

# Report on the 2021 Remuneration Policy and remuneration paid in 2020 of doValue S.p.A.



## doValue

Prepared pursuant to:

article 123-ter of the Consolidated Law on Finance (TUF), as amended by Legislative Decree no. 49/2019 and article 84-quater and outlines no. 7, 7-bis and 7-ter of Annex 3A of the Regulation adopted by CONSOB resolution no. 11971 of 14 May 1999 et seqq., implementing Legislative Decree no. 58 of 24 February 1998.

Rome, 30 March 2021

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## **Letter from the Chairman of the Remuneration Committee to the Shareholders**

Dear Shareholders,

I am pleased to present the “Report on the 2021 Remuneration Policy and remuneration paid in 2020” of doValue (hereinafter also “the Report”) which will be submitted to the Shareholders’ Meeting of 29 April 2021.

The year 2020 was one of the most difficult for the whole world because of the pandemic emergency which impacted the entire society and, as part of it, the companies’ day-to-day activities. doValue has proactively implemented all the necessary measures to manage the current Covid-19 emergency as indicated by governments decrees and by the health authorities. The Group’s full operational continuity has been and continues to be ensured by the effective application of remote working.

Servicing activities for complex, secured assets rely on a number of public services, in particular an efficient legal system that our clients, banks and investors, utilize to satisfy their claims in a timely fashion. As highlighted during the course of 2020, the COVID pandemic caused a significant reduction of most of those services especially in the full lockdown period of March to June, with a recovery soon after. Such recovery continued in the third and fourth quarter of 2020, supporting improving trends in collections and, subsequently, profitability and cash flow generation.

Despite the current context, 2020 marked a significant improvement in the base fee component of gross revenues, at 36% of total as compared with 22% in 2019. This positive trend is, therefore, to be considered structural. The recent acquisition of doValue Greece, at the beginning of the year, continued to outpace expectations, with positive results in loan restructuring and an above-average proportion of base fees.

The Board of Directors of doValue of 12 May 2020 approved the new Organizational Structure of the Group, aiming to facilitate synergies and efficiencies with the objective of proactively pursuing business opportunities across the regions in which doValue operates and therefore strengthen the effectiveness of country operations.

In light of this context, several changes have been introduced in the 2021 Remuneration Policy in order to reflect the new Group Model and align the overall remuneration framework more to shareholders’ and investors’ long term objectives and broader stakeholders’ interests, considering the market practices and regulatory updates aimed to complete the transposition of the SRDII.

I also want to highlight doValue’s adherence to the Corporate Governance Code of Borsa Italiana, as a further measure of governance strengthening and alignment to recommended practice.

Moreover, in the AGM of 29<sup>th</sup> April 2021 also the slates to name Board of Directors members for the 2021-2024 mandate will be submitted and the proposed Remuneration Policy is aimed to secure key role coverage, while ensuring an attractive reward proposition for individuals that are key to the long term strategy of the Group.

The Remuneration Policy is a relevant part of the business strategy of the Group, aimed to incentivise the Group's management to pursue the business objectives and to achieve the desired results in line with stakeholders' expectations.

Main changes introduced to the 2021 Remuneration Policy are the following:

- Revision of the remuneration structure of the CEO, to better align to shareholders and investors long term interests;
- Reshaping of the variable compensation strategy for Executives with Strategic Responsibilities, articulated in:
  - o a short-term incentive plan (MBO), to foster annual performances, both financial and non-financial, including a special focus on competencies and behaviors, aimed to accelerate alignment of doValue's values across the Group;
  - o a long-term incentive plan (LTI), to leverage alignment of participants to the long-term interest of Stakeholders, attract and retain individuals who are key to the long term success of the Group and foster the "One-Group culture";
- Focus on Employee Engagement, as a measure of creation of sustainable value for the Group and for Employees.

Furthermore, the proposed Remuneration Policy and report comply with recent regulatory changes, namely the update of Issuers' Regulations published by Consob on December 2020.

The 2021 Remuneration Policy, in describing the principles and elements of the remuneration – in continuity with the 2020 approach, pursues a commitment in terms of disclosure, responding to market requirements and regulations concerning the adopted remuneration practices and lastly pointing out their consistency with the short and long term business strategies, in line with Shareholders and other Stakeholders interests.

This Report on Remuneration Policy 2021 and Remuneration Paid 2020 has been approved by the Board of Directors on 30 March and is submitted to the Shareholders' Meeting, in accordance with the Provisions of article 123-ter of the Consolidated Law on Finance.

The Chairman of the Remuneration Committee

**First Section: Report on the 2021 Remuneration Policy of doValue S.p.A.**



# **1 GENERAL INFORMATION**

## **1.1. Introduction**

This Report - prepared in compliance with articles 114-bis and 123-ter of the “Consolidated Law on Finance”, updated with Legislative Decree 49/2019 and article 84-quater and annexes of the “Issuers Regulation”, updated in December 2020 - illustrates the Remuneration Policy of doValue S.p.A. (hereinafter also “doValue”) and is organised in two sections:

- the First Section - Report on the 2021 Remuneration Policy - describes doValue’s Remuneration Policy for 2021 in relation to the Directors, Executives with Strategic Responsibilities and Members of the Control Body, specifying the aims, governance process and involved bodies and functions as well as the procedures used for its adoption and implementation; moreover, the first section illustrates how the Remuneration Policy contributes to the company strategy, pursuit of long term interests and company sustainability.
- the Second Section - Report on remuneration paid for 2020 - provides a representation of awarded compensation considering performance achieved for 2020 and of the remuneration paid individually and by name for the Directors and Statutory Auditors and in aggregate form for Executives with Strategic Responsibilities; moreover, it includes changes of Directors and Auditors compensation, company results and employees average compensation compared to 2019.

This document is prepared in compliance with the afore mentioned laws and regulations and in line with the recommendations regarding remuneration of the Corporate Governance Code from the “Corporate Governance Committee” of listed companies (hereinafter “Corporate Governance Code”) published in January 2020, which doValue adopts.

This Report (First and Second Section) was approved by doValue’s Board of Directors on 30 March 2021; in line with article 123-ter of the Consolidated Law on Finance, the First Section - the “Report on the 2021 Remuneration Policy” - it is subject to a binding vote of the Shareholders’ Meeting while the Second Section - the “Report on remuneration paid for 2020” - is subject to an advisory vote of the Shareholders’ Meeting convened for 29 April 2021 to approve the Financial Statements for the year ending 31 December 2020.

This Report is made available to the public, at the company’s registered office and on doValue’s website in the Governance Section – Remuneration (<https://www.dovalue.it/en/governance/remuneration>), at least twenty-one days before the date of the Shareholders’ Meeting convened to approve the financial statements related to 2020, according to the requirements of current laws.

The Information Document related to the remuneration plan based on financial instruments can be obtained in the Governance Section - Remuneration of doValue’s website.

## **1.2. Regulatory framework**

The Report on the 2021 Remuneration Policy and on remuneration paid in 2020 of doValue S.p.A. is defined in line with the applicable regulatory framework:

- article 123-ter and 114-bis of the Consolidated Law on Finance, respectively “Report on the Remuneration Policy and remuneration paid” and “Market Disclosure Concerning the Allocation of Financial Instruments to Company Representatives, Employees and Collaborators”;
- CONSOB regulation no. 11971/1999 (known as the Issuers' Regulation), last updated in December 2020;

- Corporate Governance Code of the “Corporate Governance Committee” (January 2020 version).

The objective of the Remuneration Policy is to establish, in the interest of different stakeholders, remuneration systems that are more aligned with company’s objectives and values, long term strategies, and at the same time embed sound risk management practices.

### **1.3. The new Group organisation and medium-long term strategy: remuneration plan to support the business plan, with a sustainability approach**

The doValue Group is a leader in the management of primarily non-performing loans for banks and public and private investors. The Group has also developed a range of ancillary products related to servicing activity which include gathering, developing and providing property-related and legal information on borrowers and providing property services that are also related to recovery activities (e.g. participation in auctions, REOCO, etc.) and support activities for the judicial recovery of loans.

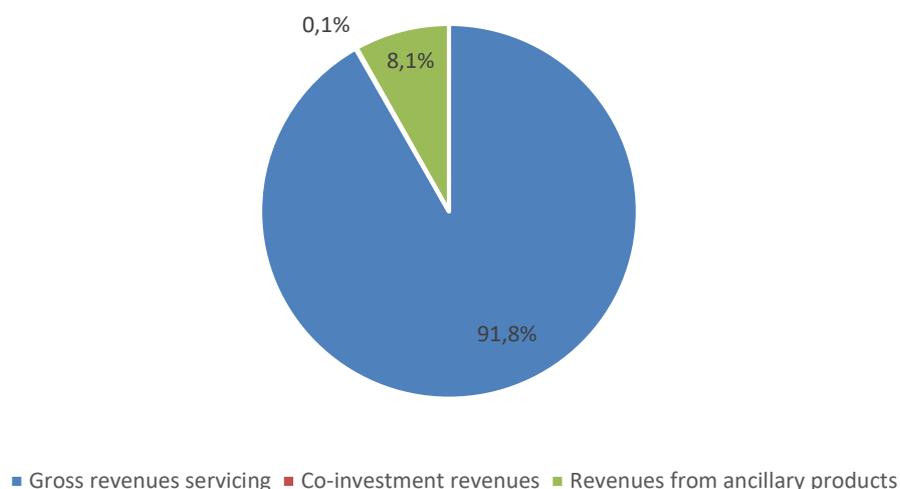
The doValue Group intends to continue to reinforce its position as leader in the credit servicing sector in Europe, focusing on:

- Achievement of objectives for growth in earnings, return for shareholders and optimization of financial leverage;
- Reinforcement of doValue’s leadership in management services for non-performing and unlikely-to pay debts and Real Estate assets in Southern Europe;
- Greater efficiency in operations and reduction of costs;
- Solid Group assets under management to support the creation of value for shareholders.

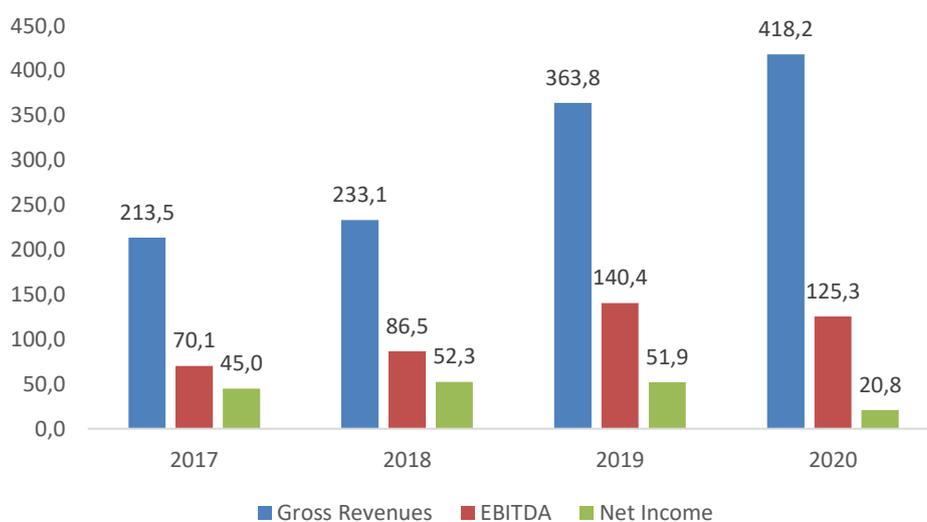
The year 2020 highlighted the achievement of important results, compared with 2019 restated financial results, that lay solid bases for the strategic lines set forth:

- Portfolio under management of €158 billion (gross book value), +20% as compared with €132 billion 2019, confirming doValue leadership in Southern Europe; portfolio under management at €161 billion when including signed projects “Icon” in Greece and “Marina” in Cyprus;
- New servicing agreements awarded for €13.0 billion: €8.6 billion (gross book value) from new mandates and €4.4 billion inflows from long-term management contracts (“forward flow agreements”), exceeding the FY20 guidance;
- Gross revenues of €418.2 million, up +15% compared with €363.8 million;
- EBITDA excluding non-recurring items amounted to €125.3 million, compared with € 140.4 million at the end of 2019; EBITDA margin excluding non-recurring items came to 30% (39% in 2019);
- Net profit attributable to shareholders excluding non-recurring items equal to €20.9 million, improving significantly from the €3.5 million as of 30 September 2020;
- Net financial position (net debt) of €410.6 million, increased as compared with €236.5 million posted at the end of 2019 to include the debt incurred for the acquisition of the Greek servicer FPS, now doValue Greece, for an amount of €265m; operating cash flow generation at approximately €118 million, with a cash conversion rate of 100% on EBITDA Reported and free cash flow at €87 million;
- Pro forma leverage (net financial position as a ratio of EBITDA) equal to 2.7x, compared with 1.3x at the end of 2019, in line with expectations and reflecting the acquisition of doValue Greece; Pro forma EBITDA excluding non-recurring items for 2020 equal to €153 million.

### Composition of doValue S.p.A. Gross Revenues (2020)



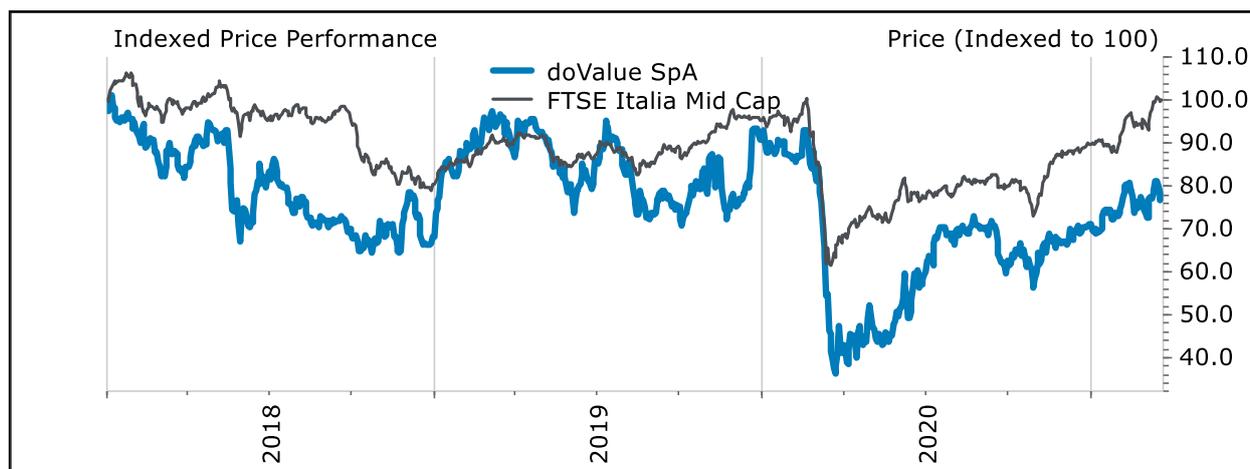
### Key Economic Indicators (2020, 2019, 2018 values in millions)



\* excluding non-recurring items

Product diversification, the larger customer portfolio and capital solidity of doValue are particularly important in the current market scenario, characterised by the broader impact of the pandemic, and considering different macroeconomic cycles and products able to balance out in the larger Southern European markets, greater focus on customers of real estate servicing and UTP debts, and lastly possible consolidation scenarios among operators in the servicing sector that facilitate M&A opportunities.

## doValue share performance



In this scenario, the 2021 Remuneration Policy aims to reward sustainable performances across the Group, to foster the “One-Group culture”, reinforcing the retention, attraction and engagement of key people. 2021 Remuneration policy has been defined considering other companies’ remuneration policies as reference: doValue, supported by Willis Towers Watson, identified a peer group aiming to assess the competitiveness of the compensation levels and structure. Peers have been selected through an initial panel of 44 companies identified as follows:

- European Listed Companies operating in businesses with similarities with doValue business portfolio
- Italian Financial Institutions with complexity comparable to doValue
- Italian Financial Institutions listed in FTSE midcap

Applied selection criteria have been:

- Qualitative criteria:
  - Share Index: are considered comparable those companies listed in the FTSE Midcap
  - Core Business: are considered comparable those companies with operation in EU whose core business is one of the following: Asset Management, Financial Markets, Investments, Rating Agencies, Real Estate, Specialty Finance
- Quantitative criteria
  - Market Capitalisation (within 1<sup>st</sup> and 3<sup>rd</sup> quartile)
  - Number of Employees (within 1<sup>st</sup> and 3<sup>rd</sup> quartile)
  - RoE (above median, to capture high profitable companies, while maintaining a sufficient wide panel).

The selected peer Group is the following: Arrow Global Group Plc, London Stock Exchange, Deutsche Boerse, Partners Group, Nexi, Euronext, Italmobiliare, Encore Capital Group, Anima, Cerved Group, Re/Max, BFF Banking Group, Pra Group, Banca Ifis.

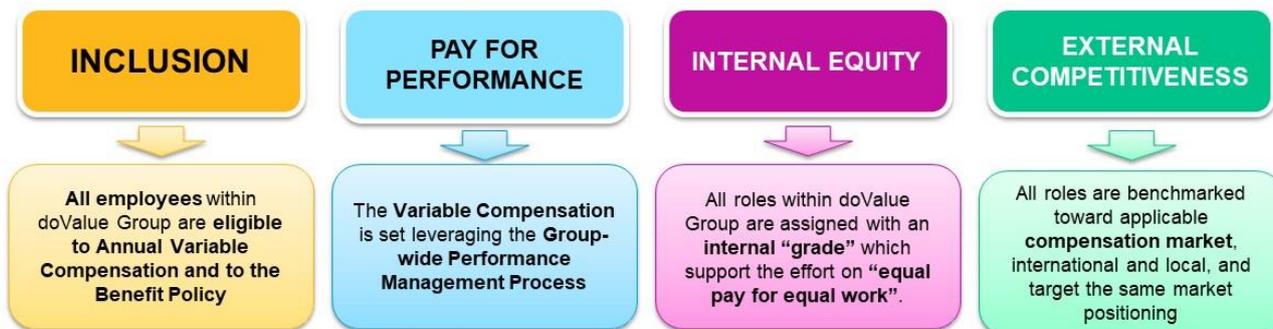


The key pillars for building a sustainable future are:

- **Innovation**, understood as constant research and improvement of its services;
- **Ethics**, acting responsibly to pursue correctness, collaboration, fairness, transparency and mutual respect in the performance of all activities;
- **Attention to people**, to develop a relationship of mutual trust, whether employees, customers or members of the local community.

doValue has embarked on a path to include more and more sustainability in its business strategy by promoting innovative projects and awareness campaigns towards all stakeholders.

doValue has defined a Group Total Reward proposition involving all Group personnel, which aims to value the contributions of all employees and to take into consideration the working conditions of all employees:



The Leadership Model that has been defined is key to ensure a successful engagement, commitment and entrepreneurial attitude from all doValue employees and based on the following dimensions or behaviours:



#### EFFECTIVENESS

*Focus on innovative solutions. Stay one step ahead. Center upon getting results. Listen carefully to gain a solid understanding and work to provide sustainable solutions.*



#### RESPONSIBILITY

*Act professionally to build trust and credibility with our customers, shareholders, partners, colleagues, within society and the economy.*



#### COLLABORATION

*Create an inclusive environment that promotes an open dialogue where all opinions are valued. Foster Teamwork. Commit to ourselves and to others.*

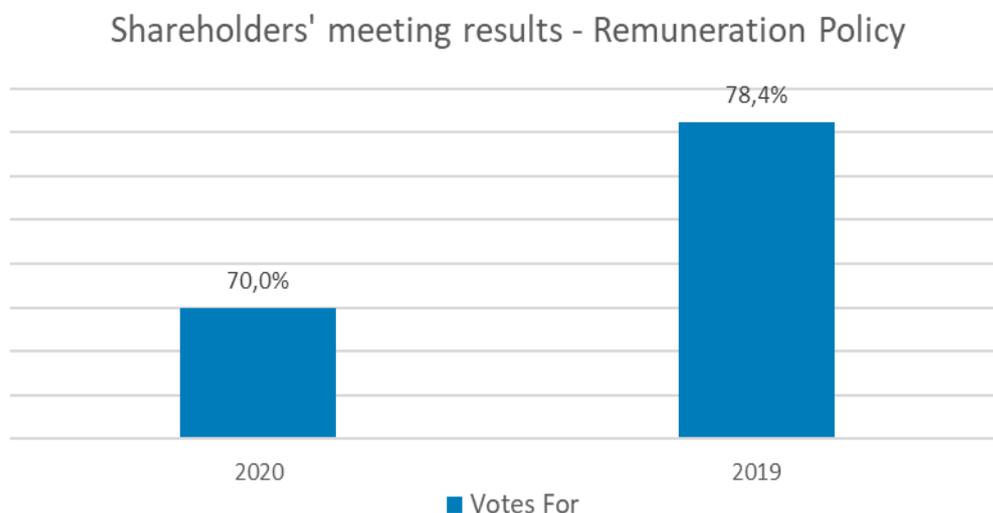


#### LEADERSHIP

*Inspire and motivate the team to achieve great results acting as role-models and being accountable of our actions and the actions of our team.*

#### **1.4. Shareholders' meeting and 2021 update to the Remuneration Policy**

doValue analyzed in detail the vote expressed by the Shareholders' Meeting of 2020, with the aim of identifying the main improvements to be implemented in the 2021 Remuneration Policy. The outcomes of shareholder votes on the Remuneration Reports presented in the last three years are shown below:



The main changes introduced to the 2021 Remuneration Policy, to take into consideration investors feedbacks and further strengthen the alignment to long term interest of stakeholders, are the following:

- Revision of the remuneration structure of the CEO;
- Reshaping of the variable compensation strategy of Executives with Strategic Responsibilities, articulated as follows:

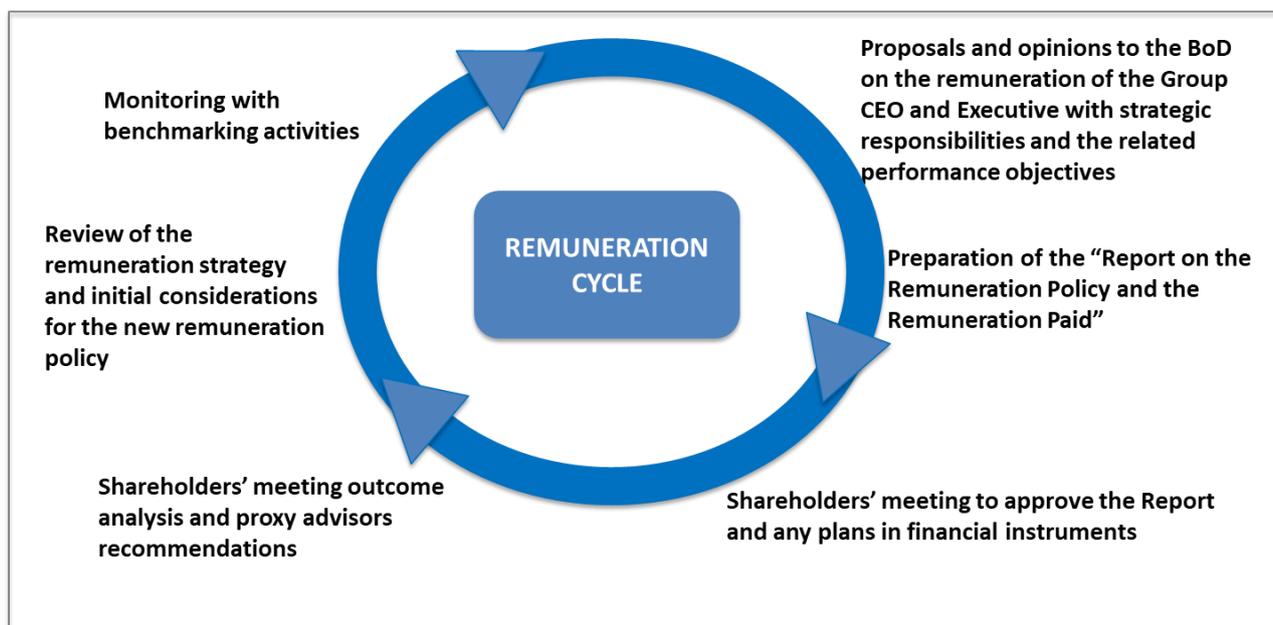
- a short-term incentive plan (MBO), to foster annual performances, both financial and non-financial, including a special focus on the competencies and behaviors needed to accelerate the alignment of doValue's culture across the Group;
- a long-term incentive plan (LTI), to align participants to long-term strategy, to attract and retain individuals that are key to the long term success of the Group and to foster the "One-Group culture";
- Focus on Employee Engagement, as a measure of sustainable value creation for the Group and the Employees.

Furthermore, the proposed Remuneration Policy and report are compliant with the recent regulatory changes, namely the update of Issuers' Regulations published by Consob on December 2020.

In the following pages a detailed description of the afore mentioned topics is provided.

## 2 THE REMUNERATION POLICY GOVERNANCE PROCESS

*The main activities related to the remuneration cycle*



The process related to the definition, adoption and implementation of the Remuneration Policy takes into account the delegation of authorities of the various corporate bodies and functions involved and aims at ensuring that each delegated corporate body or function fully exercises the responsibilities defined by external regulations, the articles of association or internal regulations.

Also for 2021 doValue has been advised by Willis Towers Watson in preparing the Remuneration Policy.

The Remuneration Policy is reviewed at least annually by doValue's Board of Directors based on a proposal from the Remuneration Committee and is later submitted for approval to the Shareholders' Meeting, along with the section related to paid remuneration, in line with the requirements of the current regulatory framework.

The Group Human Resources Function examines the policy at least annually and makes a proposal to revise this document. In making the proposal, the Function considers, in particular, the evolution of the market, strategies and risk profile, liaising to that end with the competent Functions and Corporate Bodies, which provide their contribution to the process according to their respective remits as described in more detail below.

Several Corporate Bodies and Functions are involved in this process, each for its own areas of competence, in compliance and as established by the relevant regulatory requirements, the Articles of Association and the Company's internal governance model.

The role of doValue's Corporate Bodies and Company Functions, in relation to the Remuneration Policy definition, adoption and implementation process, is indicated below.

### **2.1. Shareholders' Meeting**

The Shareholders' Meeting of doValue:

- determines the remuneration due to the Bodies appointed by the same;

- approves, with binding vote, the Remuneration Policy for the Directors, Executives with Strategic Responsibilities and Statutory Auditors (First Section - “Report on the Remuneration Policy”);
- approves, with advisory vote, the remuneration paid to Directors, Executives with Strategic Responsibilities and Statutory Auditors (Second Section “Report on paid remuneration”);
- approves the remuneration plans based on financial instruments.

## **2.2. Board of Directors**

The Board of Directors:

- defines the remuneration due to the Directors holding particular offices, after consulting with the Board of Statutory Auditors;
- defines the performance objectives for the variable remuneration of executive Directors and Executives with Strategic Responsibilities and approves the company results verifying the level at which such performance objectives have been achieved;
- ensures that the Remuneration Policy is consistent with the strategies, long term objectives, company governance organisation and Company’s risk profile and is responsible for its correct implementation;
- prepares and submits to the Shareholders’ Meeting at least every three years, the Report on Remuneration Policy and, at least annually, the Report on Paid Remuneration.

In line with the provisions of article 123-ter, paragraph 3-bis of the Consolidated Law on Finance (updated in 2019), the Board of Directors, in the event of exceptional circumstances, upon proposal of the Remuneration Committee, may temporarily make an exception to the elements of the Remuneration Policy described in paragraph 4.1 “Elements of the Remuneration Policy 2021”. The derogation can only be decided following the Related Parties Procedure.

Exceptional circumstances refer only to situations in which an exception to the Remuneration Policy is necessary to pursue long term interests and sustainability of the company as a whole or to ensure its ability to remain on the market.

As anticipated in the “Report on the 2020 Remuneration Policy of doValue S.p.A.”, a new agreement with the designated CEO has been framed, subject to the approval of the current Remuneration Policy, in order to align the remuneration framework of the 2021-2023 mandate to the new group model. The new agreement has been approved by the Board of Directors on 25 February 2021 (with the CEO abstaining from voting as well as being absent from the board discussion) based on a proposal from the Remuneration Committee and after consultation with the Risks and Transactions with Related Parties Committee. This process has been followed in order to ensure an informed decision on this topic by the Board of Directors, provided the effectiveness is subject to the approval by AGM of current Remuneration Policy.

The framed remuneration structure for the designated CEO is described in detail in the following pages of the present document.

The composition of the Board of Directors in office for the period 2018-2020 and relative corporate bodies is shown below:

	Board of Directors	Male (U) Female (D)	Independent	Executive	Nomination Committee	Risk and Transactions with Connected Persons Committee	Remuneration Committee
Giovanni Castellaneta	C	U			M	M	
Andrea Mangoni	M	U		X			
Francesco Colasanti	M	U					M
Emanuela Da Rin	M	D					
Giovanni B. Dagnino	M	U	x		M	C	
Nunzio Guglielmino	M	U	X			M	C
Giovanni Lo Storto	M	U	X		C		M
Giuseppe Ranieri	M	U					
Marella Idi Maria Villa	M	D					

P: Chairman

M: Member

Note that the Shareholders' Meeting of 29 April 2021 is called, among other resolutions, to renew the Board of Directors.

## 2.3. Remuneration Committee

The Remuneration Committee, composed of a minimum of three non-executive members, all of whom must possess independence requirements, supports the Board of Directors with consulting, advisory and verification functions in relation to the remuneration and variable incentive systems.

In particular, the Remuneration Committee:

- submits proposals to the Board of Directors regarding the Remuneration Policy of the Directors and Executives with Strategic Responsibility, periodically assessing its adequacy, overall consistency and concrete application;
- presents proposals or expresses opinions to the Board of Directors on the remuneration of the CEO and Directors holding particular offices, and establishes the relative performance objectives associated to the variable remuneration of the CEO and Executives with Strategic Responsibilities, moreover, it monitors the application of the decisions adopted by the Board and verifies, in particular, the actual achievement of the performance objectives;
- preventively examines the Report on Remuneration Policy and Remuneration Paid, which must be made available to the public in view of the annual Shareholders' Meeting that approves the annual financial statements, and presents it to the Board;
- oversees the preparation of the documentation to be submitted to the Board of Directors for the relevant decisions;
- ensures the involvement of the competent Company Functions in the process of developing, monitoring, and verifying the Remuneration Policy.

The Remuneration Committee meets, when convened by its Chairman, whenever necessary to perform the activities required by law and by the internal regulations that govern its operating procedures.

The Agenda of the Remuneration Committee's ordinary activities for 2021 is illustrated below. Additional meetings may be scheduled to examine any other business or topics/issues that may arise during the year.

	Topics
	<p>Policy concerning 2021 Remuneration for corporate bodies (Board of Directors, Chief Executive Officers and Statutory Auditors) and Executives with Strategic Responsibilities.</p> <p>Verification of the achievement of the performance objectives, final variable compensation pay-out proposal related to MBO 2020 with reference to the CEO and Executives with Strategic Responsibilities, and for CEO verification of fixed remuneration component payable in company shares.</p> <p>Verification I of Group performance conditions the for activation of the 2020 incentive system.</p> <p>Proposal for the renewal of the CEO's individual contract.</p> <p>Proposal to assign 2021 Performance Objectives in relation to MBO with reference to the CEO and Executives with Strategic Responsibilities.</p> <p>Proposal regarding the Group Long-term incentive system plan.</p> <p>Proposal on the Report on Remuneration Policy and on remuneration paid.</p>
	<p>Analysis of the results of the 2021 Shareholders' Meeting vote regarding doValue's Report on Remuneration Policy and remuneration paid and comparison to that of other listed companies in Italy and the European peer group.</p> <p>Discussion on market trends, regulatory framework and investors' expectations.</p> <p>Analysis of the competitiveness of the remuneration structure for the CEO and Executives with Strategic Responsibilities.</p> <p>Initial considerations concerning the Remuneration Policy guidelines for 2022.</p>

## **2.4. Chief Executive Officer**

CEO:

- decides upon and approves the operational process for defining the criteria used as a basis for the Remuneration Policy, in compliance with regulatory restrictions and internal regulations;
- submits the proposals regarding the application of the Remuneration Policy to Corporate Bodies by outlining the objectives and the incentive systems;
- defines remuneration and incentive policies for the remaining Group Employees.

## **2.5. Group Human Resources Function**

The Group Human Resources Function collaborates with the CEO and the competent company functions to provide all necessary information in order properly define the Remuneration Policy and the adoption of the Board of Directors' resolutions on remuneration and incentives, through the following activities:

- develop and submit the revision of the Remuneration Policy to the Remuneration Committee;
- provide support to the Remuneration Committee and to the competent Bodies in developing and reviewing this Report, together with the other competent Company Functions;
- guarantee, in collaboration with the other Company Functions, the adequacy of this Report and its compliance with the applicable regulations, together with its correct functioning;
- coordinate the performance assessment system, the variable compensation system and the career plan system in line with the policy; in this respect, it also supports the definition and assignment of the performance objectives underlying the structured incentive systems;
- support the Group Finance function on checking the achievement of the objectives and that the access conditions have been met to activate the variable remuneration systems or plans;
- monitor on a regular basis the trends and practices of the relevant labour market in order to:
  - formulate Remuneration Policy revision proposals;
  - propose revision solutions of the remuneration and incentive system in terms of operating tools, methods and mechanisms and parameters adopted by the Company.

## **2.6. Other Functions involved**

The Group Planning & Control Area:

- supports the process goal setting process at the beginning of the year in order to achieve the planned results and at year-end verifies the actual performance achieved;
- defines beforehand, the Bonus Pool and the access gates to variable remuneration, to be submitted for approval by the competent Bodies;
- verifies the achievement of the entry gates and determines the amount of the final Bonus Pool based upon the rules indicated in this Policy.

The Group General Counsel Function:

- participates in defining and reviewing the Remuneration Policy, with particular reference to the remuneration for the members of the doValue's Corporate Bodies, guaranteeing consistency with the Policy with the adopted corporate governance structures.

The Group Investor Relations Function:

- promotes dialogue with the investors and proxy advisors, addressing and sharing the feedback received and the voting guidelines with the functions in charge.

### **3 REMUNERATION POLICY FOR 2021**

#### **3.1. Elements of the Remuneration Policy for 2021**

2021 Remuneration Policy includes the following elements, where applicable:

- Fixed remuneration;
- STI, MBO system;
- LTI system;
- non-monetary benefits (hereinafter also "benefits");
- payments related to the early termination of the assignment or the of employment contract (hereinafter also "severance" or "termination payment").

Group CEO cannot be recipient of discretionary one-off payments. Should it happen, it would be considered a derogation to the Remuneration Policy and allowed only under the circumstances and following the procedure set within paragraph 2.2.

The same limitation applies to the Executives with Strategic Responsibilities, although a sign-on and retention plan may be defined by the BoD, upon RemCo opinion and aimed to attract or retain Executives key to the long term success of the Group. The amount may not exceed the fixed compensation, will be deferred overtime to ensure the retention purposes and subject to malus and clawback clauses.

The following paragraphs describe the details of the Remuneration Policy and the single elements composing it with reference to the various recipients of the policy.

#### **3.2. Remuneration policy recipients**

The 2021 Remuneration Policy is differentiated based on the following categories of recipients:

- the members of the Board of Directors (see **§3.3**), making a distinction between Directors not holding particular offices and Directors holding particular offices;
- the members of the Board of Statutory Auditors (see **§3.4**);
- the Chief Executive Officer (see **§3.5**);
- the Executives with Strategic Responsibilities (see **§3.6**).

### **3.3. Remuneration of the Board of Directors**

The ordinary Shareholders' Meeting establishes the remuneration to be paid to the corporate bodies it appoints, and in particular, to the members of the Board of Directors. The Shareholders' Meeting may set a maximum amount for the remuneration of all Directors, including the Directors holding particular offices, to be distributed among the individual members as decided by the Board of Directors.

The allocation methods of the remuneration of the Board of Directors among its members are established by a resolution the Board itself makes. If not resolved by the Shareholders' Meeting, after consulting with the Board of Statutory Auditors and Remuneration Committee, the Board of Directors establishes the remuneration of the Directors holding particular offices in accordance article 2389, third paragraph, of the Civil Code (including the Directors forming part of the Board's committees). Specifically, the Chairman of the Board of Directors receives a remuneration of an amount consistent with the central role assigned to him and it is determined beforehand.

Note that the Shareholders' Meeting of 29 April 2021 is called, among other matters, to renew the Board of Directors; for the 2021-2023 mandate, the Shareholders' Meeting and the Board of Directors, each within the scope of their responsibilities, shall set the remuneration parameters for the members of the Board of Directors and the Chairman of the Board of Directors.

#### ***3.3.1. Directors not holding particular offices***

The remuneration of Directors not holding particular offices is composed of:

- compensation for the office of Director;
- where provided, additional compensation for participation in board committees.

The Shareholders' Meeting of 19 April 2018 established – for the 2018-2020 mandate and in addition to what is described in the paragraph below for the Chairman – a total overall compensation for Directors not holding particular offices of 850,000 euro gross annually, of which:

- 240,000 euro allocated equally for remuneration of the members of the Board other than the Chairman;
- 210,000 euro allocated to the Members of the Board Committees, including the offices of chairman of the same.

In light of what is established by the Shareholders' Meeting - and taking account of the remuneration established by the Shareholders' Meeting itself to the Chairman of the Board of Directors - the Board of Directors, consistent with the provisions of the Articles of Association in that regard and having consulted with the Remuneration Committee, has established in the meeting held on 19 April 2018, 30,000 euro as the amount due to each member of the Board of Directors, other than the Chairman.

It should be noted that the CEO has waived the amount payable to him in the capacity of Director.

The Directors are also entitled to the reimbursement of expenses incurred in the exercise of their functions.

It should also be noted that non- Executive Directors are not recipients of the variable remuneration systems.

All the Directors are also entitled to a D&O (Directors & Officers) insurance policy.

For the 2021-2023 mandate, the Shareholders' Meeting of 29 April 2021 and the Board of Directors, each within the scope of their responsibilities, shall set the remuneration parameters for the members of the Board of Directors, other than the Chairman.

### ***Additional compensation for the participation in Board Committees***

The Board of Directors, for the 2018-2020 mandate and consistent with the provisions of the Articles of Association in that regard and having consulted with the Remuneration Committee, has also established, within the meeting held on 19 April 2018, the additional compensation due to the for participation in Committees totalling:

- 35,000 euro, as Chairman of a Committee;
- 17,500 euro, as Member of a Committee.

For the 2021-2023 mandate, the Board of Directors will set the Additional compensation for the participation in Board Committees for the 2021-2023 mandate.

### ***3.3.2. Chairman of the Board of Directors***

The Shareholders' Meeting of 19 April 2018 established – for the 2018-2020 mandate – an annual compensation totalling 400,000 euro for the Chairman of the Board of Directors.

The Chairman is not eligible to variable remuneration and, as per other Directors, has the right to the reimbursement of the expenses incurred in the exercise of his functions.

The Chairman is also entitled to a D&O (Directors & Officers) insurance policy.

In line with the current regulatory framework, the Chairman abstains from votes that regard his remuneration and is also not present at board discussions on these matters.

For the 2021-2023 mandate, the Shareholders' Meeting of 29 April 2021 will set the annual compensation for the Chairman of the Board of Directors.

## **3.4. Remuneration of the Board of Statutory Auditors**

The ordinary Shareholders' Meeting votes on the annual amount due to each auditor in accordance with the law. That sum is fixed and invariable for the entire duration of the office. In no case may the Auditors receive forms of variable remuneration.

The Shareholders' Meeting of 19 April 2018 defined – for the 2018-2020 mandate – the following fees on an annual basis:

- for the Chairman of the Board of Auditors, a special amount for the office, including the amount as auditor, amounting to 45,000 euro, in addition to 10,000 euro as Chairman of the Supervisory Body established by the Board of Directors.
- for each member of the Board of Auditors an amount amounting to 35,000 euro and 5,000 euro as member of the Supervisory Body established by the Board of Directors.

The Auditors are also entitled to the reimbursement of expenses incurred in the exercise of their functions.

The Auditors are also entitled to a D&O (Directors & Officers) insurance policy.

For the 2021-2023 mandate, the Shareholders' Meeting of 29 April 2021 will set the annual amount due as a Chairman or members of the Board of Auditor.

### 3.5. Group Chief Executive Officer

The remuneration structure of the Group's CEO is established in order to align the incentives with the Group's long-term interests, and in general, those of shareholders and investors, and to ensure the long-term sustainability of remuneration and incentive systems while taking into account changes in risks assumed by the Group over time.

The proposed new individual contract for the designated CEO confirms the remuneration framework composed by fixed and variable components established so as to maximise the alignment with the interests of shareholders and the company.

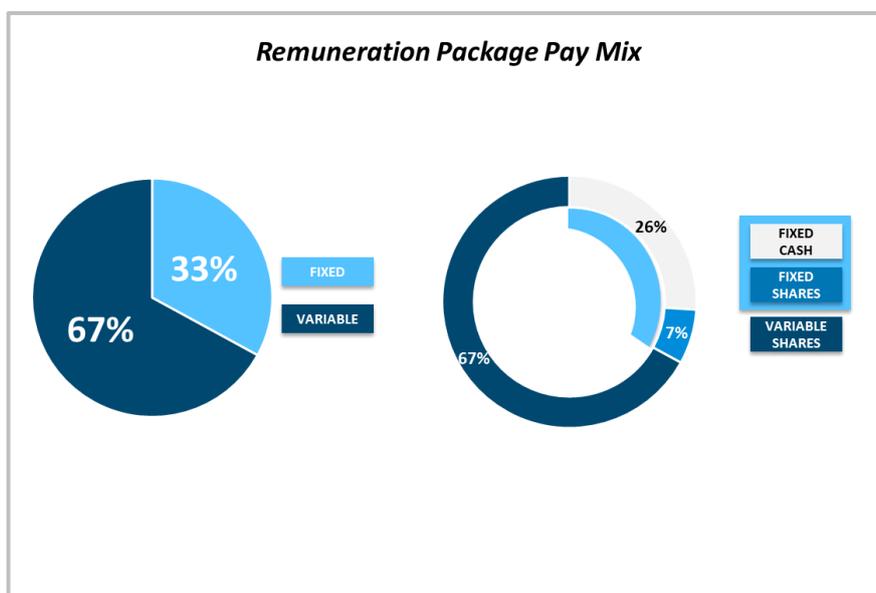
The remuneration package of the designated Group CEO is articulated in two components as follows:

- fixed remuneration paid for 40% on a monthly basis, in cash, and for 60% on a yearly basis (after the Shareholders' meeting which approve the Financial Statements for the previous year). The payment of the 60% component, for 2/3 in cash and 1/3 in shares, is subject to the fact that no breach of contract with the Group's customers has occurred that has led to a negative economic impact of more than 5% of Group EBITDA;
- variable remuneration, linked to the achievement of assigned objectives and paid entirely in shares (or, upon initiative of the Board of Directors, partly in shares and partly in cash) over a deferred period of three years (from the payment of the up-front instalment). The Maximum amount is set at 200% of the maximum fixed remuneration for each year.

The above structure has been defined for the mandate 2021-2023.

Benefits are also assigned that are in line with the relevant policies, in addition to D&O (Directors and Officers) insurance coverage, of a stable and pre-determined nature.

#### 3.5.1. *Variable Remuneration of the Group CEO*



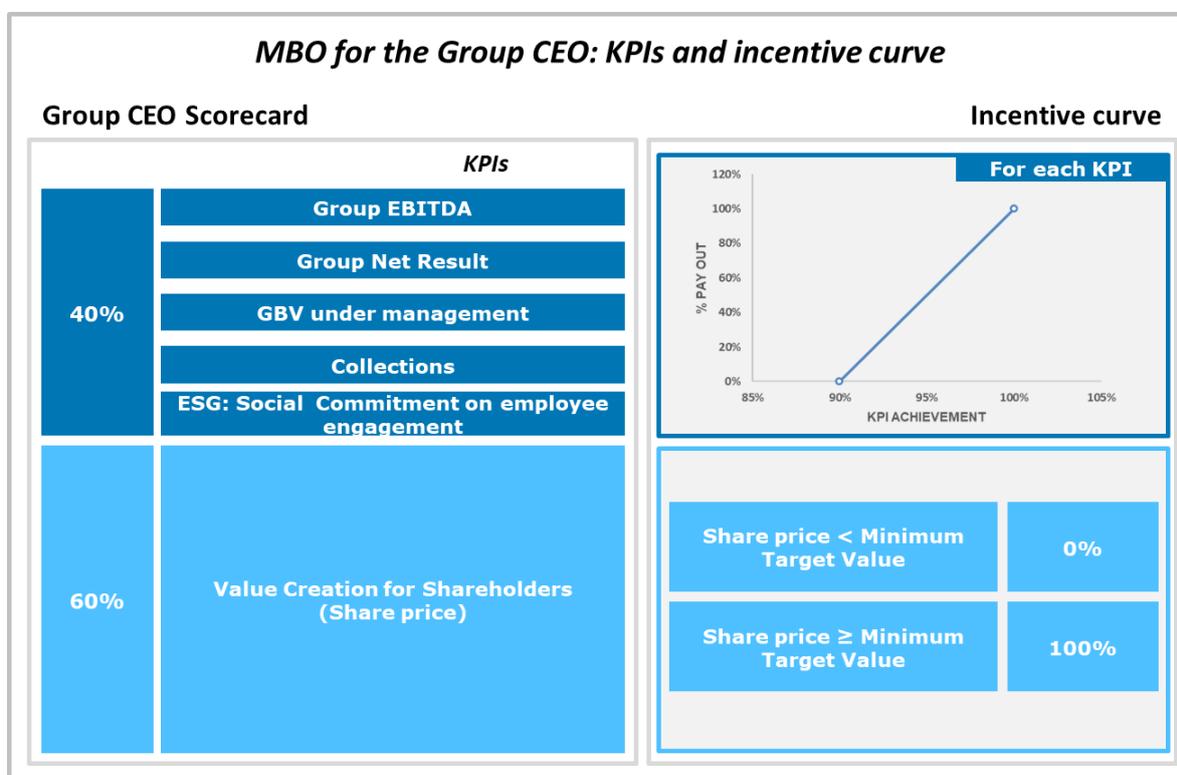
Payment of the variable remuneration is subordinate to the preliminary and joint achievement of the gates that also guarantee the sustainability of the Group's incentive systems.

Specifically, the variable compensation for the years 2021, 2022 and 2023 is not awarded<sup>1</sup> to the Group CEO in the event that the following entry gates identified for the purposes of activating the CEO's incentive system are not met in the specific year ("CEO Access Gates"):

- Group EBITDA at least equal to the 80% of Group EBITDA defined in the annual plan (strategic and operational);
- DEBT to EBITDA ratio equal or lower than 3.

The above indicators will be considered net of extraordinary transactions (and related impacts) approved by the BoD during the reference year for the MBO (the "Accrual Year").

Variable remuneration is awarded based on the degree to which the assigned objectives and relevant targets are achieved. The maximum variable compensation amount is recognised upon achieving the maximum level of all the assigned objectives.

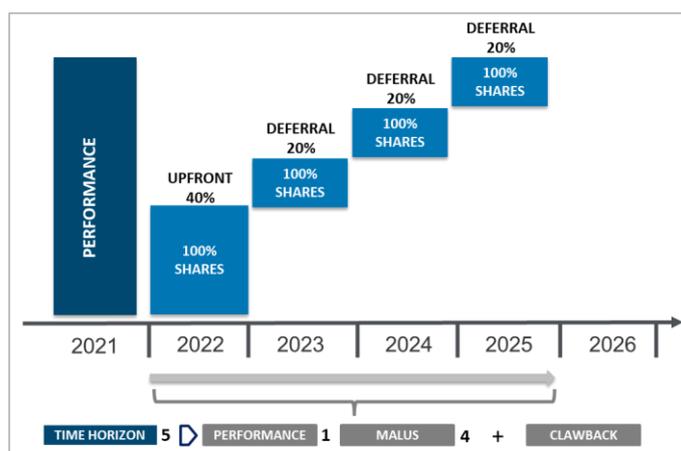


The 40% component is zeroed in case at least Group EBITDA and two additional Objectives at minimum level are not achieved. The maximum variable remuneration is gradually reduced for performances not in line with the assigned objectives. The Minimum Target Value to align to Value Creation for Shareholders is set at increasing values for the mandate 2021-2023.

In order to align the incentives with the long-term interests of the Group, and in general, those of shareholders and investors, and to ensure the long-term sustainability of the remuneration and incentive systems, and considering the performance over time of the risks assumed by the Group,

<sup>1</sup> Deferred components from previous years plans follow malus conditions set within the specific plan

any variable remuneration assigned is paid over a timeframe of several years as indicated in the diagram below:



- an Up-Front Amount of 40% is paid after the approval, by the Shareholders' Meeting, of the financial statements relating to the Accrual Year, within the month following that approval;
- a 60% amount is deferred pro-quota over the three financial years after the assignment of the up-front variable portion: each of the three deferred amount is equal to 20% of the awarded variable remuneration.

Shares received under the above conditions may be sold for an amount that, on a quarterly base, may not exceed the 25% of awarded shares.

The payment of deferred amounts is also subject to the verification of the following **malus conditions**:

- 20% reduction, if the Group EBITDA is 25% less than the values ascertained at the end of the Accrual Year. If this reduction is higher than 50%, the deferred amounts will be reduced by 50%;
- 100% reduction (zeroing of the deferred amounts) if one of the clawback clauses (see below) occurs during the deferral period.

The values of these indicators are checked as of 31 December of the year prior to the year each of the deferred amount is actually payable.

Once the achievement of the above conditions has been verified, the payment of deferred amounts is also subject to meeting the condition that the average market value of shares in the 12 months prior to the Vesting Date (i.e. the date in which the Board of Directors verifies the achievement of the vesting conditions) is not lower to the Target Value of a percentage higher than 5% (Minimum Vesting Value). If on the vesting date, the Minimum Vesting Value has not been reached, vesting will be deferred by 12 months, after which, the condition will again be verified and, if again it has not been met, vesting will be deferred a further 12 months; if at this point (24 months after the original vesting date) the Minimum Vesting Value has not been reached, the corresponding deferred amount will be cancelled.

The shares subject to deferral, when the required conditions are met, are increased by an amount equal to 50% of the dividend paid on the same during the deferral period.

After payment of the incentive, the Company reserves the right to ask the Group CEO to repay the 50% of the value of the MBO assigned (either in cash or shares) ("clawback"), if one of the following cases occurs:

- mismanagement conducts, or omission of his duty to supervise or put in place the necessary safeguards for the sound and proper management of the Group, including significant violations of policies relating to the management of operational risks, to the detriment of the Group (the

detriment is meant as a loss of 30% or higher of the Group's equity);

- violations of laws rules and policies, or omission of his duty to supervise or put in place the necessary safeguards for the sound and proper management of the Group, which would result in the liability of doValue in accordance with the provisions of Legislative Decree 231/2001;
- serious violation by the CEO of the regulations applicable to transactions in which the CEO has a conflict of interests;
- fraudulent behavior, characterized by malice or gross negligence to the detriment of doValue.

It should be noted that, given the use of doValue common shares, the Company will submit for approval to the Shareholders' Meeting convened on 29 April 2021, the "*Remuneration Plan based on financial instruments*", accompanied by the relative Information Document prepared as per article 114-bis of the Consolidated Law on Finance.

As mentioned above, the CEO cannot be a recipient of the discretionary one-off payments.

### **3.5.2. Payments provided in the event of leaving office or termination of the office as CEO**

In keeping with best practices and the Company's policies, there is an agreement with the CEO which governs ex-ante the economic aspects related to early termination of the corporate office and/or early termination of contract aimed at preventing the hazard of a current or future dispute, thus avoiding the risks inevitably connected with a lawsuit that could have consequences including of a reputational and image nature for the Company, ensuring at the same time greater certainty in legal relationships.

The amount resulting from application of this agreement cannot exceed a maximum number of 24 months of gross total remuneration, calculated on the basis of the last fixed remuneration and the average of the variable remuneration in the previous three-year period.

Without prejudice to compliance with the aforesaid total maximum limit equal to 24 months of gross conventional total remuneration, the agreement links the amount to be paid to the CEO to the residual duration of the corporate office. In particular, in the event of early departure from office for reasons other than just cause, the amount will be equal to 25% of the last monthly fixed remuneration received, multiplied by the number of months between the date of leaving office and the month of March 2024, plus 1/12 of 50% of the last MBO assigned, multiplied by the number of months between the date of leaving office and the closing date of the 2023 financial year. The provided benefit is paid 50% in Shares and 50% in Cash and is subject to deferral period, restriction clause on sale and vesting condition defined for the MBO system.

In the event of early departure from office for reasons other than just cause during the deferral period, CEO maintains the right to receive the MBO deferred in line with the criteria described above.

In the event of termination of the office on the natural expiration date (Shareholders' meeting to approve Financial Statements of 2023), CEO maintains the right to receive the deferred parts of the MBO related to the mandate 2021-2023 within one year from the termination date, (i.e. reducing the overall deferral period for 2022 and 2023 MBO Deferral component), subject to the vesting and other conditions in line with the criteria described above, except for the -malus not driven by individual misconduct.

### **3.6. Remuneration of Executives with strategic responsibilities<sup>2</sup>**

On the date this Report was written, the Executives with Strategic Responsibilities are, in addition to doValue Executive and non-Executive Directors and Members of the Board of Statutory Auditors, the following:

- Group CFO and General Manager of Corporate Functions;
- Group General Counsel;
- Group Control Officer;
- Group Financial Reporting Officer (also *Dirigente Preposto*);
- Group Market Strategy & Business Development Officer;
- Regional Manager Iberia;
- Regional Manager Greece and Cyprus;
- Country Manager Italy.

#### **3.6.1. Fixed remuneration**

The fixed component of the remuneration of Executives with Strategic Responsibilities is composed by the stable part of the compensation, linked to the responsibility of the position and the required expertise. It includes the Gross Annual Salary, any position-related indemnity connected to specific roles within the company organisation as well as benefits.

In particular, “benefits” are regulated under Group and country policies concerning categories of employees or second-level contracts, effective on a time-to-time basis, aimed at increasing the motivation and loyalty of employees. The main benefits that can currently be granted, in addition to what is already provided by the National Collective Labour Agreement (where applicable) or local provisions by country consistent with the internal regulations applicable on a time-to-time basis, are:

- assignment of company car;
- additional contribution to supplementary Pension Fund;
- health insurance policy;
- non-professional insurance policy;
- life insurance policy.

#### **3.6.2. Variable remuneration**

The Executives with Strategic Responsibilities are eligible to:

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<sup>2</sup> In the event of change of the area of Executives with Strategic Responsibilities during the year, including following the Group’s organisational structure, the elements of the remuneration structure defined in this section represent the guiding principles of the remuneration structure, which will be organised considering the specific nature of the reference geographic market and assigned responsibility.

- The short-term incentive annual plan (MBO), to pursue annual performances, both financial and non-financial objectives, including a special focus on competencies and behaviors, aimed to accelerate alignment of doValue’s culture and values across the Group;
- The long-term incentive plan (LTI), to align participants to the long-term, attract and retain individuals that are key to the long term success of the Group and foster the “One-Group culture”.

The variable compensation (both annual and long term) aims to align pay and sustainable performances while increasing attractiveness and supporting retention of individuals that are key to the long term success of the Group.

### 3.6.2.1. Short-term incentive plan: MBO

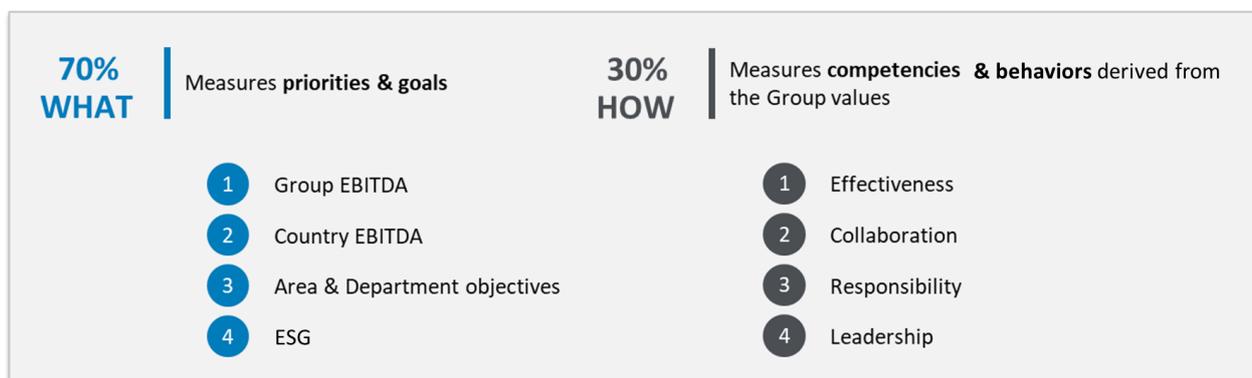
The MBO is based on the achievement of annual pre-determined objectives, balanced between financial and non-financial objectives.

Sign-on bonuses, aimed at ensuring the attraction of resources with proven experience, are only allowed during the hiring phase.

The maximum variable compensation opportunity within the MBO is set at 60% of the maximum variable compensation.

For DIRs with maximum variable set to 200% of fixed remuneration, it means 120% of the gross annual remuneration (hereinafter also “Target Bonus”).

The MBO is based on a balanced scorecard providing Financial and Non-financial key performance indicators (KPIs) – as follows:

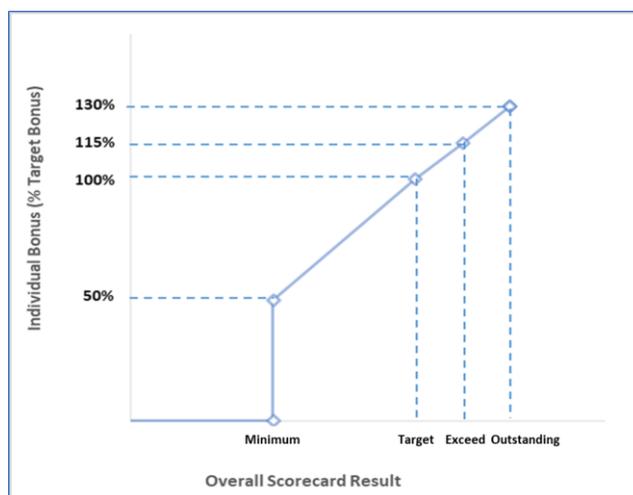


The weight of each performance criteria depends on the “group” or “local” roles of the DIRs, based on the following matrix:

DIRS	INDIVIDUAL SCORECARD							
	WHAT - 70%				HOW - 30% - Competencies and Behaviours			
	GROUP EBITDA	COUNTRY EBITDA	AREA OBJECTIVES	ESG - EMPLOYEE SATISFACTION INDEX	Effectiveness	Colaboration	Responsibility	Leadership
A. with GROUP responsibilities	40%		50%	10%	25%	25%	25%	25%
B. with REGIONAL/COUNTRY responsibilities	20%	40%	30%	10%	25%	25%	25%	25%

The HOW component evaluation will include the input from a 180° feedback, including bottom-up assessment. The area objectives of Executives with Strategic Responsibilities are defined by the Board of Directors, after consultation with the Remuneration Committee, based on a proposal of the CEO.

The actual award is defined by the Board of Directors, after consultation with the Remuneration Committee, based on achieved performances, as highlighted in the following incentive curve:



In case achieved performances are below the “Minimum” threshold, no payout accrues, while in case the overall performance achieved is Outstanding, the maximum opportunity accrues (130% of the Target Bonus. This would mean, for DIRs with maximum variable set to 200% of fixed remuneration, 120% of the gross annual remuneration

Variable remuneration linked to MBO is paid based on the degree to which the assigned targets have been achieved. The maximum possibility is recognised upon achieving the maximum level of all the assigned objectives.

The assigned variable remuneration is gradually reduced for performances not in line with the assigned objectives. The same is zeroed for failure to meet the minimum performance threshold that activates the MBO system.

Payment of the variable remuneration is subordinate to the preliminary and joint achievement of the entry gate that also guarantee the sustainability of the Group’s incentive systems.

Specifically, no variable remuneration is paid in the event that the entry gate identified for the purposes of activating the incentive systems is not met (“Access Gates”):

- for Executives with Strategic Responsibilities in “group” roles (e.g. Group Heads): Group EBITDA at least equal to the 80% of Group EBITDA defined in the annual plan (strategic and operational)
- for Executives with Strategic Responsibilities in Regional /Country Roles, also Regional EBITDA at least equal to the 70% of Region/Country EBITDA defined in the annual plan (strategic and operational)

The indicator will be considered net of extraordinary transactions approved by the BoD.

Without prejudice to the right to compensation for any additional damages, after payment of the variable compensation, the Company reserves the right, within 5 years from the granting date of the variable remuneration and regardless of whether the employment is ongoing or terminated, to ask the Beneficiary to repay the bonus (“**clawback**”), if one of the following cases occurs:

- beneficiary's fraudulent behaviour or gross negligence to the detriment of the Group;
- serious and intentional violations of laws, the Code of Ethics and company rules,
- allocation of a bonus based on data which later turns out to be manifestly incorrect or intentionally altered.

The Clawback cause will be applied as legally enforceable based on country by country provisions.

The payment of variable compensation is also subject to the verification of this **malus condition**: 100% reduction (zeroing of the STI amounts) if one of the clawback clauses occurs during the performance period.

As previously mentioned, Executives with Strategic Responsibilities cannot be recipients of **discretionary one-off payments**. Should it occur, it would be considered a derogation to the Remuneration Policy, allowed only on an exceptional basis, under the circumstances and upon the procedure describe in paragraph n. 2.2.

However, a sign-on and retention plan may be defined by the BoD, upon RemCo opinion and aimed to attract or retain Executives key to the long term success of the Group. The amount may not exceed the fixed compensation, will be deferred overtime to ensure the retention purposes and subject to malus and clawback clauses.

The MBO is paid entirely in Cash (after the approval, by the Shareholders' Meeting, of the financial statements relating to the Accrual Period, and within 30 days thereafter).

#### 3.6.2.2. Long-term variable remuneration: LTI

The LTI Plan provides an annual grant ("rolling" plan) entirely based on doValue shares (i.e. "Performance Shares"), aiming to:

- incentivize the achievement of key strategic performances and value creation, supporting the alignment of the beneficiaries to the long-term interest of shareholders and broader stakeholders;
- foster the One-Group culture;
- support the commitment to attract, engage and retain doValue employees as a strategic asset for the Group.

The Performance Share Plan is based on a grant with a three-year vesting period (2021-2023).

The plan provides the beneficiaries with the right to receive, on a rolling base, free company shares if a predetermined set of performance conditions are met at the end of the vesting period.

The grant amount is defined according to different organization clusters and, for Executives with Strategic Responsibilities, is equal to 80% of Gross Annual Remuneration (40% of the maximum overall variable compensation). The number of shares granted is calculated dividing the grant amount for each beneficiary by the share price at the beginning of each cycle (calculated as the average closing price in the 30 days preceding the BoD which approves each cycle).

The number of vested shares is based on the achievement of the KPIs at the end of each vesting period. The Key Performance Indicators which underpin the first cycle (2021-2023) of the Performance Share Plan, in line with doValue's growth, are the following:

Stakeholders	Objective	KPI	Weight
Financial Sustainability and Growth	Group EBITDA	Group EBITDA excluding non-recurring items and M&A (CAGR)	65%
Investors	Relative Total Shareholders Return	doValue TSR Vs Peer Group <sup>3</sup> TSR and doValue TSR Vs Mid Cap index	30%
ESG: social commitment on employees engagement	Employee Engagement	Group Employee Engagement increase during the vesting period	5%

The pay-out is defined for each KPI according to the following:

#### CAGR of the Group EBITDA (weight: 65%)



The number of vested shares will be calculated as follow:

- when the **maximum performance level** (so called "Over performance") is reached, the number of vested shares will be equal to the maximum of shares granted. No additional shares will vest when a performance level above the Over performance will be reached.
- when the **target performance level** (so called "Target") is reached, the number of vested shares will be equal to the target shares granted ("Target");

<sup>3</sup> The companies in the peer group (Intrum, Cerved, Arrow Global, Banca IFIS, B2Holding, Kruk) are listed companies comparable with doValue. Any shares involved in extraordinary transactions resulting in their delisting or in a significant reduction in the free float, will be replaced by comparable shares, if possible.

- when the **minimum performance level** (so called “Threshold”) is reached, the number of vested shares will be equal to the minimum number shares granted (“Minimum”). Below the “Threshold” performance level no shares will vest.

For performance levels between Threshold and Target and between Target and Over performance, a calculation by linear interpolation will be applied, as shown in the graph.

The indicator will be considered net of extraordinary transactions (and related impacts) approved by the BoD during the reference period for the Plan.

### Relative Total Shareholders Return (weight: 30%)

The KPI is articulated in two different indicators (equally weighted, 15%):

- doValue TSR Vs Peer Group<sup>4</sup> TSR
- doValue TSR Vs Mid Cap index

The number of vested shares will be calculated as follow:

doValue TSR Vs Peer Group TSR (weight 15%)		doValue TSR Vs Mid Cap index (weight 15%)	
Ranking	Vested shares	Performance	Vested shares
1 <sup>st</sup> or 2 <sup>nd</sup>	Maximum number of shares awarded	From +10% and above	Maximum number of shares awarded
3 <sup>rd</sup>	Target number of shares awarded	From +5% up to +10%	Target number of shares awarded
4 <sup>th</sup> or 5 <sup>th</sup>	Minimum number of shares awarded	From -5% up to +5%	Minimum number of shares awarded
6 <sup>th</sup> or 7 <sup>th</sup>	No vested shares	Below -5%	No vested shares
Should doValue's TSR be negative over the vesting period, even though it is – at least – on the 1 <sup>st</sup> or 2 <sup>nd</sup> rank, the over performance will not be recognized and the associated score will therefore be equal to Target number of shares awarded.		Should doValue's TSR be negative over the vesting period, even though it is – at least – above the +10% Vs FTSE Mid cap TSR performance, the over performance will not be recognized and the associated score will therefore be equal to Target number of shares awarded.	

### ESG: social commitment on employee engagement (weight: 5%)

The number of vested shares will be calculated as follow:

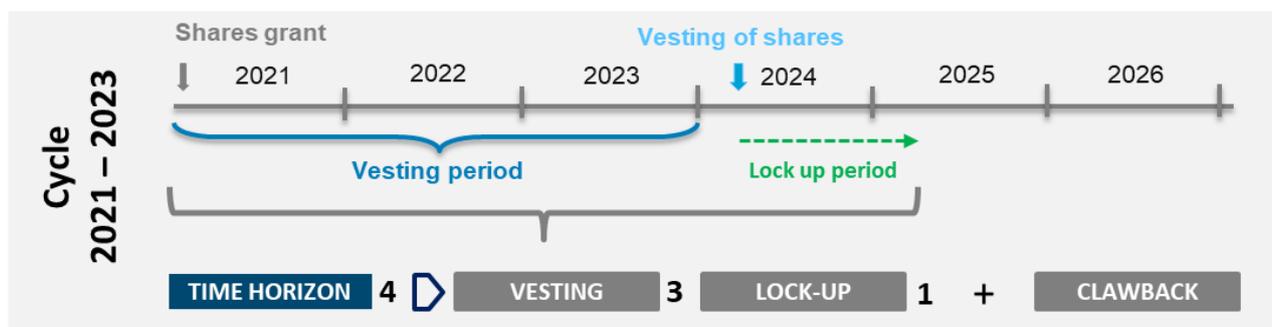
Performance	Vested shares
Overperformance	Maximum number of shares awarded
Target	Target number of shares awarded
Threshold	Minimum number of shares awarded
Below threshold	No vested shares

<sup>4</sup> The companies in the peer group (Intrum, Cerved, Arrow Global, Banca IFIS, B2Holding, Kruk) are listed companies comparable with doValue. Any shares involved in extraordinary transactions resulting in their delisting or in a significant reduction in the free float, will be replaced by comparable shares, if possible.

At the end of the vesting period, a one year Lock up period applies to 50% of vested shares net of assignable/assigned shares to cover the social contributions/tax should, to be held by the Executives with Strategic Responsibilities.

An additional number of shares, equal to the value of the 50% of dividends paid during the vesting period, is granted to the beneficiaries (“Dividend Equivalent”) at the end of each vesting period.

The overall time horizon is described below:



### 3.6.3. Payments provided in the event of early termination of Executives with Strategic Responsibilities

It is possible to define agreements which regulate the economic aspects related to early termination of the corporate office and/or early termination of employment contract aimed at avoiding the hazard of a current or future dispute, thus avoiding the risks inevitably connected with a lawsuit that could have consequences including of a reputational and image nature for the Company, ensuring at the same time greater certainty in legal relationships.

The amount defined in such agreements, as termination payment, will follow local legal requirements and cannot exceed a maximum number of 24 months of total remuneration, calculated on the basis of the last fixed remuneration and the average of the Short Term variable remuneration paid (if required by law) of the previous three years.

In calculating termination payments, long-term performance is taken into consideration, in terms of creation of value for Stakeholders, any legal requirements, as well as the provisions of collective or individual contracts and all individual circumstances included in the reasons for an early termination leaving.

The company cost associated with indemnity for pre-notice, amounts due and accrued to the date of termination (unused holidays, etc.) and any defined non-compete compensation, set in the interest of the Group or a Subsidiary, are not included in the above limit.

Above amounts are defined by the Board of Directors prior consultation with the Remuneration Committee and considering the Related Parties procedures where applicable in line with Issuers Regulation.

Regarding the effects of the early termination on variable remuneration plans, the following rules apply:

- 1) in case of termination during the vesting period where the beneficiary is classified as a “bad leaver”, the beneficiary will lose the right to participate in any incentive system (MBO and LTI);
- 2) in case of termination during the vesting period where the beneficiary is classified as a “good

leaver”, the beneficiary will maintain the right to participate in any incentive system (MBO and LTI) based on a *pro rata temporis* criteria;

- 3) in case of termination during the lock up period (LTI Plan), the beneficiary maintains the right to receive vested shares.

### **3.7. Ban on hedging strategies**

The application of personal hedging strategies or insurance on remuneration or on other aspects, aimed at altering, if not even eliminating, the principle of risk weighting, which is inherent in remuneration and incentive mechanisms, is strictly prohibited.

**Second Section: Report on remuneration paid in 2020**



## **1 INTRODUCTION**

Section II of the Remuneration Report was prepared in accordance with:

- article 123-ter of the Consolidated Law on Finance, entitled, “Report on remuneration policy and on remuneration paid”;
- article 114-bis of the Consolidated Law on Finance, entitled “Market information on the assignment of financial instruments to company representatives, employees or collaborators”;
- CONSOB Regulation no. 11971/1999 (known as the Issuers Regulation, as modified in December 2020) with particular reference to articles 84-quater, entitled “Remuneration Report”, and 84-bis, entitled “Information on assignment of financial instruments to company representatives, employees or freelancers”, as well as Annex 3A, Outline no. 7 bis “Remuneration Report” and no. 7-ter “Information on investments of members of the management and control bodies, general managers and other Executives with Strategic responsibilities”, of the Issuers Regulation and Outline no. 7 “Information Document that forms the subject matter of the illustrative report of the management body for the shareholders’ meeting convened to vote on the remuneration plans based on financial instruments”.

This section provides a concise and descriptive representation of the remuneration for recipients of the Remuneration Policy and shows the aforesaid remuneration in tables.

In this context and in compliance with regulatory provisions, disclosure is provided related to the following recipient of the remunerations policy:

- The Chairman and other members of the Board of Directors;
- The Chairman and other members of the Board of Statutory Auditors;
- the Chief Executive Officer/Group CEO;
- Executives with Strategic Responsibilities.

## **2 SUMMARY OF KEY EVENTS OF 2020 FINANCIAL YEAR**

In 2020, doValue continued on the path already taken during the previous years, in particular in 2019 which represented a year of transformation from a banking group to a servicing company and of international expansion (closing of the acquisition of Altamira Asset Management) by completing the acquisition of 80% of the share capital of the Greek servicing company FPS from Eurobank, today doValue Greece.

In addition, in August 2020 doValue successfully completed the issuance of its Euro 265 million senior secured notes at a fixed rate equal to 5.00% per annum, issue price equal to 98.913%, reserved for qualified investors.

Moreover, in November 2020, the merger by incorporation of doSolutions S.p.A. in doValue S.p.A. was completed, following the sale and transfer of its information technology and back-office activities.

All these actions, in combination with those completed in the previous years, have led to a new Group governance model and organization. These changes have taken place during the year 2020 that, as mentioned above, was also characterised by the pandemic which negatively impacted the economic and social scenario.

As expected, collections and consequently the variable revenues, were affected by the containment measures enacted as a response to the Covid-19 crisis, concentrated in the second quarter of the year and, although to a much lesser degree, still in place in most of Southern Europe.

These results are reflected in our incentive systems which are directly linked and connected to the actual performance of the Group and the business in which we operate.

Due the pandemic impact, as mentioned above, the 2020 access thresholds, set before the pandemic, for the Group CEO's variable remuneration component were not met: The achieved Consolidated EBITDA, was equal to 50%, versus the entry gate set at least equal to 80% of Consolidated EBITDA of what was defined in the 2020 plan (strategic and operational).

Likewise, the 2020 access thresholds for the variable remuneration component of the Executives with Strategic Responsibilities were not met.

In order to ensure the long term sustainability of the Group and recognize the extraordinary effort and contribution to actual results in terms of EBITDA in these difficult time, even if lower than the entry gate level, the Board of Director held on 30<sup>th</sup> March 2021 having obtained the opinion of the Remuneration Committee as well as the evaluation pursuant to the Related Parties Procedures, decided to recognize an award to 5 Executive with strategic Responsibilities (excluding the CEO). For Executive with strategic Responsibilities with a maximum incentive of 200% of fixed remuneration, the amount was set at an average of 14% of the fixed remuneration and for Executive with strategic Responsibilities with a maximum incentive of 100% of fixed remuneration, the amount was set at an average of 4% of fixed remuneration. The decision, taken in line and compliance with the 2020 remuneration policy regarding the derogation process, had the purpose to strengthen the long term retention of key people in an increasing competitive landscape, in line with same decisions taken for remaining employees. The overall financial impact related to the Executives with Strategic Responsibilities amounts to € 126,718 (pay-out amount) equivalent to a total company cost of € 129,417.

Moreover, and in order to ensure alignment with the interests of the shareholders, the recognition of such award is conditioned to the following:

- approval of the derogation to the 2020 remuneration policy;
- EBITDA result not lower than market expectations (consensus);
- distribution of the company's income to shareholders.

Subject to the above, the payment will be entirely up-front and in cash.

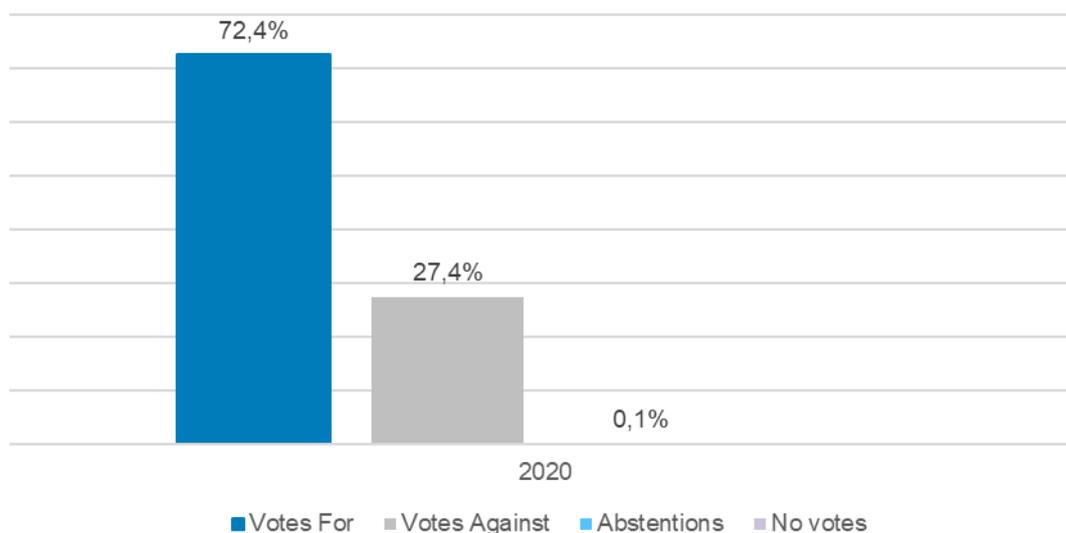
The remuneration results are detailed and described in the tables provided at the end of this section.

The 2020 Remuneration Policy of the doValue (hereafter, the "Policy"), was approved on 22 April 2020 by the Board of Directors, with a favourable opinion of the Remuneration Committee, and by the Shareholders' Meeting on 26 May 2020.

In this respect, a decision was made to maintain the Policy in line with that of 2019, namely the provisions applicable after the transformation of the banking parent company into a servicing company ("post de-banking" remuneration policy), and defined in detail by the Board of Directors' meeting of 2 August 2019 within the parameters approved last year by the Shareholders' Meeting.

In accordance with the Provisions of article 123-ter of the Consolidated Law on Finance, the Shareholders' Meeting convened for 26 May 2020 expressed an advisory vote on the Second Section of the "Report on the 2020 Remuneration Policy and remuneration paid in 2019 of doValue S.p.A.". The graph below illustrates the results of this vote:

## Shareholders' meeting - Votes on Remuneration Paid



The “Report on the 2021 Remuneration Policy and remuneration paid in 2020 of doValue S.p.A.” has been prepared considering the new provisions introduced by Consob focusing on alignment of the management of the Group to the long term interests of all stakeholders.

### **3 REMUNERATION COMMITTEE**

The Remuneration Committee plays an essential role in supporting the Board of Directors in supervising the Group’s Remuneration Policy and design of incentive plans.

The Committee has a consultative and propositional function and does not limit the Board of Directors’ responsibility or decision-making power. Specifically, the Committee’s purpose is to assess the adequacy and implementation of the remuneration and incentive policies and plans, as well as their implications in relation to the assumption and management of risks.

In line with the provisions of the Regulation of Corporate Bodies and Committees, the Committee is composed of 3 non-executive directors. The work is coordinated by a Chairman selected from its members.

The Remuneration Committee, established in July 2017, on the date it approved this document, was composed as follows:

REMUNERATION COMMITTEE	
CHAIRMAN	NUNZIO GUGLIELMINO
MEMBER	GIOVANNI LO STORTO
MEMBER	FRANCESCO COLASANTI

The majority of the members of the Committee, in its current composition, are independent (included the Chairman) in accordance with the “raccomandazione 26” of the Corporate Governance Code

and possess the independence requirements required by the Law, which coincide with those required by the Articles of Association. All Committee members are in possession of the professional requirements required by current normative and regulatory provisions. Some members have a specific technical expertise and experience in financial and remuneration policy issues.

During 2020, the Committee held 7 meetings on Remuneration matters. Below are the details of the meetings and the subjects discussed during those Committee sessions:

*Meetings and matters discussed on remuneration matters in sessions of the Remuneration Committee*

<b>Sessions</b>	<b>Topics Discussed</b>
<b>11 February 2020</b>	<ul style="list-style-type: none"> <li>Information regarding the revision of the CEO's contract;</li> <li>Information regarding the preparation of the Remuneration and Severance Pay Policy for 2020.</li> </ul>
<b>19 March 2020</b>	<ul style="list-style-type: none"> <li>Annual Report on the activities of the Remuneration Committee and the primary results;</li> <li>Severance Pay for early termination employees to be determined and resolved by the CEO within a cap of 36 monthly salaries.</li> </ul>
<b>20 / 21 April 2020</b>	<ul style="list-style-type: none"> <li>Report on the 2020 Remuneration Policy and remuneration paid in 2019 of doValue S.p.A.: a) Section I 2020 Policy; Section II Remuneration Paid 2019;</li> <li>Incentive Plan 2020 based on financial instruments (Consob Information Document for the share plan 2020;</li> <li>Information regarding the revision of the CEO's contract.</li> </ul>
<b>21 May 2020</b>	<ul style="list-style-type: none"> <li>Communication regarding the variable remuneration system.</li> </ul>
<b>30 June 2020</b>	<ul style="list-style-type: none"> <li>Information regarding i) the share grant and blackout Period and ii) the need to address potential fiscal impacts, borne by the beneficiaries of the share plan, in the 2021 Remuneration Policy;</li> <li>2019 variable remuneration to be paid to an Executive with Strategic Responsibilities.</li> </ul>
<b>22 September 2020</b>	<ul style="list-style-type: none"> <li>Variable Remuneration system 2020 for Executives with Strategic Responsibilities.</li> </ul>
<b>15 December 2020</b>	<ul style="list-style-type: none"> <li>Employment contract with an Executive with Strategic Responsibilities.</li> </ul>

## **4. 2020 PAID REMUNERATION**

### **4.1. Remuneration paid to corporate bodies**

The fees incurred by doValue in favour of the directors, totals € 750,783.50, it includes their participation to the Board Committees, while for the statutory auditors and members of the Supervisory Body the fees amount to € 170,522.31, for a total overall cost of € 921,305.81.

The amount does not include the compensation received by the members of the Board of Statutory Auditors who hold offices in other doValue Group companies, which amounts to 93,621.79.

## **4.2. Remuneration approved for the Board of Directors**

With reference to the period between 1 January and 31 December 2020 the fees paid were consistent with the amount resolved by the Shareholders' Meeting of 19 April 2018, which established a maximum value of 850.000 euro for the overall gross annual fees payable to the members of the Board of Directors. The annual fees granted for specific offices held is broken down as follows:

- 400,000 euro in favour of the Chairman of the Board of Directors;
- 240,000 euro allocated equally to the member of the Board other than the Chairman;
- 210,000 euro allocated to the Members of the Board Committees, including the offices of chairman of the same.

In light of what was established by the Shareholders' Meeting and taking account the remuneration already assigned by the Shareholders' Meeting itself to the Chairman of the Board of Directors, the Board of Directors, after consultation with the Remuneration Committee, established the following fee allocation:

- 30,000 euro to each member of the Board of Directors, other than the Chairman;
- 17,500 euro to each member of the Committees, other than the Chairmen of those Committees;
- 35,000 euro to each Chairman of the Committees.

## **4.3. Remuneration approved for the Board of Statutory Auditors and Supervisory Body**

With reference to the period between 1 January and 31 December 2020 the fees paid were consistent with the amount resolved by the Shareholders' Meeting, held on 19 April 2018, and structured on an annual basis as follows:

- for the Chairman of the Board of Statutory Auditors a special fee for the office, including the fee as auditor, of 45,000 euro in addition to 10,000 euro for the office of Chairman of the Supervisory Body established by the Board of Directors;
- for each member of the Board of Statutory Auditors a fee amounting to 35,000 euro and 5,000 euro as member of the Supervisory Body established by the Board of Directors.

## **4.4. Economic results and activation of Group Gates**

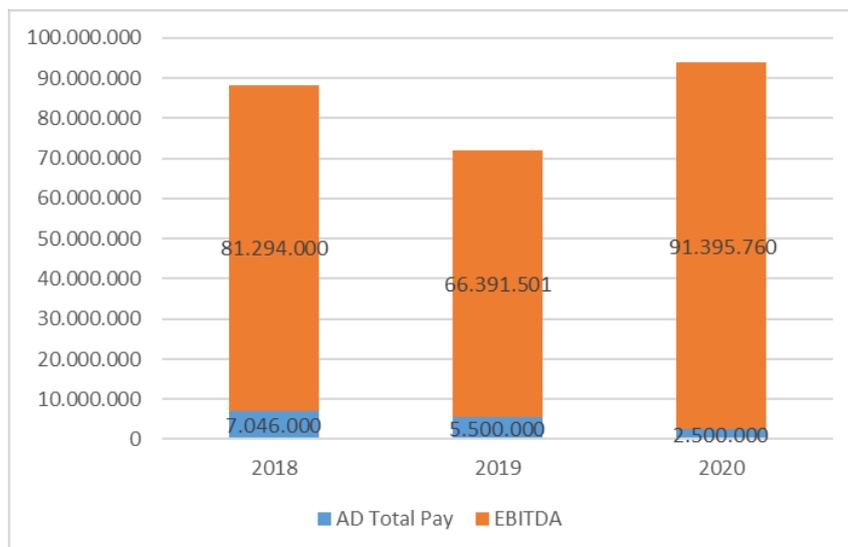
The payment of variable remuneration is subject to the preliminary achievement of the access threshold and entry gate.

With reference to the Group's performance in the 2020 financial year, following the final analysis of the results achieved as of 31 December 2020, the minimum level established for the "Entry Gate" was not achieved and, consequently, the related variable compensation system was not activated.

Below are details for the "entry gate indicator":

ENTRY GATE	TARGET	ACTUAL	
GROUP EBITDA	80%	50%	X

#### 4.5. doValue Group CEO remuneration



**CEO Total Pay Vs EBITDA 2019 Vs 2020**

Based on what is established in the individual contract signed with the Company on 5 April 2016, the CEO received a fixed remuneration for 2020 totalling €2,500,000.

The CEO waived his compensation as director provided by the Shareholders' Meeting of 19 April 2018 totalling €30,000.

The 2020 fixed remuneration is payable as follows: €1,500,000 in shares and €1,000,000 in cash.

In respect of the 2020 variable component of the remuneration, considering that the "Entry Gate" was not been met, no variable compensation was awarded.

#### 4.6. Executives with Strategic Responsibilities Remuneration

Variable remuneration of the Executives with Strategic Responsibilities is based on a MBO system with company and individual objectives aimed at incentivising the managers to achieve the Group's earning objectives and to pursue the development strategy with a sound and prudent risk management approach.

In respect of the 2020 variable component of the remuneration and as described above, the variable compensation system was not activated in light of the failure to reach the minimum level of the "Entry Gate", consequently, the 2020 variable remuneration for Executives with Strategic Responsibilities was not paid.

As anticipated in paragraph 2, for 2020, in order to ensure the long term sustainability of the Group and recognize the extraordinary effort and contribution to actual results in terms of EBITDA in these difficult time, even if lower than the entry gate level, the Board of Director decided to recognize an award to 5 Executive with strategic Responsibilities (excluding the CEO). For Executive with strategic Responsibilities with a maximum incentive of 200% of fixed remuneration, the amount was set at an average of 14% of the fixed remuneration and for Executive with strategic Responsibilities with a maximum incentive of 100% of fixed remuneration, the amount was set at an average of 4% of fixed remuneration.

The decision, taken in line and compliance with the 2020 remuneration policy regarding the derogation process, had the purpose to strengthen the long term retention of key people in an increasing competitive landscape, in line with same decisions taken for remaining employees. The overall financial impact has been of € 126,718 (payout amount) equivalent to a total company cost of € 129,417.

Moreover, and in order to ensure alignment with the interests of the shareholders, the recognition of such award is conditioned to the following:

- approval of the derogation to the 2020 remuneration policy;
- EBITDA result not lower than market expectations (consensus);
- distribution of the company's income to shareholders.

Subject to the above, the payment will be entirely up-front and in cash.

#### **4.7. Proportion of fixed and variable remuneration**

In line with the new regulatory framework ("Issuers Regulation" - December 2020), disclosure is provided in relation to the ratio between fixed and variable remuneration paid to the CEO for the financial year 2020. Considering that the 2020 variable component was not paid, due to the failure to achieve the "Entry Gate", for the CEO the remuneration paid was entirely and only the fixed component.

#### **4.8. Hiring and severance pay**

No early terminations of Executives with Strategic Responsibilities occurred in 2020 thus no severance pay was paid out.

## **5 ANNUAL CHANGE IN REMUNERATION AND COMPANY PERFORMANCE**

In line with the new regulatory framework ("Issuers Regulation" - December 2020), in the tables below information, regarding the annual variation comparison for 2019 and 2020, is provided in respect of the following:

- the total remuneration of each subject in relation to whom the information referred to in this section of the Report is provided on an individual basis (CONSOB quantitative tables: table 3.1 column 4, line III and table 3A column 12, line III);
- the company results expressed in terms of GBV, Collections&Curing, Ordinary Ebitda, Ordinary net Income;
- the average annual gross remuneration, of all full-time employees, other than those whose remuneration is indicated on an individual basis in this section of the Report.

## Total remuneration of Directors and Auditors

NAME	SURNAME	OFFICE	Δ 2020-2019	2020	2019
Giovanni	Castellaneta	Chairman BOD	0,26%	435.000	433.871
Andrea	Mangoni	Ceo	-54,55%	2.500.000	5.500.000
Giovanni	Lo Storto	Member BOD	0,00%	82.500	82.500
Nunzio	Guglielmino	Member BOD	0,00%	82.500	82.500
Emanuela	Da Rin	Member BOD	0,00%	30.000	30.000
Giovanni B.	Dagnino	Member BOD	0,00%	82.500	82.500
Marella I.M	Villa	Member BOD	23,44%	38.284	31.014
Giuseppe	Ranieri <sup>1</sup>	Member BOD			
Francesco	Colasanti <sup>2</sup>	Member BOD			
Chiara	Molon	Chairman Board of Statutory Auditors	-7%	70.459	76.009
Francesco M.	Bonifacio	Statutory Auditor	-7%	97.323	105.153
Nicola	Lorito	Statutory Auditor	-4%	96.363	100.216

The compensation indicated in the table for the Board's member includes includes their participation to the Board Committees ; for the Statutory Auditor includes the compensation received by the members of the Board of Statutory Auditors who hold offices in other doValue Group companies

<sup>1</sup> Waives compensation as Member of BoD.  
<sup>2</sup> Waives compensation as Member of BoD.

The remuneration of the CEO was reduced because on the basis of what is described in this section, since the gate was not activated, no bonus was paid for the 2020 performance.

## Company's performance

KPIs	Δ 2020-2019	FY2020	FY2019
<b>GBV - €bn</b>	<b>26,2</b>	<b>157,7</b>	<b>131,5</b>
<b>Collections&amp;Curing- €m</b>	<b>620,2</b>	<b>4.571,6</b>	<b>3.951,4</b>
<b>Ordinary EBITDA -€m</b>	<b>(15,1)</b>	<b>125,3</b>	<b>140,4</b>
<b>Ordinary Net Income - €m</b>	<b>(31,1)</b>	<b>20,8</b>	<b>51,9</b>

## Average annual gross remuneration of employees \*

PERIMETER	Δ 2020-2019	2020	2019
1.261	- 17%	44.376,65	53.434,98

\* La retribuzione media annua lorda è calcolata prendendo in considerazione la remunerazione fissa e variabile e benefici non monetari

Due to the negative results, there was a significant reduction in the variable remuneration of the 2020 performance, reducing the overall average.

## CONSOB quantitative tables

### Fees paid to members of the Management and Control Bodies, to the General Manager, to other Executives with Strategic Responsibilities

MEMBERS OF THE BOARD OF DIRECTORS (name and surname)	BOD	Nomination Committee	Risks and Transactions with Related Parties Committee	Remuneration Committee	Fixed Compensation*	Total	Fair Value of equity compensation**
<b>Giovanni Castellaneta</b> <sup>1</sup>	P	M	M				
(I) Compensation in the company that prepares the financial statements	400.000	17.500	17.500		435.000	435.000	
(II) Compensation from subsidiaries and associates							
<b>(III) Total</b>	<b>400.000</b>	<b>17.500</b>	<b>17.500</b>		<b>435.000</b>	<b>435.000</b>	
<b>Andrea Mangoni</b> <sup>CEO 2</sup>	M						
(I) Compensation in the company that prepares the financial statements	2.500.000				2.500.000	2.500.000	1.345.066
(II) Compensation from subsidiaries and associates							
<b>(III) Total</b>	<b>2.500.000</b>				<b>2.500.000</b>	<b>2.500.000</b>	<b>1.345.066</b>
<b>Giovanni Lo Storto</b> <sup>3</sup>	M	P		M			
(I) Compensation in the company that prepares the financial statements	30.000	35.000		17.500	82.500	82.500	
(II) Compensation from subsidiaries and associates							
<b>(III) Total</b>	<b>30.000</b>	<b>35.000</b>		<b>17.500</b>	<b>82.500</b>	<b>82.500</b>	
<b>Nunzio Guglielmino</b> <sup>4</sup>	M		M	P			
(I) Compensation in the company that prepares the financial statements	30.000		17.500	35.000	82.500	82.500	
(II) Compensation from subsidiaries and associates							
<b>(III) Total</b>	<b>30.000</b>		<b>17.500</b>	<b>35.000</b>	<b>82.500</b>	<b>82.500</b>	
<b>Emanuela Da Rin</b> <sup>5</sup>	M	M	M	M			
(I) Compensation in the company that prepares the financial statements	30.000				30.000	30.000	
(II) Compensation from subsidiaries and associates							
<b>(III) Total</b>	<b>30.000</b>				<b>30.000</b>	<b>30.000</b>	
<b>Giovanni B. Dagnino</b> <sup>6</sup>	M	M	P				
(I) Compensation in the company that prepares the financial statements	30.000	17.500	35.000		82.500	82.500	
(II) Compensation from subsidiaries and associates							
<b>(III) Total</b>	<b>30.000</b>	<b>17.500</b>	<b>35.000</b>		<b>82.500</b>	<b>82.500</b>	
<b>Marella Idi Maria Villa</b> <sup>9</sup>	M						
(I) Compensation in the company that prepares the financial statements	38.284				38.284	38.284	
(II) Compensation from subsidiaries and associates							
<b>(III) Total</b>	<b>38.284</b>				<b>38.284</b>	<b>38.284</b>	
<b>Giuseppe Ranieri</b> <sup>7</sup>	M						
(I) Compensation in the company that prepares the financial statements							
(II) Compensation from subsidiaries and associates							
<b>(III) Total</b>							
<b>Francesco Colasanti</b> <sup>8</sup>	M			M			
(I) Compensation in the company that prepares the financial statements							
(II) Compensation from subsidiaries and associates							
<b>(III) Total</b>							
<b>TOTALE COMPENSO CDA</b>	<b>3.058.283</b>	<b>70.000</b>	<b>70.000</b>	<b>52.500</b>	<b>3.250.783</b>	<b>3.250.783</b>	<b>1.345.066</b>

P: CHAIRMAN    M: MEMBER

\* Including compensation for participation in Board Committees. There are no attendance fees.

\*\* The fair value of share compensation does not represent a value actually paid/obtained by the beneficiaries of Share Plans, since it is the cost that the Company reports - on an accrual basis and during the period of maturity - in consideration of the offer of incentives based on financial instruments.

Notes:

1\_In office since 19/4/2018. Member of the Risk Committee since 25/1/2019.

2\_Fixed compensation: €2,500,000 is governed by a collaboration agreement signed with the Company on 5 April 2016, (of which 60% paid in shares and subject to meeting certain conditions). The CEO waives compensation as director passed by the Shareholders' Meeting of 19/4/2018 totalling €30,000.

Andrea Mangoni holds the office of Chairman of a company of the doValue Group, Italfondario S.p.A., with appointment of 3/3/2017.

3 In office since 19/4/2018. The compensation indicated in the table includes the office of Nomination Committee member

4 In office since 19/4/2018. The compensation indicated in the table includes the office of Remuneration Committee member

5 In office since 19/4/2018.

6 In office since 19/4/2018. The compensation indicated in the table includes the office of Risk Committee member.

7 In office since 19/4/2018. Waives compensation as Member of BoD.

8 In office since 19/4/2018. Waives compensation both as director and member of the Remuneration Committee.

9 In office since 25/1/2019

Members of the Board of Statutory Auditors (name and surname)	Office	Fixed Compensation*	Total
<b>Chiara Molon</b> <sup>1</sup>	<b>Chairman</b>		
(I) Compensation in the company that prepares the financial statements		70.459	70.459
(II) Compensation from subsidiaries and associates			
<b>(III) Total</b>		<b>70.459</b>	<b>70.459</b>
<b>Francesco Marino Bonifacio</b> <sup>2</sup>	<b>Statutory Auditor</b>		
(I) Compensation in the company that prepares the financial statements		48.074	48.074
(II) Compensation from subsidiaries and associates		49.249	49.249
<b>(III) Total</b>		<b>97.323</b>	<b>97.323</b>
<b>Nicola Lorito</b>	<b>Statutory Auditor</b>		
(I) Compensation in the company that prepares the financial statements		51.989	51.989
(II) Compensation from subsidiaries and associates		44.373	44.373
<b>(III) Total</b>		<b>96.363</b>	<b>96.363</b>
<b>TOTAL BOARD OF STATUTORY AUDITORS COMPENSATION</b>		<b>264.144</b>	<b>264.144</b>
<b>P: CHAIRMAN M: MEMBER</b>			

Notes:

<sup>1</sup> In office since 19/4/2018. Holds the Office of Chairman of the Supervisory Body of doValue 231/01

<sup>2</sup> In office since 19/4/2018. Also holds the office of member of the Supervisory Body 231/01 of doValue and Chairman of the Board of Statutory Auditors and Supervisory Body 231/01 of the subsidiary Italfondario Spa.

<sup>3</sup> In office since 19/4/2018 Also holds the office of member of the Supervisory Body 231/01 of doValue and Chairman of the Board of Statutory Auditors and Supervisory Body 23/01 of the subsidiary doSolutions

Managers with strategic responsibilities	Fixed Compensation	Non-equity Variable Compensation		Non-monetary benefits	Other compensation	Total	Fair Value equity compensation*	Post-mandate or post-employment benefits
		Bonuses and other incentives	Profit sharing					
<b>S<sup>1</sup></b> <b>(HC)</b>								
(I) Compensation in the company that prepares the financial statements	1.185.000	304.963		21.786		1.511.749	109.424	
(II) Compensation from subsidiaries and associates								
<b>(III) Total</b>	<b>1.185.000</b>	<b>304.963</b>		<b>21.786</b>		<b>1.511.749</b>	<b>109.424</b>	

\* The fair value of share compensation does not represent a value actually paid/obtained by the beneficiaries of Share Plans, since it is the cost that the Company reports - on an accrual basis and during the period of maturity - in consideration of the offer of incentives based on financial instruments.

NOTE

<sup>1</sup> The fair value amount relates to 2 DIRS people. The amount of the 2017 and 2018 non-equity bonus relates to 2 DIRS people; that of 2019 to 4 people DIRS; that of 2020 at 5

Table 3A Incentive plans based on financial instruments, other than stock options, in favour of members of the management body, general managers and other Executives with Strategic

## responsibilities

			Financial Instruments assigned in previous years not vested during the year		Financial Instruments assigned during the year					Financial instruments vested during the year and not allocatable	Financial instruments vested during the year and allocatable		Financial instruments accruing during the year	
A	B	1	2	3	4	5	6	7	8	9	10	11	12	
ID	Name and Surname	Office	Plan	Number and type of financial instruments	Vesting Period	Number and type of financial instruments	Fair Value on the assignment date	Vesting Period	Assignment date	Market price at the assignment*	Number and type of financial instruments	Number and type of financial instruments	Value on the maturity date	Fair Value
	Andrea Mangoni	Chief Executive Officer												
(I) Compensation in the company that prepares the financial statements			2020 Share Plan (Shareholders' Meeting of 26/5/2020) <sup>1</sup>											
			2019 Share Plan (Shareholders' Meeting of 17/4/2019)	122.952	5							61.474	€ 9,76	€ 600.000
			2018 Share Plan (Shareholders' Meeting of 19/4/2018)	118.839	5							39.613	€ 11,47	€ 454.360
			IPO BONUS (Plan approved by the BoD of 09/06/2017)	46.401	5							23.201	€ 12,53	€ 290.706
(II) Compensation from subsidiaries and associates														
<b>(III) Totale</b>						-	-					124.288		€ 1.345.066

<sup>1</sup> The variable component Plan has not been awarded because the company gate has not been activated.

Managers with Strategic Responsibilities														
3HC <sup>1</sup>														
(I) Compensation in the company that prepares the financial statements		2020 Share Plan (Shareholders' Meeting of 26/5/2020) <sup>2</sup>												
		2019 Share Plan (Shareholders' Meeting of 17/4/2019)	4.842	2,5								3.629	9,76	€ 35.438
		2018 Share Plan (Shareholders' Meeting of 19/4/2018)	3.486	3								3.486	€ 11,47	€ 39.986
		IPO BONUS (Plan approved by the BoD of 09/06/2017)		3								2.714	€ 12,53	€ 34.000
(II) Compensation from subsidiaries and associates														
<b>(III) Totale</b>						-	-					9.829		109.424

Note

<sup>1</sup> The variable remuneration in action of Managers with Strategic Responsibilities with a maximum variable remuneration of 2: 1 compared to the fixed remuneration, the bonus in shares constitutes 45% of the bonus accrued; the remaining 55% is paid out in cash. 65% of the shares are recognized up front at the end of the accrual year, after the approval of the financial statements of the previous year by the Shareholders' Meeting; the remaining 35% deferred over several years

Of the 5 Resources belonging to Executives with Strategic Responsibilities, 3 are beneficiaries of Share Plans.

<sup>2</sup> The variable component Plan has not been awarded because the company gate has not been activated

Table 3b - Monetary incentive plans in favour of members of the management body, general managers and other Executives with Strategic responsibilities

Name and Surname	Office	Plan	Bonus of year			Bonus of previous years			Other Bonuses
			(A)	(B)	C	(A)	(B)	C	
			Payable/paid	Deferred	Deferral period *	No longer payable	Payable/paid	Still deferred	
<b>Andrea Mangoni</b> <sup>1</sup>	<b>Chief Executive Officer</b>								
(I) Compensation in the company that prepares the financial statements	Bonus System 2020	Bonus System 2020							
		Bonus System 2019							
		Bonus System 2018							
		Bonus System 2017							
(II) Compensation from subsidiaries and associates									
(III) Total									
<b>SHC</b> <sup>2</sup>	<b>Managers with Strategic Responsibilities</b>								
(I) Compensation in the company that prepares the financial statements	Contribution award 2020 <sup>3</sup>	Contribution award 2020 <sup>3</sup>							€ 126.718
		Bonus System 2019			2,5	€ 94.285	€ 57.750		
		Bonus System 2018			3,0	€ 39.986	€ 39.986		
		Bonus System 2017			3,0	€ 43.973	€ 0		
(II) Compensation from subsidiaries and associates									
(III) Total			€ 0	€ 0		€ 178.244	€ 97.736	€ 126.718,20	

Note:

<sup>1</sup> The variable compensation of the CEO is paid exclusively in shares, of which 40% distributed at the end of the year of accrual and within 30 days from the date of approval of the financial statements of the previous year by the Shareholders' Meeting, and the remaining 60% deferred for a period of 5 years.

<sup>2</sup> The variable cash compensation of the Managers with Strategic Responsibilities is distributed for 65% up front at the end of the year of accrual, after approval of the financial statements of the previous year by the Shareholders' Meeting; the remaining 35% deferred over several years for personnel with a maximum variable compensation of 2:1 compared to fixed compensation, while the remaining DIRS with a maximum variable equal to 1:1 have a lower deferral period, equal to one year.

DIRS with a maximum variable remuneration of 2:1 compared to the fixed remuneration, the cash bonus constitutes 55% of the bonus accrued; the remaining 45% is paid out in doValue shares.

<sup>3</sup> Aimed to ensure the long term sustainability of the Group, taking into consideration the extraordinary results in terms of EBITDA, even if lower than the gate level, the Board of Director held on 30th March 2021, upon Remuneration Committee opinion and considering the evaluation taken under the Related Parties Procedures, decided to award a "contribution" award to 5 Executives with Strategic Responsibilities, aimed to recognize the extraordinary effort and contribution to the achieved results in these difficult time. The decision, taken in line with 2020 remuneration policy regarding the derogation process, had the purpose to strengthen the long term retention of key people in an increasing competitive landscape, in line with same decisions taken for remaining employees.

\*The deferral period indicated in the table is the maximum one for personnel with a maximum compensation of 2:1, the remaining personnel with maximum variable 1:1 has a one year deferral.

## OUTLINE NO. 7-TER - Outline relating to the information on investments of members of the management and control bodies, general managers and other Executives with Strategic responsibilities

Table 1: Equity investments of members of the administration and control bodies and general directors

Name and Surname	Office	Equity investment	No. of shares held at 31/12/2019	No. of shares purchased in 2020*	No. of shares sold in 2020	No. of shares held at 31/12/2020
Andre Mangoni	Chief Executive Officer	doValue	266.557	468.292	231.749	503.100
						-

Table 2: Equity investments of other managers with strategic responsibilities

Name and Surname	Office	Equity investment	No. of shares held at 31/12/2019	No. of shares purchased in 2020*	No. of shares sold in 2020	No. of shares held at 31/12/2020
n.3	Managers with Strategic Responsibilities	doValue	35.640	37.531	19.607	53.564