021 remuneration policy, relating to the allocation of the CEO's 2021 variable remuneration;
- (iii) the granting to the Board of Directors of all the necessary and appropriate powers to implement the "Remuneration Policy for the period 2022-2024";
- (iv) the granting to the Chairman and the Chief Executive Officer, even separately from each other, (with the exception of what is indicated in point (ii) above which must be implemented by the Chairman alone) of all the powers to enforce this resolution and the documents of which it is composed, including making any changes and / or additions that may be necessary to the achievement of what was resolved during today's meeting of the Shareholders' Meeting (which do not alter the substance of the resolution) or in order to ensure compliance with the laws and regulations (including tax laws) currently in force and to avoid negative consequences (legal, tax or other nature) on the companies belonging to the Group and / or on the beneficiaries resident in the countries in which the Group carries out its activities.

Rome, 28 March 2022

For THE BOARD OF DIRECTORS
CHAIRMAN
Giovanni Castellaneta