SOL S.p.A.

the Report on remuneration policies and amounts paid

Approved by the Board of Directors on 27/03/2025

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SOLGROUP
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Introduction

This Report on Remuneration Policy and Amounts Paid ("**Report**") was drawn up and approved, following the favourable opinion of the Remuneration Committee, by the Board of Directors of SOL S.p.A. ("**SOL**" or the "**Company**") on 27 March 2025 in compliance with Article *123-ter* of Legislative Decree No. 24 February 1998 No. 58 ("**T.U.F. [Consolidated Finance Law]**"), as amended by Art. 3 of Legislative Decree 10 May 2019, No. 49, implementing Directive (EU) 2017/828 of 17 May 2017 (which, in turn, amends Directive (EU) 2007/36 with regard to encouraging long-term shareholder engagement). This Report also takes into account the amendments that, in implementation of the delegated power contained in Article 123-*ter*, paragraphs 7 and 8, CONSOB made to Article 84-*quater* of its Regulation No. 11971/1999 (as amended) (the "**Issuers' Regulation**") on transparency of remuneration and the related disclosure schedule (Schedule No. 7-*bis* of Annex 3A).

The Report describes the remuneration and incentive policies that the Company has adopted in order to ensure an adequate level of transparency on relevant aspects of corporate governance and market disclosure.

This Report is divided into two distinct sections.

The first section of the Report (the "**Remuneration Policy**" or the "**Policy**") illustrates, with reference to the financial year ending 31 December 2025, the remuneration policy for the members of the Board of Directors and the two General Managers, appointed as such as of 1.1.2025, both designed by the Company as Key Executives, as well as the members of the Board of Statutory Auditors of the Company (without prejudice to the provisions of Article 2402 of the Italian Civil Code), indicating the general principles and the purposes pursued, and the bodies involved and the procedures used for its adoption and implementation.

The second section of the Report (the "**Report on Amounts Paid**") illustrates analytically the remuneration actually paid or otherwise attributed during the financial year ended 31 December 2024 by the Company and/or by SOL's (directly or indirectly) controlled or associated companies (the "**Subsidiaries and Associated Companies**") to the members of the Board of Directors and the Board of Statutory Auditors, as well as to the former General Manager, Mr. Andrea Monti (who until 31.12.2024 held the position of sole General Manager and was the only Key Executive in addition to the Directors). The Report on Amounts Paid provides an adequate representation of each of the items that make up the remuneration of the persons concerned, including the amounts provided for in the event of termination of a post or termination of employment, highlights their consistency with the remuneration policy for the financial year 2024 and illustrates how the Company has taken into account the vote cast by the Shareholders in 2024 on the second section of the Report.

This Report also contains information on the shareholdings held in the Company and its subsidiaries by the members of the management and control bodies and by the General Manager Andrea Monti (as well as by their spouses who are not legally separated and minor children, directly or through subsidiaries, trust companies or intermediaries), which are provided with reference to the financial year 2024 in accordance with Schedule 7-*ter* of Annex 3A of the Issuers' Regulations.

This Report is made available to the public at the Company's registered office, at the authorised storage facility (www.emarketstorage.com) and on the Company's website at www.solworld.com in the "Investor Relations" Section of "Corporate Governance", where it will remain for the next ten years.

This Report is submitted to the Shareholders' Meeting pursuant to and for the purposes of Articles 123-*ter* TUF and 84-*quater* of the Issuers' Regulation. In particular:

- the Remuneration Policy contained in the first section of this Report is submitted to the binding vote of the Ordinary Shareholders' Meeting of the Company in accordance with Article 123-*ter*, paragraph 3-*ter*, T.U.F;

- the Report on Amounts Paid in the second section of this Report is submitted to the non-binding vote of the Ordinary Shareholders' Meeting of the Company in accordance with Article 123-*ter*, paragraph 6, T.U.F.

This Report is prepared (i) in compliance with Article 84-*quater* of the Issuers' Regulations, (ii) in accordance with the provisions of Annex 3A, Schedule7-*bis* of the Issuers' Regulations, (iii) taking into consideration the principles and recommendations on remuneration contained in the Code of Conduct adopted by the Corporate Governance Committee in January 2020, to which the Company adheres as of the financial year beginning 1.1.2021, (the "**Code of Conduct**"), as well as the comments set out in the letter from the Chairman of the Corporate Governance Committee to listed companies dated 17 December 2024 regarding the monitoring of the degree of application of the Code of Conduct in 2024 and the recommendations for 2025.

This Report is also approved pursuant to and for the purposes of the Consob Regulation on Related Party Transactions No. 17221 of 12 March 2010 (using the text in force at the time) (the "**Consob RPT Regulation**"), as well as the related procedures that the Company has in place with reference to such transactions, most recently approved by resolution of the Board of Directors on 16.6.2021 (the "**RPT Procedures**").

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SECTION I

1. PURPOSE AND PRINCIPLES OF THE REMUNERATION POLICY

SOL's Remuneration Policy, drawn up by the Board of Directors with a transparent procedure, is established on an annual basis consistent with the governance model adopted by the Company. The Remuneration Policy contributes to the corporate strategy, the pursuit of long-term interests and the sustainable success of the Company and its subsidiaries and affiliated companies (the "**Group**" or "**SOL Group**").

In particular, the Remuneration Policy:

- is aimed at giving adequate recognition to the individual contributions by the members of the Board of Directors (the "**Directors**") and the Company's managers to the development and growth of the Company and the Group, promoting the creation of sustainable value in the medium-long term, also through a variable component of remuneration for the executive directors (as identified in the table under § 8.3 below, the "**Executive Directors**") and for the General Managers, which is linked to the achievement of financial and non-financial performance objectives;
- is an essential dynamic for aligning the interests of shareholders and stakeholders with the interests of management;
- takes into account the need to have available, retain and motivate people with the skills, experience and professionalism required by their role in the Company and the Group;
- is determined by taking into account the remuneration and working conditions of the generality of the employees of the Company and the Group. In particular, the SOL Group: (i) applies and respects, where they exist, the applicable collective bargaining agreements of the category to which it is a member of; (ii) pays, in all the countries in which it operates, salaries equal to or higher than the minimums established by law or by collective bargaining and (iii) guarantees all workers full personal and trade union rights in compliance with International Labour Organisation (ILO) standards on working conditions and fundamental workers' rights (such as, among others, freedom of association, right to organise, collective bargaining, abolition of forced labour, equal opportunities and treatment, respect for diversity) and promotes inclusion and equity. It should also be noted that the SOL Group has never adopted any discriminatory employee policy, having ingrained in its DNA and values gender fairness and equality, as evidenced, inter alia, by (a) the composition of the Board of Directors and the existing board committees, as well as by the high and growing proportion of female staff in the Group (rising from 39% in 2021 to 40% in 2022 and, subsequently, to 41% in 2023 and 42% in 2024); (b) the training projects on female empowerment that have long been launched by the Company and the Group and (c) the gender equality certification UNI/PdR 125:2022 obtained in 2024.

With the adoption of this Policy, its concrete focus on strategic managerial figures, the strong link between the development objectives shared by the Board of Directors, the short-term variable incentive plans for the General Managers *MBO* and the medium-long term plans *LTI* for the Executive Directors, that as of 2025 have also been extended to the two new General Directors, the SOL Group intends to avail itself of a significant tool capable of aligning the interests of its human resources with the pursuit of the corporate strategy and the sustainable success of the Company and the Group, as well as the achievement of pre-established financial and non-financial objectives.

The Remuneration Policy illustrates a system based on principles of fairness, quality, belonging and rewarding merit. In defining this policy, the SOL Group is inspired by the following principles, also in implementation of the provisions of the Code of Conduct:

- the remuneration of non-executive directors provides for a fixed annual remuneration established by the Shareholders' Meeting, which, pursuant to Article 2389, last paragraph, of the Italian Civil Code and Article 16 of the Company's Articles of Association (the "**Articles of Association**"), may also determine a total gross remuneration including both the remuneration due to the Directors as such and the remuneration of the Directors with special powers, in which case the allocation and payment methods of the total amount established by the Shareholders' Meeting will be subsequently determined by the Board of Directors, after hearing the opinion of the Remuneration Committee and after hearing the opinion of the Board of Statutory Auditors. The remuneration of non-executive Directors is appropriate to the skills, professionalism and commitment required of them by the tasks assigned within the Board of Directors and also takes into account the size and characteristics of the Company and the Group. There is no variable remuneration for non-executive directors. On the other hand, additional remuneration is envisaged for participation in the Related Party Transactions Committee, the Remuneration Committee and the Control, Risk and Sustainability Committee. (see § 8.2 below);
- for Executive Directors, remuneration consists of: (a) a fixed component commensurate with the delegated powers and responsibilities assigned, and (b) a medium-long term variable component defined within maximum limits and linked to the achievement, at the end of a three-year period, of certain corporate objectives of a financial and non-financial nature consistent with the development lines and strategic objectives defined by the Board of Directors (see §§ 8.3 and 8.4 below);
- on the whole, the remuneration of Executive Directors also takes into account the positions they hold in other (subsidiary or associate) companies belonging to the Group and the related remuneration received that are deemed to be in line with the Remuneration Policy to the extent indicated below (see § 8.3 below);
- In relation to the other Key Executives, it should be noted that from 1.3.2022 to 31.12.2024, the Company had only one General Manager (Mr. Andrea Monti), who was, until 31.12.2024, the only Key Executive of the Company (in addition to the Directors). As of 1.1.2025, the Company appointed two new General Managers, namely Mr. Daniele Forni and Mr. Claudio Garbellini, considering them both as Key Executives in view of the powers and delegations granted to them. Mr. Daniele Forni is an executive hired and paid directly by SOL S.p.A., while Mr. Claudio Garbellini is an executive employed and paid by the subsidiary Vivisol S.r.l.. The General Managers' remuneration is incentive-based and consists of: (a) a fixed component in line with the market, (b) a short-term variable component *(MBO)* subject to an upper limit with entry thresholds for individual indicators and pegged to economic and sustainability parameters. (see more extensively §§ 8.5-8.6) and (c) a medium to long-term variable component (*LTI*) valid for three years;
- the members of the Board of Statutory Auditors are assigned a fixed fee established by the Shareholders' Meeting at the time of their appointment, which is appropriate for the skills, professionalism and commitment required by the importance of the role covered and the size and characteristics of the Company (see § 8.10 below);
- the total remuneration, for each type of position held, is consistent with comparable positions in listed companies with capitalisation and turnover similar to that of the SOL Group and operating in the industrial sector. In particular, the benchmark refers to data taken from the most up-to-date survey carried out by Spencer &Stuart, "Board Index 2024 Italy", which does not contain the data of individual peers, but the averages of a sample consisting of the top 100 listed companies. In this Spencer & Stuart survey, the average total remuneration of executive chairmen is € 2.045 million, with the weight of the variable part accounting for over 60% on average; in the industrial sector, this figure rises to € 2.494 million. The average total emolument of executive directors (fixed plus variable) is € 956,000, while the average emolument of non-executive directors is € 83,000, in addition to the remuneration for any participation in Board committees, in which case the average total emolument rises to € 105,000. The average total remuneration of a Managing Director is € 2.652 million, of which € 846,000 is fixed and the rest variable. According to the Spencer & Stuart report, 65% of Managing Directors receive total

remuneration of more than €1 million; of these, just under half are in the €1 million to €2 million range, while around a quarter receive more than €4 million. Analysing the industrial sector alone, the average total remuneration of Managing Directors is € 3.993 million.

Another reference used for the benchmark is the Assonime survey taken from Section II of the Reports published by listed companies for 2024. This analysis also reports averages by size and sector, also distinguishing between companies with concentrated and diffused ownership. In Assonime's survey, the average global remuneration for the CEO of a large, MID CAP company such as SOL is € 2.58 million, while the average remuneration for companies with concentrated ownership is € 1.375 million, rising in manufacturing companies to € 1.524 million. As far as non-executive directors are concerned, the average in MID CAPs is € 66,000 plus remuneration for participation in Board committees. For auditors, again according to the Assonime report, the average in MID CAP companies is a fee of € 52,000.

Therefore, comparing the historical trend of SOL's Directors' remuneration, both with the average remuneration reported by Spencer & Stuart's Board Index 2024 and with Assonime's more up-to-date survey, it is once again confirmed that, on the whole, SOL's remuneration policy remains well below the benchmark described above, and remains marked by fairness and moderation. More in line with the market is the 2024 salary of the resigning General Manager, Mr. Andrea Monti, who had accumulated over forty years of seniority in the company. The salaries of the new General Managers, taking into account their lesser experience in the role, but also the significant seniority they have accrued in several areas within the Group, are nonetheless motivating and able to adequately promote and remunerate their contribution to the sustainable success of the Group;

- The Remuneration Policy is defined in a harmonious and consistent manner with the desire to maintain overall fairness with the remuneration paid to all employees, naturally taking into account the different tasks, skills and responsibilities, but avoiding unjustified imbalance and with the intention of always guaranteeing, as a priority, optimal working conditions in all the countries in which the Group operates;
- the objectives to which the payment of variable remuneration is linked are established by means of predetermined, measurable, clear, exhaustive criteria, defined in such a way as to ensure, by means of diversified financial and non-financial parameters, the remuneration of performance based on the results achieved in the short term (with the MBO assigned to the General Managers) and in the medium to long term (with the LTI programme for Executive Directors and for the same General Managers);
- subject to the favourable opinion of the Remuneration Committee, the possibility of an adjustment to the General Managers' fixed remuneration is provided for 2025, so as to take into account (a) the new top position held, (b) the expansion of their responsibilities as a result of the expansion of the Group's geographic and business scope, and (c) inflationary dynamics and competitiveness in reference markets. Moreover, extraordinary and one-off monetary bonuses may be paid to the General Managers in the event that, thanks to their personal contribution, specific results are achieved, linked to the completion of acquisitions or extraordinary transactions; all this (possible increase in the gross fixed remuneration plus any extraordinary gross bonus) up to a maximum limit of 15% of the gross fixed remuneration that each of them received in total in 2024 (including any extraordinary gross bonus, which, however, they did not receive in 2024); gross fixed remuneration in 2024, which was €299.160 for Mr. Daniele Forni and €269,905 for Mr. Claudio Garbellini In addition to this, there is the annual variable compensation (MBO) due to them in 2025 with reference to the results achieved in 2024 and recognised to them in their previous capacity as Deputy General Managers, as well as the variable MBO compensation that they may accrue in 2025 (although it will be paid to them in 2026) and the variable compensation that they may accrue for the first year of the LTI programme attributed to them in the three-year period 2025-2027 (although it will be paid to them in a lump sum in 2028) (as more fully described in §§ 8.6e 8.7);
- benefits are recognised in line with market practices in order to complete the remuneration package, with particular reference, inter alia, to insurance and health care (see § 8.8 below).

2. SCOPE AND DURATION

The Remuneration Policy establishes for the financial year 2025 the principles and guidelines to which the Company adheres with regard to the remuneration of Directors, Statutory Auditors and the General Managers, as Key Executive Managers in addition to the Directors (see in this regard § 8.4-8.7 below).

This Policy has an annual duration and refers to the financial year ending 31.12.2025. This is to ensure continuous dialogue with shareholders and to facilitate their involvement in the definition of the guidelines governing the SOL Group's remuneration policies, while maintaining the necessary flexibility to respond promptly to the changing needs (present and future) raised by the SOL Group's operations and marked dynamism.

3. CHANGES COMPARED TO THE PREVIOUS YEAR

The Remuneration Policy approved today by the Board of Directors, is in continuity with the one submitted to the binding vote of the Shareholders' Meeting held on 10 May 2024, which approved Sect. I of the Remuneration Policy for the financial year 2024 by a large majority vote of 85.31% of the meeting participants entitled to vote. No reasons for votes against or abstentions were given at the Shareholders' Meeting. The most relevant novelty of the Policy for the year 2025 concerns the introduction, also for the newly appointed General Managers, of a medium-long term variable part through a three-year monetary Long Term Incentive (LTI) (similar to the one already successfully tested for Executive Directors) in addition to the annual variable compensation MBO, with a reformulation of the parameters between the two forms of variable incentive.

In particular, the Policy developed for 2025 provides for:

(i) the adoption of short-term performance parameters linked to the annual budget for the annual variable compensation MBO of the two new General Managers. The MBO 2025 of the two General Managers includes financial and non-financial performance targets that also include ESG (Environmental, Social, Governance) parameters;

(ii) the introduction for the two new General Managers, in addition to the annual MBO mentioned above, of a medium-long term variable remuneration component through a three-year monetary LTI programme for the years 2025-2027, focused on the achievement, at the end of the three-year period, of a mix of medium-term financial and non-financial objectives;

(iv) in addition to the variable remuneration component of the General Managers pursuant to the MBO and LTI programmes as indicated above, taking into account their recent appointment to such office, the possibility, subject to the favourable opinion of the Remuneration Committee, of increasing the gross fixed remuneration of the General Managers, including any extraordinary gross bonus as described in §8.5 below, up to a maximum of 15 % of the total gross fixed remuneration received by them in 2024 (including the possible gross bonus, which, however, was not awarded to them in 2024);

(ii) As concerns the Executive Directors, the confirmation of the three-year monetary LTI (Long Term Incentive) programme for the years 2024 to 2026, approved in the Remuneration Report for 2024 and recognising a variable remuneration at the end of the three-year period 2024-2026 linked to the achievement of certain medium/long-term financial and non-financial performance objectives. Please note that in the LTI 2024-2026 programme for Executive Directors, an additional ESG parameter (compared to the previous programme) linked to gender objectives was included, and, again compared to the previous LTI programme, the weights of the individual parameters were reformulated to the benefit of ESG parameters linked to improving occupational safety and employment. For 2025, it was not deemed necessary to introduce any changes to the structure and weights of the individual parameters of the LTI programme: the maximum payable amount remains pegged at 30% of the sum of the gross fixed remuneration paid in the three-year period by SOL to the individual Executive Directors;

(Iii) the confirmation of the remuneration determined in 2024 for Directors participating in Board Committees (which was already raised last year to take into account the increasing complexity of the Group and the respective responsibilities of the various Committees);

(iv) the maintenance of claw-back clauses with regard to the variable component reserved for the General Manager, as well as the maintenance of a similar claw-back clause and a retroactive correction (*malus*) clause for the LTI component pertaining to Executive Directors; and

(v) an indication of the aspects of the 2025 Policy regarding which, under the exceptional circumstances provided for in the applicable framework, exceptions to the Policy may be made, along with a description of the procedural conditions under which the exceptions to the 2025 Policy may be implemented.

Therefore, except for the adjustments and updates illustrated in this Report, there are no significant changes to the 2024 remuneration policy approved by the Shareholders' Meeting.

4. BODIES AND ACTORS INVOLVED

The Remuneration Policy was approved by the Company's Board of Directors on 27 March 2025, following the favourable opinion of the Remuneration Committee, consisting exclusively of non-executive and independent Directors (opinion rendered on 20.3.2025). As will be explained below, the Board of Directors did not decide to make use of external experts in the definition of the Company's remuneration policy, nor were the remuneration policies of other companies used as a specific reference.

Consistently with the laws and articles of association in force, taking into account the recommendations of the Corporate Governance Code, the Company bodies and persons involved in the definition, adoption and implementation of the Remuneration Policy are, with the roles specified below: the Shareholders' Meeting, the Board of Directors, the Remuneration Committee, the Managing Directors (as identified in § 8.1 below) and the Board of Statutory Auditors.

(i) Shareholders Meeting

In matters of remuneration, the Shareholders' Meeting:

- decides, pursuant to Article 2389 of the Italian Civil Code and Article 16 of the Articles of Association:
  (a) the remuneration of the members of the Board of Directors in the form of fixed and/or variable remuneration (including any participation in profits and/or the allocation of the right to subscribe to shares of the Company to be issued in the future at a predetermined price); or
  (b) the annual global remuneration due to the Board of Directors as a whole (including the Directors with special powers), with the power of the Board of Directors to allocate it within the Board, subject to the opinion of the Remuneration Committee and after hearing the opinion of the Board of Statutory

Auditors;

- decides the remuneration due to each member of the Board of Statutory Auditors;
- casts a binding vote on the Remuneration Policy contained in the first section of this Report in accordance with the provisions of Article *123-ter*, paragraph *3-ter*, T.U.F. with the frequency required by the duration of the Policy and, in any case, at least every three years, or when the Policy is amended;
- casts a non-binding vote on the Report on Amounts Paid in the second section of this Report in accordance with Article *123-ter*, paragraph 6, T.U.F;
- decides, if proposed by the Board of Directors, on any remuneration plans based on shares or other financial instruments of the Company for Directors or employees of the Company, the parent company and subsidiary companies, including Key Executives pursuant to Article *114-bis* T.U.F.

(Ii) <u>Board of Directors</u>

The Board of Directors:

- after examining the proposals of the Remuneration Committee and hearing the opinion of the Board of Statutory Auditors, pursuant to Article 2389, third paragraph, of the Italian Civil Code and Article 16 of the Articles of Association, determines the remuneration of the Directors with special powers (including the Executive Directors), in the absence of the persons concerned. in the event that the Shareholders' Meeting determines the overall amount for the remuneration of all Directors, including those with special powers, the Board of Directors, after receiving the opinion of the Remuneration Committee and of the Board of Statutory Auditors, allocates such overall remuneration among the members of the Board of Directors in relation to the powers and/or tasks assigned to each of them within the limits set by the Shareholders' Meeting;
- upon the proposal of the Remuneration Committee, prepares and implements any short- and/or medium/long-term incentive plan, without prejudice to the powers of the Shareholders' Meeting;
- defines the remuneration policy upon proposal of the Remuneration Committee;
- approves the Remuneration Report to be submitted to the Shareholders' Meeting pursuant to Article*123-ter* T.U.F.;
- where deemed appropriate, and without prejudice to the powers of the Shareholders' Meeting, prepares short and/or medium-long term monetary incentive plans and oversees their implementation and monitoring with the assistance of the Remuneration Committee;
- establishes an internal Remuneration Committee, composed exclusively of non-executive Directors, the majority of whom are independent, at least one of whom has adequate knowledge and experience in financial matters or remuneration policies, and whose Chairman is an independent Director;
- prepares, without prejudice to the powers of the Shareholders' Meeting, and with the assistance of the Remuneration Committee, any remuneration plans based on shares or other financial instruments of the Company for Directors or employees of the Company (of the parent company and subsidiaries), including Key Executives, and submits them to the Shareholders' Meeting for approval pursuant to Article 114-bis T.U.F.;
- defines, upon the proposal of the Remuneration Committee, the objectives and approves the corporate results and performance plans to which any variable remuneration of Executive Directors is linked; and
- approves, still upon the proposal of the Remuneration Committee, the general criteria for the (fixed and variable) remuneration of the General Managers.

(Iii) Remuneration Committee

The Remuneration Committee:

- assists the Board of Directors in drawing up the Company's remuneration policy, which is submitted to the binding vote of the Shareholders' Meeting pursuant to Article *123-ter*, paragraph *3-ter* T.U.F;
- submits proposals or gives opinions or authorisations to the Board of Directors on the remuneration of Executive Directors and other Directors with special powers, as well as on setting performance targets to which the variable component of such remuneration is linked;
- monitors the concrete application of the remuneration policy and verifies, in particular, the actual achievement of the established performance targets;
- makes proposals to the Board of Directors regarding any stock option, share allocation or other incentive plans for Directors or executives;
- upon the indication of the Managing Directors, proposes criteria for the remuneration of Key Executives; in this case, the Remuneration Committee may propose to the Managing Directors the allocation to Key Executives of any benefits or incentives to be recognised in relation to the achievement of specific objectives;
- periodically assesses the adequacy, consistency and correct application of the remuneration policy for directors and top management, also in relation to the remuneration situation of employees;
- performs the functions of the Committee for Transactions with Related Parties with reference to transactions pertaining to the remuneration of Directors and the General Managers, or to matters covered by the Report on the Remuneration Policy and Amounts Paid (including any exceptions) pursuant to Article 2.4 of the Procedure for Transactions with Related Parties adopted by SOL and the Board of Directors' Resolution of 14.10.2021.

In drafting the remuneration policy, the Remuneration Committee may avail itself of the cooperation of the Group Human Resources Department in order to acquire market data and information, as well as for drawing up short- and medium-long term variable incentives.

(iv) <u>Managing Directors</u>

The Managing Directors provide the Remuneration Committee with the information necessary to formulate proposals on the criteria for the remuneration of Key Executives and ensure their implementation.

(v) <u>Board of Auditors</u>

The Board of Statutory Auditors plays an advisory role in remuneration matters, regarding which:

- The Board of Statutory Auditors expresses its opinion on the remuneration proposals for Executive Directors and those with special powers, pursuant to Article 2389, paragraph 3, of the Italian Civil Code. In expressing its opinion, it verifies the consistency of the proposals made by the Remuneration Committee with the remuneration policy adopted by the Company;
- it participates with one of its members in the meetings of the Remuneration Committee.

<u>5. REMUNERATION COMMITTEE COMPOSITION</u>

As mentioned above, the Remuneration Committee of SOL has expressed a favourable opinion on the Remuneration Policy set out in this Report.

As of the date of this Report, the Remuneration Committee is composed of three Directors, all of whom are independent, appointed by the Board of Directors by resolution of 11 May 2022 for the three-year period 2022-2024 (and, therefore, until the date on which the financial statements as of 31 December 2024 are submitted to the Shareholders' Meeting for approval). The current members of the Remuneration Committee are:

(i)	Anna Gervasoni	Chair of the Committee and Independent Director;
(ii)	Elli Meleti	Independent Director; and
(iii)	Erwin Paul Walter Rauhe	Independent Director.

As for the competences of the Remuneration Committee in setting SOL's remuneration policy, reference is made in full to § 4(iii) of this Section I (Remuneration Committee). It should be noted that the Chair of the Committee has suitable knowledge and experience in financial matters as required by the Corporate Governance Code.

6. EXPERTS

No independent experts were involved in drawing up the Remuneration Policy.

7. TRANSPARENT PROCESS FOR SETTING REMUNERATION POLICY

This Remuneration Policy is valid for one year and is subject to approval by the Company's Board of Directors upon proposal of the Remuneration Committee. The Board of Directors, having examined and approved the Policy, submits the first Section of the same to the binding vote of the Shareholders' Meeting, and the second Section to the non-binding vote of the Meeting pursuant to and for the purposes of Article 123-ter of the TUF, and makes it available to the public at least 21 days prior to the date set for the Shareholders' Meeting at the Company's registered office, as well as through the authorised storage mechanism (www.emarketstorage.com) and on the Company's website at www.solworld.com in the "Investor Relations" "Corporate Governance" Section (where it will remain for the next ten years).

In order to prepare this Report, the Remuneration Committee, in the performance of its duties, met on 13 March 2025 and on 20 March 2025; the Report was then submitted to the Board of Directors for approval at its meeting of 27 March 2025.

No Director has taken part in the Remuneration Committee meetings in which proposals are formulated concerning their remuneration, nor will they take part in the review of the performance objectives to which the variable part of their remuneration is linked. Furthermore, the discussion and voting within the Board of Directors concerning the remuneration of the Executive Directors takes place in their absence. This Remuneration Policy was approved by the Board of Directors on 27 March 2025.

8. DESCRIPTION OF THE REMUNERATION POLICY

8.1. BOARD OF DIRECTORS REMUNERATION

Please note that on 10 May 2024, the Ordinary Shareholders' Meeting resolved to appoint the following Directors for the financial years 2022, 2023 and 2024 and, therefore, until the date of the Shareholders' Meeting called to approve the financial statements as of 31.12.2024:

- Aldo Fumagalli Romario: Chairman and Managing Director
- Marco Annoni: Deputy Chairman and Managing Director

- Giovanni Annoni: Director with special powers
- Giulio Fumagalli Romario: Director with special powers
- Duccio Alberti: Director
- Alessandra Annoni: Director
- Anna Gervasoni: Independent director
- Cristina Grieco: Independent director
- Antonella Mansi: Independent director
- Elli Meleti: Independent director
- Erwin P. Walter Rauhe: Independent director

In connection with the financial year 2024, the Ordinary Shareholders' Meeting resolved on 10 May 2024 to:

(i) award the Board of Directors for the financial year 2024 and with effect from 1 January 2024 an overall gross remuneration consisting of: (a) the total amount of €1,300,000.00, inclusive of the remuneration due to the members of the Board of Directors and the fixed remuneration of the Directors with special powers, to be allocated according to the allocation and payment methods determined by the Board of Directors after obtaining the opinion of the Board of Statutory Auditors, as well as (b) the additional remuneration for participation in the Board of Directors' internal committees, as indicated in Section I of the remuneration policy for the financial year 2024 adopted by the Board of Directors on 27 March 2024 and approved by binding vote by the same Shareholders' Meeting of 10 May 2024;

(ii) grant the Executive Directors the variable remuneration component of the medium-long term incentive plan (LTI) for the financial years 2024-2026 under the terms and within the limits described in Section I of the Remuneration Policy adopted by the Board of Directors on 27 March 2024 and approved with a binding vote by the same Shareholders' Meeting on 10 May 2024.

The total remuneration of the Directors determined by the Shareholders' Meeting was subsequently allocated by the Board of Directors with a resolution of 14 May 2024 (after deliberation by the Remuneration Committee and opinion of the Board of Statutory Auditors). For a more extensive explanation of this breakdown, please refer to Part II of this Report.

With regard to the 2025 financial year, the Shareholders' Meeting will be called to resolve on the remuneration of the Directors pursuant to Articles 2364 and 2389 of the Italian Civil Code, as well as Article 16 of the Articles of Association at the meeting scheduled, on first call, for 14 May 2025 and, if necessary, on second call, for 21 May 2025.

In accordance with the Company's established practice, also for the financial year 2025, the Board of Directors does not intend to make any proposals regarding the determination of the remuneration of the Directors, without prejudice to the compliance with the policy regulating the remuneration that may be received by the Directors for participation in the board committees as indicated below (see §8.2). The Shareholders' Meeting, therefore, may determine the remuneration of the Directors as such, eventually leaving it to the Board of Directors to determine the remuneration for Directors with special powers. Alternatively, the Shareholders' Meeting may determine an overall amount for the remuneration of all Directors, including those with special powers, in which case the Board of Directors will allocate the remuneration among the Directors within the limits set by the Shareholders' Meeting, after consulting with the Remuneration Committee and hearing the opinion of the Board of Statutory Auditors.

8.2. REMUNERATION OF NON-EXECUTIVE DIRECTORS

The Remuneration Policy adopted by the Company and submitted to the vote of the Shareholders' Meeting, in compliance with the principles dictated by the Corporate Governance Code, provides for a fixed remuneration for the post of Director appropriate to the skills, professionalism and commitment required by the tasks assigned to them within the Board of Directors and Board Committees, and which is not linked to economic results or to specific Company objectives. No variable remuneration is attributed to non-executive directors and they are not recipients of remuneration plans based on shares or other financial instruments.

In addition to the fixed remuneration as determined above, the Policy provides for additional remuneration for non-executive directors who participate in Board Committees. In particular, non-executive directors participating in the Related Party Transactions Committee receive an additional gross fee of € 1,000 for each Committee meeting they attend. Non-executive directors who serve on the Remuneration Committee, on the other hand, receive additional remuneration depending on the position they hold on that committee. As regards the Remuneration Committee, the Chair receives an additional annual gross remuneration of € 15,000while the other Directors participating in the Remuneration Committee receive an additional annual gross remuneration of € 7,000. On the other hand, with regard to the Control, Risk and Sustainability Committee, the Chair receives a gross annual remuneration of € 20,000, while the other Directors participating in the Control, Risk and Sustainability Committee receive an additional gross annual remuneration of € 10,000. These additional fees for committee participation are paid in a lump sum at the end of the calendar year.

For the remuneration of non-executive directors too, the considerations made above regarding the criteria for selecting the benchmark adopted apply (see §1). In particular, as already illustrated, this remuneration is in line with the average fixed remuneration attributed to non-executive directors both in the sample companies of the Spencer &Stuart 2024 Board Index, representing the top 100 listed companies by stock market capitalisation, and with the Assonime 2024 Report.

Notwithstanding the provision to this effect in the 2024 Remuneration Report, the non-executive directors in the financial year 2024 did not receive any remuneration from Subsidiaries or Associates. That being said, the possibility for non-executive directors to receive additional remuneration as executives and/or members of the boards of directors of SOL's Subsidiary or Associated Companies is confirmed also for the year 2025, for a maximum total amount for each non-executive Director not exceeding € 10,000 per year gross.

8.3. EXECUTIVE DIRECTORS' REMUNERATION

The Remuneration Policy provides for the attribution to the Executive Directors of an additional remuneration with respect to that provided for the generality of Directors, and which is determined according to the powers delegated to them, the commitment required of them and the responsibilities assumed.

This remuneration will be determined by the Board of Directors at the proposal of the Remuneration Committee, after consulting the Board of Statutory Auditors, in compliance with this Report and the resolutions passed by the Shareholders' Meeting. The Remuneration Committee will formulate a proposal in this regard after analysing the benchmark defined in §1 above, also taking into account the complexity and high internationalisation of the SOL Group and the fact that SOL's Executive Directors usually also hold other positions of responsibility and governance in the Group's Italian and foreign Subsidiaries. The proposal will therefore take into account the sums that the Executive Directors receive for the offices held in other Group companies, will be in line with market values, will take into account the characteristics of the Company (large MID Cap company with concentrated ownership) and will be defined in compliance with the principles of the Corporate Governance Code. The Executive Directors' remuneration will consist of:

(i) a fixed component ensuring an adequate and certain annual base remuneration *(ABR)* set in consideration of the role, the activity performed and the responsibilities assigned;

(ii) a medium-long term variable component (LTI) linked to the achievement, at the end of a three-year period, of predetermined corporate objectives of a financial and non-financial nature. In particular, the three-year LTI Plan already approved by last year's Shareholders' Meeting and valid for the three-year period 2024-2026 (see §8.6 below for more details) is confirmed for 2025 without changes.

The medium- to long-term variable component (LTI) in the period 2024-2026: (a) is intended to enhance the results achieved by the Executive Directors, constituting a link between a portion of their remuneration, performances and the Company's and Group's strategic development plan focused on sustainable success; (b) is reserved for the two Managing Directors and the other two Executive Directors (identified below); and (c) is structured to align interests with the creation of value for the Company and the Group in the medium-long term.

The variable remuneration component reserved for Executive Directors through the 2024-2026 three-year LTI plan is subject to maximum limits. The percentage of the variable component in relation to the overall remuneration of the Executive Directors is defined below for each Executive Director. The percentage of LTI is between (i) a minimum value of 0 in the case of non-achievement of the objective for any of the parameters considered (*entry point*) and (ii) a maximum value equal to 30% of the sum of the fixed gross remuneration to be paid by SOL in the 2024-2026 three-year period to each Executive Director in case of results equal to or exceeding the targets for each parameter considered. Since the LTI translates into an economic bonus payable after the expiry of the three-year period 2024-2026, it is emphasised that the LTI percentage is to be understood as being related to three years of fixed remuneration.

Executive Directors	Three-year fixed remuneration	LTI
Aldo Fumagalli Romario - Chairman and Managing Director	From 76.92% to 100%	From 0 to 23.08%
Marco Annoni - Deputy Chairman and Managing Director	From 76.92% to 100%	From 0 to 23.08%
Giulio Fumagalli Romario Director with special powers	From 76.92% to 100%	From 0 to 23.08%
Giovanni Annoni Director with special powers	From 76.92% to 100%	From 0 to 23.08%

Pursuant to the Corporate Governance Code, with regard to the medium-long term variable component (LTI) reserved for Executive Directors, a claw-back clause (which provides for the possible reimbursement, in whole or in part, of the amounts paid out) and a "*malus*" clause (which provides for the non-payment of the remuneration accrued and not yet paid out) are provided for in the event that the amount paid out or accrued is determined on the basis of data that, in the following three years, are proven to be manifestly incorrect due to manipulation or illegal conduct.

In 2024, the Executive Directors received the variable remuneration component deriving from the *2021-2023 LTI* Plan in one lump sum after the Remuneration Committee verified the results and the presence of the additional requirements, in the amounts indicated in Section II of this Report (see in particular Part One and the tables in Part Two).

Executive Directors also received remuneration in the financial year 2024 as executives and/or members of the boards of directors of SOL's Subsidiaries and Associates. These remunerations are set out in detail in Table 1 of Section II of this Report. With reference to the financial year 2025, the remuneration (fixed or variable) that each Executive Director may receive, in addition to the fixed and variable remuneration received in SOL, as manager and/or member of the boards of directors of Subsidiaries and Associates of SOL shall also be considered in line with the Remuneration Policy for a maximum total amount that, for each Executive Director, shall not exceed the total amount received by him/her in Subsidiaries and Associated Companies of SOL in the financial year 2024 (analytically indicated in Table 1 of Section II of this Report), eventually increased by a maximum amount not exceeding 15% of such amount. This increase will not take into account the amount paid in 2024 to the Executive Directors for the medium-long term variable incentive under the LTI plan for the three-year period 2021-2023

8.4 THE MEDIUM-LONG TERM INCENTIVE (LTI) RESERVED FOR EXECUTIVE DIRECTORS

At the Board meeting of 27 March 2024, the Board of Directors approved the proposal formulated by the Remuneration Committee to replicate for the three-year period 2024-2026 the medium-long term incentive plan (LTI) for Managing Directors and other Executive Directors that was first approved in 2021 for the three-year period 2021-2023, with the indication to make the objectives more challenging and to increase the weight of ESG indicators

The Medium-Long-Term Incentive (LTI) for the three-year period 2024-2026 was approved by the Shareholders' Meeting on 10 May 2024 and implemented by the Board of Directors by resolution of 14 May 2024.

The year 2025 is, therefore, the second year of the medium-long term incentive plan (LTI) for the three-year period 2024-2026 reserved for executive directors. The LTI incentive envisaged for this purpose is still aimed at:

enabling the correlation between Executive Directors' remuneration and the creation of value in the medium to long term for shareholders and stakeholders;
focusing the actions of the Executive Directors on achieving the Group's three-year targets consistent with the Group's multi-year development plan;
linking part of the remuneration to financial and non-financial parameters associated with sustainability.

The 2024-2026 LTI incentive plan provides for the recognition of a gross monetary bonus based on the achievement of Group performance targets to be verified at the end of the 2024-2026 three-year period. The payment of this variable amount is subject to the Executive Directors remaining in office until 31.12.2026.

The objectives triggering the payment of the bonus under the LTI plan, as identified by the Board of Directors on the proposal of the Remuneration Committee, are as follows:

- Consolidated Group EBITDA shown in the consolidated financial statements as at 31.12.2026 (weight 35%);
- Compound Average Annual Growth Rate (TCMAC) of the Group's consolidated revenues from sales and services over the three-year period (weight 20%);
Ratio of the Group's consolidated Net Financial Position to Gross Operating Margin (EBITDA) shown in the

consolidated financial statements as at 31.12.2026 (weight 15%);
Group average Severity Index = number of days lost due to accidents per million hours worked (no. of days lost due to accidents x 1,000,000/hours worked), excluding so-called commuting accidents (weight 10%);
- Compound Average Annual Growth Rate of Employment in the Group (weight 10%);
- Gender Index, meaning the percentage of females holding manager and senior manager positions out of all managers and senior managers in the Group as at 31.12.2026 (weight 10%)

The target for each of the aforementioned objectives has been determined by the Board of Directors in May 2024 on the proposal of the Remuneration Committee, after consulting the Board of Statutory Auditors. There is provision for adjusting the targets in the event of significant changes in the Group's scope. The verification of the achievement of the targets will be carried out by the Board of Directors at the end of the three-year period (i.e. at the end of 2026 after the approval of the financial statements as at 31.12.2026), with the involvement of the Remuneration Committee and in consultation with the Board of Statutory Auditors. The weight of the LTI incentive (expressed as a percentage) with respect to the sum of the gross annual fixed remuneration received from SOL over the three years (2024-2026) by the Executive Directors may not exceed 30% of such total remuneration (calculated in its maximum value corresponding to the assumption that all objectives are achieved). The payment to the beneficiaries will take place after the approval of the financial statements as at 31.12.2026 by the Assembly. The 2024-2026 LTI plan does not provide for a minimum guaranteed amount, as it may also be equal to 0, if none of the above objectives are met, while its maximum may not exceed, as mentioned above, 30% of the sum of the fixed paid by SOL in total to the Executive Directors by SOL Spa in the years 2024, 2025 and 2026.

8.5 REMUNERATION OF THE GENERAL MANAGERS

The Board of Directors meeting of 13 June 2024 took note of the resignation due to retirement of Mr. Andrea Monti from the position of General Manager with effect from 1.1.2025. At the board meeting of 12 September 2024, the same Board appointed two new General Managers (Mr. Daniele Forni and Mr. Claudio Garbellini), who are, in addition to the Directors, the only two other Key Executives, being vested with the power and responsibility for planning, directing and controlling the activities of the Company and the SOL Group. The two General Managers, Mr. Daniele Forni and Mr. Claudio Garbellini, in fact, are the superiors in the reporting line of all other Executive Directors, whether business or corporate.

The remuneration of the two General Managers is composed as follows:

(i) a fixed gross annual remuneration (*GAR*) established on the basis of their own role in the reference market, the levels of responsibility attributed to each of them, the size of the Group, the complexities managed, as well as the professionalism, skills and experience developed. In particular, the fixed component of remuneration remunerates (inter alia) the top management role held, the delegated powers assigned, the extent of the related responsibilities and the impact of their actions on the Group's businesses, reflecting the experience, skills and competencies required and demonstrated in the previous positions they held for the Group;

(ii) (ii) a gross annual variable short-term component (*MBO*) for the achievement of predefined corporate budget objectives, established in quantitative terms and to be paid in the year following the accrual year without deferral of any amounts accrued. In particular, this component will be paid after the approval of the financial statements as at 31.12.2025 by the Shareholders' Meeting. The short-term incentive (MBO) rewards the achievement of quantitative financial and non-financial short-term targets, including those of an ESG nature, thus contributing to the sustainable success of the company. Taking into account the low environmental impact of the activities conducted by the Company, ESG indicators related to safety and quality issues were chosen (for a more detailed description of the MBO variable remuneration due to the two General Managers, see § 8.6 below)

(iii) a medium to long-term variable component through a three-year monetary LTI programme valid for the financial years 2025-2027 and focused on the achievement, at the end of the three-year period, of a mix of medium-term financial and non-financial objectives.

Based on the above, in the financial year 2025, the two General Managers will be entitled to a gross annual fixed remuneration (RAL) that may be increased, compared to the gross fixed remuneration they respectively received in the financial year 2024 in their office as Deputy General Managers (amounting to €299,160 for Mr. Daniele Forni and €269,905 for Mr. Claudio Garbellini), subject to the favourable opinion of the Remuneration Committee, up to a maximum of 15%, including any extraordinary bonus linked to the completion of acquisitions or extraordinary transactions carried out with their personal contribution, as better indicated in §1) above. This fixed remuneration takes into account their new role as General Managers in the Group's ever-expanding geographical and business perimeter, as well as the inflation, which, although reduced, remained significant in 2024 and, finally, also the competitiveness in the reference markets. Moreover, in addition to the gross fixed remuneration and the possible extraordinary monetary bonus mentioned above, in the financial year 2025 the General Managers will also be paid the annual gross variable compensation (MBO) relating to 2024 (provided for in their previous capacity as Deputy General Managers) and the amounts under the MBO 2025 will accrue, as well as those for the first year of the three-year LTI 2025-2027 plan (in relation to which, see §§8.6-8.7 below).

The General Managers may also receive remuneration as members of the administration or control bodies or as managers of SOL's Subsidiaries and Associated Companies for a total maximum annual gross amount not exceeding €30,000. Should this be the case, the total or partial amount received in this capacity by such General Manager will be deducted from the sum of the variable MBO remuneration due to him.

8.6 THE ANNUAL VARIABLE COMPONENT (MBO) FOR THE GENERAL MANAGERS

The MBO constitutes the annual monetary (and therefore short-term) variable component of the General Managers' remuneration and is attainable upon the achievement of pre-defined annual quantitative, financial and non-financial corporate objectives, including certain sustainability targets. The financial parameters adopted are those resulting from the Consolidated Financial Statements. This short-term variable component allows to:

(i) steer the actions of the top management towards strategic objectives that are in line with the priorities identified by the Board of Directors;

(ii) incentivise commitment to not only financial and quantitative indicators, but also to sustainability ones;

(iii) help achieve and possibly exceed a number of target objectives through: (a) on the one hand, the recognition of a variable part of the MBO remuneration even if the target is not fully met, but minimum targets are nevertheless exceeded (below which no amount will be paid to General Managers for each individual target) and (b) on the other hand, the allocation of an additional amount subject to a maximum cap if the target is exceeded. In fact, the Remuneration Policy for General Managers provides that the quantitative objectives of the short-term variable component (MBO) are linked to a scale of values (linked, in turn, to a scale of gross amounts), with a minimum objective for each parameter below which the Company does not pay any compensation for that parameter and a maximum objective above which the Company always and only pays the maximum amount provided for the specific parameter.

The performance objectives set out in the 2025 MBO for the General Managers are represented by the following parameters:

- Group Consolidated Revenues from Sales and Services;
- Group Consolidated Adjusted EBITDA;
- Sales days
- Severity Index
- Number of Critical Non-Compliances detected at Group level within the Integrated Management System, excluding Non-Compliances generated by suppliers.

For the purposes of this Policy:

- "Adjusted Gross Operating Margin" means the consolidated gross operating margin net of provisions and non-recurring income;
- "Sales days" means the average collection days from the invoice date;
- "Severity index" indicates the number of working days lost due to accidents per million hours worked, net of commuting accidents
- "Critical Non-Compliances" means non-compliances classified as such by the procedure issued by the Corporate Quality Safety Environment and Regulatory Affairs Executive Management, which include: (i) a claim for damages from a third party of more than EUR 20,000, or (ii) non-compliance with a legal requirement that endangers the continuation of business, or (iii) damage or serious danger, even potential, to the safety or health of personnel/customers/patients, or (iv) the recall of a product batch from the market, or (v) the interruption of the customer's business, or (vi) termination by the customer.

For each of the aforementioned parameters, a scale of results is defined, corresponding to decreasing or increasing amounts starting from the target.

An upper limit is also set for the General Managers' MBO. Below is the pay-mix range, i.e. the percentage weight of the two components (fixed and variable MBO) with respect to the two General Managers' total remuneration as resulting from those components. In this regard, it should be noted that the MBO percentage ranges between (i) a minimum value equal to 0, which corresponds to the non-achievement of any of the entry points of the parameters considered, and (ii) a maximum value equal to 40% of the specific total remuneration of each of the two General Managers (fixed and MBO) which corresponds to exceeding the targets (over-achievement) for each parameter considered.

	Fixed remuneration	**MBO**
General Managers	From 60 % to 100%	From 0% to 40%

The setting of targets for each annual parameter, the scale of values in the event that the results are lower or higher than the targets (in compliance with the maximum cap) and the final verification of the achievement of the targets are determined by the Managing Directors, at the proposal and/or with the support of the Remuneration Committee.

Upon reaching the targets in all parameters considered, the MBO for each General Manager in the financial year 2025 will amount to € 130,252 gross. Should the target(s) be exceeded, the MBO may reach a maximum amount of € 156,192 gross. In the case of results below the target, but above the minimum, the minimum MBO will be €76,887 gross.

Regarding the weight with which the various parameters contribute to the final result of the 2025 MBO of the General Managers, assuming the scenario of the maximum amount payable (in the event of exceeding the target objectives): (a) the change in consolidated Revenues from Sales and Services weighs 30%; (b) the change in consolidated Adjusted Gross Operating Margin (EBITDA) weighs 50%; (c) the number of Sales Days weighs 5%; (d) the Group Severity index weighs 10%; and (e) the Number of Critical Nonconformities weighs the remaining 5%.

The variable MBO component accrued by the General Managers in the 2025 financial year will be paid after the approval of the financial statements as at 31.12.2025 by the Shareholders' Meeting, it being understood that, after the approval of the 2024 financial statements, the General Managers will be paid the variable MBO component accrued in the 2024 financial year as Deputy General Managers and equal to € 117,415 gross for both of them *(for Mr. Claudio Garbellini the sum of €20,000 will be deducted to take into account the amount already paid to him in December 2024 by the affiliated German company Sonnomedics, of which he is one of the directors)*

In the event of termination of the employment relationship with one of the General Managers during the year, the annual MBO due to him will be paid in proportion to the months in which that General Manager held office.

Pursuant to the Corporate Governance Code, with regard to the short-term variable component (MBO) reserved for the General Managers, a so-called "*claw-back*" clause is applied, which provides for the possible reimbursement, in whole or in part, of the sums paid out in the event that the sum paid out has been determined on the basis of data that in the following three years have proven to be manifestly erroneous due to manipulation or illegal conduct.

8.7 THE MEDIUM-LONG TERM INCENTIVE (LTI) RESERVED FOR THE GENERAL DIRECTORS

The year 2025 constitutes the first year of the medium-long term incentive plan (LTI) for the 2025-2027 three-year period intended for the two General Directors. The LTI incentive is aimed at reinforcing, within the overall remuneration package of the beneficiaries, the alignment of the interests of General Managers with all the shareholders and stakeholders of the Group, favouring in particular the motivation and loyalty of General Managers (with retention objectives) to the Company and the Group, in a logic of sustainability and creation of value in the medium-long term.

The new 2025-2027 LTI incentive plan reserved for the General Managers provides for the payment of a variable monetary component of the remuneration based on the achievement of Group performance targets to be verified at the end of the 2025-2027 three-year period. The payment of this variable amount is conditional on the General Managers remaining in office as at 31.12.2027 and will be paid in a lump sum after the approval of the Financial Statements as at 31.12.2027.

The objectives triggering the payment of the monetary bonus under the LTI plan, as identified by the Board of Directors on the proposal of the Remuneration Committee, are as follows:

- Consolidated Group EBITDA resulting from the consolidated financial statements as at 31.12.2027 (weight 30%);
- Compound Average Annual Growth Rate (TCMAC) over the three-year period of the Group's consolidated revenues from sales and services (weight 25%);
- Group consolidated operating profit resulting from the consolidated financial statements as at 31.12.2027 (weight 20%)
- Annual average Severity Index (no. of days lost from work due to accidents x 1,000,000 hours worked) of the Group recorded over the three-year period excluding so-called commuting accidents (weight 10%);
- Group staff turnover, intended as the average percentage over the three-year period of outgoing staff net

of retirements, compared to the average number of staff in each year (weight 5%)
Gender Index, meaning the percentage of females holding manager and senior manager positions out of all managers and senior managers in the Group as at 31.12.2027 (weight 10%)

The target for each of the aforementioned objectives will be determined by the Board of Directors in 2025 on the proposal of the Remuneration Committee, after consulting the Board of Statutory Auditors. There is provision for adjusting the targets in the event of significant changes in the Group's scope. The achievement of the targets will be verified by the Board of Directors at the end of the three-year period (i.e. at the end of 2027), with the involvement of the Remuneration Committee and in consultation with the Board of Statutory Auditors. The maximum value of the LTI incentive may in any case not exceed the total gross amount of €200,000 for each General Manager (calculated in its maximum value corresponding to the case that all objectives are achieved). The incentive to the beneficiaries will be paid in a single lump-sum after the approval of the financial statements as at 31.12.2027 by the Shareholders' Meeting. The LTI 2025-2027 plan does not provide for a minimum guaranteed amount, as it may also be equal to 0 if none of the targets are achieved, while its maximum may not exceed, as mentioned above, the maximum amount per beneficiary of € 200,000 gross when all targets are achieved or exceeded.

8.8 NON-MONETARY BENEFITS

In order to guarantee a competitive overall remuneration offer, the remuneration package of the General Managers and Executive Directors (the latter also as managers in other Group companies) is completed by a number of non-monetary benefits consisting of the use, also for mixed purposes, of a company car, membership of the Previndai supplementary pension fund and complementary insurance forms aimed at protecting the welfare and health of beneficiaries and their family members.

In particular, in addition to insurance cover for life, permanent disability due to illness and occupational and extra-professional accidents, there is a supplementary policy for the reimbursement of healthcare costs, which is in addition to the benefits provided by FASI (supplementary healthcare fund for managers of goods and services companies).

In line with best practice, a policy was also taken out to cover the third-party liability of the corporate bodies (Board of Directors and Board of Statutory Auditors), the General Managers, executive directors and other managers and/or attorneys of the Group (*Directors&Officers Liability*). This makes it possible to hold the above-mentioned parties harmless from the burdens arising from the exercise of their respective functions as regards the remuneration of damages to third parties (excluding cases of wilful misconduct or gross negligence).

8.9 TERMINATION OF POST OR TERMINATION OF EMPLOYMENT AND NON-COMPETITION AGREEMENTS

At the date of this Report, no indemnity, non-competition agreement or other measure is provided for, either in the event of termination of the post of the Executive Directors or in the event of termination of employment of the General Managers. With regard to these latter, the Company pays the contributions to the Supplementary Pension Fund provided for in the Collective Agreement, along with the severance pay portion. Again on the basis of the National Collective Labour Agreement for Industrial Managers, if the executive employment is terminated by the Company without just cause, the dismissed executive is entitled to the notice period, plus an additional indemnity of up to 24 months.

Still as of the date of this Report, there is no agreement on any post-termination consultancy of the Executive Directors or the General Managers currently in office, nor on the assignment or maintenance of non-monetary benefits to them, it being understood that, as already indicated:

(i) in the event of the termination of the employment relationship with the General Managers during the year, the annual MBO due to them shall be paid in proportion to the number of months the relevant beneficiary held office;

(ii) any payment to the Executive Directors and to the General Managers of variable amounts pursuant to, respectively, the LTI 2024-2026 plan and the LTI 2025-2027 plan, on the other hand, is subject to the permanence in office of the Executive Directors and General Managers who are beneficiaries thereof at the relevant expiry date (respectively, 31.12.2026 for the Executive Directors and 31.12.2027 for the General Managers).

However, the Company, in continuity with the remuneration policy for the financial year 2024, reserves the right to agree with the Executive Directors and/or with either or both of the General Managers:

- economic treatments in the event of termination of office and/or employment, it being understood that:
  (i) with reference to each of the Executive Directors, in the event of termination of office, no amount greater than the fixed amount due to him/her up to the date of natural expiry of his/her office may be paid;
  (ii) in the event of termination of employment of one or both General Managers, each of them may not receive more than the amount provided for in the CCNL, currently equal to 24 monthly payments of the so-called "recurring remuneration", in addition to what is due under the applicable legal and contractual provisions as indemnity for lack of notice, as well as the ordinary termination fees;
- non-competition or confidentiality covenants for a limited period of time following the termination of the relationship, the consideration for which shall be determined on the basis of the time and territorial extent of the constraint and the prejudice that could be caused to the Company in the event that the person concerned were to engage in activities in competition with that of the Company or disclose information that could be damaging to the Company, also taking into account the role and responsibility previously held by the person concerned and the provisions of the applicable legislation, parameterising the consideration of the agreement to the remuneration of the beneficiary at the time of the termination of the relationship and limiting, as a rule, the consideration to a maximum equal to the fixed recurring remuneration of the reference period;
- consultancy agreements for amounts not exceeding the maximum amounts of total remuneration indicated above for Executive Directors and for each General Manager;
- agreements on the allocation or retention of non-monetary benefits, such as insurance policies or enjoyment of company assets.

No amount will be paid in the event of just cause for dismissal of the Executive Director or dismissal of either or both of the General Managers.

8.10 BOARD OF AUDITORS REMUNERATION

The remuneration of the members of the oversight body is determined by the Ordinary Shareholders' Meeting in a fixed annual amount, appropriate to the skills, professionalism and commitment required by the post.

Please note that the Shareholders' Meeting of 10 May 2023 appointed the following members of the Board of Statutory Auditors for the 2023-2024-2025 three-year period (and, therefore, until the date of the Shareholders' Meeting called to approve the financial statements as at 31.12.2025):

- Giovanni Maria Alessandro Angelo Garegnani Chairman
- Giuseppe Marino Regular Auditor
- Paola De Martini Regular auditor
- Annalisa Randazzo Substitute Auditor
- Lucia Foti Belligambi Substitute Auditor

The Shareholders' Meeting of 10 May 2023 also resolved to pay the members of the Board of Statutory Auditors, for the three-year period 2023-2024-2025 (and, therefore, until the approval of the financial statements as at 31.12.2025), gross remuneration, for each of the three years of their term of office, equal to a total annual gross amount of €182,000.00 for the entire Board of Statutory Auditors, to be divided among the three regular members according to the positions held as follows:

- as to the Chairman: €78,000.00 per year gross;
- as to the other Regular Auditors: €52,000.00 per year gross each.

8.11 INFORMATION ON WHETHER THERE ARE ANY CLAUSES FOR THE RETENTION OF FINANCIAL INSTRUMENTS IN THE PORTFOLIO AFTER THEIR ACQUISITION, WITH AN INDICATION OF THE RETENTION PERIODS AND THE CRITERIA USED TO DETERMINE THESE PERIODS

There are no remuneration systems based on the allocation of shares, options or other financial instruments and, therefore, no clauses of that nature either.

8.12 ALLOWED EXCEPTIONS TO THE REMUNERATION POLICY

The Board of Directors may temporarily derogate from the following elements of the Remuneration Policy in the presence of exceptional circumstances, i.e., situations falling under the general cases referred to in Article*123-ter*, paragraph *3-bis* TUF, or situations in which the derogation from the Remuneration Policy is necessary for the pursuit of the long-term interests and sustainability of the Company as a whole, or to ensure its ability to stand on the market:

- the values of the defined targets and/or their relative weight, both in relation to the short-term variable component reserved for the General Managers (MBO), and in relation to the medium-long term variable component (LTI) intended for Executive Directors and for the same General Managers;
- the balance between fixed and variable components in the remuneration of Executive Directors and the General Managers;
- the criteria and composition of the relevant benchmarks for the remuneration of Directors and the General Managers;
- the limits of indemnities and treatment provided for in the event of termination of the relationship (including consultancy, non-competition agreements and awards of monetary and non-monetary benefits).

The Remuneration Committee assesses the existence of exceptional circumstances permitting a derogation from the Remuneration Policy. In the event of exceptional circumstances, exceptions to the

Policy are approved in accordance with the procedures for related party transactions adopted by the Company in implementation of the applicable Consob RPT Regulation and the RPT Procedures in force.

The Company provides information on any derogations from the Remuneration Policy applied in exceptional circumstances in the manner and terms required by the laws and regulations that are applicable at the time.

*   *   *

SECTION II

FIRST PART

Remuneration of the members of the Board of Directors

The Ordinary Shareholders' Meeting of 11 May 2022 appointed the following directors for the three-year period 2022-2023-2024 (and in any case until the date of the Shareholders' Meeting convened to approve the financial statements as at 31.12.2024):

- Aldo Fumagalli Romario: Chairman and Managing Director
- Marco Annoni: Deputy Chairman and Managing Director
- Giovanni Annoni: Director with special powers
- Giulio Fumagalli Romario: Director with special powers
- Duccio Alberti: Director
- Alessandra Annoni: Director
- Anna Gervasoni: Independent director
- Cristina Grieco: Independent director
- Antonella Mansi: Independent director
- Elli Meleti: Independent director
- Erwin P. Walter Rauhe: Independent director

The remuneration attributed to the members of the Board of Directors is defined as follows:

- on 10 May 2024, the Ordinary Shareholders' Meeting resolved to *"award the Board of Directors, for the financial year 2024 and with effect from 1 January 2024, a gross global remuneration consisting of*:
  (I) payment to the Board of Directors for the financial year 2024 and with effect from 1 January 2024 of an overall gross remuneration consisting of:
  (i) the total amount of € 1,300,000.00 (one million three hundred thousand), which includes the remuneration due to the members of the Board of Directors and the fixed remuneration of the Directors with special powers, in accordance with the allocation and payment methods that will be established by the Board of Directors after consulting the Board of Statutory Auditors; and
  (ii) the additional remuneration for participation in the Board of Directors' internal committees, as set forth in Section I of the Report on Remuneration Policy pursuant to Article 123-ter, paragraph 3, of Legislative Decree No. 58/1998, approved by the Board of Directors on 27 March 2024 and submitted to the binding vote of the shareholders at the Shareholders' Meeting and, therefore: (a) as to the Directors who will be members of the Related Party Transactions Committee, an additional remuneration of € 1,000.00 (one thousand) for each meeting of the Related Party Transactions Committee they attend; and (b) as to the Directors who will be members of the Remuneration Committee, an additional annual gross remuneration of € 15,000.00 (fifteen thousand) for the Chair of the Remuneration Committee and an additional annual gross remuneration of € 7,000.00 (seven thousand) for the other members of the Remuneration Committee (other than the Chair); and c) as to the Directors who will be members of the Control and Risk Committee, an additional annual gross remuneration of € 20,000.00 (twenty thousand) for the Chair of the Control, Risk and Sustainability Committee and an additional annual gross remuneration of € 10,000.00 (ten thousand) for the other members of the Control, Risk and Sustainability Committee (other than the Chair), to be paid in a single lump sum at the end of the year.
  (ii) payment to the Executive Directors of the variable remuneration component of the medium-long term incentive plan (LTI) for the financial years 2024-2026, under the terms and within the limits described in Section I of the Report on Remuneration Policy pursuant to Art. 123-ter, paragraph 3, of Legislative Decree No. 58/1998, adopted by the Board of Directors on 27 March 2024 and submitted to the binding vote of

the shareholders at the Shareholders' Meeting, granting the Board of Directors the broadest powers to implement said plan".

- pursuant to the resolution of the Board of Directors of 14 May 2024 (and subject to the approval of the Remuneration Committee and the opinion of the Board of Statutory Auditors), this remuneration relating to the 2024 financial year was allocated as follows:

  - ✓ Mr. Aldo Fumagalli Romario: EUR 230,000.00;
  - ✓ Mr. Marco Annoni; EUR 230,000.00;
  - ✓ Mr. Giovanni Annoni; EUR 216,300.00;
  - ✓ Mr. Giulio Fumagalli Romario; EUR 216,300.00;
  - ✓ Ms. Anna Gervasoni Euro 58,200.00;
  - ✓ M.s Antonella Mansi Euro 58,200.00;
  - ✓ Mr. Erwin Paul Walter Rauhe Euro 58,200;
  - ✓ Mr. Duccio Alberti Euro 58,200.00
  - ✓ Ms. Alessandra Annoni Euro 58,200.00
  - ✓ Ms. Cristina Grieco Euro 58,200.00.
  - ✓ Ms. Elli Meleti Euro 58,200.00

During 2024, the Executive Directors received the additional remuneration shown in Table 1, Section II below (where the total amount of remuneration received by them is also shown).

Board members were also entitled to reimbursement of expenses incurred in the course of their duties.
Non-executive Directors were paid additional fees for their participation in the various Committees in accordance with the Remuneration Policy for the year 2024 approved by the Board of Directors and the Shareholders' Meeting. In particular, the members of the Related Party Transactions Committee were paid an additional fee of €1,000 each in November 2024, the Committee having met once in 2024. With regard to the participation in the Control, Risks and Sustainability Committee, the additional remuneration for the financial year 2024 was paid (in the amount of € 20,000 for the Chair of the Committee and € 10,000 for the other Directors participating in the Committee) in a lump sum in December 2024. Likewise, for participation in the Remuneration Committee, the additional remuneration for the financial year 2024 was paid (in the amount of € 15,000 for the Chair of the Remuneration Committee and € 7,000 for the other Directors participating in the Committee) in a lump sum in December 2024.
The remuneration attributed to the Directors of SOL S.p.A. in the financial year 2024 took into account the remuneration received by them as executives and/or members of the management bodies of the companies directly and/or indirectly controlled by and affiliated to SOL S.p.A. (and evidenced, in accordance with applicable rules, in the financial statements of the Company; for an illustration, see also below Table 1 of Section II, Part II). No agreements were entered into providing for indemnities in the event of termination of office or early termination of the relationship or the application of claw-back and malus clauses. The remuneration awarded was in line with the reference remuneration policy.

With the approval of the financial statements as at 31 December 2023, the medium-long term incentive plan (Long Term Incentive) for the financial years 2021-2023 in favour of the Executive Directors, approved by the SOL Shareholders' Meeting on 14 May 2021 and confirmed for the part relating to the financial years 2022 and 2023 by the Shareholders' Meeting on 11 May 2022 and 10 May 2023, respectively, ended.
The year 2023 therefore was the third and final year of the three-year period to which the LTI plan applied (2021-2023). The 2023 Remuneration Policy approved by the Shareholders' Meeting of 10 May 2024 provided that the achievement of the targets under the 2021-2023 LTI plan was to be verified by the Board of Directors after the approval of the financial statements as at 31.12.2023, involving the Remuneration Committee and after consulting the Board of Statutory Auditors.
On 14 May 2024, the Board of Directors, having verified that all the targets under the LTI 2021-2023 Plan had

been met, upon the proposal of the Remuneration Committee and having heard the favourable opinion of the Board of Statutory Auditors, resolved, pursuant to the same Plan, to award the Executive Directors the following gross amounts to be paid by 30 May 2024:

- to the Managing Directors Aldo Fumagalli Romario and Marco Annoni the gross amount of Euro 132,400 each;
- to the other Executive Directors Giovanni Annoni and Giulio Fumagalli Romario the gross amount of Euro 125,380 each.

On 10 May 2024, the Ordinary Shareholders' Meeting resolved "*to pay the Executive Directors the variable component of remuneration under the medium-long term incentive plan (LTI) for the years 2024-2026 , under the terms and within the limits described in Section I of the Remuneration Policy Report pursuant to Art. 123-ter, paragraph 3, of Legislative Decree No. 58/1998, adopted by the Board of Directors on 27 March 2024 and submitted to the binding vote of the shareholders at the Shareholders' Meeting, granting the Board of Directors the broadest powers to implement said plan".*

On 14 May 2024, the Board of Directors, upon the proposal of the Remuneration Committee, approved the LTI plan for the financial years 2024-2026 reserved for Executive Directors, as proposed by the Remuneration Committee in accordance with the terms and conditions set forth in the 2024 Remuneration Policy approved by the Shareholders' Meeting. The review of the objectives of the LTI plan will be carried out by the Board of Directors at the end of the three-year period 2024-2026. Any payment of the total amount accrued under the LTI for the entire three-year period 2024-2026 will be made to the beneficiaries in the course of 2027 after the approval of the financial statements as at 31.12.2026. Therefore, in the financial year 2024, no amounts were paid to the Executive Directors under the LTI 2024-2026 plan.

<u>Remuneration of the members of the Board of Statutory Auditors and the Auditing Company</u>

On 10 May 2023, SOL's Ordinary Shareholders' Meeting appointed the following members of the Board of Statutory Auditors for the three-year period 2023-2024-2025 (and in any case until the date of the Shareholders' Meeting called to approve the financial statements as at 31.12.2025):

- Giovanni Maria Alessandro Angelo Garegnani Chairman
- Giuseppe Marino Regular Auditor
- Paola De Martini Regular Auditor
- Annalisa Randazzo Substitute Auditor
- Lucia Foti Belligambi Substitute Auditor

The Shareholders' Meeting of 10 May 2023 also resolved to pay the members of the Board of Statutory Auditors, for the three-year period 2023-2024-2025 (and therefore until the date of the Shareholders' Meeting called to approve the financial statements as at 31.12.2025), gross remuneration, for each of the three years of their term of office, equal to a total annual amount of € 182,000.00 for the entire Board of Statutory Auditors, to be divided among the three regular members according to the positions held as follows:

- as to the Chairman: € 78,000.00 per year gross;
- as to the other Regular Auditors: € 52,000.00 per year gross each.

On 12 May 2016, the Company's shareholders' meeting appointed "Deloitte &Touche S.p.A." for the financial years 2016-2024 to audit the statutory and consolidated financial statements and to perform a limited audit of the condensed half-yearly financial statements, including verifying that the accounts are properly kept and the signing of the tax returns duly performed, with an annual fee of € 128,400, corresponding to 1,650 working hours, noting that these fees are net of (i) reimbursement of expenses up to a maximum limit of

2.5% of the fees, (ii) 50% of the annual ISTAT increases, (iii) the supervisory contribution to Consob and (iv) of VAT, and that they may be updated in the event of exceptional or currently unforeseeable circumstances. Deloitte & Touche S.p.A., as the entity appointed to perform the legal audit of the Company's financial statements, verified the preparation of the Report on Amounts Paid set out in the second section of this Report.

In order to allow for an efficient handover between the outgoing auditor and the new auditor, as well as compliance with the time limits set to safeguard the auditor's independence, the Shareholders' Meeting of 10 May 2024 appointed 'EY S.p.A.' to audit the accounts of SOL S.p.A. pursuant to Legislative Decree no. 39/2010 and EU Regulation 537/2014, for a term of nine financial years, namely, for the years 2025-2033, with annual fees totalling € 562,000, corresponding to 6,215 hours of work, noting that such fees are net of expenses, VAT, CONSOB contribution and out-of-pocket expenses, with a revaluation mechanism for inflation and may be updated in the event of exceptional or unforeseeable circumstances at the time of the offer.

Remuneration of the General Manager (the only Key Executive other than the Directors)

In the financial year 2024, the General Manager, Mr. Andrea Monti was paid a total remuneration of €752,097, including a fixed gross annual remuneration of €466,470, plus an extraordinary bonus of €75,000 gross linked to the completion of extraordinary acquisitions or transactions in accordance with the provisions of the Remuneration Policy for the financial year 2024 approved by the Board of Directors and the Shareholders' Meeting and subject to the favourable opinion of the Remuneration Committee. The fixed remuneration and extraordinary bonus received by the General Manager Monti in 2024 increased the fixed remuneration received by him in 2023 by 19% (thus respecting the +20% limit stipulated in the 2023 remuneration policy). Furthermore, in 2024 Mr. Monti received the payment of the variable component (MBO) referring to the year 2023 in the amount of €194,580 gross (corresponding to 25.87% of the total remuneration of Mr. Monti in 2024 in accordance with the 40% limit stipulated in the 2023 remuneration policy) and € 16,046 of non-monetary benefits. Mr. Monti did not receive any remuneration from companies controlled by or affiliated with SOL.
In relation to the variable component(MBO) attributed to the General Manager Monti in 2024 for the financial year 2023, for confidentiality reasons, since these are unpublished forecast data, no details are provided of the targets achieved in comparison with those forecast. In any event, the individual targets were achieved as follows:

- Consolidated Group revenues: bonus value of €38,380 gross;
- Group Consolidated Adjusted Gross Operating Margin (EBITDA): bonus value equal to € 119,400 gross;
- Sales Days: bonus value of €16,800 gross;
- Group Severity Index: bonus value of €10,000 gross;
- Number of Critical Non-Compliances detected in Italy within the Integrated Management System net of those generated by suppliers: bonus value of € 10,000 gross.

In the year 2024: (i) no agreements have been entered into providing for indemnities in the event of early termination or the application of claw-back and malus clauses; and (ii) no exceptions to the remuneration policy for the financial year 2024 have been made for exceptional circumstances.

On 22.11.2024, with the former General Manager Mr. Andrea Monti, in accordance with the 2024 policy, a short term agreement of coordinated and continuous collaboration was entered into commencing from 7.1.2025 and lasting until 30 April 2025 with a lump-sum remuneration of € 65,000 plus a maximum of € 10,000 for reimbursement of expenses and in addition to the maintenance of the health policy in his favour (and at the expense of the Company), which supplements the benefits of FASI, the health fund to which Mr. Monti is registered as a retired executive, at his own cost. The purpose of the agreement is to supervise the reindustrialisation project of the Piombino steel plant and support the development of the Group's Brazilian market in the home care sector.

Change to remuneration and comparative information

A comparison of the annual change is shown below:

i) the total remuneration of the members of the Board of Directors, Statutory Auditors and General Managers.

	2020		2021		2022		2023		2024	
	valore	VAP %	valore	VAP %	valore	VAP %	valore	VAP %	valore	VAP %
Aldo Fumagalli Romario	646.992	1,3%	678.785	4,9%	695.146	2,4%	736.499	5,9%	878.875	19,3%
Marco Annoni	645.225	1,1%	677.913	5,1%	695.052	2,5%	736.002	5,9%	878.994	19,4%
Giovanni Annoni	646.593	1,3%	678.323	4,9%	691.970	2,0%	735.523	6,3%	871.603	18,5%
Giulio Fumagalli Romario	645.315	-0,3%	677.121	4,9%	695.736	2,7%	735.615	5,7%	871.643	18,5%
Maria Cristina Annoni (1)	58.200	50,0%	58.200	0,0%	19.400	-66,7%	=	=	=	=
Maria Antonella Boccardo (1)	58.200	0,0%	58.200	0,0%	19.400	-66,7%	=	=	=	=
Susanna Dorigoni (1)	58.200	0,0%	58.200	0,0%	19.400	-66,7%	=	=	=	=
Prisca Fumagalli Romario (1)	58.200	50,0%	58.200	0,0%	19.400	-66,7%	=	=	=	=
Anna Gervasoni	58.200	0,0%	58.200	0,0%	64.866	11,5%	68.200	5,1%	74.200	8,8%
Antonella Mansi	58.200	0,0%	58.200	0,0%	58.200	0,0%	58.200	0,0%	79.200	36,1%
Erwin Paul Walter Rauhe	58.200	50,0%	58.200	0,0%	61.533	5,7%	63.200	2,7%	65.200	3,2%
Alessandra Annoni (2)	=	=	=	=	38.800	=	58.200	50,0%	58.200	0,0%
Duccio Alberti (2)	=	=	=	=	38.800	=	58.200	50,0%	68.200	17,2%
Cristina Grieco (2)	=	=	=	=	38.800	=	58.200	50,0%	69.200	18,9%
Elli Meleti (2)	=	=	=	=	42.133	=	63.200	50,0%	65.200	3,2%
Giovanni Maria Alessandro Angelo Garegnani (3)	46.875	=	75.000	60,0%	75.000	0,0%	76.927	2,6%	78.000	1,4%
Giuseppe Marino (4) (5)	18.750	-62,5%	=	=	=	=	33.705	=	52.000	54,3%
Paola De Martini (5)	=	=	=	=	=	=	33.408	=	52.000	55,7%
Alessandro Danovi (6)	92.375	-14,5%	83.000	-10,1%	83.000	0,0%	51.011	-38,5%	=	=
Livia Martinelli (6)	50.000	0,0%	50.000	0,0%	50.000	0,0%	18.011	-64,0%	=	=
Giulio Mario Bottes (7)	472.694	0,2%	499.088	5,6%	435.797	-12,7%	=	=	=	=
Andrea Monti	471.609	0,1%	498.011	5,6%	601.952	20,9%	604.007	0,3%	752.097	24,5%

(1) director terminated with the approval of the financial statements as at 31.12.2021, i.e. with the shareholders' meeting of 11 May 2022, received pro rata remuneration in 2022
(2) director appointed for the first time by the shareholders' meeting of 11 May 2022 (no comparison with 2021 possible)
(3) auditor appointed for the first time by the shareholders' meeting of 15 May 2020 (comparison with 2019 and 2018 not possible), while the 2021 comparison with 2020 is not homogeneous as he was appointed in May 2020 and therefore received pro rata remuneration in 2020
(4) auditor in office until the shareholders' meeting to approve the financial statements as at 31 December 2019 (shareholders' meeting of 15 May 2020)
(5) auditor appointed for the first time by the shareholders' meeting of 10 May 2023 (no comparison with 2022 possible), received pro rata remuneration in 2020
(6) auditor ceased with the approval of the financial statements as at 31.12.2022, i.e. with the shareholders' meeting of 10 May 2023, received pro rata remuneration in 2023
(7) General Manager ceased on 1 March 2022.

ii) of the Company's results

	2020		2021		2022		2023		2024	
	valore	VAP %	valore	VAP %	valore	VAP %	valore	VAP %	valore	VAP %
Vendite nette consolidate	973.833	7,7%	1.112.909	14,3%	1.379.187	23,9%	1.487.136	7,8%	1.610.444	8,3%
MOL consolidato	255.392	20,9%	260.778	2,1%	328.259	25,9%	382.161	16,4%	403.827	5,7%
Utile netto consolidato	103.047	98,6%	89.549	-13,1%	133.693	49,3%	145.733	9,0%	147.698	1,3%

iii) of the average gross annual remuneration, measured on full-time employees, of employees other than the persons whose remuneration is disclosed by name in this Section of the Report

	2020		2021		2022		2023		2024	
	valore	VAP %	valore	VAP %	valore	VAP %	valore	VAP %	valore	VAP %
RAL media annua FTE Dip. Italia	42.156	0,6%	42.195	0,1%	39.548	-6,3%	40.364	2,1%	45.392	12,5%

The average gross annual remuneration (GAR) of Italian employees, inclusive of the variable component, was calculated considering all employees of SOL S.p.A. and the other subsidiaries of the Group in Italy. The drop in the average in 2022 is attributable to the entry of acquired companies with a significantly lower GAR into the Group scope; it rose again in 2023 as a result of both contractual renewals and the company's remuneration policy.
In 2024, the GAR was substantially higher due to both more widespread forms of variability and increased competition in recruitment. Since 2024, the average and median gross RAL of all Group employees worldwide is also available, which is € 37,468 (average) and € 32,990 (median).

In 2024, the total amount of remuneration paid to the President and CEO Mt. Aldo Fumagalli Romario (including the amount paid as a three-year LTI 2021-2023 and net of non-monetary benefits) was, therefore, 19 times the average gross annual remuneration of Italian employees, while in relation to the average remuneration of the entire Group, the figure was 23.09 times the average and 26.22 times the median. However, if we were to correctly consider one-third of the amount paid under the three-year LTI plan (i.e. €44,133 instead of €132,400), the total amount of remuneration paid to the Chairman and CEO Aldo Fumagalli would drop from € 865,216 to € 776,949 and the multiples with respect to the average and median Group RAL would drop to 20.7 times and 23.5 times, respectively. In any case, these are very low multiples if we consider the Group's substantial presence in countries with labour costs much lower than the European average.

<u>Vote cast by the Shareholders Meeting.</u>

The Shareholders' Meeting held on 10 May 2024 approved Section II of the Report on Amounts Paid for the financial year 2023 with 65,770,798 votes in favour, or 89.5% of those present. No reasons were given for votes against or abstentions at the meeting.

*   *   *

<u>SECTION II</u>

SECOND PART

TABLE 1 - Diagram *7-BIS*: Remuneration paid in 2024 to members of the management and control bodies and the General Manager.

(A) Name and surname	(B) Post	(C) Period for which the post was held	(D) Expiry of post (*)	(1) Fixed remuneration	(2) Remuneration for participating in committees	(3) Remuneration Variable non equity		(4) Non-monetary benefits	(5) Other remuneration	(6) Total	(7) Fair Value of equity remuneration	(8) Allowances on termination of office or termination of employment
						Bonuses and other incentives	Profit sharing					
Aldo Fumagalli Romario	Chairman and Managing Director	2022	2024									
(I) Remuneration in the company drafting the financial statements				230,000		132,400				362,400		
(II) Remuneration from subsidiaries and associates				255,216 (2)				13,659	247,600	516,475		
(III) Total				485,216		132,400		13,659	247,600	878,875		
Marco Annoni	Deputy Chairman and Managing Director	2022	2024									
(I) Remuneration in the company drafting the financial statements				230,000		132,400				362,400		
(II) Remuneration from subsidiaries and associates				256,863 (2)				10,931	248,800	516,594		
(III) Total				486,863		132,400		10,931	248,800	878,994		
Giovanni Annoni	Director with special powers	2022	2024									
(I) Remuneration in the company drafting the financial statements				216,300		125,380				341,680		
(II) Remuneration from subsidiaries and associates				255,177 (2)				11,456	263,200	529,923		
(III) Total				471,477		125,380		11,456	263,200	871,603		
Giulio Fumagalli Romario	Director with special powers	2022	2024									
(I) Remuneration in the company drafting the financial statements				216,300		125,380				341,680		
(II) Remuneration from subsidiaries and associates				255,436 (2)				11,327	263,200	529,963		
(III) Total				471,736		125,380		11,327	263,200	871,643		

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	**Post**	**Period for which the post was held**	**Expiry of post (*)**	**Fixed remuneration**	**Remuneration for participating in committees**	**Remuneration Variable non equity**		**Non-monetary benefits**	**Other remuneration**	**Total**	**Fair Value of equity remuneration**	**Allowances on termination of office or termination of employment**
						Bonuses and other incentives	**Profit sharing**					
Anna Gervasoni	Director	2022	2024									
(I) Remuneration in the company drafting the financial statements				58,200	16,000 (1)					74,200		
(II) Remuneration from subsidiaries and associates												
(III) Total				58,200	16,000 (1)					74,200		
Antonella Mansi	Director	2022	2024									
(I) Remuneration in the company drafting the financial statements				58,200	21,000 (1)					79,200		
(II) Remuneration from subsidiaries and associates												
(III) Total				58,200	21,000 (1)					79,200		
Erwin Paul Walter Rauhe	Director	2022	2024									
(I) Remuneration in the company drafting the financial statements				58,200	7,000 (1)					65,200		
(II) Remuneration from subsidiaries and associates												
(III) Total				58,200	7,000(1)					65,200		

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	**Post**	**Period for which the post was held**	**Expiry of post (*)**	**Fixed remuneration**	**Remuneration for participating in committees**	**Remuneration Variable non equity**		**Non-monetary benefits**	**Other remuneration**	**Total**	**Fair Value of equity remuneration**	**Allowances on termination of office or termination of employment**
						Bonuses and other incentives	**Profit sharing**					
Duccio Alberti	Director	2022	2024									
(I) Remuneration in the company drafting the financial statements				58,200	10,000 (1)					68,200		
(II) Remuneration from subsidiaries and associates												
(III) Total				58,200	10,000 (1)					68,200		
Alessandra Annoni	Director	2022	2024									
(I) Remuneration in the company drafting the financial statements				58,200						58,200		
(II) Remuneration from subsidiaries and associates												
(III) Total				58200)						58,200		
Cristina Grieco	Director	2022	2024									
(I) Remuneration in the company drafting the financial statements				58,200	11,000 (1)					69,200		
(II) Remuneration from subsidiaries and associates												
(III) Total				58,200	11,000 (1)					69,200		
Elli Meleti	Director	2022	2024									
(I) Remuneration in the company drafting the financial statements				58,200	7,000 (1)					65,200		
(II) Remuneration from subsidiaries and associates												
(III) Total				58,200	7,000(1)					65,200		

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	**Post**	**Period for which the post was held**	**Expiry of post (*)**	**Fixed remuneration**	**Remuneration for participating in committees**	**Remuneration Variable non equity**		**Non-monetary benefits**	**Other remuneration**	**Total**	**Fair Value of equity remuneration**	**Allowances on termination of office or termination of employment**
						Bonuses and other incentives	**Profit sharing**					
Giovanni Maria Alessandro Angelo Garegnani	Chairman of the Board of Auditors	2023	2025									
(I) Remuneration in the company drafting the financial statements				78,000 (1)						78,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				78,000						78,000		
Giuseppe Marino	Regular Auditor	2023	2025									
(I) Remuneration in the company drafting the financial statements				52,000 (1)						52,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				52,000						52,000		
Paola De Martini	Statutory Auditor	2023	2025									
(I) Remuneration in the company drafting the financial statements				52,000 (1)						52,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				52,000						52,000		

(A)	(B)	(C)	(D)	(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)
Name and surname	**Post**	**Period for which the post was held**	**Expiry of post**	**Fixed remuneration**	**Remuneration for participating in committees**	**Remuneration Variable non equity**		**Non-monetary benefits**	**Other remuneration**	**Total**	**Fair Value of equity remuneration**	**Allowances on termination of office or termination of employment**
						Bonuses and other incentives	**Profit sharing**					
Andrea Monti	General Manager	2024	on open-ended contracts									
(I) Remuneration in the company drafting the financial statements				466,470 (2)		269,580		16,047		752,097		
(II) Remuneration from subsidiaries and associates												
(III) Total				466,470		269,580		16,047		752,097		

(*) the term of office expires with the approval of the financial statements on the date indicated;
(1) accrued emoluments resolved by the shareholders' meeting, even if not paid in the year 2024;
(2) fixed remuneration from employment
(3) emoluments as Chairman of the Board of Statutory Auditors and/or Single Statutory Auditor

TABLE 3B: Monetary incentive plans in favour of members of the administrative body, general managers and other key management personnel

A	B	-1	-2			-3			-4
Name and surname	Post	Plan	Bonus of the Year			Bonus of previous years			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
Aldo Fumagalli Romario	Chairman and CEO		Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Deferred again	
(I) Remuneration in the company drafting the financial statements		Plan A (date of relevant resolution)					132,400		
(III) Total							132,400		

A	B	-1	-2			-3			-4
Name and surname	Post	Plan	Bonus of the Year			Bonus of previous years			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
Marco Annoni	Deputy Chair and CEO		Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Deferred again	
(I) Remuneration in the company drafting the financial statements		Plan A (date of relevant resolution)					132,400		
(III) Total							132,400		

A	B	-1	-2			-3			-4
Name and surname	Post	Plan	Bonus of the Year			Bonus of previous years			Other Bonuses
			(A)	(B)	(C)	(A)	(B)	(C)	
Giovanni Annoni	Director with special powers		Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Deferred again	
(I) Remuneration in the company drafting the financial statements		Plan A (date of relevant resolution)					125,380		
(III) Total			132,848				125,380		

A	B	-1	-2			-3			-4
Name and surname	**Post**	**Plan**	**Bonus of the Year**			**Bonus of previous years**			**Other Bonuses**
			(A)	(B)	(C)	(A)	(B)	(C)	
Giulio Fumagalli Romario	Director with special powers		Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Deferred again	
(I) Remuneration in the company drafting the financial statements		Plan A (date of relevant resolution)					125,380		
(III) Total							125,380		

A	B	-1	-2			-3			-4
Name and surname	**Post**	**Plan**	**Bonus of the Year**			**Bonus of previous years**			**Other Bonuses**
			(A)	(B)	(C)	(A)	(B)	(C)	
Andrea Monti	General Manager		Payable/Paid	Deferred	Deferment period	No longer payable	Payable/Paid	Deferred again	
(I) Remuneration in the company drafting the financial statements		Plan A (date of relevant resolution)	194,580						75,000
		Plan B (date of relevant resolution)							
		Plan C (date of relevant resolution)							
(II) Remuneration from subsidiaries and associates		Plan A (date of relevant resolution)							
		Plan B (date of relevant resolution)							
(III) Total			194,580						75,000

TABLE 1- Diagram *7- TER*: Shares held in SOL and its subsidiaries by members of the management and control bodies and by General Managers (as well as their spouses who are not legally separated and minor children, directly or through subsidiaries, trust companies or intermediaries)**.**

Name and surname	Post	Investee company	Number of shares held at the end of the previous year	Number of shares purchased	Number of shares sold	Number of shares held at the end of the current year
Aldo Fumagalli Romario	Chairman and Managing Director	SOL S.p.A.	26,380	2,000		28,380 (1)
Erwin Paul Walter Rauhe	Director	SOL S.p.A.	1,500	0	0	1,500
Duccio Alberti	Director	SOL S.p.A.	1,065,591	0	0	1,065,591 (2)

(1) owned by the spouse;
(2) of which 22,000 owned personally, 23,591 owned by spouse, 1,020,000 owned through trust company

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This Remuneration Report is made available to the public, in accordance with the terms and procedures provided for by the regulations in force, at the registered office, on the authorised storage site www.emarketstorage.com and on the Company's website at www.solgroup.com.

Monza, 27 March 2025

SOL S.p.A.
The Chair of the Board of Directors
(Mr. Aldo Fumagalli Romario)