



RENO DE MEDICI

REPORT ON REMUNERATION

Drawn up pursuant to Article 123-*ter* of Legislative Decree 58 dated February 24, 1998 and in accordance with Annex 3A, Schemes 7-*bis* and 7-*ter* of Consob Regulation 11971 dated May 14, 1999

Approved by the Board of Directors on March 20, 2014



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INTRODUCTION

Dear Shareholders,

Pursuant to Article 123-*ter* of Legislative Decree 58/98, this Shareholders' Meeting has been called to cast its advisory vote on the Company's policy for the remuneration of members of the Board of Directors and Auditors and executives with strategic responsibilities, and on the procedures used for its adoption and implementation.

In accordance with current requirements, this report aims to illustrate the principles adopted by Reno De Medici S.p.A. for determining the remuneration of its executive directors and directors invested with specific duties, as well as executives with strategic responsibilities – namely the Chief Executive Officer and the Managing Director.

The Company believes that an appropriate remuneration policy is an important way to:

- attract, retain and motivate management personnel with high professional qualities;
- align the interests of management and shareholders;
- promote the creation of value for shareholders in the medium-to-long term.

In accordance with legislative requirements, the Report consists of two sections.

REGULATORY BACKGROUND

This report was prepared with reference to the following specific provisions:

- > Article 6 of the Corporate Governance Code concerning the “Remuneration of Directors”;
- > Article 123-*ter* of Legislative Decree 58/1998, “Report on Remuneration”;
- > Article 84-*quater* entitled “Report on Remuneration” of the Issuers Regulation and Annex 3A containing Schemes 7 and 7-*bis* on the subject.



DEFINITIONS

For the purposes of the present Report, the following terms have the meanings given below:

Chief Executive Officer: the Chief Executive Officer of RDM appointed by a resolution dated April 27, 2011.

Executive Directors: the Chairman, the Vice-Chairman and the CEO as holders of management mandates.

Parent Company/Company/RDM: Reno De Medici S.p.A., with registered office at Via Durini 16/18, Milan.

Code/Corporate Governance Code: the Corporate Governance Code for listed companies adopted in March 2006 (as amended) by the Corporate Governance Committee and upheld by Borsa Italiana S.p.A. Unless otherwise specified, references to Principles, Criteria and Comments are to be understood to refer to this code.

2011 Code/2011 Corporate Governance Code: the Corporate Governance Code for listed companies approved in December 2011 by the Corporate Governance Committee and upheld by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

Civil Code/C.C.: the Italian Civil Code.

Remunerations Committee/Committee: the remunerations committee established under the Corporate Governance Code.

Board/Administrative Body: the Issuer's Board of Directors.

Executives with Strategic Responsibilities/Strategic Executives: those "persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling the company's activities, including directors (executive or non-executive) of the company", identified in the person of the Managing Director.

Issuer: the securities issuer to which the Report relates.

Fiscal year: the corporate fiscal year to which the Report relates.

All Directors: all members of the Board of Directors, regardless of their status (executive, non-executive, independent), as appointed by the resolution dated April 27, 2011.

Group/RDM Group: Reno De Medici S.p.A. and its subsidiaries.



Chairman: the Chairman of the Board of Directors of RDM.

Consob Issuers Regulation/I.R.: the Regulation issued by Consob with Resolution 11971 of 1999 (as amended) on issuers.

Consob Related Parties Regulation: the Regulation issued by Consob with Resolution 17221 of March 12, 2010 (as amended) on transactions with related parties.

Report/Document: the present remuneration report drawn up pursuant to Article 123 of the TUF.

Consolidated Finance Act/TUF: Legislative Decree 58 of February 24, 1998, as amended.



1. SECTION I

In accordance with Article 123-*ter* of the TUF, this section sets out (i) the Company's policy on the remuneration of the members of the Administrative Body and executives with strategic responsibilities; and (ii) the procedures used for the adoption and implementation of this policy.

With reference to the determination of the remuneration payable to members of the Board of Directors, Article 2389 of the Civil Code stipulates that: (paragraph 1) The *fees* payable to members of the Board of Directors (...) are established at the time of appointment by the Shareholders' Meeting; (paragraph 2) They may consist, in whole or in part, of profit-sharing bonuses; 3. The *remuneration* of directors invested with specific duties, in accordance with the By-Laws, is established by the Board of Directors, following consultation with the Board of Statutory Auditors. If the By-Laws so provide, the Shareholders' Meeting may determine a total amount for the remuneration of all directors, including those vested with specific duties.

The Company's current By-Laws state that: (a) *'The members of the Board shall be entitled to be paid emoluments to be recognized as charges in the Company's financial statements. The amount of such emoluments shall be determined by the Shareholders' Meeting and remain unchanged until a new resolution is adopted in respect thereof'* (penultimate paragraph of Article 12); (b) *'The Board of Directors may appoint one or more managing directors and determine their powers, including powers of representation, and their emoluments'* (see Article 17, paragraph 1).

Finally, the new Article 6 of the 2011 Corporate Governance Code prescribes a series of principles and criteria to be applied to matters of remuneration. Issuers are requested to apply these by the end of the current fiscal year, and to provide information in this regard in the Report on Corporate Governance to be published in 2013. In detail:

Principles:

6.P.1. *The remuneration of directors and executives with strategic responsibilities is set at a level sufficient to attract, retain and motivate people with the professional abilities required to successfully manage the issuer;* **6.P.2.** *The remuneration of executive directors and executives with strategic responsibilities is defined in such a way as to align their interests with the pursuit of the priority goal of creating value for shareholders in the medium-to-long term. For directors who are holders of management mandates or who perform, even if only on a de facto basis, functions relating to the*



management of the business, and for executives with strategic responsibilities, a significant portion of the remuneration is linked to the achievement of specific performance targets (not all of which are economic in nature) indicated in advance and determined in accordance with the guidelines contained in the policy referred to in principle 6.P.4., below. The remuneration of non-executive directors is commensurate with the commitment required from each of them, and also takes account of their possible participation in one or more committees; 6.P.4 . The Board of Directors, on the proposal of the Remunerations Committee, defines a policy for the remuneration of directors and executives with strategic responsibilities.

Application criteria:

6.C.1. *The policy for the remuneration of executive directors or those vested with specific duties sets out guidelines on the following topics and in accordance with the following criteria:*

- *the fixed component and the variable component are appropriately balanced according to the issuer's strategic goals and risk management policy, taking account also of the business sector in which it operates and the characteristics of the business activities actually carried out;*
- *ceilings are imposed for the variable components;*
- *the fixed component is sufficient to remunerate the performance of the director in the event that the variable component is not paid due to failure to achieve the performance targets indicated by the Board of Directors;*
- *the performance targets – i.e. the economic results and any other specific targets linked to the payment of the variable components (including targets defined for share-based remuneration schemes) – are predetermined, measurable and linked to the creation of value for shareholders in the medium-to-long term;*
- *the payment of a substantial portion of the variable component of remuneration is deferred for an appropriate period of time with respect to the time of its falling due; the size of this portion and the duration of the deferral are consistent with the characteristics of the business activities carried out and with the related risk profiles;*
- *any allowance provided for the early retirement of directors or for non-renewal of their mandate is defined in such a way that its total amount does not exceed a specified amount or a certain number of years of remuneration .*



- *This allowance is not paid if the termination of the relationship is due to objectively inadequate achievement of results.*

6.C.3. *Criteria 6.C.1 and 6.C.2 also apply, insofar as they are compatible, to the determination – by the bodies appointed for this purpose – of the remuneration of executives with strategic responsibilities. The incentive mechanisms for the head of the internal audit function and for the executive responsible for the preparation of the accounting documents are consistent with the tasks assigned to them.*

The remuneration policy set out in the present Report conforms to the above recommendations.

1.1. Preparation, approval and implementation of the Remuneration Policy

This Remuneration Policy was approved by the Board of Directors at its meeting held on March 20, 2014.

In addition to the Board of Directors, the Remunerations Committee was involved in the process of formulating and approving this policy.

The body responsible for the correct implementation of the policy adopted by the Board is the Remunerations Committee, which annually reviews its application with reference to the executive directors and executives with strategic responsibilities in terms of the variable component. The Board of Statutory Auditors is also required to express its opinion in accordance with Article 2389, paragraph 3 of the Civil Code.

In its investigation and verification activities, the Committee is also assisted by the Human Resources Manager and the Chief Financial Officer, who respectively provide data relating to remuneration and to the Performance Indicators used to determine the variable component. The Committee may also request the advice of external experts on matters of remuneration.

The table below summarizes, with reference to the recipients of remuneration, the proposing bodies, the deciding bodies and any advisors:



| Remunerated Persons | Proposing Body/Person | Advisory Body/Person | Deciding Body/Person |
|---|------------------------------|--|---|
| All Directors | Board of Directors | Remunerations Committee | Shareholders' Meeting |
| Executive directors | Board of Directors | Remunerations Committee with the assistance of external consultants* | Board of Directors after consulting with the Board of Statutory Auditors |
| Executives with strategic responsibilities | Managing Director | Chairman and HR Manager | Chairman of the Board after consulting with the CCR and the Board of Statutory Auditors |

* the use of external consultants is at the Committee's discretion

1.2. Remunerations Committee

Composition and functioning of the Committee

At the date of the present Report, the Committee appointed during the meeting of the Board held on April 27, 2011 is composed of three non-executive directors, two of whom are independent: Mr. V. Nicastro (independent, as Chairman), Mr. C. Peretti (independent) and Mr. Giulio Antonello (non executive). All members of the Committee have adequate experience in the field of remuneration and/or finance.

The Committee shall meet on a regular basis and the minutes of the meetings shall be drawn up by the Chairman.

Functions and activities of the Committee

Under the Corporate Governance Code the Remunerations Committee is responsible for: presenting proposals to the Board on the remuneration of directors with specific duties; monitoring the



application of the decisions taken by the Board; periodically evaluating the criteria adopted for the remuneration of executives with strategic responsibilities, where such exist; ensuring the application of those criteria based on the information supplied by the managing directors, and formulating general recommendations in this regard to the Board of Directors.

At the date of the present Report, the Company has not identified any executives with strategic responsibilities, with the exception of Mr. Capuano, Managing Director, since the requirements set forth in the TUF and the I.R. do not apply.

The establishment of this Committee ensures the greatest possible disclosure and transparency on the remuneration payable to executives with specific duties, as well as on the different procedures for its determination. However, it is understood that, in accordance with Article 2389, paragraph 3 of the Civil Code, the Remunerations Committee only makes proposals, while the power to determine the remuneration of executives with specific duties lies in all cases with the Board of Directors, having consulted the Board of Statutory Auditors.

While performing its tasks, the Committee is in contact with the relevant business functions to obtain the necessary information. The Remunerations Committee may take advice from external experts on this matter (e.g., it took advice from HaysGroup in order to ensure that the Management Incentive Plan 2011-2013 complies with the legislation in force at the time).

With particular reference to the Committee's work on the policy on remuneration, which is to be submitted to the next Shareholders' Meeting, the Committee met on March 20, 2014 to review the report. The Committee did not use the services of any independent experts for this.

In accordance with the implementation criterion set out in point 6.C.6 of the Corporate Governance Code, no director took part in the meetings of the Committee at which proposals were made concerning their own remuneration, and the meetings of the Committee were not attended by any persons other than its members, with the exception of the Members of the Board of Statutory Auditors and Mr. Arciuolo, Head of Legal Affairs of the RDM Group, who served as secretary.

1.3. Description of the Remuneration Policy

Aims and principles

The Remuneration Policy applied by RDM aims to implement the principles established by the



Corporate Governance Code (new Article 6), in accordance with the following criteria:

- The distinction between *All Directors* and *Executive Directors* is to be upheld for the purposes of determining fees and remunerations;
- The Board is to be responsible for distributing the fees decided by the Shareholders' Meeting among the Directors and for determining the remuneration payable to Directors with specific duties (power granted by Article 2389, paragraph 2 of the Civil Code and Article 12 of the By-Laws);
- The Administrative Body is responsible – on the proposal of the Remunerations Committee – for determining the variable component of the compensation payable to Executives with Strategic Responsibilities, in an amount sufficient to reward and retain the required skills for managing the Issuer and linked to the achievement of specific targets in the medium-to-long term. It should be noted that the Company has not identified any Executives with strategic responsibilities other than the Managing Director, who is also the Chief Executive Officer;
- Remuneration is to be decided by reference to average market values for similar posts, as can be deduced from the publications of specialized companies (e.g. the Spencer Stuart Board Index for Italian listed companies, or publications of HaysGroup, which is already an advisor of the Company).

The current remuneration policy for the Board appointed for the three-year period 2011-2013 has the following characteristics:

- All Executive Directors are paid a fixed remuneration sufficient to remunerate the performance of the director in the event that the variable component is not paid, which is calculated in relation to their management responsibilities and to the effective exercising thereof by each of them. Mr. Robert Hall, as Chairman, decided not to request any other fees and not to participate at Incentive Plan 2011-2013.
- All Executive Directors (and only the Executive Directors) receive a variable component in line with the fixed component, which is linked to the achievement of medium-term targets to be verified on completion of the three-year mandate (*deferred payment component*). In this regard, a resolution of the Shareholders' Meeting held on April 27, 2011 approved the Incentive Plan based on financial instruments and intended for the Management of the Group for the years 2011-2013. The beneficiaries include, exclusively, all the executive directors. For



more details, refer to the Information Document drawn up pursuant to Article 114-*bis* of the TUF and available on the Company's website (renodemedici.it/documenti_informativi).

2. FIXED AND VARIABLE COMPONENTS OF REMUNERATION:

Fixed remunerations payable to Directors

The Shareholders' Meeting is responsible for determining the fees payable to **All Directors**. These fees were determined at the time of their appointment on the basis of the criteria set out below and apply until the expiration of the mandate of the current Administrative Body at the time of approval of the Financial Statements for the fiscal year ending December 31, 2013:

- Determination of the total annual amount of fees payable to Directors, taking into account the total number of members of the Administrative Body, as well as the market values that can be deduced by referring to the average fees allocated to non-executive directors;
- Distribution among the individual directors of the total amount, as determined above, by the Board of Directors in equal measure to all directors;
- Allocation to Committee members of a fee determined on an equal basis for participation in each Committee, with an increase of 50% for the post of Chairman.

Taking the above into account, for the three-year period 2011/2013 the total fixed fee payable to All Directors was set at EUR 20,000.00, in addition to the reimbursement of expenses incurred in connection with the post held. Details of the fees payable for participation in committees are given in Table 1 in Section II.

Variable remunerations payable to Executive Directors

In addition to the fixed remuneration – and taking account of the foregoing provisions on this subject – **Executive Directors with specific duties** are also awarded a variable remuneration linked to the achievement of performance targets set by the Issuer on an annual basis. Payment of this variable component is deferred until the end of the mandate. This variable policy was created by adoption of the aforementioned Incentive Plan based on financial instruments and intended for the Management of the Group for the years 2011-2013 (q.v.).



Each year, in time for entry in the financial statements for the fiscal year concerned, the Remunerations Committee verifies the achievement or non-achievement of the targets provided for by the Plan for each year of application. It should be noted that, pursuant to the Rules of the Plan, the Remunerations Committee is required to:

- a) inform the Beneficiaries of the number of Phantom Shares assigned and the performance targets to be achieved;
- b) verify, for the period of duration of the Plan, that the requirements for participating in the Plan are satisfied at all times;
- c) define the parameter that determines the number of Phantom Shares assigned in the event that the Beneficiaries do not remain in office for the entire duration of the Plan;
- d) check the Percentage of Targets achieved;
- e) inform the Board of Directors of the results of these checks.

Executives with Strategic Responsibilities and Managing Directors

The Company has identified a single Executive with Strategic Responsibilities in the person of the present Managing Director, who also holds the post of Chief Executive Officer. The Managing Director is paid a fixed salary, which was determined at the time of his appointment, following consultation with the Chairman of the Board of Directors then in office, as well as a variable remuneration linked to the achievement of economic targets for the Issuer. The Performance Targets, which cover a period of one year, are set annually by the Chairman of the Board of Directors and the Director of Human Resources. These targets, which are set in a range between a “maximum” and a “minimum”, refer to the consolidated Group results after evaluation of any atypical or extraordinary events that may have occurred in each year in question.

Additional information

The Managing Director, as well as all the Executives and senior managers of the Group, receives a life-insurance policy. The Managing Director, including in the capacity of CEO, does not receive any additional benefits. In the event of termination of the employment relationship, he/she does not receive any compensation other than that provided for by the national collective agreement in



force.

Finally, there are currently no specific policies on compensation payable to Directors in the event of their termination.



SECTION II

PART ONE

This section sets out the fees received by members of the Board of Directors, the Board of Statutory Auditors and the sole Executive with Strategic Responsibilities in the fiscal year 2012.

MEMBERS OF THE BOARD OF DIRECTORS:

Fixed fee for All Directors

The Shareholders' Meeting of April 27, 2011 allocated a fixed gross annual remuneration of EUR 180,000.00 to the Board of Directors for the three-year period 2011-2013, calling on the Board to determine the distribution of this amount among the individual members.

The Board meeting held on the same date decided to award a gross annual remuneration of EUR 20,000.00 to all members of the Board.

In addition, following the proposal of the Remunerations Committee – as approved by the Board of Statutory Auditors – the Board also decided to allocate the fees indicated below to the Members of the following Committees and Bodies:

Internal Control Committee

- To the Chairman, an all-inclusive gross annual fee of EUR 30,000.00;
- To each member, an all-inclusive gross annual fee of EUR 20,000.00;

Remunerations Committee

- To the Chairman, an all-inclusive gross annual fee of EUR 30,000.00;
- To each member, an all-inclusive gross annual fee of EUR 20,000.00;

Supervisory Body pursuant to Legislative Decree 231/2001

- To the Chairman, an all-inclusive gross annual fee of EUR 30,000.00;
- To each member, an all-inclusive gross annual fee of EUR 20,000.00.



On November 2, 2012 the Board appointed the Nominating Committee, but made no decision concerning the allocation of specific compensation to its members (Mr. Peretti, Mr. Nicastro and Mr. Garribba).

Fixed fee for Executive Directors

Referring exclusively to directors holding management powers, the Board – following the proposal of the Remunerations Committee, as approved by the Board of Statutory Auditors – decided to allocate:

- a) Mr. R. Hall as Chairman renounced any compensation related to this position;
- b) to the Vice-Chairman, a gross annual fee of EUR 75,000.00;
- c) to the CEO, a gross annual fee of EUR 204,000.00.

Variable remunerations

The variable component of the remuneration of the Executive Directors was determined by the adoption, on April 27, 2011, of the Incentive Plan based on financial instruments pursuant to Article 114-*bis* of the TUF and intended for the Management of the RDM Group for the years 2011-2013 (q.v.) (www.renodemedici.it/documentiinformativi).

There is no provision for compensation to members of the Board of Directors in the event of termination of their office.

Members of the Board of Statutory Auditors

The Shareholders' Meeting held on April 27, 2012, allocated the following gross annual fees to the members of the Board of Statutory Auditors at the time of their appointment: EUR 70,000.00 to the Chairman and Mr. C. Tavormina, and EUR 45,000.00 each to the Statutory Auditors Mr. Conti and Ms. Guazzoni.

Executives with Strategic Responsibilities and Managing Director



The Executive with Strategic Responsibilities receives a fixed remuneration. The related severance pay is equal to the compensation accrued under the national collective agreement in force.

The Executive with Strategic Responsibilities is also entitled to a variable remuneration linked to the achievement of economic targets for the Issuer between a “maximum” and a “minimum”, relating to the consolidated results of the Group after assessment of any atypical or extraordinary events that may have occurred in each year in question.

For the fiscal year 2013, the performance targets were set as follows:

- Group Economic Targets such as the achievement of certain levels of ROCE, ADJUSTED EBITDA, etc.
- Production Targets such as: Quality, Safety, Production Efficiency.

The Executive with Strategic Responsibilities also receives an Executive’s life-insurance policy and participates in the Incentive Plan approved by the Shareholders' Meeting on April 27, 2011.

Finally, the Group does not employ any Executives with Strategic Responsibilities who received, during the fiscal year, fees exceeding the highest of all the fees received by the members of the Administrative Body.

PART TWO

This section gives an analysis of the fees paid to the members of the Board of Directors, the Board of Statutory Auditors and the Executives with Strategic Responsibilities in the fiscal year 2011, in any respect and in any form, by the Issuer and by its subsidiaries and associates.

The tables below were compiled, in accordance with Annex 3, Scheme 7-*bis*, taking account of the indications provided by Article 123-*ter* of the TUF and by the Issuers Regulation.

Table 1

| First and last name | position | Period in office | End of office | non variable fees | | | | | | total | Fair Value of equity remuneration | Termination payment for end of term or cessation of employment relationship |
|---------------------|------------------------|-------------------------|--|--|---|--------------------------|-----------------------------------|-----------------------|--------------------|----------------|-----------------------------------|---|
| | | | | Non variable fees approved by Shareholders | fees for specific duties (art. 2389, par 3, Italian civil code) | fees as Committee member | non-equity variable fees (others) | Non-monetary benefits | Other remuneration | | | |
| Robert Hall | Chairman | 01/01/2013 - 31/12/2013 | Financial Statements at 31 December 2013 | 20.000 | | | | | | 20.000 | - | - |
| Giuseppe Garofano | Deputy Chairman | 01/01/2013 - 31/12/2013 | Financial Statements at 31 December 2013 | 20.000 | 75.000 | | | | | 95.000 | - | - |
| Ignazio Capuano | CEO | 01/01/2013 - 31/12/2013 | Financial Statements at 31 December 2013 | 20.000 | 204.000 | | | | | 224.000 | - | - |
| Giulio Antonello | Non-executive Director | 01/01/2013 - 31/12/2013 | Financial Statements at 31 December 2013 | 20.000 | | 20.000 | | | | 40.000 | - | - |
| Laurant Lemaire | Non-executive Director | 01/01/2013 - 31/12/2013 | Financial Statements at 31 December 2013 | 20.000 | | | | | | 20.000 | - | - |
| Sergio Garriba | Independent Director | 01/01/2013 - 31/12/2013 | Financial Statements at 31 December 2013 | 20.000 | | 20.000 | | | | 40.000 | - | - |
| Vincenzo Niicastro | Independent Director | 01/01/2013 - 31/12/2013 | Financial Statements at 31 December 2013 | 20.000 | | 70.000 | | | | 90.000 | - | - |
| Carlo Peretti | Independent Director | 01/01/2013 - 31/12/2013 | Financial Statements at 31 December 2013 | 20.000 | | 80.000 | | | | 100.000 | - | - |
| Total | | | | 160.000 | 279.000 | 190.000 | - | - | | 629.000 | - | - |

| First and last name | position | Period in office | End of office | non variable fees | | | | | | total | Fair Value of equity remuneration | Termination payment for end of term or cessation of employment relationship |
|----------------------|------------------|-------------------------|---------------------------|--|---|--------------------------|-----------------------------------|-----------------------|--------------------|----------------|-----------------------------------|---|
| | | | | Non variable fees approved by Shareholders | fees for specific duties (art. 2389, par 3, Italian civil code) | fees as Committee member | non-equity variable fees (others) | Non-monetary benefits | Other remuneration | | | |
| Carlo Tavormina | Chairma | 01/01/2013 - 31/12/2013 | Financial Statements 2014 | 70.000 | | | | | | 70.000 | - | - |
| Giovanni Maria Conti | Standing Auditor | 01/01/2013 - 31/12/2013 | Financial Statements 2014 | 45.000 | | | | | | 45.000 | - | - |
| Laura Guazzoni | Standing Auditor | 01/01/2013 - 31/12/2013 | Financial Statements 2014 | 45.000 | | | | | | 45.000 | - | - |
| Total | | | | 160.000 | - | - | | | | 160.000 | - | - |

| First and last name | position | Period in office | End of office | Non variable fees | | | | | | total | Fair Value of equity remuneration | Termination payment for end of term or cessation of employment relationship |
|---------------------|------------------|-------------------------|---------------|--|---|--------------------------|-----------------------------------|-----------------------|--------------------|------------------|-----------------------------------|---|
| | | | | Non variable fees approved by Shareholders | fees for specific duties (art. 2389, par 3, Italian civil code) | fees as Committee member | non-equity variable fees (others) | Non-monetary benefits | Other remuneration | | | |
| Ignazio Capuano | General Director | 01/01/2013 - 31/12/2013 | | | 221.000,0 | | 250.000,0 | 5.019,0 | | 476.019,0 | - | - |
| Total | | | | - | 221.000,0 | | 250.000,0 | 5.019,0 | - | 476.019,0 | - | - |



Table 3A

| First and last name | Position | Plan | Financial Instruments granted in prior years and not vested during the year | | Financial Instrument granted during the year | | | | | Financial instruments vested during the year and not assigned | Financial Instruments vested during the year and allocable | |
|---------------------|-----------------|--|---|----------------|--|-----------------------------|---|------------|--------------------------|---|--|------------------------|
| | | | number and type of financial instruments | Vesting period | Number and type of financial instruments | fair value and granted date | Vesting period | Gant date | market price on granting | number and type of financial instruments | number and type of financial instruments | value at maturity date |
| | | Incentive Plan for years 2011-2013 (27.04.2011) | | | Performance Phantom Shares | | | | | | | |
| Giuseppe Garofano | Deputy Chairman | | | | 1.000.000,0 | 230.000,0 | 27.04.2011/approval of financial statements | 27.04.2011 | €0,23 | - | - | - |
| Ignazio Capuano | CEO | | | | 1.800.000,0 | 414.000,0 | 27.04.2011/approval of financial statements | 27.04.2011 | €0,23 | - | - | - |

Table 3B

| A. First and last name | B. Position | (1) Plan | (2) bonus for current year | | | (3) Bonus for previous year (2012) | | | (4) Other bonus |
|------------------------|------------------|-----------------------------------|---|------------------|----------------------------|---------------------------------------|---------------|------------------------|--------------------|
| | | | (A) Payble | (B) Postponed | (C) period of postponed | (A) not Payble | (B) Payble | (C) Again postponed | |
| | | | The Chairman of Board of Directors has the power to fix the performance which will be verified after the approval of Financial Statements at 31 December 2013 | | | | | | |
| Capuano Ignazio | General Director | | | | | | | | |
| | | <i>Retribuzione da RdM S.p.a.</i> | € 250.000 | | 2013 | - | € 171.667 | | |
| | | Totale | € 250.000 | - | - | - | € 171.667 | - | |

With reference to the information provided for by Scheme 7-ter of Annex 3, the table below shows, separately for each category, information relating to the equity interests held by management and control bodies and by executives with strategic responsibilities in the Issuer and its subsidiaries.

| First and last name | Investment in | Number of shares owned at 31/12/2011 | Number of shares purchased | Number of shares sold | Number of shares owned at 31/12/2012 |
|---------------------|-----------------------|--------------------------------------|----------------------------|-----------------------|--------------------------------------|
| Directors | | | | | |
| Giuseppe Garofano | Reno De Medici S.p.A. | 275.000 | | | 275.000 |
| Ignazio Capuano | Reno De Medici S.p.A. | 550.000 | | | 550.000 |